



Secretarial Compliance Report of Punjab & Sind Bank for the Financial Year ended 31st March 2023

We have examined:

- (a) all the documents and records made available to us and explanation provided by *Punjab & Sind Bank* ("the Bank"),
- (b) the filings/ submissions made by the Bank to the stock exchanges,
- (c) website of the Bank,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Bank during the financial year under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the Bank during the financial year under review.**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;



R S KATHURIA & Co.

Company Secretaries

FCS, LL.B, Insolvency Professional



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We hereby report that, during the Review Period the compliance status of the Bank is appended below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|--|
| 1. | <p>Secretarial Standards:</p> <p>The compliances of the Bank are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | NA | Punjab & Sind Bank, being Listed Bank is not required to comply the provisions of Secretarial Standards. |
| 2. | <p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | |
| 3. | <p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none">The Bank is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | |



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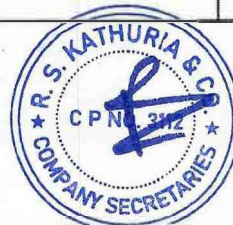


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|----|---|----------------|---|
| 4. | Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Bank. | Yes | |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Not Applicable | The Bank does not has any Subsidiary |
| 6. | Preservation of Documents: The Bank is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |
| 7. | Performance Evaluation: The Bank has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | No | Government of India have done Performance Evaluation at the time of appointment of Director |
| 8. | Related Party Transactions: (a) The Bank has obtained prior approval of Audit Committee for all related party transactions; or (b) The Bank has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Not Applicable | |
| 9. | Disclosure of events or information: The Bank has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |



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|-----|--|-----|---|
| 10. | Prohibition of Insider Trading: The Bank is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Bank/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | No | The Stock Exchanges has sent notices regarding imposition of Fine and the Bank has sent letter to Stock Exchanges for waiver of Fine. |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | |

There was no instance of resignation of Auditors in the Bank. Further, there was no subsidiary of the Bank and therefore, the comments regarding resignation of Auditors are not applicable.

The Bank has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
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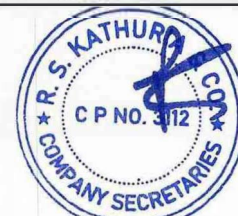
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|---|-------------|-------|--|---|---------------------|--|--|---|---|--|
| 1 | SEBI (LODR) | 29(2) | 1 day short notice of Board Meeting sent to Stock Exchanges (BSE & NSE) | BSE and NSE has imposed fine for delay intimati on of Board Meeting | Impositi on of Fine | 1 day short notice of intimatio n of Board Meeting | 10000 plus GST 18% levied by BSE & NSE | The Bank made applicati on to the Stock Exchange s for waver of fine | Bank has sent letter for waiver vide its letter dated March 6, 2023 | |
| 2 | SEBI (LODR) | 60(2) | 1 day short notice to Stock Exchanges (NSE) of Record date for payment of interest/principal | NSE has imposed fine for delay intimati on of Record Date | Impositi on of Fine | 1 day short notice of intimatio n of Record date for 2 ISINs | 20000 plus GST 18% levied by NSE | The Bank made applicati on to the Stock Exchange s for waiver of fine | Bank has sent letter for waiver vide its letter dated Sep. 29, 2022 | |

The Bank has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Com-pliance Requirement (Regu-lations/ circulars /guide-lines includin gspecific clause) | Regu-lation/ Circular No. | Deviation s | Action Taken by | Type of Action | Details of Violation | Fine Amount | Obser-vations/ Remarks of the Practicin g Company Secretary | Man-agement Re-sponse | Re-marks |
|---------|--|---------------------------|-------------|-----------------|----------------|----------------------|-------------|---|-----------------------|----------|
|---------|--|---------------------------|-------------|-----------------|----------------|----------------------|-------------|---|-----------------------|----------|

The Bank has filed Corporate Governance Report for the quarter ended 31st March 2021 on 28th April 2021 instead of the due date on 15th April 2021 to BSE Limited (BSE). The BSE has imposed fine of INR 26000 plus GST as per Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020, issued by Securities and Exchange Board of India (SEBI). On representation being filed by



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Bank to the BSE that the said delay was due to technical fault of XBRL utility of BSE, the BSE vide its email dated 1st December 2021, has accepted the Bank request for waiver of the said fine.

Place: New Delhi

Date: 28th April 2023



**For RS Kathuria & Co.
Company Secretaries**

**R.S. Kathuria
Proprietor**

FCS 5217; CP No.: 3112

UDIN: F005217E000217781