

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: March 31, 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	-	4 years 10 months	2**	3***	1
Mr.	Govind Swarup	PAN: ADWPS6342N DIN: 00003145	Independent/Non – Executive Director	February 06, 2015	-	4 years 1 month	2	2	1
Mr.	Ashish Verma	PAN: ADIPV9259P DIN: 06939565	Independent/Non – Executive Director	August 2, 2014	-	4 years 7 months	2**	2***	0
Ms.	Saumya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent/Non – Executive Director	May 27, 2016	-	2 years 10 months	2**	1***	0
Mr.	Rakesh Dhamani	PAN: AAYPD0526G DIN: 07065199	Independent/Non – Executive Director	April 16, 2018	-	Nearly 1 year	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.

** Out of these 2 companies, one company has been transferred from The Calcutta Stock Exchange Limited to dissemination Board of NSE on February 13, 2019.

*** Committees of companies transferred to dissemination Board of NSE have been considered.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)\$
1. Audit Committee	Mr. Govind Swarup	Non-Executive Independent Director- Chairman

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

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CIN: L65929DL1947PLC001240 email: pnbfinanceindustries@gmail.com;

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	Mr. Mohit Jain Mr. Rakesh Dhamani	Non-Executive Independent Director- Member Non-Executive Independent Director- Member
2. Nomination and Remuneration Committee	Mr. Govind Swarup Mr. Mohit Jain Mr. Rakesh Dhamani	Non-Executive Independent Director- Chairman Non-Executive Independent Director- Member Non-Executive Independent Director- Member
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 - Chairman Non-Executive Independent Director- Member Non-Executive Independent Director- Member
5. Corporate Social Responsibility Committee	Mr. Govind Swarup Mr. Mohit Jain Mr. Ashish Verma	Non-Executive Independent Director- Chairman Non-Executive Independent Director- Member Non-Executive Independent Director- Member

&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)*
October 31, 2018	February 12, 2019	104 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: February 12, 2019	Yes, two members were present	October 31, 2018	104 days
Nomination & Remuneration Committee: February 11, 2019	Yes, all members were present	-	
Stakeholder's Relationship Committee: February 11, 2019	Yes, all members were present	October 31, 2018	103 days
Corporate Social Responsibility Committee: March 25, 2019	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

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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 and Remuneration Committee
 - c. Stakeholders 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. The report submitted for the previous quarter ended December 31, 2018 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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Corporate Governance Report (for the whole of financial year)

Name of Listed entity: PNB Finance and Industries Limited
Financial year ended- March 31, 2019

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
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes



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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
<p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed entity would like to provide any other information the same may be indicated here.</p>		
III. Affirmations:		
The Company has approved Material Subsidiary Policy and the corporate Governance requirements with respect to Subsidiary of the Company have been complied.		
<p>Name & Designation:</p> <div style="display: flex; align-items: center;"> </div> <p>Shweta Saxena (Company Secretary and Compliance Officer)</p>		

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