



Regd. Office: 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001
Phone: 011-23736857, e-mail: investor.services@pnbhousing.com
Website: www.pnbhousing.com, CIN: L65922DL1988PLC033856

NOTICE

NOTICE is hereby given that the Thirty Third (33rd) Annual General Meeting ("Meeting") of the member(s) of PNB Housing Finance Limited ("Company") will be held on Friday, September 03, 2021 at 03.00 pm (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESSES

1. To receive, consider and adopt:
 - a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Report of the Auditors thereon.
2. To appoint Mr. CH SS Mallikarjuna Rao (DIN: 07667641) as Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Sunil Kaul (DIN: 05102910) as Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. T R Chadha & Co, LLP, Chartered Accountants as a Joint Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and RBI Notifications on Appointment of Statutory Auditors dated April 27, 2021 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. T R Chadha & Co, LLP, Chartered Accountants

(ICAI Firm Registration No. 006711N/N500028) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules and the Guidelines issued by RBI dated April 27, 2021, be and are hereby appointed as the Joint Statutory Auditors of the Company for a period of 3 (three) years from the conclusion of 33rd Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company."

5. To appoint M/s. Singhi & Co., Chartered Accountants as a Joint Statutory Auditors of the Company.

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under and RBI Notifications on Appointment of Statutory Auditors dated April 27, 2021 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules and the Guidelines issued by RBI dated April 27, 2021, be and are hereby appointed as the Joint Statutory Auditors of the Company for a period of 3 (three) years from the conclusion of 33rd Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company."



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SPECIAL BUSINESSES

6. To borrow funds and issue of bonds/ non-convertible debentures and other debt securities.

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Reserve Bank of India Master Direction – Non Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, applicable provisions of Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other law(s), including any amendment, modification, variation or re-enactment thereof and other applicable guidelines, directions or laws, applicable provisions of the Memorandum and Articles of Association of the Company, and other applicable SEBI Regulations and provisions of any applicable other law(s) for the time being in force, (including any statutory modification(s) or re-enactment(s) thereof, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make offer(s) or issue or invitation(s) to subscribe to the secured/unsecured, redeemable, non-convertible, cumulative/ noncumulative rated, listed, bonds/ debentures/ debt securities (“Bonds”) through private placement offer letter(s) and/ or by way of public issue in one or more series/ tranches to such class of persons as the board of directors may from time to time determine.

RESOLVED FURTHER THAT the Board of Directors of the Company shall be authorized to issue Bonds including but not limited to non-

convertible debentures of face value aggregating up to Rs. 35,000 crores (Rupees Thirty Five Thousand Crore only) of tenure not exceeding 10 years up to a date that is not later than one year from the date hereof through private placement offer letter(s) and/ or by way of public issue and notwithstanding that the aggregate amount of all such Bonds taken together with domestic/ off-shore, secured/unsecured, loans / borrowings, guarantees shall not exceed the borrowing powers approved by the members by way of a special resolution under section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do, from time to time, all such acts, deeds, things etc. as may be deemed necessary in respect of issue of Bonds including but not limited to determining number of issues/ tranches, face value, offer document, issue price, issue size, premium/discount, timing, amount, any security document, coupon/interest rate(s), yield, listing, allotment and other terms and conditions of issue of Bonds as they may, in their absolute discretion, deem necessary.”

7. Approval of material related party transactions with Punjab National Bank.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions



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(whether individual transaction or transactions taken together or series of transactions or otherwise) with Punjab National Bank (“PNB”), being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise, with respect to (i) Banking Transactions/ loan transactions/ credit facility/ investment in securities issued by the Company (ii) assignment/ securitisation/ sale of loan assets (iii) Any other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify and also accord further approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

8. Approval for payment of commission to the Independent Directors and Non-executive Non-Nominee Directors of the Company.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof, and the Articles of Association of the Company, the Independent Directors of the Company and Non-executive non-nominee Directors, in addition to sitting fees and reimbursement of expenses being paid/payable to them for attending the meetings of the Board of Directors of the Company and/or any committee(s), be paid individually, every year for a period of 5 years, with effect from April 1, 2021, profit related commission of an amount as may be determined by the Board of Directors of the Company, from time to time, subject to an

overall ceiling of 0.25% of the net profits of the Company for that financial year (computed in the manner referred to in Section 198 of the Companies Act, 2013), in such manner as the Board may, from time to time, determine.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Dated: August 04, 2021
Place: New Delhi

By order of the Board

(Sanjay Jain)
Company Secretary & Head Compliance



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 4 to 8:

ITEM NO. 4 & 5

The Shareholders of the Company at the 30th AGM of the Company held on July 27, 2018 had approved the appointment of M/s B. R. Maheswari & Co. LLP, Chartered Accountants, (Firm Registration No.:001035N/N50050) as the Statutory Auditors of the Company for a period of 5 (five) consecutive years commencing from conclusion of 30th AGM till the conclusion of 35th AGM of the Company.

RBI has issued notification for Appointment of Statutory Auditors for Banks and NBFCs (including HFCs) on April 27, 2021. As per RBI Notification, the Company will have to appoint Statutory Auditors for a continuous period of 3 (three) years subject to audit firms satisfying the prescribed eligibility norms.

M/s B. R. Maheswari & Co. LLP, Chartered Accountants has completed 3 (three) years as the Statutory Auditors of the Company. In terms of the RBI Notification, they are not eligible to continue as Statutory Auditors post 33rd AGM of the Company. They have issued limited review report on the financial results for the period ended June 30, 2021.

In addition to above, as per the RBI Notification, NBFC-HFCs with an asset size of ₹ 15,000 crore and above are required to have a minimum of two audit firms as the Statutory Auditors. The Company has to appoint two new audit firms as Joint Statutory Auditors for conducting the audit from FY22 onwards.

