

General Information to Shareholders

[Pursuant to Point 9 of Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Annual General Meeting

36th Annual General Meeting

Day & Date: Monday, August 12, 2024

Time: 03:00 P.M. (IST)

Venue: Meeting is being conducted through Video Conferencing and Other Audio-Visual Means (VC/OAVM) pursuant to the MCA General Circulars dated May 5, 2020, read with general circulars dated April 8, 2020, April 13, 2020, the latest being September 25, 2023. For details, please refer to the Notice of this AGM (Deemed venue: 9th Floor, Antriksh Bhawan, 22 K G Marg, New Delhi – 110 001)

E – voting dates: August 8, 2024, Thursday to August 11, 2024, Sunday

Financial Year

The Company follows financial year starting from April 1, of every year and ending on March 31, of the following year. Our tentative calendar for declaration of results for the financial year 2024-25 are as follows:

Quarter ended/ ending	Board Meeting for results	Trading Window closure (tentative)
June 30, 2024	3 rd / 4 th week of July 2024	From July 1, 2024 upto 48 hrs after disclosure of results
September 30, 2024	3 rd / 4 th week of October 2024	From October 1, 2024 upto 48 hrs after disclosure of results
December 31, 2024	3 rd / 4 th week of January 2025	From January 1, 2025 upto 48 hrs after disclosure of results
March 31, 2025	3 rd / 4 th week of April 2025	From April 01, 2025 upto 48 hrs after disclosure of results

Dividend Payment

The Board of Directors of the Company had decided to retain profits and hence did not declare any dividend for the Financial Year 2023-24.

Listing Details

Equity Shares of PNB Housing Finance Limited are listed on the below mentioned Stock Exchanges. The International Securities Identification Number (ISIN) in respect of the equity shares of the Company is INE572E01012.

• Listing of Equity Shares

Sl. No	Name of the Stock Exchange	Address of the Stock Exchange	Stock Code
1	National Stock Exchange of India Limited	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra Mumbai – 400051 www.nseindia.com	PNBHOUSING
2	BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 www.bseindia.com	540173

• Listing of Debt Securities

The Non-Convertible Debentures (NCDs) issued by the Company on private placement are listed on the WDM segment of National Stock Exchange of India Limited. The details of outstanding NCDs as on March 31, 2024 are provided elsewhere in this Annual Report.

• Listing of Commercial Paper

The Company has listed its Commercial Papers (CPs) on National Stock Exchange of India Limited in accordance with the SEBI Circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021, captioned “Operational Circular for issue & listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial paper”, (as amended from time to time). The details of outstanding CPs as on March 31, 2024 are provided elsewhere in this Annual Report.

Listing Fees

The annual listing fee as applicable for the financial year 2023-24 has been paid within the prescribed time to the above Stock Exchanges where the securities of the Company are listed. Further, the Company has paid Annual Listing Fees to NSE and BSE for the financial year 2024-25 in advance, as required under Listing Regulations.

The Annual Custodial Fee as applicable for the financial year 2023-24 has been paid within the due dates to Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL).

Market Price Data – High/Low During Each Month in the Financial Year 2023-24

The High and Low price (based on daily closing prices) and the volume of equity shares traded during each month in the financial year 2023-24 on NSE and BSE, are as under:

