

## ANNEXURE I

### CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity    **- Punjab National Bank**  
 2. Quarter ending           **- 31-Dec-2023**

#### i.      **Composition of Board of Directors**

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 cessation of	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 [With reference to proviso regulation 17A (1)&17A(2)]	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.	K. G. Ananthakrishnan	00019325	ID,C & NED		07-Nov-2022	07-Nov-2022		14	10-Feb-1957	No				Active	NA		2	2	2	1	RMC,NRC	
Mr.	Atul Kumar Goel	07266897	ED	CEO-MD	01-Feb-2022	01-Feb-2022			26-Dec-1964	No				Active	NA		2	0	3	0	SC,RC	
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	08997088	ED		01-Dec-2022	01-Dec-2022			20-Mar-1967	No				Active	NA		1	0	0	0	RMC	
Mr.	Bibhu Prasad Mahapatra	08756848	ED		09-Oct-2023	09-Oct-2023			22-Jun-1966	No				Active	NA		1	0	0	0		
Mr.	Pankaj Sharma	99999999	NED,ND		11-Apr-2022	11-Apr-2022			21-Sep-1973	No				Active	NA		1	0	0	0		DIN not available.
Mrs.	Uma Sankar	99999998	NED,ND		14-Jul-2023	14-Jul-2023			29-Aug-1966	No				Active	NA		1	0	1	0	AC	DIN not available.
Mr.	Pankaj Joshi	06385037	ID		21-Dec-2021	21-Dec-2021		25	07-Jul-1968	No				Active	NA		1	1	1	0	SC	
Mr.	Sanjeev Kumar Singhal	00162680	ID		21-Dec-2021	21-Dec-2021		25	04-Jun-1971	No				Active	NA		1	1	1	0	AC,RC,NRC	
Mrs.	Rekha Jain	01586688	ID		12-Sep-2021	12-Sep-2021		28	05-Dec-1954	No				Active	NA		2	2	4	1	AC,SC,RC,NRC	
Mr.	Jatinder Singh Bajaj	99999997	ID		06-Oct-2023	06-Oct-2023		3	22-May-1966	No				Active	NA		1	1	1	0	AC,RC,NRC	DIN not available.
Mr.	Gautam Guha	06894434	ID		18-Mar-2021	18-Mar-2021	05-Oct-2023	31	16-Jan-1955	No				Active	NA		1	1	1	1	AC,RC,NRC	Ceased to be the Shareholder Director of the Bank upon completion of his tenure on 05.10.2023

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	Sanjeev Kumar Singhal	ID	Chairperson	29-Dec-2021	
2	Uma Sankar	NED,ND	Member	19-Jul-2023	
3	Rekha Jain	ID	Member	19-Jul-2023	
4	Jatinder Singh Bajaj	ID	Member	06-Oct-2023	
5	Gautam Guha	ID	Chairperson	24-Mar-2021	05-Oct-2023

Company Remarks	.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.
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	

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	Rekha Jain	ID	Chairperson	12-Sep-2021	
2	K. G. Ananthakrishnan	ID,C & NED	Member	25-Nov-2022	
3	Atul Kumar Goel	ED	Member	01-Feb-2022	
4	M. Paramasivam	ED	Member	06-Oct-2023	
5	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	
6	Jatinder Singh Bajaj	ID	Member	06-Oct-2023	
7	Gautam Guha	ID	Member	24-Mar-2021	05-Oct-2023

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	Jatinder Singh Bajaj	ID	Chairperson	06-Oct-2023	
2	K. G. Ananthakrishnan	ID,C & NED	Member	25-Nov-2022	

3	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	
4	Rekha Jain	ID	Member	12-Sep-2021	
5	Gautam Guha	ID	Member	24-Mar-2021	05-Oct-2023

Company Remarks	
Whether Regular chairperson appointed	Yes

### iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	No. of Independent Directors attending the meeting
25-Jul-2023	Yes	12	12	5
26-Jul-2023	Yes	12	12	5
29-Aug-2023	Yes	12	12	5
27-Sep-2023	Yes	11	10	5
03-Oct-2023	Yes	11	10	5
25-Oct-2023	Yes	12	11	5
26-Oct-2023	Yes	12	12	5
29-Nov-2023	Yes	12	11	5
28-Dec-2023	Yes	12	12	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	33

### iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (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	14-Jul-2023	Yes	3	3	2	0
Audit Committee	26-Jul-2023	Yes	4	4	3	0
Audit Committee	19-Aug-2023	Yes	4	4	3	0
Audit Committee	12-Sep-2023	Yes	4	4	3	0
Audit Committee	17-Oct-2023	Yes	4	4	3	0
Audit Committee	26-Oct-2023	Yes	4	4	3	0

Audit Committee	16-Nov-2023	Yes	4	3	2	0
Audit Committee	15-Dec-2023	Yes	4	3	2	0
Risk Management Committee	28-Aug-2023	Yes	6	6	4	0
Risk Management Committee	26-Sep-2023	Yes	5	5	4	0
Risk Management Committee	17-Nov-2023	Yes	6	5	3	0
Nomination & Remuneration Committee	13-Sep-2023	Yes	4	4	4	0
Stakeholders Relationship Committee	19-Aug-2023	Yes	4	4	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	34

#### v. 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	Bank has entered into related party transactions as per the approval of the Audit Committee of the Board..The Bank has taken approval of the shareholders for entering into Material Related Party Transactions at its AGM held on 30.06.2023 (detailed in the Notice of AGM available on Bank's website at <a href="https://www.pnbindia.in/AGM-EGM.html">https://www.pnbindia.in/AGM-EGM.html</a> ).
--	--

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - 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:

--

**Details of cyber security incidence**

1.Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2.Date of the Event	Nil
3.Brief details of the event	Nil

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