

Ref.: SD:75/76/11/12::2023-24

04.05.2023

The Vice President
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001
Scrip Code: 532483

The Vice President
Listing Department
National Stock Exchange of India Ltd
EXCHANGE PLAZA
Bandra-Kurla Complex, Bandra [E]
MUMBAI - 400051
Scrip Code: CANBK

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report - Financial Year ended 31.03.2023

**Ref: Regulation 24A of the SEBI (LODR) Regulations, 2015 & SEBI Circular
CIR/CFD/CMD1/27/2019 dated February 08, 2019**

With reference to the subject, we hereby submit the Annual Secretarial Compliance Report of the Bank issued by **Shri. S Kedarnath, Practicing Company Secretary, Bengaluru**, for the Financial Year ended 31st March, 2023.

This is for your information and records.

Yours faithfully,

**SANTOSH KUMAR BARIK
COMPANY SECRETARY**



S. KEDARNATH

B.Sc.,LLB,FCS,CAIIB(I)

Company Secretary

**SECRETARIAL COMPLIANCE REPORT OF CANARA BANK FOR THE YEAR ENDED
MARCH 31, 2023**

I, S. Kedarnath, Company Secretary (CP- 4422) have examined:

I. All documents and records made available to us and explanations provided by M/s. Canara Bank ("the listed entity"),

(a) the filings/ submissions made by the listed entity to the stock exchanges,

(b) website of the listed entity,

(c) any other document/filing, as may be relevant, which has been relied upon to make this certification-

- for the year ended 31st March, 2023 in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEB I Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

II. The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

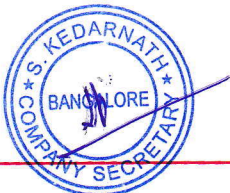
(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - The Bank has issued and allotted the under mentioned Debt instruments (Tier I/II Bonds) during the period of review as under

1. on 19.07.2022, issued and allotted 8.24% Non-Convertible, Perpetual, Taxable, Subordinated, Fully Paid Up, Unsecured, Basel III Compliant Additional Tier I Bonds 2022-23 Series I amounting to Rs 2000 Crores;

2. on 26.08.2022, issued and allotted 7.48% Unsecured, Subordinated, Non-Convertible, Redeemable, Fully Paid Up, Taxable, Basel III Compliant Tier II Bonds Series I amounting to Rs 2000 Crores; and

3. on 15.09.2022, issued and allotted 7.99% Unsecured, Rated, Listed, Non-Convertible, Perpetual, Basel III Compliant Additional Tier I Bonds 2022-23 Series II amounting to Rs 2000 Crores.



S. KEDARNATH & ASSOCIATES

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
1. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2006;
 2. The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2015 as amended till date;

Based on the above examination, I hereby report that, during the Review Period:

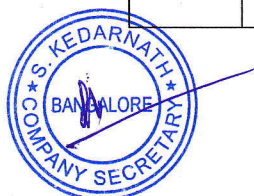
- (a) As may be applicable during the financial year, the listed entity, has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

S. No	Compliance requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	None		

(b) The listed entity has maintained proper records under the applicable provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g., fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.



01.	None
-----	------

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

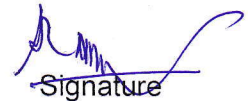
Sr. No.	Observations of the Practicing Company Secretary in the previous reports (2021-22)	Observations made in the secretarial compliance report for the year ended (2022-23)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	None			

(e) The listed entity has complied with the requirement of Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) and I certify that

1. The Bank has a Structured Digital Database in place
2. Control exists as to who can access the SDD
3. All the UPSI disseminated has been captured in the Database
4. The system has captured nature of UPSI along with date and time
5. The database has been maintained internally and an audit trail is maintained
6. The database is non-tamperable and has the capability to maintain the records for 8 years.

I would like to report that the following noncompliance(s) was observed during the review period and the remedial action(s) taken along with timelines in this regard: **NIL**

Date: 03rd May, 2023
Place: Bangalore
UDIN: F003031E000239399


Signature



S. KEDARNATH
B.Sc., LL.B., FCS, CAIIB (I)
Company Secretary
C.P. No. 4422