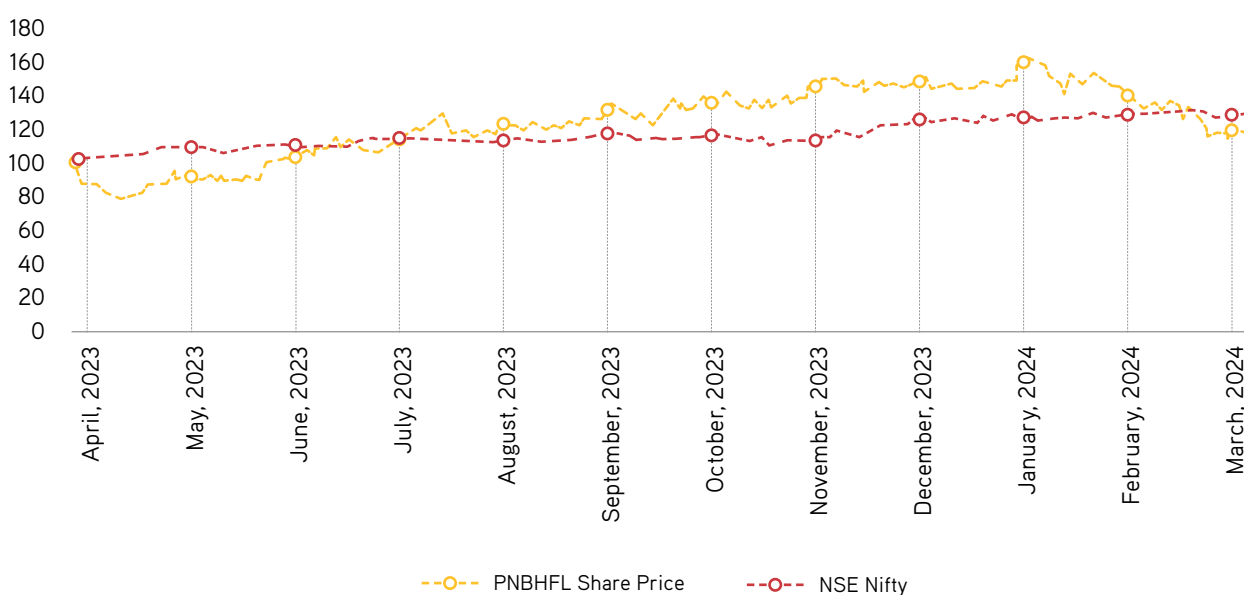
Month	NSE			BSE		
	High(₹)	Low(₹)	Total Equity Volume	High(₹)	Low(₹)	Total Equity Volume
Apr-2023	549.80	406.70	2,32,61,594	549.20	407.00	8,46,602
May-2023	508.20	445.90	1,48,38,089	508.70	446.75	5,85,682
Jun-2023	615.00	515.00	1,93,15,171	615.00	514.40	9,52,651
Jul-2023	699.00	559.00	1,57,88,104	699.00	559.50	6,51,241
Aug-2023	688.00	598.10	1,05,78,252	688.10	598.05	4,12,167
Sep-2023	739.70	642.00	96,45,489	739.80	646.25	5,61,891
Oct-2023	784.90	680.00	1,87,65,619	784.40	679.65	9,21,476
Nov-2023	824.80	710.00	73,17,548	824.55	710.85	3,63,935
Dec-2023	833.00	651.10	66,69,532	833.00	749.35	3,15,306
Jan-2024	913.70	758.00	2,42,22,539	913.95	757.85	2,67,49,962
Feb-2024	845.60	683.20	1,22,45,855	845.00	683.05	6,96,083
Mar-2024	738.00	604.00	83,22,999	740.00	600.40	5,48,190

Source: www.nseindia.com and www.bseindia.com

Performance of the Share Price of Company in Comparison to Broad Base Indices

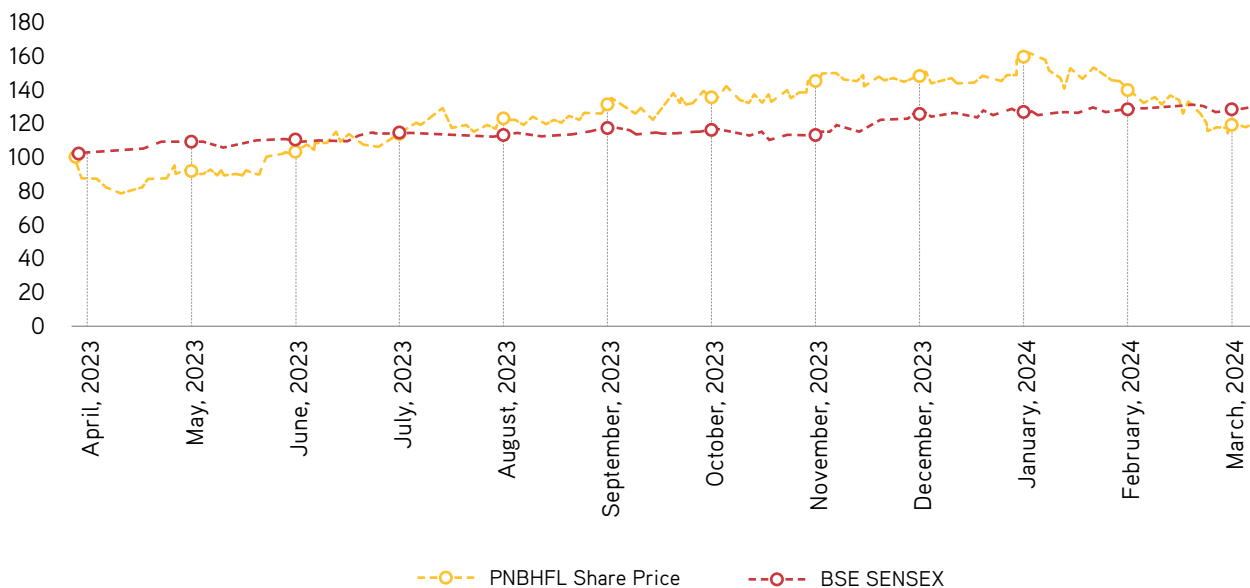
The chart below shows the comparison of the Company's monthly share price movement vis-à-vis the movement of the NSE Nifty 50 and BSE Sensex during the financial year 2023-24:

