

**ANNEXURE I**  
**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity   **- Punjab National Bank**  
2. Quarter ending       **- 31-Dec-2022**

**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 | 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. 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.            | 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        | 99999998 | ED  |              | 01-Dec-2022                 | 01-Dec-2022         |                   |        | 20-Mar-1967   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 0  | 0   |   | DIN not available. |
| Mr.            | PANKAJ SHARMA         | 99999999 | NED,ND  |              | 11-Apr-2022                 | 11-Apr-2022         |                   |        | 21-Sep-1973   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 1  | 0   |   | 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.            | K. G. ANANTHAKRISHNAN | 00019325 | ID,C & NED  |              | 07-Nov-2022                 | 07-Nov-2022         |                   | 2      | 10-Feb-1957   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 1   | 0  | 0   | RMC,NRC                                 |                    |
| Mr.            | PANKAJ JOSHI          | 06385037 | ID  |              | 21-Dec-2021                 | 21-Dec-2021         |                   | 13     | 07-Jul-1968   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 1   | 1  | 0   | SC,NRC                                  |                    |
| Mr.            | SANJEEV KUMAR SINGHAL | 00162680 | ID  |              | 21-Dec-2021                 | 21-Dec-2021         |                   | 13     | 04-Jun-1971   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 1   | 1  | 0   | AC,RC,NRC                               |                    |
| Mr.            | GAUTAM GUHA           | 06894434 | ID  |              | 18-Mar-2021                 | 18-Mar-2021         |                   | 22     | 16-Jan-1955   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 1   | 1  | 1   | AC,RC,NRC                               |                    |
| Ms.            | REKHA JAIN            | 01586688 | ID  |              | 12-Sep-2021                 | 12-Sep-2021         |                   | 16     | 05-Dec-1954   | No                                    |                                |                              |                             | Active         | NA   |                                    | 2  | 2   | 3  | 1   | SC,RC,NRC                               |                    |
| Mr.            | SANJAY KUMAR          | 06741352 | ED  |              | 01-Apr-2020                 | 01-Apr-2020         | 30-Nov-2022       |        | 07-Nov-1962   | No                                    |                                |                              |                             | Active         | NA   |                                    | 1  | 0   | 1  | 0   | SC                                      |                    |

|   |  |
|---|--|
| 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 07.07.21,18.02.22 & 18.07.22 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. |
| 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         |                   |
| 5       | Sanjay Kumar              | ED       | Member             | 24-May-2021         | 25-Nov-2022       |

|                                       |     |
|---------------------------------------|-----|
| 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       | K. G. 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       | K. G. 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         |                   |
| 5       | Pankaj Joshi              | ID         | Chairperson        | 29-Dec-2021         | 25-Nov-2022       |

|                                       |     |
|---------------------------------------|-----|
| Company Remarks                       |     |
| Whether Regular chairperson appointed | Yes |

iii. Meeting of Board of Directors

| Date(s) of meeting<br>(Enter dates of Previous<br>quarter and Current<br>quarter in chronological<br>order) | Whether<br>requirement<br>of Quorum<br>met (Yes/No) | Total Number<br>of Directors as<br>on date of the<br>meeting | Number of Directors<br>present (All<br>directors including<br>Independent<br>Director) | No. of Independent<br>Directors attending the<br>meeting |
|---|---|--|--|--|
| 10-Jul-2022   | Yes   | 10   | 8  | 2  |
| 28-Jul-2022   | Yes   | 10   | 10   | 4  |
| 26-Aug-2022   | Yes   | 10   | 10   | 4  |
| 28-Sep-2022   | Yes   | 10   | 10   | 4  |
| 01-Nov-2022   | Yes   | 9  | 9  | 4  |
| 25-Nov-2022   | Yes   | 12   | 12   | 5  |
| 28-Dec-2022   | Yes   | 12   | 12   | 5  |
| 29-Dec-2022   | Yes   | 12   | 10   | 4  |

|   |   |
|---|---|
| Company Remarks   | Two meetings of the Board were held on 01-11-2022 |
| Maximum gap between any<br>two consecutive (in number of<br>days) | 33  |

iv. Meeting of Committees

| Name of<br>the<br>Committee               | Date(s) of<br>meeting (Enter<br>dates of<br>Previous<br>quarter and<br>Current quarter<br>in<br>chronological<br>order) | Whether<br>requirement<br>of Quorum<br>met<br>(Yes/No) | Total<br>Number of<br>Directors<br>in the<br>Committee<br>as on<br>date of the<br>meeting | Number of<br>Directors<br>present (All<br>directors<br>including<br>Independent<br>Director) | Number of<br>Independent<br>directors<br>attending<br>the meeting | Number of<br>Members<br>attending the<br>Meeting<br>(Other than<br>Board of<br>Directors) |
|---|---|--|---|--|---|---|
| Audit<br>Committee                        | 28-Jul-2022   | Yes  | 4   | 4  | 2   | 0   |
| Audit<br>Committee                        | 26-Aug-2022   | Yes  | 4   | 4  | 2   | 0   |
| Audit<br>Committee                        | 27-Sep-2022   | Yes  | 4   | 4  | 2   | 0   |
| Audit<br>Committee                        | 31-Oct-2022   | Yes  | 4   | 3  | 2   | 0   |
| Audit<br>Committee                        | 01-Nov-2022   | Yes  | 4   | 3  | 2   | 0   |
| Audit<br>Committee                        | 25-Nov-2022   | Yes  | 4   | 4  | 2   | 0   |
| Audit<br>Committee                        | 14-Dec-2022   | Yes  | 4   | 4  | 2   | 0   |
| Risk<br>Managemen<br>t Committee          | 25-Aug-2022   | Yes  | 5   | 5  | 3   | 0   |
| Risk<br>Managemen<br>t Committee          | 31-Oct-2022   | Yes  | 5   | 5  | 3   | 0   |
| Risk<br>Managemen<br>t Committee          | 13-Dec-2022   | Yes  | 6   | 6  | 4   | 0   |
| Stakeholders<br>Relationship<br>Committee | 27-Sep-2022   | Yes  | 4   | 4  | 2   | 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<br>two consecutive (in number of<br>days) [Only for Audit<br>Committee] | 33   |

v.        **Related Party Transactions**

| Subject  | Compliance status<br>(Yes/No/NA) | Remark |
|--|----------------------------------|--------|
| 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<br>Disclosure of notes of material related party transactions | - |
|---|---|

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 - **No**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 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:

|            |
|------------|
| <b>NIL</b> |
|------------|

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