

Corporate Governance Report

ANNEXURE I

1. Name of Listed Entity - **Punjab National Bank**

2. Quarter ending - **31.03.2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this identity	No of Directorship in Audit / Stakeholder Committee(s) including this identity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this identity	Membership in Committees of the Company	Remarks
Mr.	Sunil Mehta	07430460	ACLPM2877Q	ED	CEO-MD	05-May-2017			3	0	0	RMC	Managing Director and CEO
Mr.	Kunche Veera Brahmaji Rao	06861202	ATOPR8778D	ED		22-Jan-2014	18-Jan-2019		1	0	0	SC, RMC	
Mr.	Sanjiv Sharan	07340257	AGPPS2879A	ED		15-Sep-2016	18-Jan-2019		1	0	0	RMC	
Mr.	Lingam Venkata Prabhakar	08110715	AALPL5891R	ED		01-Mar-2018			2	2	0	AC, SC, RMC	
Mr.	Agyey Kumar Azad	99999999	ABEPA0703B	ED		22-Jan-2019			1	1	0		DIN not available
Mr.	Ravi Mital	06507252	AEYPM2252G	NED		04-Jul-2017			2	2	0	AC, NRC	
Mr.	Rabi Narayan Mishra	99999999	AFZPM3211R	NED		26-Apr-2016			1	1	0	AC, NRC	DIN not available
Mr.	Mahesh Baboo Gupta	00014313	AEZPG4302A	NED		26-Jul-2016	25-Jul-2019	36	1	2	1	AC, SC, RMC, NRC	
Mr.	Sunil Mehta	00065343	AEBPM7132A	C & NED		16-Mar-2017	15-Feb-2020	36	3	0	0	RMC, NRC	

Mr.	Sanjay Verma	99999999	ABSPV5115C	ID		15-Jun-2017	14-Jun-2020	36	1	1	1	AC,NRC	DIN not available
Ms.	Asha Bhandarkar	99999999	ADSPB7584M	ID		12-Sep-2018	11-Sep-2021	36	1	0	0	RMC	DIN not available

Company Remarks	Powers of Sh. K.V.BrahmajiRao and Sh. SanjivSharan divested w.e.f. 14.05.2018
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Lingam VenkataPrabhakar	ED	Member	01-Mar-2018	Lingam VenkataPrabhakar
2	Ravi Mital	NED	Member	04-Jul-2017	Ravi Mital
3	Rabi Narayan Mishra	NED	Member	26-Apr-2016	Rabi Narayan Mishra
4	Mahesh Baboo Gupta	NED	Member	26-Jul-2016	Mahesh Baboo Gupta
5	Sanjay Verma	ID	Chairperson	15-Jun-2017	Sanjay Verma

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Lingam VenkataPrabhakar	ED	Member	01-Mar-2018	
2	KuncheVeeraBrahmajiRao	ED	Member	22-Jan-2014	18-Jan-2019
3	Mahesh Baboo Gupta	NED	Chairperson	26-Jul-2016	
4	Agyey Kumar Azad	ED	Member	22-Jan-2019	

Company Remarks	Powers of Sh. K.V.BrahmajiRao divested w.e.f. 14.05.2018
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Asha Bhandarkar	ID	Member	12-Sep-2018	
2	Mahesh Baboo Gupta	NED	Member	26-Jul-2016	
3	KuncheVeeraBrahmajiRao	ED	Member	22-Jan-2014	18-Jan-2019
4	SanjivSharan	ED	Member	15-Sep-2016	18-Jan-2019
5	Sunil Mehta	ED	Chairperson	16-Mar-2017	
6	Sunil Mehta	ED	Member	05-May-2017	
7	Agyey Kumar Azad	ED	Member	22-Jan-2019	
8	Lingam VenkataPrabhakar	ED	Member	01-Mar-2018	

Company Remarks	Powers of Sh. K.V.BrahmajiRao and Sh. SanjivSharan divested w.e.f. 14.05.2018
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rabi Narayan Mishra	NED	Member	26-Apr-2016	
2	Ravi Mital	NED	Member	04-Jul-2017	
3	Mahesh Baboo Gupta	NED	Member	26-Jul-2016	
4	Sanjay Verma	ID	Member	15-Jun-2017	
5	Sunil Mehta	C & NED	Chairperson	16-Mar-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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>
01-Nov-2018	04-Feb-2019
02-Nov-2018	05-Feb-2019
11-Dec-2018	26-Feb-2019
	27-Mar-2019

Company Remarks	
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Maximum gap between any two consecutive (in number of days)	54
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iv. **Meeting of Committees**

