

# 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: June 30, 2019

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	-	Nearly 1 month	1	1	1
				Reappointed for a second term of 5 years w.e.f May 29, 2019, subject to the approval of shareholders at the ensuing Annual General Meeting					
Mr.	Govind Swarup	PAN: ADWPS6342N DIN: 00003145	Independent/Non – Executive Director	February 06, 2015	-	Nearly 4 years 5 months	2	3	1
Mr.	Ashish Verma	PAN: ADIPV9259P DIN: 06939565	Independent/Non – Executive Director	August 2, 2014	-	Nearly 4 years 11 months	1	1	0
				Reappointed for a second term of 5 years w.e.f August 2, 2019,					

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

Phone: +91-7303495375

CIN: L65929DL1947PLC001240 email: pnbfinanceindustries@gmail.com;

Website: www.pnbfinanceandindustries.com



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				subject to the approval of shareholders at the ensuing Annual General Meeting					
Ms.	Saumya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent/Non – Executive Director	May 27, 2016	-	Nearly 3 years 1 month	1	0	0
Mr.	Rakesh Dhamani	PAN: AAYPD0526G DIN: 07065199	Independent/Non – Executive Director	April 16, 2018	-	Nearly 1 year 3 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)§
<b>1. Audit Committee</b>	Mr. Govind Swarup Mr. Mohit Jain Mr. Rakesh Dhamani	Non-Executive Independent Director- Chairman Non-Executive Independent Director- Member Non-Executive Independent Director- Member
<b>2. Nomination and Remuneration Committee</b>	Mr. Govind Swarup Mr. Mohit Jain Mr. Rakesh Dhamani	Non-Executive Independent Director- Chairman Non-Executive Independent Director- Member Non-Executive Independent Director- Member
<b>3. Risk Management Committee (if applicable)</b>	N.A.	
<b>4. Stakeholders Relationship Committee</b>	Mr. Mohit Jain Mr. Govind Swarup Mr. Ashish Verma	Non-Executive Independent Director - Chairman Non-Executive Independent Director- Member Non-Executive Independent Director- Member
<b>5. Corporate Social Responsibility Committee</b>	Mr. Govind Swarup Mr. Mohit Jain Mr. Ashish Verma	Non-Executive Independent Director- Chairman Non-Executive Independent Director- Member Non-Executive Independent Director- Member

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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)*
February 12, 2019	April 10, 2019 April 26, 2019 May 28, 2019	56 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: May 28, 2019	Yes, two members were present	February 12, 2019	104 days
Nomination and Remuneration Committee: May 28, 2019	Yes, two members were present	February 11, 2019	103 days
Stakeholders Relationship Committee: May 28, 2019	Yes, two members were present	February 11, 2019	103 days
Corporate Social Responsibility Committee: NIL	-	March 25, 2019	-

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

V. Related Party Transaction	
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

- 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.
- 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 and Remuneration Committee
c. Stakeholders Relationship Committee

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- 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. The report submitted for the previous quarter ended March 31, 2019 has been placed before the Board of Directors of the Company. No comments/ observations/ advice were received from the Board of Directors.  
Further, this report will be placed before the Board of Directors at its next meeting. Any comments/observations/ advice of Board of Directors will be mentioned in the report of next quarter.

Name & Designation:

Shweta Saxena

(Company Secretary and Compliance Officer)



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