

Terms of Reference (ToR) for appointment of Secretarial Auditor for a term of five years.

1. Description of Assignment: -

Canara Bank (the bank) proposes to appoint Secretarial Auditor to undertake the Secretarial Audit of the Bank for a term of five years commencing from the financial year 2025-26 to 2029-30, in compliance with SEBI guidelines.

2. Assignment Background: -

On December 12, 2024, SEBI, vide its Notification no No. SEBI/LAD-NRO/GN/2024/218.— mandated that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

3. Eligibility Criteria

A person shall be eligible for appointment as a Secretarial Auditor of the listed entity only if such person is a Peer Reviewed Company Secretary and has not incurred any of the disqualifications as specified by the SEBI.

Company Secretary in Practice or a firm of Company Secretary(ies) in practice should have minimum two years of Experience handling Secretarial Audit of PSU bank / large private sector bank.

4. Detailed Scope of Work and Time-lines: -

a. Tasks, Activities

- To undertake Secretarial Audit for five financial years commencing from the F.Y 2025-26 as per SEBI regulatory/statutory guidelines and adhering to applicable standards in this regard.
- Submission of Secretarial audit Report as per Form MR-3 every year commencing from the F.Y 2025-26 for term of five years.
- Submission of Annual Secretarial Compliance Report every year commencing from the F.Y 2025-26 for term of five years.

b. Place of Assignment and Touring Requirements, if any

The Secretarial Auditor is required to visit head office of the bank to conduct Secretarial Audit in accordance with the extant SEBI guidelines on the subject.

5. Length and Duration of assignments

The Secretarial Audit Report will form a part of Annual Report for the year 2025-26 to 2029-30.

6. Documents Required

- Profile of the PCS firm and its members
- ICSI Membership Certificate
- Peer Review Certificate
- Proof of experience in PSU/ Large Private Sector banks
- Any other relevant document

7. Last Date for Submission of Documents

We request you to kindly submit your quote for the said assignment (Conducting Secretarial Audit) along with the following documents on or before 15.04.2025.