

ANNEXURE I

CORPRATE GOVERNANCE REPORT

1. Name of Listed Entity **- Punjab National Bank**
2. Quarter ending **- 30-Sep-2023**

i. **Composition of Board of Director**

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 of cessation	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 to 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.	Kumarapuram Gopalakrishnan Ananthakrishnan	00019325	ID,C & NED		07-Nov-2022	07-Nov-2022		11	10-Feb-1957	No				Active	NA		2	2	0	0	RMC,NRC	
Mr.	Atul Kumar Goel	07266897	ED	CEO-MD	01-Feb-2022	01-Feb-2022			26-Dec-1964	No				Active	NA		2	0	2	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.	Muthuramu Paramasivam	08997088	ED		01-Dec-2022	01-Dec-2022			20-Mar-1967	No				Active	NA		1	0	0	0		
Mr.	Pankaj Sharma	99999997	NED,ND		11-Apr-2022	11-Apr-2022			21-Sep-1973	No				Active	NA		1	0	0	0	AC	DIN not Available
Mrs.	Uma Shankar	99999998	NED,ND		14-Jul-2023	14-Jul-2023			29-Aug-1968	No				Active	NA		1	0	1	0	AC	DIN Not Available
Mr.	Pankaj Joshi	06385037	ID		21-Dec-2021	21-Dec-2021		22	07-Jul-1968	No				Active	NA		1	1	1	0	SC	
Mr.	Sanjeev Kumar Singhali	00162680	ID		21-Dec-2021	21-Dec-2021		22	04-Jun-1971	No				Active	NA		1	1	1	0	AC,RC,NRC	
Mr.	Gautam Guha	06894434	ID		18-Mar-2021	18-Mar-2021		31	16-Jan-1955	No				Active	NA		1	1	1	1	AC,RC,NRC	
Mrs.	Rekha Jain	01586688	ID		12-Sep-2021	12-Sep-2021		25	05-Dec-1954	No				Active	NA		2	2	4	1	AC,SC,RC, NRC	
Mr.	Vijay Dube	09107884	ED		01-Apr-2020	01-Apr-2020	31-Aug-2023		07-Aug-1963	No				Active	NA		0	0	0	0	RMC	
Mr.	Anil Kumar Misra	08066460	NED,ND		25-Feb-2022	25-Feb-2022			21-Jul-1958	No				Active	NA		0	0	0	0	AC	

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	Gautam Guha	ID	Chairperson	24-Mar-2021	
2	Uma Shankar	NED,ND	Member	19-Jul-2023	
3	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	
4	Rekha Jain	ID	Member	19-Jul-2023	
5	Anil Kumar Misra	NED,ND	Member	28-Feb-2022	14-Jul-2023
6	Pankaj Sharma	NED,ND	Member	19-Apr-2022	19-Jul-2023

Company Remarks	The composition of the Board of Bank is governed by Sec 9(3) of Act in terms of which all Directors are appointed/nominated by the Central Govt. except Shareholder Director(s). The Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India/SEBI etc.
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	Nil
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	Sanjeev Kumar Singhal	ID	Chairperson	29-Dec-2021	
2	Kumarapuram Gopalakrishnan Ananthakrishnan	ID,C & NED	Member	25-Nov-2022	
3	Atul Kumar Goel	ED	Member	01-Feb-2022	
4	Gautam Guha	ID	Member	24-Mar-2021	
5	Rekha Jain	ID	Member	12-Sep-2021	
6	Vijay Dube	ED	Member	05-May-2020	31-Aug-2023

Company Remarks	Nil
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	Rekha Jain	ID	Chairperson	12-Sep-2021	
2	Kumarapuram Gopalakrishnan Ananthakrishnan	ID,C & NED	Member	25-Nov-2022	
3	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	
4	Gautam Guha	ID	Member	24-Mar-2021	

Company Remarks	Nil
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
15-Apr-2023	Yes	12	12	5
26-Apr-2023	Yes	12	11	5
19-May-2023	Yes	12	12	5
30-May-2023	Yes	12	12	5
28-Jun-2023	Yes	12	11	5
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

Company Remarks	The meetings of the Board and Committees are conducted as per Nationalised Banks Scheme, 1970, GoI/RBI directives and SEBI (LODR) Regulations.
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	27-Apr-2023	Yes	4	3	2	0
Audit Committee	19-May-2023	Yes	4	4	2	0
Audit Committee	29-May-2023	Yes	4	4	2	0

Audit Committee	16-Jun-2023	Yes	4	3	2	0
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
Risk Management Committee	17-Jun-2023	Yes	6	6	4	0
Risk Management Committee	28-Aug-2023	Yes	6	6	4	0
Risk Management Committee	26-Sep-2023	Yes	5	5	4	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	Nil
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	27

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. Further the details of RPT for the half year ended 30.09.2023 shall be disclosed along with the Financial Results of the Bank for the quarter/half year ended 30.09.2023. 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 https://www.pnbindia.in/AGM-EGM.html). Further the details of material RPTs, if any, for the half year ended 30.09.2023 shall be disclosed along with the Financial Results of the Bank for the quarter/half year ended 30.09.2023.
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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 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:

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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	-
3.Brief details of the event	-

Name : Ekta Pasricha
Designation : Company Secretary & Compliance Officer

ANNEXURE III**Affirmations**

Broad Heading	Regulation Number	Compliance Status	Company Remark
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	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : Ekta Pasricha
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

PNB	Punjab National Bank	30-Sep-2023
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Applicability of disclosure	No	Reason for Non Applicability	Not Applicable for Scheduled Banks
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
NA							

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		NA	
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		NA	
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

NA

Affirmations
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status	Not applicable for Banks
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