

Name of Listed Entity - Punjab National Bank
Quarter ending - 30-Sep-2021

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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	Membership in Committees of the Company	Remarks
Mr.	CH. S. S. Mallikarjuna Rao	07667641	C & ED	CEO-MD	01-Oct-2019	01-Oct-2019			22-Jan-1962	NA		2	0	2	0	SC,RC	
Mr.	Sanjay Kumar	06741352	ED		01-Apr-2020	01-Apr-2020			07-Nov-1962	NA		1	0	1	0	SC	
Mr.	Vijay Dube	09107884	ED		01-Apr-2020	01-Apr-2020			07-Aug-1963	NA		1	0	0	0	RMC	
Mr.	Swarup Kumar Saha	08963678	ED		10-Mar-2021	10-Mar-2021			08-Feb-1967	NA		2	0	0	0		
Mr.	Pankaj Jain	00675922	NED,ND		08-Aug-2019	08-Aug-2019			28-Dec-1965	NA		1	0	1	0	AC	
Mr.	Vivek Aggarwal	99999999	NED,ND		24-Jul-2019	24-Jul-2019			07-Aug-1963	NA		1	0	1	0		Not Applicable
Mr.	Gautam Guha	06894434	ID		18-Mar-2021	18-Mar-2021		30	16-Jan-1955	NA		1	1	2	2	AC,SC,RC,NRC	
Mrs.	Rekha Jain	01586688	ID		12-Sep-2021	12-Sep-2021		36	05-Dec-1954	NA		1	1	0	0	RMC,NRC	

Company Remarks	The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970. The composition of the Board is governed by Section 9(3) of the Act in terms of which all the Directors are appointed / nominated by the Central Govt. except the Director(s) elected by the shareholders of the Bank other than the Central Govt., from amongst themselves. Mrs. Asha Bhandarker vacated the office of the Director on 11.09.2021 on completion of her tenure.
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

ii Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gautam Guha	ID	Chairperson	24-Mar-2021	
2	Pankaj Jain	NED,ND	Member	19-Aug-2019	
3	Vivek Aggarwal	NED,ND	Member	26-Jul-2019	

Company Remarks	ACB is constituted as per RBI Guidelines. Reg 18(1)(b) &18(2)(b) of SEBI LODR aren't complied with. Board has 2 Independent Directors as on date. Other NEDs on Board can't be inducted in NRC as per RBI Guidelines. There are only 2 Directors who can be inducted in the Committee which doesn't fulfil the req. quorum (3). NRC is non-functional. Agendas of this Committee are being considered in the Board meeting in line with Gol's Notification 25.01.2021.
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gautam Guha	ID	Chairperson	12-Sep-2021	
2	CH. S. S. Mallikarjuna Rao	C & ED	Member	16-Jun-2020	
3	Sanjay Kumar	ED	Member	24-May-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Rekha Jain	ID	Chairperson	12-Sep-2021	
2	CH. S. S. Mallikarjuna Rao	C & ED	Member	16-Oct-2019	
3	Vijay Dube	ED	Member	05-May-2020	
4	Gautam Guha	ID	Member	24-Mar-2021	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gautam Guha	ID	Member	24-Mar-2021	
2	Rekha Jain	ID	Member	12-Sep-2021	

Company Remarks	
Whether Permanent chairperson appointed	No

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
28-May-2021	03-Jul-2021	Yes	6	2
04-Jun-2021	29-Jul-2021	Yes	6	2
25-Jun-2021	02-Aug-2021	Yes	6	1
	30-Aug-2021	Yes	6	2
	10-Sep-2021	Yes	6	1
	29-Sep-2021	Yes	6	2

Company Remarks	The Sub-Committees of Board have been constituted pursuant to the extant RBI/Gol/SEBI Guidelines. The meetings of the Board and the Sub-Committees are being conducted in the manner as specified in the Nationalised Banks (Management & Miscellaneous Provisions) Scheme, 1970/Gol/RBI directives/SEBI (LODR) Regulations, 2015.
Maximum gap between any two consecutive (in number of days)	27

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	28-May-2021		Yes	2	1
Audit Committee	04-Jun-2021		Yes	2	1
Audit Committee	25-Jun-2021		Yes	2	1
Audit Committee		29-Jul-2021	Yes	2	1
Audit Committee		02-Aug-2021	Yes	2	1
Audit Committee		08-Sep-2021	Yes	2	1
Audit Committee		29-Sep-2021	Yes	2	1
Risk Management Committee	30-Jun-2021		Yes	2	2
Risk Management Committee		26-Aug-2021	Yes	2	2
Stakeholders Relationship Committee		29-Jul-2021	Yes	2	1

Company Remarks	The meetings of the Board and the Sub-Committees are being conducted in the manner as specified in the Nationalised Banks (Management & Miscellaneous Provisions) Scheme, 1970, Gol/RBI directives and SEBI (LODR) Regulations, 2015. In terms of the Govt. of India Notification dated 25th January, 2021, the Board is empowered to exercise the powers of a Committee of the Board to do any act or thing, or for resolution of grievances of security holders by, or in respect of any appointment, approval or review, which it is required to do by law provided the Board is satisfied that quorum for meeting of such Committee cannot be met on account of either existence of any vacancy in such Committee or recusal by member thereof.
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	36

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	Not Applicable	
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	NA	

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 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:

The Bank has requested GoI vide its letter dt. 07.07.2021 to either appoint Directors under Sec. 9(3)(e),(f),(g)&(h) of The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970 or take up the matter with SEBI for exemption under the said Regulations. The matter has also been taken up with IBA for taking up the same with SEBI.

Name : EKTA PASRICHA
Designation : Company Secretary & Compliance Officer