

1. Name of Listed Entity **-Punjab National Bank**  
 2. Quarter ending **- 31-Dec-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.	Kalyan Kumar	99999999	ED		21-Oct-2021	21-Oct-2021			10-Jan-1969	NA		1	0	0	0		Not Available
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	AC	Not Available
Mr.	Pankaj Joshi	06385037	ID		21-Dec-2021	21-Dec-2021		36	07-Jul-1968	NA		1	1	1	0	SC,NRC	
Mr.	Sanjeev Kumar Singhal	00162680	ID		21-Dec-2021	21-Dec-2021		36	04-Jun-1971	NA		1	1	1	0	AC,RC,NRC	
Mr.	Gautam Guha	06894434	ID		18-Mar-2021	18-Mar-2021		30	16-Jan-1955	NA		1	1	1	1	AC,RC,NRC	
Mrs.	Rekha Jain	01586688	ID		12-Sep-2021	12-Sep-2021		36	05-Dec-1954	NA		1	1	1	1	SC,RC,NRC	

<b>Company Remarks</b>	<p>The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition &amp; 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.</p> <p><b>Note:</b></p> <ol style="list-style-type: none"> <li>I. Mr. Kalyan Kumar has joined the Board of the Bank as Executive Director of the Bank on 21.10.2021.</li> <li>II. Mr. Pankaj Joshi has joined the Board of the Bank as Part Time Non Official Director on 21.12.2021</li> <li>III. Mr. Sanjeev Kumar Singhal has joined the Board of the Bank as Time Non Official Director on 21.12.2021</li> </ol>
<b>Whether Regular chairperson appointed</b>	No
<b>Whether Chairperson is related to MD or CEO</b>	No

## ii. Composition of Committees

### a. Audit Committee

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
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	
4	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	

<b>Company Remarks</b>	<p>The Bank is a body corporate constituted in terms of the Banking Companies (Acquisition &amp; 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. The Sub-Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India etc. In terms of the Govt. of India Notification dated 25th January, 2021 which amended the Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970/1980 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.</p>
<b>Whether Permanent chairperson appointed</b>	Yes

### b. Stakeholders Relationship Committee

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Rekha Jain	ID	Chairperson	29-Dec-2021	
2	CH. S. S. Mallikarjuna Rao	C & ED	Member	16-Jun-2020	
3	Sanjay Kumar	ED	Member	24-May-2021	
4	Pankaj Joshi	ID	Member	29-Dec-2021	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes

### c. Risk Management Committee

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Sanjeev Kumar Singhal	ID	Chairperson	29-Dec-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	
5	Rekha Jain	ID	Member	12-Sep-2021	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes

#### d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Pankaj Joshi	ID	Chairperson	29-Dec-2021	
2	Sanjeev Kumar Singhal	ID	Member	29-Dec-2021	
3	Gautam Guha	ID	Member	24-Mar-2021	
4	Rekha Jain	ID	Member	12-Sep-2021	

<b>Company Remarks</b>	
<b>Whether Permanent chairperson appointed</b>	Yes

#### 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
03-Jul-2021	23-Oct-2021	Yes	9	2
29-Jul-2021	27-Oct-2021	Yes	9	2
02-Aug-2021	25-Nov-2021	Yes	9	2
30-Aug-2021	30-Dec-2021	Yes	10	4
10-Sep-2021		Yes	6	1
29-Sep-2021		Yes	6	2

<b>Company Remarks</b>	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.
<b>Maximum gap between any two consecutive (in number of days)</b>	34

#### 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	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
Audit Committee		27-Oct-2021	Yes	3	1
Audit Committee		25-Nov-2021	Yes	3	1
Audit Committee		30-Dec-2021	Yes	3	2
Risk Management Committee	26-Aug-2021		Yes	2	2
Risk Management		22-Nov-2021	Yes	4	2

Committee					
Stakeholders Relationship Committee	29-Jul-2021		Yes	2	1

<b>Company Remarks</b>	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, GoI/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.
<b>Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]</b>	34

v. **RelatedPartyTransactions**

<b>Subject</b>	<b>Compliance status (Yes /No /NA)</b>	<b>Remark</b>
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	<b>NA</b>
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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 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**