

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH JUNE, 2024

General information about company	
Scrip Code	532461
NSE Symbol	PNB
MSEI Symbol	Not Listed
ISIN	INE160A01022
Name of the entity	Punjab National Bank
Date of start of financial year	01-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Quarterly
Date of Report	30-Jun-2024
Risk management committee	Not Applicable

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Annexure I to be submitted by listed entity on quarterly basis							
I. Composition of Board of Directors							
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)
Whether the listed entity has a Regular Chairperson							Yes
Whether Chairperson is related to MD or CEO							No
Sr. No.	Title (Mr./ Ms)	Name of the Director	DIN	Category 1 of Directors	Category 2 of Directors	Category 3 of Directors	Date of Birth
1	Mr.	Kumarapuram Gopalakrishnan Ananthakrishnan	00019325	Non-Executive - Independent Director	Chairperson		10-Feb-1957
2	Mr.	Atul Kumar Goel	07266897	Executive Director	Not Applicable	CEO-MD	26-Dec-1964
3	Mr.	Kalyan Kumar	09631251	Executive Director	Not Applicable		10-Jan-1969
4	Mr.	Binod Kumar	07361689	Executive Director	Not Applicable		01-Jan-1971
5	Mr.	M. Paramasivam	08997088	Executive Director	Not Applicable		20-Mar-1967
6	Mr.	Bibhu Prasad Mahapatra	08756848	Executive Director	Not Applicable		22-Jun-1966
7	Mr.	Pankaj Sharma	99999999	Non-Executive - Nominee Director	Not Applicable		21-Sep-1973
8	Mrs.	Uma Sankar	99999998	Non-Executive - Nominee Director	Not Applicable		29-Aug-1966
9	Mr.	Pankaj Joshi	06385037	Non-Executive - Independent Director	Not Applicable		07-Jul-1968
10	Mr.	Sanjeev Kumar Singhal	00162680	Non-Executive - Independent Director	Not Applicable		04-Jun-1971
11	Mrs.	Rekha Jain	01586688	Non-Executive - Independent Director	Not Applicable		05-Dec-1954
12	Mr.	Jatinder Singh Bajaj	99999997	Non-Executive - Independent Director	Not Applicable		22-May-1966

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I. Composition of Board of Directors				
Disqualification of Directors under section 164 of the Companies Act, 2013				
Sr. No.	Name of the Director	Whether the director is disqualified?	Details of disqualification	Current status
1	Mr. Kumarapuram Gopalakrishnan Ananthakrishnan	No		Active
2	Mr. Atul Kumar Goel	No		Active
3	Mr. Kalyan Kumar	No		Active
4	Mr. Binod Kumar	No		Active
5	Mr. M. Paramasivam	No		Active
6	Mr. Bibhu Prasad Mahapatra	No		Active
7	Mr. Pankaj Sharma	No		Active
8	Mrs. Uma Sankar	No		Active
9	Mr. Pankaj Joshi	No		Active
10	Mr. Sanjeev Kumar Singhal	No		Active
11	Mrs. Rekha Jain	No		Active
12	Mr. Jatinder Singh Bajaj	No		Active

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Sr. No.	Name of the Director	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of appointment	Date of Reappointment	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr. Kumarapuram Gopalakrishnan Ananthakrishnan	NA	07-Nov-2022	07-Nov-2022	20	2	2	2	1
2	Mr. Atul Kumar Goel	NA	01-Feb-2022	01-Feb-2022		4	0	3	0
3	Mr. Kalyan Kumar	NA	21-Oct-2021	21-Oct-2021		4	0	1	1
4	Mr. Binod Kumar	NA	21-Nov-2022	21-Nov-2022		3	0	1	0
5	Mr. M. Paramasivam	NA	01-Dec-2022	01-Dec-2022		1	0	0	0
6	Mr. Bibhu Prasad Mahapatra	NA	09-Oct-2023	09-Oct-2023		1	0	0	0
7	Mr. Pankaj Sharma	NA	11-Apr-2022	11-Apr-2022		1	0	0	0
8	Mrs. Uma Sankar	NA	14-Jul-2023	14-Jul-2023		1	0	1	0
9	Mr. Pankaj Joshi	NA	21-Dec-2021	21-Dec-2021	31	1	1	1	0
10	Mr. Sanjeev Kumar Singhal	NA	21-Dec-2021	21-Dec-2021	31	1	1	1	1
11	Mrs. Rekha Jain	NA	12-Sep-2021	12-Sep-2021	34	2	2	4	1
12	Mr. Jatinder Singh Bajaj	NA	06-Oct-2023	06-Oct-2023	9	1	1	1	0

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Text Block	
Textual Information(1)	<p>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.</p> <p>Shri Atul Kumar Goel is also the Director of PNB International Limited, United Kingdom.</p>