PNBHFL share price & NSE Nifty 50 movement



Note: PNB Housing share price and NSE Nifty 50 index values on April 1, 2023, have been baselined to 100.

PNBHFL share price & BSE Sensex movement



Note: PNB Housing share price and BSE Sensex index values on April 1, 2023, have been baselined to 100.

Registrar and Transfer Agents

Link Intime India Private Limited is the Registrar and Transfer Agents for Equity and Debt securities of the Company. The contact details are as below:

Link Intime Private Limited
 C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083, Maharashtra
 Tel No. 022-49186000
 Email: rnt.helpdesk@linkintime.co.in
 website: www.linkintime.co.in

Debenture Trustees

IDBI Trusteeship Services Limited is the Debenture Trustee for the NCDs issued by the Company. The contact details are as below:

IDBI Trusteeship Services Limited
 Universal Insurance Building,
 Ground Floor, Sir P.M. Road,
 Fort, Mumbai - 400001
 Tel No. (022)40807000
 E-mail: itsl@idbitrustee.com
 Website: www.idbitrustee.com

Share Transfer System

All the equity shares of the Company are held in Dematerialized form. The Registrar and Transfer Agent receives a weekly report from the Depository about the details of beneficiary and update their records.

The grievances, if any, received from the investors and other correspondences relating to change of address, transmission, dematerialization, revalidation, mandates, etc., are processed by our RTA within stipulated timelines as per SEBI guidelines from time to time. The transfers of shares in demat mode are processed by NSDL/CDSL through respective Depository Participant.

In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of transfer and in terms of Regulation 40 (9) of SEBI LODR Regulations, 2015, and issues a certificate towards due compliance of share transfer formalities by the Company within the due dates is obtained and submitted to Stock Exchanges on annual basis.

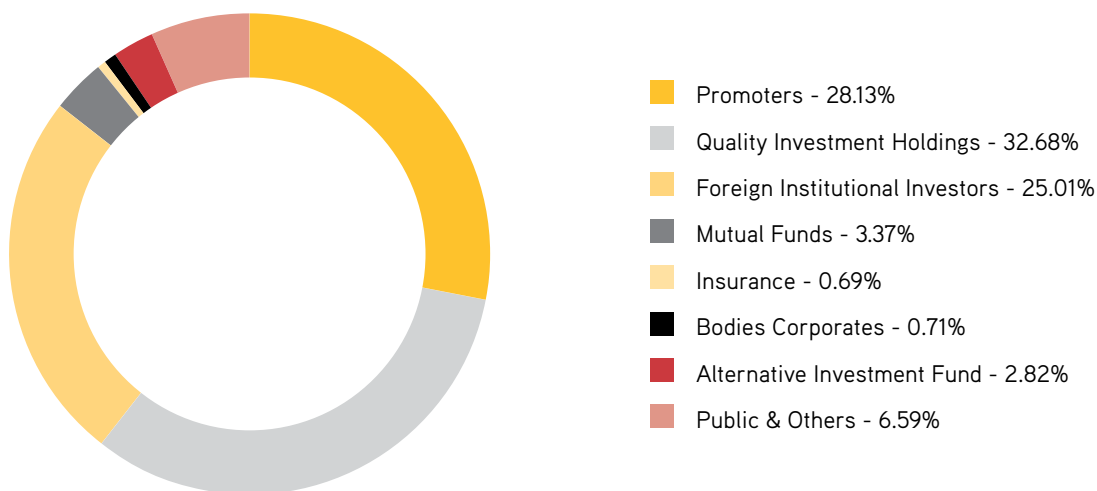
Further, in accordance with Regulation 46 of the SEBI LODR Regulations, 2015, the Company has designated an email ID namely Investor.services@pnbhousing.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances is ensured.

