

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 entities | 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 | |

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|------|-------------------|----------|------------|--|-------------|-------------|--|----|----|--|---|---|---|---|-------------------|-----------------|
| 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 | |

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| 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 | |

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| 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 | |

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| 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 | |

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| 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

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

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| 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 recusal 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 recusal 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 | | |

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| 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 |

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| 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 | |

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

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| <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 | |

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| 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**

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| Other Information | NIL |
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Name : **Ekta Pasricha**
Designation : **Company Secretary**