

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, 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	May 29, 2019	August 14, 2020	6 years 2 month	22/09/1966	1	1	2	1
Mr.	Govind Swarup	PAN: ADWPS6342N DIN: 00003145	Independent- Non-Executive Director	February 06, 2015	February 06, 2020	-	5 years 7 months	20/01/1951	1	1	2	1
Mr.	Ashish Verma	PAN: ADIPV9259P DIN: 06939565	Independent- Non-Executive Director	August 2, 2014	August 02, 2019	-	6 years 1 month	15/11/1981	1	1	1	0
Ms.	Saumya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent- Non-Executive Director	May 27, 2016	-	-	4 years 4 months	15/06/1990	1	1	0	0
Mr.	Rakesh Dhamani	PAN: AAYPD0526G DIN: 07065199	Independent- Non-Executive Director	April 16, 2018	-	-	2 years 5 months	02/10/1964	1	1	2	1
Mr.	Ashwini Chopra@	PAN: ABJPC1976F DIN: 03264345	Independent- Non-Executive Director	August 13, 2020	-	August 27, 2020	14 days	03/01/1971	1	1	0	0
Ms.	Shweta Saxena	PAN: BHEPS1097M DIN: 03120958	Executive Director	August 27, 2020	-	-	-	02/03/1981	1	0	1	0
Whether Regular chairperson appointed : No												

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

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

§ 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.

*Date of appointment as Independent Director is mentioned.

**To be filled only for Independent Director. Tenure would mean total period from which director is serving on Board of directors as Independent director of the listed entity in continuity without any cooling off period

*** Resigned w.e.f. August 14, 2020 therefore the details of the Directorship/Membership/Chairmanship, etc. are given for the period from July 01, 2020 to August 14, 2020.

@Resigned w.e.f. August 13, 2020 the details of the Directorship are given for the period from August 13, 2020 to August 27, 2020

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee) [§]	Date of Appointment*	Date of Cessation
1. Audit Committee	Yes	Mr. Govind Swarup Mr. Mohit Jain Mr. Rakesh Dhamani Ms. Shweta Saxena	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director Executive Director	April 30, 2002 October 25, 2013 April 16, 2018 August 27, 2020	- August 14, 2020 - -
2. Nomination & Remuneration Committee	Yes	Mr. Govind Swarup Mr. Mohit Jain Mr. Rakesh Dhamani Ms. Saumya Agarwal	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	September 30, 2014 September 30, 2014 April 16, 2018 August 27, 2020	- August 14, 2020 - -
3. Risk Management Committee (if applicable)	N.A.				
4. Stakeholders' Relationship Committee	Yes	Mr. Mohit Jain Mr. Govind Swarup Mr. Ashish Verma Mr. Rakesh Dhamani	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director Chairman- Non-Executive-Independent Director	September 30, 2014 April 30, 2002 September 30, 2014 August 27, 2020	August 14, 2020 - - -
5. Corporate Social Responsibility Committee	Yes	Mr. Govind Swarup Mr. Mohit Jain Mr. Ashish Verma Ms. Shweta Saxena	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director Executive Director	February 05, 2016 February 05, 2016 February 05, 2016 August 27, 2020	- August 14, 2020 - -

&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 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)*

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June 26, 2020	(i) August 27, 2020 (ii) September 15, 2020	Yes	In the meeting held on August 27, 2020 and September 15, 2020, all the board members were present	In the meeting held on August 27, 2020 and September 15, 2020, four (4) independent directors were present	(i) Gap between meetings held on August 27, 2020 and June 26, 2020 is 61 days. (ii) Gap between meetings held on September 15, 2020 and August 27, 2020 is 18 days.
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* 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: September 15, 2020	Yes	3	2	June 26, 2020	Gap between meetings held on September 15, 2020 and June 26, 2020 is 80 days.
Nomination & Remuneration Committee: August 10, 2020	Yes	2	2	No meeting held	--
Stakeholder's Relationship Committee: September 14, 2020	Yes	3	3	June 25, 2020	Gap between meetings held on and September 14, 2020 and June 25, 2020 is 80 days.
Corporate Social Responsibility Committee: No meeting held	--	--	---	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

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- 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
(Director/Company Secretary)
(DIN-03120958/Membership No.: A18585)
Date: October 15, 2020
Place: New Delhi

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