

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Punjab National Bank**
 2. Quarter ending - **30-Sep-2018**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	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
Mr .	Sunil Mehta	07430460	ACLPM2877Q	ED	05-May-2017			3	0	0
Mr .	Kunche Veera Brahmaji Rao	06861202	ATOPR8778D	ED	22-Jan-2014			1	1	0
Mr .	Sanjiv Sharan	07340257	AGPPS2879A	ED	15-Sep-2016			1	0	0
Mr .	Lingam Venkata Prabhakar	99999999	AALPL5891R	ED	01-Mar-2018			2	2	0
Mr .	Ravi Mital	06507252	AEYPM2252G	NED	04-Jul-2017			2	2	0
Mr .	Rabi Narayan Mishra	99999999	AFZPM3211R	NED	26-Apr-2016			1	1	0
Mr .	Mahesh Baboo Gupta	00014313	AEZPG4302A	NED	26-Jul-2016		36	1	2	1
Mr .	Sunil Mehta	00065343	AEBPM7132A	C & NED	16-Mar-2017		36	2	0	0
Mr .	Sudhir Nayar	00200415	ACIPN0720G	ID	19-Dec-2015		36	2	2	1
Mr .	Sanjay Verma	99999999	ABSPV5115C	ID	15-Jun-2017		36	1	0	0
Ms .	Asha Bhandarkar	99999999	ADSPB7584M	ID	12-Sep-2018		36	1	1	0

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sudhir Nayar	ID	Chairperson
2	Ravi Mital	NED	Member
3	Rabi Narayan Mishra	NED	Member
4	Mahesh Baboo Gupta	NED	Member
5	Lingam Venkata Prabhakar	ED	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Lingam Venkata Prabhakar	ED	Member
2	Mahesh Baboo Gupta	NED	Chairperson
3	Kunche Veera Brahmaji Rao	ED	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Asha Bhandarkar	ID	Member
2	Sanjiv Sharan	ED	Member
3	Kunche Veera Brahmaji Rao	ED	Member
4	Lingam Venkata Prabhakar	ED	Member
5	Sudhir Nayar	ID	Member
6	Mahesh Baboo Gupta	NED	Member
7	Sunil Mehta	C & NED	Member
8	Sunil Mehta	ED	Chairperson

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Sunil Mehta	C & NED	Chairperson
2	Ravi Mital	NED	Member
3	Rabi Narayan Mishra	NED	Member
4	Mahesh Baboo Gupta	NED	Member
5	Sudhir Nayar	ID	Member
6	Sanjay Verma	ID	Member

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>	<i>Maximum gap between any two consecutive (in number of days)</i>
04-May-2018	26-Jul-2018	40
05-May-2018	06-Aug-2018	
14-May-2018	07-Aug-2018	
15-May-2018	04-Sep-2018	
15-Jun-2018	27-Sep-2018	

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met(details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
23-Jul-2018	3	14-May-2018	37
06-Aug-2018	3	15-May-2018	
07-Aug-2018	3	29-May-2018	
04-Sep-2018	3	15-Jun-2018	
19-Sep-2018	3	15-Jun-2018	
27-Sep-2018	3	15-Jun-2018	
03-Sep-2018	4	15-Jun-2018	
26-Jul-2018	2	15-May-2018	
04-Sep-2018	3		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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

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 top100 listed entities) - **Not applicable**
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:

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**

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>
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
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : **Balbir Singh**
Designation : **Company Secretary**