

PNB FINANCE AND INDUSTRIES LIMITED

Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: PNB Finance and Industries Limited
2. Quarter ending: September 30, 2018

I. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director | PAN & DIN | Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) & | Date of Appointment in the current term /cessation | | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | 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) |
|----------------|----------------------|----------------------------------|---|--|-------------------|------------------|--|---|--|
| | | | | Date of Appointment | Date of Cessation | | | | |
| Mr. | Mohit Jain | PAN: ABVPJ4114C DIN: 01315482 | Independent/Non – Executive Director | May 29, 2014 | - | 4 years 4 month | 2 | 3 | 1 |
| Mr. | Govind Swarup | PAN: ADWPS6342N DIN: 00003145 | Independent/Non – Executive Director | February 06, 2015 | - | 3 years 7 months | 2 | 2 | 1 |
| Mr. | Ashish Verma | PAN: ADIPV9259P DIN: 06939565 | Independent/Non – Executive Director | August 2, 2014 | - | 4 years 1month | 2 | 2 | 0 |
| Ms. | Saumya Agarwal | PAN: ADZPL5622K DIN: 07517809 | Independent/Non – Executive Director | May 27, 2016 | - | 2 years 4 months | 2 | 1 | 0 |
| Mr. | Rakesh Dhamani | PAN: AAYPD0526G DIN: 07065199 | Independent/Non – Executive Director | April 16, 2018 | - | Nearly 6 months | 1 | 1 | 0 |

\$ PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

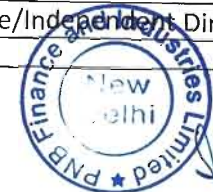
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non Executive/independent/Nominee)\$ |
|--------------------|---|--|
| 1. Audit Committee | Mr. Govind Swarup, Mr. Mohit Jain, Mr. Rakesh Dhamani | Non-Executive/Independent Director |

Regd. Office: 1st Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi-110002

Phone: 011-39843340/41

CIN: L65929DL1947PLC001240 email: pnbfinanceindustries@gmail.com

Website: www.pnbfinanceandindustries.com



PNB FINANCE AND INDUSTRIES LIMITED

| | | |
|---|---|------------------------------------|
| 2. Nomination & Remuneration Committee | Mr. Govind Swarup, Mr. Mohit Jain, Mr. Rakesh Dhamani | Non-Executive-Independent Director |
| 3. Risk Management Committee (if applicable) | N.A. | |
| 4. Stakeholders' Relationship Committee | Mr. Mohit Jain, Mr. Govind Swarup, Mr. Ashish Verma | Non-Executive-Independent Director |
| 5. Corporate Social Responsibility Committee | Mr. Mohit Jain, Mr. Govind Swarup, Mr. Ashish Verma | Non-Executive-Independent Director |

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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 | Maximum gap between any two consecutive meeting (in number of days)* |
|---|--|--|
| April 16, 2018 May 29, 2018 | August 10, 2018 August 29, 2018 September 27, 2018 | 73 days |

IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|--|---|---|---|
| Audit Committee: (1) August 10, 2018 | Yes, All Members were present. | (1) April 12, 2018 (2) May 29, 2018 | 73 Days |
| Nomination & Remuneration Committee: (1) August 10, 2018 | Yes, All Members were present | April 12, 2018 | |
| Stakeholder's Relationship Committee: (1) August 10, 2018 | Yes, All Members were present. | May 29, 2018 | |
| Corporate Social Responsibility Committee: NIL | - | - | |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA)refer note below |
|--|---|
| Whether prior approval of audit committee obtained | NA |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA |

Note
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

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Shanki Bhasin

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2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholder's relationship committee
 - d. Corporate Social Responsibility Committee
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors

Name & Designation:


Shweta Saxena

(Company Secretary and Compliance Officer)



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PNB FINANCE AND INDUSTRIES LIMITED

Half yearly Compliance Report on Corporate Governance for the half year ended September 30, 2018

I. Affirmations

| Broad heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
|--|--------------------------------------|--|
| 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 |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name & Designation:


Shweta Saxena
(Company Secretary and Compliance Officer)



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