<i>Name of the Committee</i>	<i>Date(s) of meeting during of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Requirement of Quorum met (details)</i>	<i>Whether requirement of Quorum met (Yes/No)</i>
Audit Committee	01-Nov-2018	04-Feb-2019	3	Yes
Audit Committee	02-Nov-2018	05-Feb-2019	3	Yes
Audit Committee	11-Dec-2018	26-Feb-2019	3	Yes
Audit Committee	01-Nov-2018	27-Mar-2019	3	Yes
Risk Management Committee	10-Dec-2018	27-Mar-2019	4	Yes
Stakeholders Relationship Committee	01-Nov-2018	04-Feb-2019	2	Yes
Nomination & Remuneration Committee	28-Nov-2018		3	Yes
Nomination & Remuneration Committee	24-Dec-2018		3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	54

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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	
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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. - **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 reports 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 II

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/N/A)	Company Remark	Website
Detailsofbusiness	Yes		www.pnbindia.in
Termsandconditionsofappointmentofindependentdirectors	Yes		www.pnbindia.in
Compositionofvariouscommitteesofboardofdirectors	Yes		www.pnbindia.in
Codeofconductofboardofdirectorsandseniormanagementpers	Yes		www.pnbindia.in
Detailsofestablishmentofvigilmechanism/WhistleBlowerpoli	Yes		www.pnbindia.in
Criteriaofmakingpaymentstonon-executivedirectors	Yes		www.pnbindia.in
Policyondealingwithrelatedpartytransactions	Yes		www.pnbindia.in
Policyfordetermining‘material’subsidiaries	Yes		www.pnbindia.in
Detailsoffamiliarizationprogramsimpartedtoindependentdire	Yes		www.pnbindia.in
Contactinformationofthedesignedofficialsoftheliste identitywhoareresponsibleforassistingandhandlinginv	Yes		www.pnbindia.in
emailaddressforgrievanceredressalandotherrlevantdetails	Yes		www.pnbindia.in
Financialresults	Yes		www.pnbindia.in
Shareholdingpattern	Yes		www.pnbindia.in
Detailsofagreementsenteredintowiththemediacompani esand/ortheirassociates	Not Applicable		
Newnameandtheoldnameofthelistedentity	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/N/A)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’</i>	16(1)(b) & 25(6)	Not Applicable	
<i>Board composition</i>	17(1)	Not Applicable	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Not Applicable	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Not Applicable	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	

<i>PerformanceEvaluationofIndependentDirectors</i>	<i>17(10)</i>	Not Applicable	
<i>CompositionofAuditCommittee</i>	<i>18(1)</i>	Not Applicable	
<i>MeetingofAuditCommittee</i>	<i>18(2)</i>	Not Applicable	
<i>Compositionofnomination&remunerationcommittee</i>	<i>19(1)&(2)</i>	Not Applicable	
<i>CompositionofStakeholderRelationshipCommittee</i>	<i>20(1)&(2)</i>	Yes	
<i>Compositionandroleofriskmanagementcommittee</i>	<i>21(1),(2),(3),(4)</i>	Yes	
<i>VigilMechanism</i>	<i>22</i>	Yes	
<i>PolicyforrelatedpartyTransaction</i>	<i>23(1),(5),(6),(7)&(8)</i>	Yes	
<i>PriororOmnibusapprovalofAuditCommitteeforallrelatedpartytransactions</i>	<i>23(2),(3)</i>	Yes	
<i>Approvalformaterialrelatedpartytransactions</i>	<i>23(4)</i>	Not Applicable	
<i>CompositionofBoardofDirectorsofunlistedmaterialSubsidiary</i>	<i>24(1)</i>	Not Applicable	
<i>OtherCorporateGovernancerequirementswithrespecttosubsidiaryoflistedentity</i>	<i>24(2),(3),(4),(5)&(6)</i>	Not Applicable	
<i>MaximumDirectorship&Tenure</i>	<i>25(1)&(2)</i>	Yes	
<i>Meetingofindependentdirectors</i>	<i>25(3)&(4)</i>	Not Applicable	
<i>Familiarizationofindependentdirectors</i>	<i>25(7)</i>	Yes	
<i>MembershipsinCommittees</i>	<i>26(1)</i>	Yes	
<i>Affirmationwithcompliance tocodeofconductfrommembersofBoardofDirectorsandSeniormanagementpersonnel</i>	<i>26(3)</i>	Yes	
<i>DisclosureofShareholdingbyNon-ExecutiveDirectors</i>	<i>26(4)</i>	Yes	
<i>PolicywithrespecttoObligationsofdirectorsandseniormanagement</i>	<i>26(2)&26(5)</i>	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
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Name : **BALBIR SINGH**

Designation : **Company Secretary**