

Name of Listed Entity - Punjab National Bank  
Quarter ending - 30-Sep-2021

i. Composition Of Board Of Director

| Title<br>(Mr./Ms) | Name of the Director       | DIN      | Category<br>(Chairperson<br>/Executive/Non<br>- Executive/<br>Independent/<br>Nominee) | Sub<br>Category | Initial Date of<br>Appointment | Date of<br>Appointment | Date of<br>cessation | Tenure | Date of<br>Birth | Whether<br>special<br>resolution<br>passed? | Date of<br>passing<br>special<br>resolution | No. of<br>Directorship in<br>listed entities<br>including this<br>listed entity | No of Independent<br>Directorship in<br>listed entities<br>including this listed<br>entity | No of memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this listed<br>entity | No of post of<br>Chairperson in<br>Audit/<br>Stakeholder<br>Committee<br>held in listed<br>entities<br>including this<br>listed entity | Membership in<br>Committees of<br>the Company | Remarks        |
|-------------------|----------------------------|----------|----------------------------------------------------------------------------------------|-----------------|--------------------------------|------------------------|----------------------|--------|------------------|---------------------------------------------|---------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|----------------|
| Mr.               | CH. S. S. Mallikarjuna Rao | 07667641 | C & ED                                                                                 | CEO-MD          | 01-Oct-2019                    | 01-Oct-2019            |                      |        | 22-Jan-1962      | 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.               | Swarup Kumar Saha          | 08963678 | ED                                                                                     |                 | 10-Mar-2021                    | 10-Mar-2021            |                      |        | 08-Feb-1967      | NA                                          |                                             | 2                                                                               | 0                                                                                          | 0                                                                                                | 0                                                                                                                                      |                                               |                |
| Mr.               | Pankaj Jain                | 00675922 | NED,ND                                                                                 |                 | 08-Aug-2019                    | 08-Aug-2019            |                      |        | 28-Dec-1965      | NA                                          |                                             | 1                                                                               | 0                                                                                          | 1                                                                                                | 0                                                                                                                                      | AC                                            |                |
| Mr.               | Vivek Aggarwal             | 99999999 | NED,ND                                                                                 |                 | 24-Jul-2019                    | 24-Jul-2019            |                      |        | 07-Aug-1963      | NA                                          |                                             | 1                                                                               | 0                                                                                          | 1                                                                                                | 0                                                                                                                                      |                                               | Not Applicable |
| Mr.               | Gautam Guha                | 06894434 | ID                                                                                     |                 | 18-Mar-2021                    | 18-Mar-2021            |                      | 30     | 16-Jan-1955      | NA                                          |                                             | 1                                                                               | 1                                                                                          | 2                                                                                                | 2                                                                                                                                      | AC,SC,RC,NRC                                  |                |
| Mrs.              | Rekha Jain                 | 01586688 | ID                                                                                     |                 | 12-Sep-2021                    | 12-Sep-2021            |                      | 36     | 05-Dec-1954      | NA                                          |                                             | 1                                                                               | 1                                                                                          | 0                                                                                                | 0                                                                                                                                      | RMC,NRC                                       |                |

|                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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., from amongst themselves. Mrs. Asha Bhandarker vacated the office of the Director on 11.09.2021 on completion of her tenure. |
| Whether Permanent chairperson appointed     | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Whether Chairperson is related to MD or CEO | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

## ii 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       | Pankaj Jain          | NED,ND   | Member                 | 19-Aug-2019      |                |
| 3       | Vivek Aggarwal       | NED,ND   | Member                 | 26-Jul-2019      |                |

|                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks                         | ACB is constituted as per RBI Guidelines. Reg 18(1)(b) &18(2)(b) of SEBI LODR aren't complied with. Board has 2 Independent Directors as on date. Other NEDs on Board can't be inducted in NRC as per RBI Guidelines. There are only 2 Directors who can be inducted in the Committee which doesn't fulfil the req. quorum (3). NRC is non-functional. Agendas of this Committee are being considered in the Board meeting in line with Gol's Notification 25.01.2021. |
| Whether Permanent chairperson appointed | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

