

HO:SHARE DEPARTMENT, FINANCE DIVISION,5,SANSAD MARG, NEW DELHI-110001
Tel Nos : 011-23708257 Fax No : 011-23766079, E-mail : hosd@pnb.co.in

SDFD/SE/61/63
13.04.2015

Script Code : PNB	Script Code : 532461
The Assistant Vice President National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), <u>Mumbai – 400 051</u>	The Dy. General Manager Bombay Stock Exchange Limited 1 st Floor, Phiroze Jeejeebhoy Towers Dalal Street, <u>Mumbai – 400 001</u>

Sir,

Reg : Compliance Report on Corporate Governance – Quarter ended 31-03-2015.

We are enclosing the quarterly compliance report on Corporate Governance as per Annexure-XI to the Listing Agreement for the quarter ended **31-03-2015**.

This is in compliance of Clause 49 of the Listing Agreement.

Thanking you,

Yours faithfully,

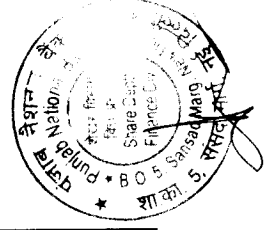

(A Gopinathan)
Company Secretary



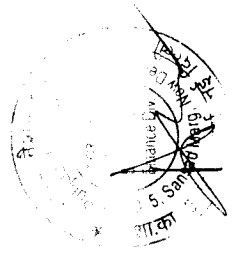
Name of the Company : Punjab National Bank

Quarter ending on : 31-Mar-2015

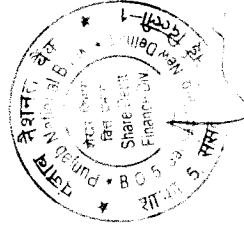
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 II	-	-
(A) Composition of Board	49 II A	Yes	In case of PSBs, composition is governed by Banking Regulations Act 1949 & Banking Companies (A & TU) Act, 1970
(B) Independent Directors	49 II B	Yes	In case of PSBs, composition is governed by Banking Regulations Act 1949 & Banking Companies (A & TU) Act, 1970
(C) Non-executive Directors compensation & disclosures	49 II C	NA	Compensation not applicable in case of PSBs
(D) Other provisions as to Board and Committees	49 II D	Yes	In case of PSBs, composition is governed by Banking Regulations Act 1949 & Banking Companies (A & TU) Act, 1970
(E) Code of Conduct	49 II E	Yes	-
(F) Whistle Blower Policy	49 II F	Yes	-
II. Audit Committee	49 III	-	-
(A) Qualified & Independent Audit Committee	49 III A	Yes	Governed by RBI Directives/Listing Agreement.
(B) Meeting of Audit Committee	49 III B	Yes	Governed by RBI Directives/Listing Agreement.
(C) Powers of Audit Committee	49 III C	Yes	Governed by RBI Directives/Listing Agreement.



	C		
(D) Role of Audit Committee	49 III D	Yes	Governed by RBI Directives/Listing Agreement.
(E) Review of Information by Audit Committee	49 III E	Yes	Governed by RBI Directives/Listing Agreement.
III. Nomination and Remuneration Committee	49 IV	Yes	-
IV. Subsidiary Companies	49 V	Yes	-
V. Risk Management	49 VI	Yes	-
VI. Related Party Transactions	49 VII	Yes	policy is framed on related party transactions
VII. Disclosures	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	No material transactions during the quarter
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	Complied with in the Annual Report.
(C) Remuneration of Directors	49 VIII C	NA	In case of PSBs, remuneration is governed by Govt. guidelines.
(D) Management	49 VIII D	Yes	Complied with in the Annual Report.
(E) Shareholders	49 VIII E	Yes	Complied with in the Annual Report.



(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	Yes	-
III. CEO/CFO Certification	49 IX	Yes	-
IX. Report on Corporate Governance	49 X	Yes	Complied with in the Annual Report.
X. Compliance	49 XI	Yes	Complied with in the Annual Report.



[Handwritten signature]