

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 2024

General information about company	
Scrip Code	532461
NSE Symbol	PNB
MSEI Symbol	Not Listed
ISIN	INE160A01022
Name of the entity	Punjab National Bank
Date of start of financial year	01-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Half Yearly
Date of Report	30-Sep-2024
Risk management committee	Not Applicable

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Annexure I to be submitted by listed entity on quarterly basis							
I. Composition of Board of Directors							
Disclosure of notes on composition of board of directors explanatory							Textual Information(1)
Whether the listed entity has a Regular Chairperson							Yes
Whether Chairperson is related to MD or CEO							No
Sr. No.	Title (Mr./ Ms)	Name of the Director	DIN	Category 1 of Directors	Category 2 of Directors	Category 3 of Directors	Date of Birth
1	Mr.	Kumarapuram Gopalakrishnan Ananthakrishnan	00019325	Non-Executive - Independent Director	Chairperson		10-Feb-1957
2	Mr.	Atul Kumar Goel	07266897	Executive Director	Not Applicable	CEO-MD	26-Dec-1964
3	Mr.	Kalyan Kumar	09631251	Executive Director	Not Applicable		10-Jan-1969
4	Mr.	Binod Kumar	07361689	Executive Director	Not Applicable		01-Jan-1971
5	Mr.	M. Paramasivam	08997088	Executive Director	Not Applicable		20-Mar-1967
6	Mr.	Bibhu Prasad Mahapatra	08756848	Executive Director	Not Applicable		22-Jun-1966
7	Mr.	Pankaj Sharma	Not Available	Non-Executive - Nominee Director	Not Applicable		21-Sep-1973
8	Mrs.	Uma Sankar	Not Available	Non-Executive - Nominee Director	Not Applicable		29-Aug-1966
9	Mr.	Pankaj Joshi	06385037	Non-Executive - Independent Director	Not Applicable		07-Jul-1968
10	Mr.	Sanjeev Kumar Singhal	00162680	Non-Executive - Independent Director	Not Applicable		04-Jun-1971
11	Mrs.	Rekha Jain	01586688	Non-Executive - Independent Director	Not Applicable		05-Dec-1954
12	Mr.	Jatinder Singh Bajaj	Not Available	Non-Executive - Independent Director	Not Applicable		22-May-1966
13	Mr.	Ambarish Ojha	07008756	Non-Executive - Independent Director	Not Applicable		21-Jul-1964

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I. Composition of Board of Directors				
Disqualification of Directors under section 164 of the Companies Act, 2013				
Sr. No.	Name of the Director	Whether the director is disqualified?	Details of disqualification	Current status
1	Mr. Kumarapuram Gopalakrishnan Ananthakrishnan	No		Active
2	Mr. Atul Kumar Goel	No		Active
3	Mr. Kalyan Kumar	No		Active
4	Mr. Binod Kumar	No		Active
5	Mr. M. Paramasivam	No		Active
6	Mr. Bibhu Prasad Mahapatra	No		Active
7	Mr. Pankaj Sharma	No		Active
8	Mrs. Uma Sankar	No		Active
9	Mr. Pankaj Joshi	No		Active
10	Mr. Sanjeev Kumar Singhal	No		Active
11	Mrs. Rekha Jain	No		Inactive
12	Mr. Jatinder Singh Bajaj	No		Active
13	Mr. Ambarish Ojha	No		Active

