

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **-Punjab National Bank**
 2. Quarterending **- 31-Mar-2016**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation	Tenure	No of 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
Mr.	Sudhir Nayar	00200415	ACIPN0720G	ID	19-Dec-2015		3	2	2	1
Mrs.	Usha Ananthasubramanian	02784580	AACP A4668E	C & ED	14-Aug-2015			2	0	0
Mr.	Gauri Shankar	06764026	AAMP S2022G	ED	07-Oct-2013	31-Mar-2016		1	1	0
Mr.	K.Veera Brahmaji Rao	06861202	ATO PR8778D	ED	22-Jan-2014			2	2	0
Mr.	Ram S. Sangapure	03297417	AJRP S3887P	ED	13-Mar-2014			1	1	0
Mr.	Rajesh Aggarwal	03566931	AAMP PA4947Q	ND	29-Jan-2015			2	1	1
Mr.	B.P.Kanungo	00000000	ACAP K1642C	ND	31-May-2013			1	1	0
Mr.	Tara Chand Jhalani	00000000	ABPP J3575M	NED	08-Mar-2013	07-Mar-2016		1	0	0
Mr.	Dilip Kumar	00000000	AAN PS88	NED	26-Jun-2013		3	1	0	0

	Saha	00 00 00	84R							
Mr.	Gautam Premnath Khandelwal	00 27 07 17	AAG PK34 40E	NED	24-Jan- 2014		3	2	1	0
Ms.	Hiroo Mirchandani	06 99 25 18	AEAP M05 23L	ID	02-May- 2015		3	4	1	0
Mr.	Rajinder Mohan Singh	00 00 00 00	AIZP S309 3A	ID	01-Jul- 2015		3	1	1	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	K.Veera Brahmaji Rao	ED	Member
2	Rajesh Aggarwal	ND	Chairperson
3	B.P.Kanungo	ND	Member
4	Rajinder Mohan Singh	ID	Member
5	Gautam Premnath Khandelwal	NED	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	K.Veera Brahmaji Rao	ED	Member
2	Sudhir Nayar	ID	Chairperson
3	Gauri Shankar	ED	Member
4	Ram S. Sangapure		Member

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	K.Veera Brahmaji Rao	ED	Member
2	Gautam Premnath Khandelwal	NED	Member
3	Usha Ananthasubramanian	C & ED	Chairperson
4	Gauri Shankar	ED	Member
5	Ram S Sangapure		Member
6	Hiroo Mirchandani	ID	Member

Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Rajesh Aggarwal	ND	Chairperson
2	Gautam Premnath Khandelwal	NED	Member
3	Hiroo Mirchandani	ID	Member
4	Rajinder Mohan Singh	ID	Member

III. Meeting o Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>		<i>Maximum gap between any two consecutive (in number of days)</i>
05-Nov-2015	01-Feb-2016		41
06-Nov-2015	09-Feb-2016		
30-Nov-2015	29-Feb-2016		
21-Dec-2015	29-Mar-2016		

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met(details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
01-Feb-2016	yes	05-Nov-2015	41
08-Feb-2016	yes	30-Nov-2015	
29-Feb-2016	yes	21-Dec-2015	
28-Mar-2016	yes		
29-Mar-2016	yes	28-Dec-2015	
26-Feb-2016	yes	28-Oct-2015	
	yes	30-Dec-2015	
		19-Dec-2015	

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status(Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Not Applicable
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

VI. Affirmations

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stake holders 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.

b)Any comments/observations/advice of Board of Directors may be mentioned here:

The report for the quarter ended 31.12.2015 was placed in the meeting of board held on 29.02.2016. Public sector banks are not companies but body corporates constituted under Banking Companies (Acquisition & transfer of undertakings) Act 1970/80 and are subject to regulations under other statutes and come under exemptions of Regulations 15(2)(b), of the SEBI (LODR) Regulations 2015.

Name : A Gopinathan
Designation : Company Secretary

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining material subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes)	
Details of agreements entered in to with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b)&25(6)	Not Applicable
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Not Applicable
<i>Composition of Audit Committee</i>	18(1)	No
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1)&(2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1)&(2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7)&(8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2),(3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes

<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)&(6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1)&(2)	Yes
<i>Meeting of independent directors</i>	25(3)&(4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2)&26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **A Gopinathan**
Designation : **Company Secretary**