

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, 2021

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.	Govind Swarup	PAN: ADWPS6342N DIN: 00003145	Independent- Non- Executive Director	February 06, 2015	February 06, 2020	-	6 years 07 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	-	7 years 01 months	15/11/1981	1	1	1	0
Ms.	Saumya Agarwal	PAN: ADZPL5622K DIN: 07517809	Independent- Non- Executive Director	May 27, 2016	May 27, 2021	-	5 years 4 month	15/06/1990	1	1	0	0
Mr.	Rakesh Dhamani	PAN: AAYPD0526G DIN: 07065199	Independent- Non- Executive Director	April 16, 2018	-	-	3 years 05 months	02/10/1964	1	1	2	1
Ms.	Shweta Saxena	PAN: BHEPS1097M DIN: 03120958	Executive Director	August 27, 2020	-	-	-	02/03/1981	1	0	1	0
Whether Regular chairperson appointed : No												
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.												

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

Website: www.pnbfinanceandindustries.com

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**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	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. Rakesh Dhamani Ms. Shweta Saxena	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Executive Director	April 30, 2002 April 16, 2018 August 27, 2020	- - -
2. Nomination & Remuneration Committee	Yes	Mr. Govind Swarup Mr. Rakesh Dhamani Ms. Saumya Agarwal	Chairman- Non-Executive-Independent Director Non-Executive-Independent Director Non-Executive-Independent Director	September 30, 2014 April 16, 2018 August 27, 2020	- - -
3. Stakeholders' Relationship Committee	Yes	Mr. Govind Swarup, Mr. Ashish Verma Mr. Rakesh Dhamani	Non-Executive-Independent Director Non-Executive-Independent Director Chairman- Non-Executive-Independent Director	April 30, 2002 September 30, 2014 August 27, 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)*
June 24, 2021	August 12, 2021	Yes	In the meeting held on August 12, 2021 all the five (5) board members were present	In the meeting held on August 12, 2021 four (4) independent directors were present	<i>Gap between meetings held on August 12, 2021 and June 24, 2021 is 48 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*
Audit Committee: August 12, 2021	Yes	3	2	June 24, 2021	<i>Gap between meetings held on August 12, 2021 and June 24, 2021 is 48 days.</i>

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Nomination & Remuneration Committee: August 11, 2021	Yes	3	3	June 17, 2021	<i>Gap between meetings held on August 11, 2021 and June 17, 2021 is 54 days</i>
Stakeholder's Relationship Committee: August 11, 2021	Yes	3	3	June 17, 2021	<i>Gap between meetings held on August 11, 2021 and June 17, 2021 is 54 days</i>

* 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
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 18, 2021
 Place: New Delhi

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Annexure – III

Half yearly Compliance Report on Corporate Governance for the half year ended September 30, 2021

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.		
Name & Designation: Shweta Saxena (Director & Company Secretary) (DIN-03120958 & Membership No.: A18585)		

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ANNEX IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them	NA	NA
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

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Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **NA**

For PNB Finance and Industries Limited

Name: Shweta Saxena

Designation: Director & Company Secretary

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - by a government company to/ for the Government or government company*
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - by a banking company or an insurance company; and*
 - by the listed entity to its employees or directors as a part of the service conditions*
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*