### b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director       | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------------|----------|------------------------|------------------|----------------|
| 1       | Gautam Guha                | ID       | Chairperson            | 12-Sep-2021      |                |
| 2       | CH. S. S. Mallikarjuna Rao | C & ED   | Member                 | 16-Jun-2020      |                |
| 3       | Sanjay Kumar               | ED       | Member                 | 24-May-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       | Rekha Jain                 | ID       | Chairperson            | 12-Sep-2021      |                |
| 2       | CH. S. S. Mallikarjuna Rao | C & ED   | Member                 | 16-Oct-2019      |                |
| 3       | Vijay Dube                 | ED       | Member                 | 05-May-2020      |                |
| 4       | Gautam Guha                | ID       | Member                 | 24-Mar-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       | Gautam Guha          | ID       | Member                 | 24-Mar-2021      |                |
| 2       | Rekha Jain           | ID       | Member                 | 12-Sep-2021      |                |

|                                         |    |
|-----------------------------------------|----|
| Company Remarks                         |    |
| Whether Permanent chairperson appointed | No |

iii. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|-----------------------------------------------------|-----------------------------------------------------|-----------------------------------|-----------------------------|-----------------------------------------|
| 28-May-2021                                         | 03-Jul-2021                                         | Yes                               | 6                           | 2                                       |
| 04-Jun-2021                                         | 29-Jul-2021                                         | Yes                               | 6                           | 2                                       |
| 25-Jun-2021                                         | 02-Aug-2021                                         | Yes                               | 6                           | 1                                       |
|                                                     | 30-Aug-2021                                         | Yes                               | 6                           | 2                                       |
|                                                     | 10-Sep-2021                                         | Yes                               | 6                           | 1                                       |
|                                                     | 29-Sep-2021                                         | Yes                               | 6                           | 2                                       |

|                                                             |                                                                                                                                                                                                                                                                                                                                    |
|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks                                             | The Sub-Committees of Board have been constituted pursuant to the extant RBI/Gol/SEBI Guidelines. The meetings of the Board and the Sub-Committees are being conducted in the manner as specified in the Nationalised Banks (Management & Miscellaneous Provisions) Scheme, 1970/Gol/RBI directives/SEBI (LODR) Regulations, 2015. |
| Maximum gap between any two consecutive (in number of days) | 27                                                                                                                                                                                                                                                                                                                                 |

iv. Meeting of Committees

| Name of the Committee               | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|-----------------------------|-----------------------------------------|
| Audit Committee                     | 28-May-2021                                                        |                                                             | Yes                                        | 2                           | 1                                       |
| Audit Committee                     | 04-Jun-2021                                                        |                                                             | Yes                                        | 2                           | 1                                       |
| Audit Committee                     | 25-Jun-2021                                                        |                                                             | Yes                                        | 2                           | 1                                       |
| Audit Committee                     |                                                                    | 29-Jul-2021                                                 | Yes                                        | 2                           | 1                                       |
| Audit Committee                     |                                                                    | 02-Aug-2021                                                 | Yes                                        | 2                           | 1                                       |
| Audit Committee                     |                                                                    | 08-Sep-2021                                                 | Yes                                        | 2                           | 1                                       |
| Audit Committee                     |                                                                    | 29-Sep-2021                                                 | Yes                                        | 2                           | 1                                       |
| Risk Management Committee           | 30-Jun-2021                                                        |                                                             | Yes                                        | 2                           | 2                                       |
| Risk Management Committee           |                                                                    | 26-Aug-2021                                                 | Yes                                        | 2                           | 2                                       |
| Stakeholders Relationship Committee |                                                                    | 29-Jul-2021                                                 | Yes                                        | 2                           | 1                                       |

|                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Company Remarks                                                                        | The meetings of the Board and the Sub-Committees are being conducted in the manner as specified in the Nationalised Banks (Management & Miscellaneous Provisions) 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] | 36                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

v. **Related Party Transactions**

| <b>Subject</b>                                                                                                   | <b>Compliance status<br/>(Yes/No/NA)</b> | <b>Remark</b> |
|------------------------------------------------------------------------------------------------------------------|------------------------------------------|---------------|
| Whether prior approval of audit committee obtained                                                               | Yes                                      |               |
| 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 | <b>NA</b>                                |               |

**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 - **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 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 has requested GoI vide its letter dt. 07.07.2021 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