

# 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, 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.	Mohit Jain	PAN: ABVPJ4114C DIN: 01315482	Independent- Non-Executive Director	May 29, 2014	September 17, 2019	-	5 years 10 months	22/09/1966	1	1	2	1
Mr.	Govind Swarup	PAN: ADWPS6342N DIN: 00003145	Independent- Non-Executive Director	February 06, 2015	-	-	5 years 1 month	20/01/1951	1	1	2	1
Mr.	Ashish Verma	PAN: ADIPV9259P DIN: 06939565	Independent- Non-Executive Director	August 2, 2014	September 17, 2019	-	5 years 7 months	15/11/1981	1	1	1	0
Ms.	Saumya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent- Non-Executive Director	May 27, 2016	-	-	3 years 10 months	15/06/1990	1	1	0	0
Mr.	Rakesh Dhamani	PAN: AAYPD0526G DIN: 07065199	Independent- Non-Executive Director	April 16, 2018	-	-	1 years 11 months	02/10/1964	1	1	1	0
Whether Regular chairperson appointed : <b>No</b>												
Whether Chairperson is related to managing director or CEO: <b>N.A</b>												
<p>§ PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>&amp;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.</p> <p>*Date of appointment as Independent Director is mentioned.</p> <p>**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.</p>												

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](mailto:pnbfinanceindustries@gmail.com)

Website: [www.pnbfinanceandindustries.com](http://www.pnbfinanceandindustries.com)

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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee) <sup>§</sup>	Date of Appointment*	Date of Cessation
<b>1. Audit Committee</b>	Yes	Mr. Govind Swarup, Mr. Mohit Jain, Mr. Rakesh Dhamani	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	April 30, 2002 October 25, 2013 April 16, 2018	-
<b>2. Nomination &amp; Remuneration Committee</b>	Yes	Mr. Govind Swarup, Mr. Mohit Jain, Mr. Rakesh Dhamani	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	September 30, 2014 September 30, 2014 April 16, 2018	-
<b>3. Risk Management Committee (if applicable)</b>	N.A.				
<b>4. Stakeholders' Relationship Committee</b>	Yes	Mr. Mohit Jain, Mr. Govind Swarup, Mr. Ashish Verma	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	September 30, 2014 April 30, 2002 September 30, 2014	-
<b>5. Corporate Social Responsibility Committee</b>	Yes	Mr. Govind Swarup, Mr. Mohit Jain, Mr. Ashish Verma	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	February 05, 2016 February 05, 2016 February 05, 2016	-
<sup>§</sup> 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 & Re-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)*
November 21, 2019 December 10, 2019	February 11, 2020	Yes	5	5	<i>Gap between meetings held on February 11, 2020 and December 10, 2019 is 62 days.</i>
* 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*
<b>Audit Committee:</b> February 11, 2020	Yes	3	3	November 21, 2019	<i>Gap between meetings held on February 11, 2020 and November 21, 2019 is 81 days</i>

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<b>Nomination &amp; Remuneration Committee:</b> February 10, 2020	Yes	3	3	No meeting held	-
<b>Stakeholder's Relationship Committee:</b> February 11, 2020	Yes	3	3	November 20, 2019	<i>Gap between meetings held on February 11, 2020 and November 20, 2019 is 82 Days</i>
<b>Corporate Social Responsibility Committee:</b> March 16, 2020	Yes	3	3	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
  - 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

Digitally signed by SHWETA SAXENA  
DN: cn=Shweta Saxena,  
ou=PNB Finance and Industries Limited,  
o=PNB Finance and Industries Limited,  
c=IN  
Reason: I am the author of this document  
Location: New Delhi, India  
Date: 2020.04.12 15:54:53  
Email: shweta@pnbi.com

**Shweta Saxena**  
**(Company Secretary and Compliance Officer)**

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<b>PNB FINANCE AND INDUSTRIES LIMITED</b> <b>(CIN: L65929DL1947PLC001240)</b> <b>Regd Office:</b> 1 <sup>st</sup> Floor, Express Building, 9-10, Bahadur Shah Zafar Marg, New Delhi - 110 002 <b>Email:</b> pnbfinanceindustries@gmail.com, <b>Mobile No.:</b> 7303495375 <b>Website:</b> www.pnbfinanceandindustries.com
<b>ANNEXURE II</b>
<b>Format to be submitted by listed entity at the end of the financial year (for the whole of financial year (2019-20))</b>

Name of Listed Entity: PNB Finance and Industries Limited  
 Year ended on: March 31, 2020

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
Details of business	Yes	<a href="http://pnbfinanceandindustries.com/index.html">http://pnbfinanceandindustries.com/index.html</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://pnbfinanceandindustries.com/cor.html">http://pnbfinanceandindustries.com/cor.html</a>
Composition of various committees of board of directors	Yes	<a href="http://pnbfinanceandindustries.com/cor.html">http://pnbfinanceandindustries.com/cor.html</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://pnbfinanceandindustries.com/cor.html">http://pnbfinanceandindustries.com/cor.html</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://pnbfinanceandindustries.com/cor.html">http://pnbfinanceandindustries.com/cor.html</a>
Criteria of making payments to non-executive directors	Yes	<a href="http://pnbfinanceandindustries.com/cor.html">http://pnbfinanceandindustries.com/cor.html</a>
Policy on dealing with related party transactions	Yes	<a href="http://pnbfinanceandindustries.com/index.html">http://pnbfinanceandindustries.com/index.html</a>
Policy for determining 'material' subsidiaries	Yes	<a href="http://pnbfinanceandindustries.com/index.html">http://pnbfinanceandindustries.com/index.html</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://pnbfinanceandindustries.com/index.html">http://pnbfinanceandindustries.com/index.html</a>
Email address for grievance redressal and other relevant details	Yes	<a href="http://pnbfinanceandindustries.com/contact.html">http://pnbfinanceandindustries.com/contact.html</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://pnbfinanceandindustries.com/contact.html">http://pnbfinanceandindustries.com/contact.html</a>
Financial results	Yes	<a href="http://pnbfinanceandindustries.com/financial.html">http://pnbfinanceandindustries.com/financial.html</a>
Shareholding pattern	Yes	<a href="http://pnbfinanceandindustries.com/sharehold.html">http://pnbfinanceandindustries.com/sharehold.html</a>
Details of agreements entered into with the media companies and/or their associates	NA	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47 (1)	Yes	<a href="http://pnbfinanceandindustries.com/notice.html">http://pnbfinanceandindustries.com/notice.html</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://pnbfinanceandindustries.com/annual.html">http://pnbfinanceandindustries.com/annual.html</a>
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.pnbfinanceandindustries.com">www.pnbfinanceandindustries.com</a>
Materiality Policy as per Regulation 30	Yes	<a href="http://pnbfinanceandindustries.com/cor.html">http://pnbfinanceandindustries.com/cor.html</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct.		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for 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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2), 20(A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of risk management committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8)(9)	Yes
Directors and Officers insurance	25(10)	NA
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. **Yes**

For PNB Finance and Industries Limited

SHWETA SAXENA

Shweta Saxena  
 (Company Secretary & Compliance Officer)  
 Membership No.:A18585  
 Place: Delhi  
 Date: 15.04.2020