The Shareholders are requested to correspond with RTA for transfer/transmission of shares, change of address and queries pertaining to their shareholdings, at the address given in this report.

Distribution of Shareholding as on March 31, 2024

S. NO.	Number of Shares	No. of Share Holders	% of Total Share Holders	Total No. Shares	% of Total Shares
1.	1 to 500	130700	96.13	7341045	2.82
2.	501 to 1000	2885	2.12	2078736	0.80
3.	1001 to 2000	1220	0.89	1757979	0.67
4.	2001 to 3000	358	0.26	890021	0.34
5.	3001 to 4000	192	0.14	663725	0.25
6.	4001 to 5000	117	0.08	538509	0.20
7.	5001 to 10000	220	0.16	1588318	0.61
8.	10001 to above	264	0.19	24486553	94.27
Total		135956	100.00	259723886	100.00

Shareholding Pattern as on March 31, 2024



Top 10 shareholders of the Company as on March 31, 2024

S. No.	Name of the shareholder	Total No. of Equity Shares held	No. of Equity Shares held in DEMAT form	Total Shareholding as % of Total No. of Equity Shares
1	Punjab National Bank- Promoter	7,30,51,205	7,30,51,205	28.13
2	Quality Investment Holdings Pcc	8,48,84,311	8,48,84,311	32.69
3	Asia Opportunities V (MAURITIUS) Limited	2,56,50,006	2,56,50,006	9.88
4	General Atlantic Singapore Fund FII Pte Ltd	2,55,04,424	2,55,04,424	9.82
5	Pioneer Investment Fund	54,95,016	54,95,016	2.12
6	Tata Mutual Fund- Tata Equity P/E Fund	53,78,175	53,78,175	2.07
7	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	19,61,840	19,61,840	0.76
8	Vanguard Total International Stock Index Fund	13,84,143	13,84,143	0.53
9	United India Insurance Company Limited	13,79,493	13,79,493	0.53
10	Vanguard Emerging Markets Stock Index Fund, A Series Of Vanguard International Equity Index Funds	13,25,233	13,25,233	0.51
Total		22,60,13,846	22,60,13,846	87.02

Dematerialization of Shares and Liquidity

The Company's Equity Shares are compulsorily traded in dematerialized form on NSE and BSE. We have established connectivity with both the Depositories, i.e., NSDL and CDSL. The International Securities Identification Number ('ISIN') allotted to the Ordinary (Equity) Shares under the Depository System is INE572E01012.

As on March 31, 2024, 25,97,23,886 Equity Shares, representing 100% of the Company's share capital, are in dematerialised form.

Outstanding GDRS / ADRS / Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence, as on March 31, 2024, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Commodity price risk is not applicable to the Company. The Company has outstanding balance of its borrowings under External Commercial Borrowings and the Company has undertaken hedging to mitigate its foreign currency risk. Normally the foreign currency risk is mitigated by entering into cross currency swaps and forward contracts.

Suspension of Securities

The securities of the Company have never been suspended from trading, since its listing.

Plant Locations

In view of the nature of the Company's business i.e., providing housing loans services, the Company is solely engaged in providing services and does not have any manufacturing plant location. However, the addresses of the branches are placed on the website of the Company.

Address for Correspondence

Registered Office:

PNB Housing Finance Limited

9th Floor, Antriksh Bhavan,

22 Kasturba Gandhi Marg,

New Delhi - 110001

Phone Number: 011-23736857

Email Address: investor.services@pnbhosuing.com

Extended Central Support Office:

'RMZ Infinity Park',

6th Floor,

Plot No.15, Udyog Vihar,

Gurugram, Haryana - 122008.

Phone Number: 0124-6030500

Email Address: investor.services@pnbhosuing.com

Unclaimed Dividend

In terms of Sections 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ("IEPF Rules"), Dividend, if not paid or claimed for a period of 7 years from the date of transfer to separate Unclaimed Dividend Account(s) of the Company, is liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, according to the Act read with the IEPF Rules, all the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the year under review, the Company does not have any unpaid or claimed Dividend or share that is liable to be transferred to IEPF as the prescribed period of 7 years has not yet lapsed from the date of transfer of Dividend to separate Unclaimed Dividend Account(s) of the Company. Total unclaimed dividend amounts, pertaining to previous years, as on March 31, 2024 is ₹7,03,050/- The details are provided on the website of the Company.

