

PNB FINANCE AND INDUSTRIES LIMITED

6Compliance 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: December 31, 2020

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Initial Date of Appointment *	Date of Re-appointment (Second Term)	Date of Cessation	Tenure**	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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)
Mr.	Govind Swarup	PAN: ADWPS6342N DIN: 00003145	Independent- Non-Executive Director	February 06, 2015	February 06, 2020	-	5 years 10 months	20/01/1951	1	1	2	1
Mr.	Ashish Verma	PAN: ADIPV9259P DIN: 06939565	Independent- Non-Executive Director	August 2, 2014	August 02, 2019	-	6 years 4 months	15/11/1981	1	1	1	0
Ms.	Saumya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent- Non-Executive Director	May 27, 2016	-	-	4 years 7 months	15/06/1990	1	1	0	0
Mr.	Rakesh Dhamani	PAN: AAYPD0526G DIN: 07065199	Independent- Non-Executive Director	April 16, 2018	-	-	2 years 8 months	02/10/1964	1	1	2	1
Ms.	Shweta Saxena	PAN: BHEPS1097M DIN: 03120958	Executive Director	August 27, 2020	-	-	-	02/03/1981	1	0	1	0

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

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Whether Regular chairperson appointed : No
Whether Chairperson is related to managing director or CEO: N.A
\$ 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. *Date of appointment as Independent Director is mentioned. **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	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee) [§]	Date of Appointment*	Date of Cessation
1. Audit Committee	Yes	Mr. Govind Swarup, Mr. Rakesh Dhamani Ms. Shweta Saxena	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Executive Director	April 30, 2002 April 16, 2018 August 27, 2020	- - -
2. Nomination & Remuneration Committee	Yes	Mr. Govind Swarup, Mr. Rakesh Dhamani Ms. Saumya Agarwal	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	September 30, 2014 April 16, 2018 August 27, 2020	- - -
3. Risk Management Committee (if applicable)	N.A.				
4. Stakeholders' Relationship Committee	Yes	Mr. Govind Swarup, Mr. Ashish Verma Mr. Rakesh Dhamani	Non-Executive-Independent Director Non-Executive-Independent Director Chairman- Non-Executive-Independent Director	April 30, 2002 September 30, 2014 August 27, 2020	- - -
5. Corporate Social Responsibility Committee	Yes	Mr. Govind Swarup, Mr. Ashish Verma Ms. Shweta Saxena	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Executive Director	February 05, 2016 February 05, 2016 August 27, 2020	- - -

§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.
 * Date of appointment since constitution is mentioned.

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*	Maximum gap between any two consecutive (in number of days) (in number of days)*

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(i) August 27, 2020 (ii) September 15, 2020	November 06, 2020	Yes	In the meeting held on November 06, 2020 all the five (5) board members were present	In the meeting held on November 06, 2020 four (4) independent directors were present	<i>(i) Gap between meetings held on November 06, 2020 and September 15, 2020 is 51 days.</i>
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* to be filled in only for the current quarter meetings

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: November 06, 2020	Yes	3	2	September 15, 2020	<i>Gap between meetings held on November 06, 2020 and September 15, 2020 is 51 days.</i>
Nomination & Remuneration Committee: No meeting held	--	--	--	August 10, 2020	--
Stakeholder's Relationship Committee: November 05, 2020	Yes	3	3	September 14, 2020	<i>Gap between meetings held on November 05, 2020 and September 14, 2020 is 51 days.</i>
Corporate Social Responsibility Committee: No meeting held	--	--	---	No meeting held	--

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

**to be filled in only for the current quarter meetings

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.
- 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



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- 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

(Director & Company Secretary)

(DIN-03120958 & Membership No.: A18585)

Date: January 14, 2021

Place: New Delhi

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