


# PNB FINANCE AND INDUSTRIES LIMITED

Annexure – II

Half yearly Compliance Report on Corporate Governance for the half year ended September 30, 2019

Affirmations	
Broad heading	Regulation Number
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	19(3)
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	20(3)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V
<p><b>Note</b></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>	
<p>Name &amp; Designation</p> <p>Shweta Saxena                        (Company Secretary &amp; Compliance Officer)</p>	

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

Phone: +91-7303495375

CIN: L65929DL1947PLC00140 email: pnbfinanceindustries@gmail.com

Website: www.pnbfinanceandindustries.com

# 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: September 30, 2019

## 1. Composition of Board of Directors

Title	Name of Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	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 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./M the )	Director			***								
Mr.	Mohit Jain	PAN: ABVP14114C DIN: 01315482	Independent- Non-Executive Director	May 29, 2014	September 17, 2019	-	5 years 4 month	22/09/1966	1	1	4	1
Mr.	Govind Swarup	PAN: ADWPPS6342N DIN: 00003145	Independent- Non-Executive Director	February 06, 2015	-	-	4 years 7 months	20/01/1951	1	1	4	1
Mr.	Ashish Verma	PAN: ADIPV9259P DIN: 06939565	Independent- Non-Executive Director	August 2, 2014	September 17, 2019	-	5 years 1 month	15/11/1981	1	1	2	0
Ms.	Saunmya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent- Non-Executive Director	May 27, 2016	-	-	3 years 4 months	15/06/1990	1	1	1	0
Mr.	Rakesh Dhamani	PAN: AAYPD0526G DIN: 07065199	Independent- Non-Executive Director	April 16, 2018	-	-	1 years 5months	02/10/1964	1	1	1	0

Whether Regular chairperson appointed : **No**

Whether Chairperson is related to managing director or CEO: **N.A**

S 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.

\*\* Includes listed and unlisted entities.

\*\*\* Date of appointment as Independent Director is mentioned.

For PNB Finance and Industries Limited

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Company Secretary

# PNB FINANCE AND INDUSTRIES LIMITED

II. Composition of Committees									
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) <sup>5</sup>	Date of Appointment*	Date of Cessation				
1. Audit Committee	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	-				
2. Nomination & Remuneration Committee	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	-				
3. Risk Management Committee (if applicable)	N.A.								
4. Stakeholders' Relationship Committee	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	-				
5. Corporate Social Responsibility Committee	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>5</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. <sup>*</sup> 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)*				
April 10, 2019 April 26, 2019 May 28, 2019	July 04, 2019 July 10, 2019 August 07, 2019 August 27, 2019	Yes	2 2 2 3	2 2 2 3	28 days				
* 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: (1) July 04, 2019 (2) July 10, 2019 (3) August 27, 2019	Yes	2 2 2	2 2 2	May 28, 2019	48 Days				
For PNB Finance and Industries Limited									

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Company Secretary

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Nomination & Remuneration Committee: Nil	N.A	N.A	N.A	May 28, 2019	-
Stakeholder's Relationship Committee: Nil	August 19, 2019	2	2	May 28, 2019	83 Days
Corporate Social Responsibility Committee: Nil	N.A	N.A	N.A	Nil	-

\* 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		Yes
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**
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
    - Audit Committee
    - Nomination & remuneration committee
    - Stakeholder's relationship committee
    - Corporate Social Responsibility Committee
  - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - 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.
  - 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)