

## ANNEXURE I

### CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Punjab National Bank**  
 2. Quarter ending - **30-Jun-2023**

#### i. Composition of Board of Directors

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	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No memberships of 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 Committees of the Company	Remarks
Mr.	Kumarapuram Gopalakrishnan Ananthakrishnan	00019325	ID,C & NED		07-Nov-2022	07-Nov-2022		8	10-Feb-1957	No				Active	NA		1	1	0	0	RMC,NRC	
Mr.	Atul Kumar Goel	07266897	ED	CEO-MD	01-Feb-2022	01-Feb-2022			26-Dec-1964	No				Active	NA		2	0	2	0	SC,RC	
Mr.	Vijay Dube	09107884	ED		01-Apr-2020	01-Apr-2020			07-Aug-1963	No				Active	NA		1	0	0	0	RMC	
Mr.	Kalyan Kumar	09631251	ED		21-Oct-2021	21-Oct-2021			10-Jan-1969	No				Active	NA		2	0	0	0		
Mr.	Binod Kumar	07361689	ED		21-Nov-2022	21-Nov-2022			01-Jan-1971	No				Active	NA		1	0	1	0	SC	
Mr.	M. Paramasivam	99999999	ED		01-Dec-2022	01-Dec-2022			20-Mar-1967	No				Active	NA		1	0	0	0		DIN not available.
Mr.	Pankaj Sharma	99999998	NED,ND		11-Apr-2022	11-Apr-2022			21-Sep-1973	No				Active	NA		1	0	1	0	AC	DIN not available.
Mr.	Anil Kumar Misra	08066460	NED,ND		25-Feb-2022	25-Feb-2022			21-Jul-1958	No				Active	NA		1	0	1	0	AC	
Mr.	Pankaj Joshi	06385037	ID		21-Dec-2021	21-Dec-2021		19	07-Jul-1968	No				Active	NA		1	1	1	0	SC	
Mr.	Sanjeev Kumar Singhal	00162680	ID		21-Dec-2021	21-Dec-2021		19	04-Jun-1971	No				Active	NA		1	1	1	0	AC,RC,NRC	
Mr.	Gautam Guha	06894434	ID		18-Mar-2021	18-Mar-2021		28	16-Jan-1955	No				Active	NA		1	1	1	1	AC,RC,NRC	
Ms.	Rekha Jain	01586688	ID		12-Sep-2021	12-Sep-2021		22	05-Dec-1954	No				Active	NA		2	2	3	1	SC,RC,NRC	

Company Remarks	Bank is a body corporate constituted in terms of Banking Companies Act, 1970. The composition of Board is governed by Sec 9(3) of Act in terms of which all Directors are appointed/nominated by GOI except Directors elected by shareholders other than GOI from amongst themselves. The provisions of Companies Act, 2013 are not applicable to Bank.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Gautam Guha	ID	Chairperson	24-Mar-2021	
2	Pankaj Sharma	NED,ND	Member	19-Apr-2022	
3	Anil Kumar Misra	NED,ND	Member	28-Feb-2022	
4	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	

Company Remarks	The composition of the Board of Bank is governed by Sec 9(3) of Act in terms of which all Directors are appointed/nominated by the Central Govt. except Shareholder Director(s). The Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India/SEBI etc. ACB is constituted in terms of the RBI Guidelines. Presently, 4 positions on Board (including 2 independent directors) are vacant due to which Bank is unable to comply with Reg.18. The Bank has requested Gol vide its letter dated 07.07.2021, 18.02.2022, 18.07.2022 & 06.04.2023 to either appoint Directors under Sec. 9(3)(e), (f), (g) & (h) of the Act or take up the matter with SEBI for exemption under said Regulations. The matter has also been taken up with IBA for taking up with SEBI and also discussed in the 5th Inter Regulatory Forum on 16.02.2023
Whether Regular chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Rekha Jain	ID	Chairperson	29-Dec-2021	
2	Atul Kumar Goel	ED	Member	01-Feb-2022	
3	Binod Kumar	ED	Member	25-Nov-2022	
4	Pankaj Joshi	ID	Member	29-Dec-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

### c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Sanjeev Kumar Singhal	ID	Chairperson	29-Dec-2021	
2	Kumarapuram Gopalakrishnan Ananthakrishnan	ID,C & NED	Member	25-Nov-2022	
3	Atul Kumar Goel	ED	Member	01-Feb-2022	
4	Vijay Dube	ED	Member	05-May-2020	
5	Gautam Guha	ID	Member	24-Mar-2021	
6	Rekha Jain	ID	Member	12-Sep-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Rekha Jain	ID	Chairperson	12-Sep-2021	
2	Kumarapuram Gopalakrishnan Ananthakrishnan	ID,C & NED	Member	25-Nov-2022	
3	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	
4	Gautam Guha	ID	Member	24-Mar-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
30-Jan-2023	Yes	12	12	5
31-Jan-2023	Yes	12	11	5
28-Feb-2023	Yes	12	11	5
29-Mar-2023	Yes	12	12	5
15-Apr-2023	Yes	12	12	5
26-Apr-2023	Yes	12	11	5
19-May-2023	Yes	12	12	5
30-May-2023	Yes	12	12	5
28-Jun-2023	Yes	12	11	5

Company Remarks	The meetings of the Board and Committees are conducted as per Nationalised Banks Scheme, 1970, GoI/RBI directives and SEBI (LODR) Regulations.
Maximum gap between any two consecutive (in number of days)	28

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	16-Jan-2023	Yes	4	4	2	0
Audit Committee	30-Jan-2023	Yes	4	4	2	0
Audit Committee	14-Feb-2023	Yes	4	3	2	0
Audit Committee	13-Mar-2023	Yes	4	3	2	0
Audit Committee	27-Apr-2023	Yes	4	3	2	0
Audit Committee	19-May-2023	Yes	4	4	2	0
Audit Committee	29-May-2023	Yes	4	4	2	0
Audit Committee	16-Jun-2023	Yes	4	3	2	0
Risk Management	21-Jan-2023	Yes	6	4	3	0

Committee						
Risk Management Committee	13-Feb-2023	Yes	6	5	3	0
Risk Management Committee	14-Mar-2023	Yes	6	6	4	0
Risk Management Committee	17-Jun-2023	Yes	6	6	4	0
Nomination & Remuneration Committee	14-Mar-2023	Yes	4	4	4	0

Company Remarks	The meetings of the Board and Committees are conducted as per Nationalised Banks Scheme, 1970, GoI/RBI directives and SEBI (LODR) Regulations.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	44

**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
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	Bank has entered into related party transactions as per the approval of the Audit Committee of the Board. The Bank has taken approval of the shareholders for entering into Material Related Party Transactions at its AGM held on 30.06.2023 (detailed in the Notice of AGM available on Bank's website at <a href="https://www.pnbindia.in/AGM-EGM.html">https://www.pnbindia.in/AGM-EGM.html</a> )
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**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **No**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 1000 listed entities) - **Yes**
- 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**
- 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**
  - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - Any comments/observations/advice of Board of Directors may be mentioned here:

**Nil**

**Name :** Ekta Pasricha  
**Designation :** Company Secretary & Compliance Officer