

HO:SHARE DEPARTMENT, FINANCE DIVISION,5,SANSAD MARG, NEW DELHI-110001  
Tel Nos : 011-23708257 Fax No : 011-23766079, E-mail : hosd@pnb.co.in

SDFD/SE/61/63  
14.07.2015

<b>Script Code : PNB</b>	<b>Script Code : 532461</b>
The Assistant Vice President National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), <b><u>Mumbai – 400 051</u></b>	The Dy. General Manager Bombay Stock Exchange Limited 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street, <b><u>Mumbai – 400 001</u></b>

Sir,

**Reg : Compliance Report on Corporate Governance – Quarter ended 30-06-2015.**

We are enclosing the quarterly compliance report on Corporate Governance as per Annexure-XI to the Listing Agreement for the quarter ended **30-06-2015**.

This is in compliance of Clause 49 of the Listing Agreement.

Thanking you,

Yours faithfully,

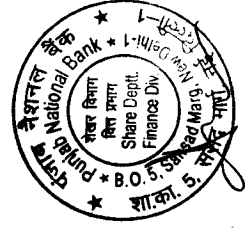
  
(A. Gopinathan)  
Company Secretary



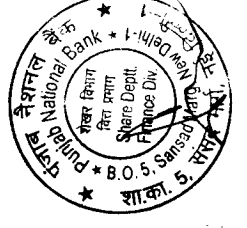
Name of the Company : Punjab National Bank

Quarter ending on : 30-Jun-2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 II	-	-
(A) Composition of Board	49 II A	Yes	In case of PSBs, composition is governed by Banking Regulations Act 1949 & Banking Companies (A&TU) Act, 1970
(B) Independent Directors	49 II B	Yes	In case of PSBs, composition is governed by Banking Regulations Act 1949 & Banking Companies (A & TU ) Act, 1970
(C) Non-executive Directors compensation & disclosures	49 II C	NA	Compensation not applicable in case of PSBs
(D) Other provisions as to Board and Committees	49 II D	Yes	In case of PSBs, composition is governed by Banking Regulations Act 1949 & Banking Companies (A&TU) Act, 1970
(E) Code of Conduct	49 II E	Yes	-
(F) Whistle Blower Policy	49 II F	Yes	-
<b>II. Audit Committee</b>	49 III	-	-
(A) Qualified & Independent Audit Committee	49 III A	Yes	Governed by RBI Directives/Listing Agreement
(B) Meeting of Audit Committee	49 III B	Yes	Governed by RBI Directives/Listing Agreement



(C) Powers of Audit Committee	49 III C	Yes	Governed by RBI Directives/Listing Agreement
(D) Role of Audit Committee	49 III D	Yes	Governed by RBI Directives/Listing Agreement
(E) Review of Information by Audit Committee	49 III E	Yes	Governed by RBI Directives/Listing Agreement
<b>III. Nomination and Remuneration Committee</b>	49 IV	Yes	-
<b>IV. Subsidiary Companies</b>	49 V	Yes	-
<b>V. Risk Management</b>	49 VI	Yes	-
<b>VI. Related Party Transactions</b>	49 VII	Yes	Policy is framed on related party transactions
<b>VII. Disclosures</b>	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	No material transactions during the quarter
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	Complied with in the Annual Report
(C) Remuneration of Directors	49 VIII C	NA	In case of PSBs, remunerations is governed by Govt. guidelines.
(D) Management	49 VIII D	Yes	Complied with in the Annual Report
(E) Shareholders	49	Yes	Complied with in the Annual Report



	VIII E			
(1) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	Yes	-	
<b>III. CEO/CFO Certification</b>	49 IX	Yes	-	
<b>IX. Report on Corporate Governance</b>	49 X	Yes	Complied with in the Annual Report	
<b>X. Compliance</b>	49 XI	Yes	Complied with in the Annual Report	

