

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 - **31-Mar-2018**

I. Composition of Board of Directors										
Title	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors hip 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
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			1	1	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	1	0
Mr.	Sunil Mehta	00065343	AEBPM7132A	C & NED	16-Mar-2017		36	2	0	0
Ms.	Hiroo Mirchandani	06992518	AEAPM0523L	ID	02-May-2015		36	4	3	2
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

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Rabi Narayan Mishra	NED	Member
2	Ravi Mital	NED	Member
3	Mahesh Baboo Gupta	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	Lingam Venkata Prabhakar	ED	Member
2	Hiroo Mirchandani	ID	Chairperson
3	Kunche Veera Brahmaji Rao	ED	Member

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

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sudhir Nayar	ID	Member
2	Sanjay Verma	ID	Member
3	Sunil Mehta	C & NED	Chairperson
4	Mahesh Baboo Gupta	NED	Member
5	Ravi Mital	NED	Member
6	Rabi Narayan Mishra	NED	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>
02-Nov-2017	05-Feb-2018	38
03-Nov-2017	06-Feb-2018	
27-Nov-2017	16-Feb-2018	
28-Nov-2017	26-Feb-2018	
28-Dec-2017	28-Mar-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 of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	05-Feb-2018	3	02-Nov-2017	39
Audit Committee	06-Feb-2018	3	03-Nov-2017	
Audit Committee	26-Feb-2018	3	27-Nov-2017	
Audit Committee	27-Mar-2018	3	27-Dec-2017	
Risk Management Committee	26-Feb-2018	4	28-Dec-2017	
Risk Management Committee	27-Mar-2018	4	28-Dec-2017	
Stakeholders Relationship Committee	26-Feb-2018	2	02-Nov-2017	
Stakeholders Relationship Committee			26-Dec-2017	

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

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

1. 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 top100 listed entities) – **Yes**
2. 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**
3. 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**

4. 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**

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)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining‘material’subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
emailaddressforgrievanceredressalandotherrelevantdetails		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Not Applicable
II. Annual Affirmations		
Particulars	RegulationNumber	Compliancestatus(Yes/ No/NA)
Independent director(s) have been appointed in terms of specified criteria of ‘independence’and/or‘eligibility’	16(1)(b)&25(6)	Not Applicable
Board composition	17(1)	Not Applicable
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Not Applicable
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
Composition of Audit Committee	18(1)	Not Applicable
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Not Applicable
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Not Applicable
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Not Applicable
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct for members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes

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. - **Not Applicable**

Name : **BALBIR SINGH**
Designation : **Company Secretary**