

Name of Listed Entity - **Punjab National Bank**
Quarter ending - **30-Jun-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 entity	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	1	0	SC,RC	
Mr.	Vijay Dube	09107884	ED		01-Apr-2020	01-Apr-2020			NA		1	0	0	0	AC,RC	
Mr.	Swarup Kumar Saha	08963678	ED		10-Mar-2021	10-Mar-2021			NA		2	0	0	0		
Mr.	Pankaj Jain	00675922	NED,ND		08-Aug-2019	08-Aug-2019			NA		1	0	1	0	AC	
Mr.	Vivek Aggarwal	99999998	NED,ND		24-Jul-2019	24-Jul-2019			NA		1	0	1	0	AC	Not Applicable
Mrs.	Asha Bhandarker	99999999	ID		12-Sep-2018	12-Sep-2018		36	NA		1	1	1	1		Not Applicable
Mr.	Gautam Guha	06894434	ID		18-Mar-2021	18-Mar-2021		30	NA		1	1	1	1	AC,RC,NRC	Not Applicable

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. from amongst themselves.
Whether Regular 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	Gautam Guha	ID	Chairperson	24-Mar-2021	
2	Pankaj Jain	NED,ND	Member	19-Aug-2019	
3	Vivek Aggarwal	NED,ND	Member	26-Jul-2019	
4	Vijay Dube	ED	Member	11-Mar-2021	24-May-2021

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. 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.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Asha Bhandarker	ID	Chairperson	19-Aug-2019	
2	CH. S. S. Mallikarjuna Rao	C & ED	Member	16-Jun-2020	
3	Sanjay Kumar	ED	Member	24-May-2021	
4	Agyey Kumar Azad	ED	Member	04-Feb-2019	30-Apr-2021

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	CH. S. S. Mallikarjuna Rao	C & ED	Member	16-Oct-2019	
2	Sanjay Kumar	ED	Member	05-May-2020	24-May-2021
3	Vijay Dube	ED	Member	05-May-2020	
4	Gautam Guha	ID	Member	24-Mar-2021	
5	Asha Bhandarker	ID	Chairperson	24-May-2021	
6	Agyey Kumar Azad	ED	Member	04-Feb-2019	30-Apr-2021

Company Remarks	
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	

Company Remarks	
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
29-Jan-2021	28-May-2021	Yes	8	2
05-Feb-2021	04-Jun-2021	Yes	8	2
05-Mar-2021	25-Jun-2021	Yes	8	2
30-Mar-2021		Yes	8	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)	58

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-Jan-2021		Yes	4	1
Audit Committee	05-Feb-2021		Yes	4	1
Audit Committee	05-Mar-2021		Yes	4	1
Audit Committee	30-Mar-2021		Yes	4	1
Audit Committee		28-May-2021	Yes	3	1
Audit Committee		04-Jun-2021	Yes	3	1
Audit Committee		25-Jun-2021	Yes	3	1
Risk Management Committee	18-Mar-2021		Yes	6	1
Risk Management Committee		30-Jun-2021	Yes	4	2

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.na
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	58

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	NA
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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