

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity
- Punjab National Bank
2. Quarter ending
- 30-Sep-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 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	C & ED	CEO-MD	01-Feb-2022	01-Feb-2022			26-Dec-1964	NA		2	0	2	0	SC,RC	
Mr.	SANJAY KUMAR	06741352	ED		01-Apr-2020	01-Apr-2020			07-Nov-1962	NA		1	0	1	0	SC	
Mr.	VIJAY DUBE	09107884	ED		01-Apr-2020	01-Apr-2020			07-Aug-1963	NA		1	0	0	0	RMC	
Mr.	KALYAN KUMAR	09631251	ED		21-Oct-2021	21-Oct-2021			10-Jan-1969	NA		2	0	0	0	NA	
Mr.	PANKAJ SHARMA	99999999	NED,ND		11-Apr-2022	11-Apr-2022			21-Sep-1973	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	NA		1	0	1	0	AC	
Mr.	PANKAJ JOSHI	06385037	ID		21-Dec-2021	21-Dec-2021		10	07-Jul-1968	NA		1	1	1	0	SC,NRC	
Mr.	SANJEEV KUMAR SINGHAL	00162680	ID		21-Dec-2021	21-Dec-2021		10	04-Jun-1971	NA		1	1	1	0	AC,RC,NRC	
Mr.	GAUTAM GUHA	06894434	ID		18-Mar-2021	18-Mar-2021		19	16-Jan-1955	NA		1	1	1	1	AC,RC,NRC	
Mrs.	REKHA JAIN	01586688	ID		12-Sep-2021	12-Sep-2021		13	05-Dec-1954	NA		2	2	3	1	SC,RC,NRC	

ii.

Company Remarks	Bank is 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.
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

iii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	GAUTAM GUHA	ID	Chairperson	24-Mar-2021	
2	ANIL KUMAR MISRA	NED,ND	Member	28-Feb-2022	
3	SANJEEV KUMAR SINGHAL	ID	Member	29-Dec-2021	
4	PANKAJ SHARMA	NED,ND	Member	19-Apr-2022	

Company Remarks	The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt. The Sub-Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India etc.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	REKHA JAIN	ID	Chairperson	29-Dec-2021	
2	ATUL KUMAR GOEL	C & ED	Member	01-Feb-2022	
3	SANJAY KUMAR	ED	Member	24-May-2021	
4	PANKAJ JOSHI	ID	Member	29-Dec-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SANJEEV KUMAR SINGHAL	ID	Chairperson	29-Dec-2021	
2	ATUL KUMAR GOEL	C & ED	Member	01-Feb-2022	
3	VIJAY DUBE	ED	Member	05-May-2020	
4	GAUTAM GUHA	ID	Member	24-Mar-2021	
5	REKHA JAIN	ID	Member	12-Sep-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	PANKAJ JOSHI	ID	Chairperson	29-Dec-2021	
2	SANJEEV KUMAR SINGHAL	ID	Member	29-Dec-2021	
3	GAUTAM GUHA	ID	Member	24-Mar-2021	
4	REKHA JAIN	ID	Member	12-Sep-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iv. Meeting of Board of Directors

Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter	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)	Number of Independent Directors present
29-Apr-2022	Yes	11	11	4
11-May-2022	Yes	11	10	4
27-May-2022	Yes	11	10	3
28-Jun-2022	Yes	10	11	4

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

Company Remarks	In terms of Banking Companies Act and The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970, MD & CEO presides over meetings of Board of Directors as post of Non-Executive Chairman is vacant.
Maximum gap between any two consecutive (in number of days)	32

v. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee(s) in the previous quarter and in the relevant quarter relevant quarter	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Total Number of Directors attended the meeting (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	29-Apr-2022	Yes	4	3	2	0
Audit Committee	11-May-2022	Yes	4	4	2	0
Audit Committee	24-May-2022	Yes	4	3	2	0
Audit Committee	28-Jun-2022	Yes	4	4	2	0
Audit Committee	28-Jul-2022	Yes	4	4	2	0
Audit Committee	26-Aug-2022	Yes	4	4	2	0
Audit Committee	27-Sep-2022	Yes	4	4	2	0
Risk Management Committee	28-Apr-2022	Yes	5	5	3	0
Risk Management Committee	27-Jun-2022	Yes	5	4	2	0
Risk Management Committee	25-Aug-2022	Yes	5	5	3	0
Stakeholders Relationship Committee	27-Sep-2022	Yes	4	4	2	0

Company Remarks	The meetings of the Board and the Sub-Committees are being conducted in the manner as specified in the Nationalised Banks Scheme, 1970, Gol/RBI directives and SEBI (LODR) Regulations, 2015. In terms of the Govt. of India Notification dated 25th January, 2021, the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, or for resolution of grievances of security holders by, or in respect of any appointment, approval or review, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or recusal by member thereof.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	31

vi. Related Party Transactions

Subject	Compliance status (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 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 disclosure requirements) Regulations, 2015. - **No**
- 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 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 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:

The Bank is a body corporate constituted in terms of the 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 the Central Govt. except Director(s) elected by shareholders of Bank other than Central Govt. from amongst themselves. Presently, 5 positions on Board (including 3 independent directors) are vacant due to which Bank is unable to comply with provisions of Reg. 17. ACB is constituted in terms of the RBI Guidelines. At present, there are 4 members of ACB comprising of Shareholder Director (Chairperson), Gol Nominee Director, RBI Nominee Director and 1 Non-Official Director. As such, only half of ACB members are Independent. The Board of the Bank has 4 Independent Directors as on date, out of which 2 Independent Directors are members of Management Committee of Board who cannot be members of ACB as per DFS Guidelines. As such, Bank is unable to comply with the provisions of Regulation 18. The Bank has requested Gol vide its letter dated 07.07.2021 and 18.02.2022 to either appoint Directors under Sec. 9(3)(e), (f), (g) & (h) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 or take up the matter with SEBI for exemption under the said Regulations. The matter has also been taken up with IBA for taking up the same with SEBI.

Name : EKTA PASRICHA
Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

Name

:

Ekta Pasricha

Designation

:

Company Secretary & Compliance Officer

ANNEXURE IV

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
NA							

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		NA	
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		NA	
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

NA

Affirmations	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company	
Company Remarks in case of non-compliant status	Not applicable for Banks