Outstanding Unclaimed Shares

There were 239 equity shares related to the Rights Issue that remained unclaimed due to invalid/ incomplete demat account particulars, held in a demat/unclaimed suspense account of the Company as at March 31, 2024. Those shares were transferred to the demat accounts of the respective shareholders subsequent to March 31, 2024. As of date, the Company does not have any of its equity shares in the demat suspense account or unclaimed suspense account.

Proceeds from Public Issue, Rights Issue, etc.

During the year, the Company has raised capital to an extent of ₹2,493.76 crore through Rights Issue and the proceeds were utilised for the objects specified in the disclosure document. The details are provided in the report of Directors in this Annual Report.

Reconciliation of Share Capital Audit

As required by the SEBI (Depositories and Participants) Regulations, 2018, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, if any, with the issued and listed capital. The quarterly Secretarial Auditor's reports are submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed timelines and the same are also placed to the Board for information.

Credit Rating

Ratings assigned by Credit Rating Agencies and migration, if any, of rating during the year are as follows:

Instrument	Rating Agency	Rating as on March 31, 2024	Migration during the year		Rating as on April 01, 2023
			Second migration	First migration	
Fixed Deposit	CRISIL Limited	CRISIL AA (Outlook - Positive)*	-	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook-Stable)
	CARE Ratings Limited	CARE AA+ (Outlook - Stable)	Upgrade to 'AA+' with a 'Stable' outlook	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook- Stable)
Non-Convertible Debentures	CRISIL Limited	CRISIL AA (Outlook - Positive)*	-	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook-Stable)
	ICRA Limited	ICRA AA+ (Outlook - Stable)	Upgrade to 'AA+' with a 'Stable' outlook	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook- Stable)
	India Ratings Limited	IND AA+ (Outlook - Stable)	Upgrade to 'AA+' with a 'Stable' outlook	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook- Stable)
	CARE Ratings Limited	CARE AA+ (Outlook - Stable)	Upgrade to 'AA+' with a 'Stable' outlook	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook- Stable)
Commercial Papers	CRISIL Limited	CRISIL A1+	-	No change	A1+
	CARE Ratings Limited	CARE A1+	No change	No change	A1+
Bank Loans	CRISIL Limited	CRISIL AA (Outlook - Positive)*	-	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook-Stable)
	India Ratings	IND AA+ (Outlook - Stable)	Rating assigned	-	-
	CARE Ratings Limited	CARE AA+ (Outlook - Stable)	Upgrade to 'AA+' with a 'Stable' outlook	Reaffirmed; Outlook revised to "Positive" from "Stable"	AA (Outlook- Stable)

*CRISIL upgraded rating to 'AA+' from 'AA' with a 'Stable' outlook on May 27, 2024.

Updation of shareholders particulars

Shareholders holding shares in electronic/DEMAT form are requested to send their instructions directly to their Depository Participants (DPs) for registering Nomination. Shareholders are requested to verify the details provided to the DP and update the bank account particulars, change of address, if any, mobile telephone number and the e-mail ID to the respective DPs for prompt and hassle free services.

SEBI vide its circular SEBI/HO/OIAE/2023/03391 dated January 27, 2023 issued a letter to all listed Companies and RTA's for generating awareness on availability of Dispute Resolution Mechanism at Stock Exchanges against Listed Companies / Registrar to an Issue and Share Transfer Agents (RTAs). In this regard, it was advised that listed Companies shall co-ordinate with the RTAs and shall arrange for sending SMS/ E-mail to all the investors who hold shares in physical form stating that if they have any dispute against the Company and/or its Registrar and Share Transfer Agent (RTA) on delay or default in processing their request, as per SEBI circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 5, 2022, they can file for arbitration with Stock Exchange. The Company had sent SMS and e-mails to the shareholders. Where mobile number or E-mail Id was not available and where E-mail or SMS have bounced, the Company had sent letters to the shareholders in this regard, by regd. post/speed post to their last known address.

The Company also had sent communication to the shareholders to claim their unclaimed dividends, if any, and to update their latest contact numbers, e-mail IDs, Bank account particulars, appointment of Nominees, etc. with their respective DPs.

Bank Account Particulars

SEBI has issued a Circular CIR/MRD/ DP/10/2013 dated March 21, 2013 [in the light of developments in the field of electronic payment system by various modes viz., National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) etc.,] whereby it has been made mandatory for the Companies to maintain requisite bank details of their investors. Further, as per MCA General Circular No.20/2020 dated May 5, 2020, dividend amount in the earlier years were credited directly into the Bank accounts by way of NEFT, RTGS, etc. of the shareholders who had furnished bank account details to the Company / Registrar. In terms of the said circulars, the Company has been paying unclaimed dividend amounts, if any, to members through electronic mode into the bank account as per details sought from NSDL/ CDSL (demat accounts). Members are requested to update the bank account particulars or any change in the Bank account particulars promptly to their respective DPs.