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Sr. No.	Name of the Director	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Initial Date of appointment	Date of Reappointment	Date of Cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation
1	Mr. Kumarapuram Gopalakrishnan Ananthakrishnan	NA	07-Nov-2022	07-Nov-2022		23	5	5	3	2	
2	Mr. Atul Kumar Goel	NA	01-Feb-2022	01-Feb-2022			5	0	3	0	
3	Mr. Kalyan Kumar	NA	21-Oct-2021	21-Oct-2021			4	0	1	0	
4	Mr. Binod Kumar	NA	21-Nov-2022	21-Nov-2022			3	0	1	0	
5	Mr. M. Paramasivam	NA	01-Dec-2022	01-Dec-2022			2	0	0	0	
6	Mr. Bibhu Prasad Mahapatra	NA	09-Oct-2023	09-Oct-2023			1	0	0	0	
7	Mr. Pankaj Sharma	NA	11-Apr-2022	11-Apr-2022			1	0	0	0	
8	Mrs. Uma Sankar	NA	14-Jul-2023	14-Jul-2023			1	0	1	0	
9	Mr. Pankaj Joshi	NA	21-Dec-2021	21-Dec-2021		34	2	1	1	0	
10	Mr. Sanjeev Kumar Singhal	NA	21-Dec-2021	21-Dec-2021		34	2	1	1	1	

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11	Mrs. Rekha Jain	NA	12-Sep-2021	12-Sep-2021	11-Sep-2024	36	2	2	4	1	Tenure Completion
12	Mr. Jatinder Singh Bajaj	NA	06-Oct-2023	06-Oct-2023		12	1	1	1	0	
13	Mr. Ambarish Ojha	NA	12-Sep-2024	12-Sep-2024		1	1	1	2	1	

Text Block

Textual Information(1)

The composition of Board of Directors is in terms of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

In terms of Regulation 17(1)(a) of SEBI (LODR) Regulations, 2015, the Board of the Bank shall have at least one independent woman director. However, w.e.f. 12.09.2024, there is no independent woman director on the Board of the Bank.

In terms of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970, the appointment of Directors on the Board of the Bank is done by Government of India except Shareholder Directors who are elected to the Board as per public shareholding of the Bank which currently permits to elect only two Shareholder Directors on the Board. Request for appointment of at least one independent woman director on the Board of the Bank in terms of SEBI (LODR) Regulations, 2015 has been taken up with DFS, MoF, GoI vide letter dated 07.09.2024.

Shri Atul Kumar Goel is also the Director of PNB International Limited, United Kingdom.

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 2024

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

The Committees of Board have been constituted pursuant to the extant Guidelines of RBI/Govt. of India/SEBI etc.

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson Yes

Sr. No.	DIN Number	Name of Committee members (Mr. /Mrs.)	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	00162680	Sanjeev Kumar Singhal	Non-Executive - Independent Director	Chairperson	29-Dec-2021		
2	Not Available	Uma Sankar	Non-Executive - Nominee Director	Member	19-Jul-2023		
3	01586688	Rekha Jain	Non-Executive - Independent Director	Member	27-Jun-2024	11-Sep-2024	
4	Not Available	Jatinder Singh Bajaj	Non-Executive - Independent Director	Member	06-Oct-2023		
5	07008756	Ambarish Ojha	Non-Executive - Independent Director	Member	12-Sep-2024		

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Nomination and Remuneration Committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members (Mr. /Mrs.)	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Not Available	Jatinder Singh Bajaj	Non-Executive - Independent Director	Chairperson	06-Oct-2023		
2	00019325	Kumarapuram Gopalakrishnan Ananthakrishnan	Non-Executive - Independent Director	Member	25-Nov-2022		
3	00162680	Sanjeev Kumar Singhal	Non-Executive - Independent Director	Member	29-Dec-2021		
4	01586688	Rekha Jain	Non-Executive - Independent Director	Member	29-Dec-2021	11-Sep-2024	
5	07008756	Ambarish Ojha	Non-Executive - Independent Director	Member	12-Sep-2024		
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee Members (Mr. /Mrs.)	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	01586688	Rekha Jain	Non-Executive - Independent Director	Chairperson	29-Dec-2021	11-Sep-2024	
2	07008756	Ambarish Ojha	Non-Executive - Independent Director	Chairperson	12-Sep-2024		
3	07266897	Atul Kumar Goel	Executive Director	Member	01-Feb-2022		
4	07361689	Binod Kumar	Executive Director	Member	25-Nov-2022		

