

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Punjab National Bank
2. Quarter ending - 31 March 2021

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	CH. S.S. Mallikarjuna Rao	07667641	C & ED	CEO-MD	01-Oct-2019	01-Oct-2019			NA		2	0	2	0	SC, RC	
Mr.	Sanjay Kumar	06741352	ED		01-Apr-2020	01-Apr-2020			NA		1	0	0	0	RM C	
Mr.	Vijay Dube	09107884	ED		01-Apr-2020	01-Apr-2020			NA		1	0	1	0	AC, RC	

Mr.	Agyey Kumar Azad	08985570	ED		22-Jan-2019	22-Jan-2019			NA		2	0	1	0	SC, RC	
Mr.	Swarup Kumar Saha	08963678	ED		10-Mar-2021	10-Mar-2021			NA		1	0	0	0	RM C	
Mr.	Pankaj Jain	00675922	NED,N D		08-Aug-2019	08-Aug-2019			NA		1	0	1	0	AC	
Mr.	Vivek Aggarwal	99999999	NED,N D		24-Jul-2019	24-Jul-2019			NA		1	0	1	0		Not Applicable.
Mrs.	Asha Bhandarker	99999999	ID		12-Sep-2018	12-Sep-2018		36	NA		1	1	1	1	NRC , SC	Not Applicable.
Mr.	Gautam Guha	06894434	ID		18-Mar-2021	18-Mar-2021		30	NA		1	1	1	1	AC, RC, NRC	

Company Remarks	The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. The Sub-Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India etc.
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vijay Dube	ED	Member	11-Mar-2021	
2	Vivek Aggarwal	NED,ND	Member	26-Jul-2019	
3	Pankaj Jain	NED,ND	Member	19-Aug-2019	
4	Gautam Guha	ID	Chairperson	24-Mar-2021	

Company Remarks	<p>The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. The Sub-Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India etc.</p> <p>In terms of the Govt. of India Notification dated 25th January, 2021 which amended the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970/1980 the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, or for resolution of grievances of security holders by, or in respect of any appointment, approval or review, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or recusal by member thereof.</p>
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Asha Bhandarker	ID	Chairperson	19-Aug-2019	
2	CH. S.S. Mallikarjuna Rao	C & ED	Member	16-Jun-2020	
3	Agyey Kumar Azad	ED	Member	04-Feb-2019	

Company Remarks	<p>The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. The Sub-Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India etc.</p> <p>In terms of the Govt. of India Notification dated 25th January, 2021 which amended the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970/1980 the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, or for resolution of grievances of security holders by, or in respect of any appointment, approval or review, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or recusal by member thereof.</p>
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	CH. S.S. Mallikarjuna Rao	C & ED	Chairperson	16-Oct-2019	
2	Sanjay Kumar	ED	Member	05-May-2020	
3	Vijay Dube	ED	Member	05-May-2020	
4	Agyey Kumar Azad	ED	Member	04-Feb-2019	
5	Swarup Kumar Saha	ED	Member	10-Mar-2021	
6	Gautam Guha	ID	Member	24-Mar-2021	

Company Remarks	<p>The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. The Sub-Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India etc.</p> <p>In terms of the Govt. of India Notification dated 25th January, 2021 which amended the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970/1980 the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, or for resolution of grievances of security holders by, or in respect of any appointment, approval or review, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or recusal by member thereof.</p>
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Asha Bhandarker	ID	Chairperson	19-Aug-2019	
2	Gautam Guha	ID	Member	24-Mar-2021	

Company Remarks	In terms of the GoI Notification dated 25.01.21 which amended the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970/1980 the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, etc, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or refusal by member thereof. In terms of the GoI Notification dated 25.01.21 which amended the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970/1980 the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, etc, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or refusal by member thereof.
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
10-Oct-2020	29-Jan-2021	Yes	7	1
29-Oct-2020	05-Feb-2021	Yes	7	1
02-Nov-2020	05-Mar-2021	Yes	7	1
04-Dec-2020	30-Mar-2021	Yes	8	1
30-Dec-2020		Yes		

Company Remarks	In terms of the Proviso to Regulation 15(2)(b) of SEBI (LODR) Regulations, 2015, the corporate governance provisions as specified in regulation 17, 14[17A,] 18, 19, 20, 21, 22, 23, 24, 15[24A,] 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall apply to the Bank (being a body corporate) to the extent that it does not violate the statute and guidelines or directives issued by the relevant authorities.
Maximum gap between any two consecutive (in number of days)	29

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	29-Oct-2020	29-Jan-2021	Yes	4	1
Audit Committee	02-Nov-2020	05-Feb-2021	Yes	4	1
Audit Committee	04-Dec-2020	05-Mar-2021	Yes	4	1
Audit Committee	30-Dec-2020	30-Mar-2021	Yes	4	1
Risk Management Committee	04-Dec-2020	18-Mar-2021	Yes	6	1

Company Remarks	In terms of the Proviso to Regulation 15(2)(b) of SEBI (LODR) Regulations, 2015, the corporate governance provisions as specified in regulation 17, 14[17A,] 18, 19, 20, 21, 22, 23, 24, 15[24A,] 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall apply to the Bank (being a body corporate) to the extent that it does not violate the statute and guidelines or directives issued by the relevant authorities.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	29

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. The Sub-Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India etc.

In terms of the Proviso to Regulation 15(2)(b) of SEBI (LODR) Regulations, 2015, the corporate governance provisions as specified in regulation 17, 14[17A,] 18, 19, 20, 21, 22, 23, 24, 15[24A,] 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V shall apply to the Bank (being a body corporate) to the extent that it does not violate the statute and guidelines or directives issued by the relevant authorities.

Public sector banks are not companies but body corporate constituted under Banking Companies (Acquisition & Transfer of undertakings) Act 1970/1980 and are subject to exemptions under Regulations 15(2)(b) of the SEBI (LODR) Regulations 2015.

In terms of the GOI notification dated 25.01.2021 amending the Miscellaneous Provisions) Scheme, 1970/1980 the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, etc, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or recusal by member thereof.

Name : Ekta Pasricha
Designation : Company Secretary & Compliance Officer

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.pnbindia.in
Terms and conditions of appointment of independent directors	Yes		www.pnbindia.in
Composition of various committees of board of directors	Yes		www.pnbindia.in
Code of conduct of board of directors and senior management personnel	Yes		www.pnbindia.in
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pnbindia.in
Criteria of making payments to non-executive directors	Not Applicable		
Policy on dealing with related party transactions	Yes		www.pnbindia.in
Policy for determining 'material' subsidiaries	Yes		www.pnbindia.in
Details of familiarization programs imparted to independent directors	Yes		www.pnbindia.in
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.pnbindia.in
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.pnbindia.in
Financial results	Yes		www.pnbindia.in
Shareholding pattern	Yes		www.pnbindia.in
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.pnbindia.in
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.pnbindia.in
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.pnbindia.in
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.pnbindia.in
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pnbindia.in
Materiality Policy as per Regulation 30	Yes		www.pnbindia.in
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.pnbindia.in
It is certified that these contents on the website of the listed entity are correct.	Yes		www.pnbindia.in

II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Not Applicable	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Not Applicable	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Not Applicable	
Meeting of nomination & remuneration committee	19(3A)	Not Applicable	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	

<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Not Applicable	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	In terms of the GOI notification dated 25.01.2021 amending the Miscellaneous Provisions) Scheme, 1970/1980 the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, etc, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or recusal by member thereof.
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	NIL
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Name : **Eakta Pasricha**
Designation : **Company Secretary**