Compliance Officers

Veena G Kamath
Company Secretary
PNB Housing Finance Limited
9th Floor, Antriksh Bhawan, 22 K G
Marg, New Delhi – 110001
Phone: 011-23445206
Email: investor.services@pnbhousing.com

Krishna Kant
Chief Compliance Officer
PNB Housing Finance Limited
9th Floor, Antriksh Bhawan, 22 K G
Marg, New Delhi – 110001
Email: compliance@pnbhousing.com

Annexure I

Material Modification on type of Related Party Transactions

Type of transaction	Variation in the value of transaction (%)	Variation in the nature	Variation in tenure (%)	Variation in exposure
Loans raised	10	Secured converted to unsecured or vice versa	10	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
- External commercial borrowings				
- Non-Convertible debentures				
- Commercial Paper				
- Term Loans/ working capital loans/ Overdraft/ cash credit				
- Fees / charges in relation to above				
Interest expense on the loan raised	NA	Secured converted to unsecured or vice versa	10	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
Fixed deposit made	10	Premature withdrawal / Variation in the basis of computation of deposit rates	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
Fixed deposit accepted	10	Variation in the basis of computation of deposit rates	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
Interest income / expense on fixed deposit made / accepted	NA	NA	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
Assignment of loan including the servicing fees earned in relation to the assignment	10	NA	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
Routine banking transactions in the current account maintained with bank in line with bank mandate (including collection or disbursement of loans and incidental bank charges)	NA	NA	NA	NA
Sale / purchase of government securities	10	NA	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
Rent, maintenance and other fees/charges	10	NA	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.
Remuneration, sitting fees, commission etc. to Key Managerial / Management Personnel	NA	NA	NA	The underlying policy approved by the Board / Committee governing the policy.
Donation for CSR	NA	NA	NA	The underlying policy approved by the Board / Committee governing the policy.
Royalty for brand / logo	20	NA	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.

Note: for material modification, the variation in value, nature, tenure and exposure is in respect of ongoing or proposed related party transaction, as originally approved (omnibus) which, individually or taken together with previous modifications during a financial year, results in variation.

For example, in relation fixed deposit following variations has been defined:

Type of transaction	Variation in the value of transaction (%)	Variation in the nature	Variation in tenure (%)	Variation in exposure
Fixed deposit made	10	Premature withdrawal / Variation in the basis of computation of deposit rates	NA	Likely to exceed the thresholds prescribed by the regulator or the underlying policy approved by the Board / Committee governing the policy.

Fixed deposit to be made by PNBHFL with PNB was originally approved for ₹500 crore.

- PNBHFL has made a deposit of ₹520 crore, in such a case approval of ACB shall be required but same will not be considered as material modification.
- PNBHFL has made a deposit of ₹600 crore, (the variation in value is more than 10% of approved limit as tabulated above) in such a case approval of ACB shall be required and it will be considered as material modification.

As per SEBI guidelines, the audit committee of a listed entity shall define "material modifications" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party.

Practically, approval of ACB shall be required for all related party transactions including modifications. Hence, in both the above cases approval of ACB shall be required.

Annexure II

Information to be Provided in Relation to the Proposed Related Party Transaction (To The Extent Relevant to the Transaction)

- i. Name, PAN of the Related Party and nature of relationship;
- ii. Nature and duration of the contract/transaction and particulars thereof;
- iii. Material terms of the contract or arrangement or transaction including the value, if any;
- iv. In case of existing or approved contracts, transactions, details of proposed variations to the duration, current price/ value and / or material terms of the contract or arrangement including a justification to the proposed variations;
- v. Any advance paid / received or to be paid / received for the contract or arrangement, if any;
- vi. Manner of determining the pricing and other commercial terms, whether or not included as part of contract;
- vii. Copy of the draft MOU, agreement, contract, purchase order or correspondence etc. if any.
- viii. Applicable statutory provisions, if any;
- ix. Valuation reports in case of sale or purchase or leasing/ renting of capital assets or securities; if any.
- x. Justification as to the arm's length nature of the proposed transaction;
- xi. Declaration whether the transaction is in the ordinary course of business;
- xii. Any other information prescribed under applicable regulation or relevant for the Committee / Board to take a decision on the proposed transaction.