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	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.
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							Yes	
Sr. No.	DIN Number	Name of Committee members (Mr. /Mrs.)	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks	
1	00162680	Sanjeev Kumar Singhal	Non-Executive - Independent Director	Chairperson	29-Dec-2021			
2	99999998	Uma Sankar	Non-Executive - Nominee Director	Member	19-Jul-2023			
3	06385037	Pankaj Joshi	Non-Executive - Independent Director	Member	01-Jan-2024	27-Jun-2024		

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4	01586688	Rekha Jain	Non-Executive - Independent Director	Member	27-Jun-2024		
5	99999997	Jatinder Singh Bajaj	Non-Executive - Independent Director	Member	06-Oct-2023		

Nomination and Remuneration Committee

Whether the Nomination and remuneration committee has a Regular Chairperson

Yes

Sr. No.	DIN Number	Name of Committee members (Mr. /Mrs.)	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	99999997	Jatinder Singh Bajaj	Non-Executive - Independent Director	Chairperson	06-Oct-2023		
2	00019325	Kumarapuram Gopalakrishnan Ananthakrishnan	Non-Executive - Independent Director	Member	25-Nov-2022		
3	00162680	Sanjeev Kumar Singhal	Non-Executive - Independent Director	Member	29-Dec-2021		
4	01586688	Rekha Jain	Non-Executive - Independent Director	Member	29-Dec-2021		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson

Yes

Sr. No.	DIN Number	Name of Committee Members (Mr. /Mrs.)	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	01586688	Rekha Jain	Non-Executive - Independent Director	Chairperson	29-Dec-2021		

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2	07266897	Atul Kumar Goel	Executive Director	Member	01-Feb-2022		
3	07361689	Binod Kumar	Executive Director	Member	25-Nov-2022		
4	06385037	Pankaj Joshi	Non-Executive - Independent Director	Member	29-Dec-2021		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson Yes

Sr. No.	DIN Number	Name of Committee members (Mr. /Mrs.)	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01586688	Rekha Jain	Non-Executive - Independent Director	Chairperson	12-Sep-2021		
2	00019325	Kumarapuram Gopalakrishnan Ananthakrishnan	Non-Executive - Independent Director	Member	25-Nov-2022	26-Apr-2024	
3	07266897	Atul Kumar Goel	Executive Director	Member	01-Feb-2022		
4	08997088	M. Paramasivam	Executive Director	Member	06-Oct-2023		
5	00162680	Sanjeev Kumar Singhal	Non-Executive - Independent Director	Member	29-Dec-2021		
6	99999997	Jatinder Singh Bajaj	Non-Executive - Independent Director	Member	06-Oct-2023		

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Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr. No.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	25-Jan-2024			Yes	12	12	5
2	29-Jan-2024	3		Yes	12	9	4
3	27-Feb-2024	28		Yes	12	10	3
4	28-Mar-2024	29		Yes	12	10	3
5	06-Apr-2024	8		Yes	12	12	5
6	26-Apr-2024	19		Yes	12	12	5
7	09-May-2024	12		Yes	12	10	4
8	29-May-2024	19		Yes	12	11	4
9	04-Jun-2024	5		Yes	12	11	5
10	27-Jun-2024	22		Yes	12	11	4

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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr. No.	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	16-Jan-2024				Yes	4	4	3	0
2	Audit Committee	25-Jan-2024	8			Yes	4	4	3	0
3	Audit Committee	16-Feb-2024	21			Yes	4	3	2	0
4	Audit Committee	19-Mar-2024	31			Yes	4	4	3	0
5	Audit Committee	15-Apr-2024	26			Yes	4	4	3	0
6	Audit Committee	09-May-2024	23			Yes	4	3	2	0
7	Audit Committee	14-May-2024	4			Yes	4	3	2	0

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8	Audit Committee	18-Jun-2024	34			Yes	4	3	2	0
9	Audit Committee	28-Jun-2024	9			Yes	4	4	3	0
10	Risk Management Committee	15-Jan-2024				Yes	6	6	4	0
11	Risk Management Committee	15-Feb-2024	30			Yes	6	5	3	0
12	Risk Management Committee	20-Mar-2024	33			Yes	6	6	4	0
13	Risk Management Committee	15-May-2024	55			Yes	5	4	2	0
14	Risk Management Committee	18-Jun-2024	33			Yes	5	4	2	0

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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on 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 29.06.2024 (detailed in the Notice of AGM available on Bank's website at https://www.pnbindia.in/AGM-EGM.html).	
Disclosure of notes of material transaction with related party			

Details of Cyber Security incidence			
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	
Other details of cyber security incidence or breaches or loss of data event		N.A.	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		N.A.	
Sr	Date of the event	Brief details of the event	
N.A.			

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Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

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Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Ekta Pasricha
2	Designation	Company Secretary and Compliance Officer