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5	06385037	Pankaj Joshi	Non-Executive - Independent Director	Member	29-Dec-2021		
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Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members (Mr. /Mrs.)	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01586688	Rekha Jain	Non-Executive - Independent Director	Chairperson	12-Sep-2021	11-Sep-2024	
2	06385037	Pankaj Joshi	Non-Executive - Independent Director	Chairperson	27-Sep-2024		
3	07266897	Atul Kumar Goel	Executive Director	Member	01-Feb-2022		
4	08997088	M. Paramasivam	Executive Director	Member	06-Oct-2023		
5	00162680	Sanjeev Kumar Singhal	Non-Executive - Independent Director	Member	29-Dec-2021		
6	Not Available	Jatinder Singh Bajaj	Non-Executive - Independent Director	Member	06-Oct-2023		
7	07008756	Ambarish Ojha	Non-Executive - Independent Director	Member	12-Sep-2024		

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 2024

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory	The meetings of the Board of Directors and the Committees of the Board have been conducted in the manner as specified in The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting of the Board of Directors held on 06.04.2024 also continued and concluded on 07.04.2024.
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Sr. No.	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	06-Apr-2024	-	Not Applicable	Yes	12	12	5
2	26-Apr-2024	19		Yes	12	12	5
3	09-May-2024	12		Yes	12	10	4
4	29-May-2024	19		Yes	12	11	4
5	04-Jun-2024	5		Yes	12	11	5
6	27-Jun-2024	22		Yes	12	11	4
7	27-Jul-2024	29		Yes	12	12	5
8	30-Jul-2024	2		Yes	12	11	4
9	31-Aug-2024	31		Yes	12	12	5
10	26-Sep-2024	25		Yes	12	11	5
11	27-Sep-2024	0		Yes	12	10	4

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30TH SEPTEMBER, 2024

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory	The meetings of the Board of Directors and the Committees of the Board have been conducted in the manner as specified in The Nationalized Banks (Management and Miscellaneous Provisions) Scheme, 1970 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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Sr. No.	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	15-Apr-2024	-			Yes	4	4	3	0
2	Audit Committee	09-May-2024	23		Not Applicable	Yes	4	3	2	0
3	Audit Committee	14-May-2024	4			Yes	4	3	2	0
4	Audit Committee	18-Jun-2024	34			Yes	4	3	2	0
5	Audit Committee	28-Jun-2024	9			Yes	4	4	3	0

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6	Audit Committee	16-Jul-2024	17			Yes	4	3	2	0
7	Audit Committee	27-Jul-2024	10			Yes	4	4	3	0
8	Audit Committee	16-Aug-2024	19			Yes	4	3	2	0
9	Audit Committee	18-Sep-2024	32			Yes	4	3	2	0
10	Audit Committee	27-Sep-2024	8			Yes	4	3	2	0
11	Risk Management Committee	15-May-2024	-			Yes	5	4	2	0
12	Risk Management Committee	18-Jun-2024	33			Yes	5	4	2	0
13	Risk Management Committee	17-Aug-2024	59			Yes	5	4	2	0

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Annexure 1			
V. Related Party Transactions			
Sr. No.	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions		Bank has entered into related party transactions as per the approval of the Audit Committee of the Board. The Bank has taken approval of the shareholders for entering into Material Related Party Transactions at its AGM held on 29.06.2024 (detailed in the Notice of AGM available on Bank's website at https://www.pnbindia.in/AGM-EGM.html). The disclosure of the Related Party Transactions for the half year ended 30.09.2024 shall be made along with the declaration of Financial Results of the Bank for the quarter/ half year ended 30.09.2024	
Disclosure of notes of material transaction with related party			

Details of Cyber Security incidence		
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
Other details of cyber security incidence or breaches or loss of data event		N.A.
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		N.A.
Sr. No.	Date of the event	Brief details of the event
N.A.		

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Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Nil

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Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Ekta Pasricha
2	Designation	Company Secretary and Compliance Officer



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Annexure III				
III. Affirmations				
Sr.	Particulars	Regulation No	Compliance Status (Yes/ No/ NA)	If status is No details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided - NIL				