

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

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: PNB Finance and Industries Limited
2. Quarter ending: March 31, 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)
Mr.	Mohit Jain	PAN: ABVPJ4114C DIN: 01315482	Independent/Non – Executive Director	May 29, 2014	3 years 10 months	1	Audit Committee: 1	Stakeholder Committee : 1
Mr.	Govind Swarup	PAN: ADWPS6342N DIN: 00003145	Independent/Non – Executive Director	February 06, 2015	3 years 1 month	1	Stakeholder Committee : 1	Audit Committee: 1
Mr.	Mukesh Gupta	PAN: ABHPG7378R DIN: 06937352	Independent/Non – Executive Director	August 2, 2014	3 years 7 months	3	Audit Committee : 2	----
Mr.	Ashish Verma	PAN: ADIPV9259P DIN: 06939565	Independent/Non – Executive Director	August 2, 2014	3 years 7 months	1	Stakeholder Committee : 1	----
Ms.	Saumya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent/Non – Executive Director	May 27, 2016	1 year 10 months	1	NIL	---

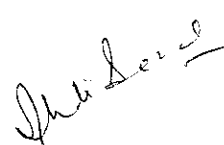
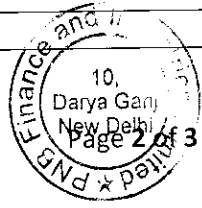
\$ PAN number of any director would not be displayed on the website of Stock Exchange.

&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.

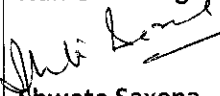
II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)\$
1. Audit Committee	Mr. Govind Swarup, Mr. Mohit Jain, Mr. Mukesh Gupta	Non-Executive/Independent Director
2. Nomination & Remuneration Committee	Mr. Govind Swarup, Mr. Mohit Jain, Mr. Mukesh Gupta	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)*	
November 10, 2017	February 12, 2018	95 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) February 12, 2018	Yes, All members were present.	November 10, 2017	95 Days
Nomination & Remuneration Committee: (1) February 2, 2018	Yes, All members were present.	-	-
Stakeholder's Relationship Committee: (1) February 12, 2018	Yes, All Members were present.	November 10, 2017	95 Days
Corporate Social Responsibility Committee: (1) February 2, 2018	Yes, All Members were present.	-	-
* 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.			
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

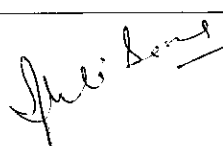

(Company Secretary and Compliance Officer)



Annexure-II

Format to be submitted Listed entity at the end of the financial year (for the whole of financial year) - March 31, 20

I. 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 transaction	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 into with the Media Companies and/or their associates	N.A.	
New Name and the old name of the listed entity	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/ NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession form appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/ compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management Committee	21(1), (2), (3), (4)	N.A.
Vigil Mechanism	22	Yes



 Page 1 of

Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of audit Committee for all related party transaction	23(2), (3)	N.A.
Approval for material related party transactions	23(4)	N.A.
Composition of board of directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5), (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with Compliance to code of conduct from Members of board of directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to obligations of directors and Senior Management	26(2) & 26(5)	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.

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.

Name & Designation:

Shweta Saxena
Shweta Saxena
 (Company Secretary and Compliance Officer)

