

CORPORATE GOVERNANCE REPORT

(Format to be submitted by listed entity on quarterly basis)

Annexure - I

1. Name of Listed Entity - **Punjab National Bank**
2. Quarter ending - **30-Jun-2018**

I. Composition of Board of Directors										
<i>Title</i>	<i>Name of the Director</i>	<i>DIN</i>	<i>PAN</i>	<i>Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)</i>	<i>Date of Appointment</i>	<i>Date of cessation</i>	<i>Tenure</i>	<i>No of Directors hip in listed entities including this listed entity</i>	<i>No of members hips in Audit/ Stakehol der Committ ee(s) includin g this listed entity</i>	<i>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</i>
Mr.	Sunil Mehta	07430460	ACLPM2877Q	ED	05-May-2017			4	0	0
Mr.	Kunche Veera Brahmaji Rao	06861202	ATOPR8778D	ED	22-Jan-2014			2	1	0
Mr.	Sanjiv Sharan	07340257	AGPPS2879A	ED	15-Sep-2016			1	0	0
Mr.	Lingam Venkata Prabhakar	99999999	AALPL5891R	ED	01-Mar-2018			2	2	0
Mr.	Ravi Mital	06507252	AEYPM2252G	NED	04-Jul-2017			2	2	0
Mr.	Rabi Narayan Mishra	99999999	AFZPM3211R	NED	26-Apr-2016			1	1	0
Mr.	Mahesh Baboo Gupta	00014313	AEZPG4302A	NED	26-Jul-2016		36	1	2	1
Mr.	Sunil Mehta	00065343	AEBPM7132A	C & NED	16-Mar-2017		36	2	0	0
Mr.	Sudhir Nayar	00200415	ACIPN0720G	ID	19-Dec-2015		36	2	2	1
Mr.	Sanjay Verma	99999999	ABSPV5115C	ID	15-Jun-2017		36	1	0	0
Ms.	Hiroo Mirchandani	06992518	AEAPM0523L	ID	02-May-2015	01-May-2018	36	4	3	2

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>
1	Mahesh Baboo Gupta	NED	Member
2	Rabi Narayan Mishra	NED	Member
3	Ravi Mital	NED	Member
4	Sudhir Nayar	ID	Chairperson
5	Lingam Venkata Prabhakar	ED	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Kunche Veera Brahmaji Rao	ED	Member
2	Mahesh Baboo Gupta	NED	Chairperson
3	Lingam Venkata Prabhakar	ED	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sunil Mehta	ED	Member
2	Mahesh Baboo Gupta	NED	Member
3	Sudhir Nayar	ID	Member
4	Lingam Venkata Prabhakar	ED	Member
5	Kunche Veera Brahmaji Rao	ED	Member
6	Sunil Mehta	C & NED	Chairperson
7	Sanjiv Sharan	ED	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sunil Mehta	C & NED	Chairperson
2	Ravi Mital	NED	Member
3	Rabi Narayan Mishra	NED	Member
4	Mahesh Baboo Gupta	NED	Member
5	Sudhir Nayar	ID	Member
6	Sanjay Verma	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
05-Feb-2018	04-May-2018	36
06-Feb-2018	14-May-2018	
16-Feb-2018	15-May-2018	
26-Feb-2018	15-Jun-2018	
28-Mar-2018	15-Jun-2018	

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	14-May-2018	3	05-Feb-2018	47
Audit Committee	15-May-2018	3	06-Feb-2018	
Audit Committee	29-May-2018	3	26-Feb-2018	
Audit Committee	15-Jun-2018	3	27-Mar-2018	
Risk Management Committee	15-Jun-2018	4	26-Feb-2018	
Risk Management Committee	15-Jun-2018	4	27-Mar-2018	
Stakeholders Relationship Committee	15-May-2018	2	26-Feb-2018	

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Not Applicable
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

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:

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. Further, in respect of above reporting of Nomination and Remuneration Committee, we have separate Nomination and Remuneration Committees.

Name : **Balbir Singh**
Designation : **Company Secretary**