

Corporate Governance Report

1. Name of Listed Entity - **Punjab National Bank**

2. Quarter ending - **31-Dec-2018**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Date of Appointment	Date of Cessation	Tenure	No. of Directorships in listed entities including this identity	No. of memberships in Audit / Stakeholder Committee(s) including this identity	No. of posts of Chairperson in Audit / Stakeholder Committee held in listed entities including this identity	Membership in Committees of the Company	Remarks
Mr.	Sunil Mehta	07430460	ACLPM2877Q	ED	CEO-MD	05-May-2017			3	0	0	RMC	Managing Director and CEO
Mr.	Kunche Veera Brahmaji Rao	06861202	ATOPR8778D	ED		22-Jan-2014			1	1	0	SC, RMC	
Mr.	Sanjiv Sharan	07340257	AGPPS2879A	ED		15-Sep-2016			1	0	0	RMC	
Mr.	Lingam Venkata Prabhakar	08110715	AALPL5891R	ED		01-Mar-2018			2	2	0	AC, SC, RMC	
Mr.	Ravi Mital	06507252	AEYPM2252G	NED		04-Jul-2017			2	2	0	AC, NRC	
Mr.	Rabi Narayan Mishra	99999999	AFZPM3211R	NED		26-Apr-2016			1	1	0	AC, NRC	DIN not available
Mr.	Mahesh Baboo Gupta	00014313	AEZPG4302A	NED		26-Jul-2016		36	1	2	1	AC, SC, RMC, NRC	
Mr.	Sunil Mehta	00065343	AEBPM7132A	C & NED		16-Mar-2017		36	2	0	0	RMC, NRC	
Mr.	Sanjay Verma	99999999	ABSPV5115C	ID		15-Jun-2017		36	1	1	0	AC, NRC	DIN not available
Ms.	Asha Bhandarkar	99999999	ADSPB7584M	ID		12-Sep-2018		36	1	0	0	RMC	DIN not available
Mr.	Sudhir Nayar	00200415	ACIPN0720G	ID		19-Dec-2015	19-Dec-2018	36	2	2	1	AC, RMC, NRC	

Company Remarks	Powers of Sh. K.V.BrahmajiRao and Sh. SanjivSharan divested w.e.f. 14.05.2018
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sudhir Nayar	ID	Chairperson	19-Dec-2015	19-Dec-2018
2	Sanjay Verma	ID	Member	15-Jun-2017	
3	Mahesh Baboo Gupta	NED	Member	26-Jul-2016	
4	Rabi Narayan Mishra	NED	Member	26-Apr-2016	
5	Ravi Mital	NED	Member	04-Jul-2017	
6	Lingam Venkata Prabhakar	ED	Member	01-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Lingam Venkata Prabhakar	ED	Member	01-Mar-2018	
2	Mahesh Baboo Gupta	NED	Chairperson	26-Jul-2016	
3	Kunche Veera Brahmaji Rao	ED	Member	22-Jan-2014	

Company Remarks	Powers of Sh. K.V.BrahmajiRao divested w.e.f. 14.05.2018
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sudhir Nayar	ID	Member	19-Dec-2015	19-Dec-2018
2	Sanjiv Sharan	ED	Member	15-Sep-2016	
3	Asha Bhandarkar	ID	Member	12-Sep-2018	
4	Sunil Mehta	C & NED	Chairperson	16-Mar-2017	
5	Sunil Mehta	ED	Member	05-May-2017	
6	Mahesh Baboo Gupta	NED	Member	26-Jul-2016	
7	Kunche Veera Brahmaji Rao	ED	Member	22-Jan-2014	
8	Lingam Venkata Prabhakar	ED	Member	01-Mar-2018	

Company Remarks	Powers of Sh. K.V.Brahmaji Rao and Sh. Sanjiv Sharan divested w.e.f. 14.05.2018
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sudhir Nayar	ID	Member	19-Dec-2015	19-Dec-2018
2	Rabi Narayan Mishra	NED	Member	26-Apr-2016	
3	Mahesh Baboo Gupta	NED	Member	26-Jul-2016	
4	Sanjay Verma	ID	Member	15-Jun-2017	
5	Ravi Mital	NED	Member	04-Jul-2017	
6	Sunil Mehta	C & NED	Chairperson	16-Mar-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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>
26-Jul-2018	01-Nov-2018
06-Aug-2018	02-Nov-2018

07-Aug-2018	11-Dec-2018
04-Sep-2018	
27-Sep-2018	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	38

iv. **Meeting of Committees**

<i>Name of the Committee</i>	<i>Date(s) of meeting during of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Requirement of Quorum met (details)</i>	<i>Whether requirement of Quorum met (Yes/No)</i>
Audit Committee	23-Jul-2018	01-Nov-2018	3	Yes
Audit Committee	06-Aug-2018	02-Nov-2018	3	Yes
Audit Committee	07-Aug-2018	11-Dec-2018	3	Yes
Audit Committee	04-Sep-2018	01-Nov-2018	3	Yes
Audit Committee	19-Sep-2018		3	Yes
Audit Committee	27-Sep-2018		3	Yes
Risk Management Committee	03-Sep-2018	10-Dec-2018	4	Yes
Stakeholders Relationship Committee	26-Jul-2018	01-Nov-2018	2	Yes
Nomination & Remuneration Committee	04-Sep-2018	28-Nov-2018	3	Yes
Nomination & Remuneration Committee		24-Dec-2018	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	38

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosures requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosures 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 disclosures 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 disclosures requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the reports submitted in the previous quarter have 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