The Board, on the recommendation of Audit Committee after considering the profile, experience and specialisation in the audit, have recommended appointment of M/s. T R Chadha & Co, LLP, Chartered Accountants (ICAI Firm Registration No. 006711N/N500028) and M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), as Joint Statutory Auditors of the Company, for a period of three (3) years to hold office from the conclusion of the 33rd AGM till 36th AGM of the Company.

Profile of the Proposed	Statutory Audit Firms
<p>M/s T.R Chadha & Co. LLP, Chartered Accountants is a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India. The firm is in practice since May 1946, i.e for more than 75 years. The firm has 19 partners and total staff of more than 500 people working with them.</p> <p>The firm has presence in 10 cities in India viz. New Delhi, Mumbai, Gurugram, Chennai, Ahmedabad, Bengaluru, Hyderabad, Pune, Tirupati and Vadodara. The Firm provides range of services which include Audit & Assurance, Taxation, Risk Advisory, etc.</p>	<p>M/s Singhi & Co., Chartered Accountants is a 80 Years old Chartered Accountants firm having 8 offices and 26 partners and 650+ staffs across country. Singhi & Co provides varied services, which includes assurance, risk advisory, direct & indirect tax, corporate finance, IT security etc. They serve multiple listed companies and have long experience in the field of audit including BFSI space.</p> <p>Singhi & Co. is Indian member of Moore Global network.</p>

M/s. T R Chadha & Co, LLP, Chartered Accountants and M/s. Singhi & Co., Chartered Accountants have confirmed that the appointment, if made would be within the limits specified under Section 141 of the Companies Act, 2013 and they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 139, 141 of the Act and rules made thereunder. Further, the Company has also received an eligibility certificate from both the proposed Statutory Audit firms in Form-B as prescribed under the aforesaid RBI Guidelines on Appointment of Statutory Auditors.

The Board of Directors recommends the appointment of new Statutory Audit Firms as the Company's Joint Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the passing of the resolutions in item nos. 4 and 5.



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Your Board of Directors, therefore, recommends passing of the ordinary resolution as set out in Item No. 4 and 5 of the Notice.

ITEM NO. 6

To borrow funds and issue of bonds/ non-convertible debentures and other debt securities:

The Company is engaged into the business of providing housing and non-housing loans. One of the main constituents of the Company's borrowings is in form of bonds/ non-convertible debentures.

Borrowings through bonds/ non-convertible debentures not only work out cost effective but also facilitate the raising of resource in a highly flexible and requirement driven manner. The Company intends to raise long term funds through bonds in the current year as well to meet lending requirements. It is therefore proposed that the members authorize the Board to borrow money through NCDs up to INR 35,000 crore (Rupees Thirty Five Thousand crore) through private placement offer letter(s) and/ or by way of public issue from time to time.

Section 42 of The Companies Act, 2013 and rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 require the Company to seek a special resolution from its members for raising the Bonds on private placement basis. The resolution is valid for a period of one year from the date of approval by the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board of Directors recommends this resolution for the approval of members as a Special Resolution.

ITEM NO. 7

Approval of material related party transactions with Punjab National Bank :

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(hereinafter referred to as "Listing Regulations") requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

However, a transaction pertaining to payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed the limit as stipulated under Regulation 23 of the Listing Regulations.

The Company enters into various transactions with PNB including banking transactions and those disclosed in the notes forming part of the financial statements. In the financial year 2020-21, the aforementioned transactions in terms of aggregate value, have exceeded 10% of the Company's annual consolidated turnover for the relevant year. The transactions have been continued so far in the financial year 2021-22 and are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material related party transactions. Going forward, the Company intends to continue such transactions with PNB.

As per Regulation 23 of the Listing Regulations, approval of the Members is sought for ratification of the arrangements/ transactions undertaken whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions. Accordingly, the Company proposes to obtain approval of its Members for ratifying and also for giving further approval to the Board for carrying out and/or continuing with the following arrangements and transactions with PNB:

- i. Banking Transactions/ loan transactions/ credit facility
- ii. Assignment/ securitisation



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- iii. Any other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period.

The above stated arrangements and transactions with PNB amounts to related party transactions falling within the purview of the Listing Regulations and all these transactions in aggregate, are material related party transactions under the Listing Regulations. The above transactions are in the ordinary course of business and on an arm's length basis.

The Board of Directors recommends this resolution for the approval of members as an ordinary resolution.

Except Nominee Directors of PNB, no other Director or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party/ies shall vote to approve on the resolution under Item No.7.

ITEM NO. 8

Payment of commission to Independent Directors and Non-executive Non-Nominee Directors of the Company:

The Shareholders of the Company vide postal ballot dated October 25, 2017 had approved payment of commission to Independent Directors of the Company for a period of five (5) years commencing from April 01, 2017 as may be determined by the board of directors, which shall not exceed 0.25% of the net profits of the Company for that financial year, calculated as per Section 198 of the Companies Act, 2013.

The Non-executive Non-Nominee Directors and Independent Directors are also paid sitting fees for attending the meetings of Board of Directors/Committees, as decided by the Board of Directors from time to time, within the limits prescribed under the Companies Act, 2013.

Section 197 of the Companies Act, 2013 provides for payment of remuneration to the directors who are neither Managing Directors nor Whole-Time Directors (i.e. non-executive directors) up to 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Act (overall limits).

In terms of Regulation 17(6)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders.

The Directors bring relevant knowledge, rich and vintage expertise across a wide spectrum of functional areas such as banking, finance, mortgages, credit, information technology, corporate strategy, information systems etc. and provide required diversity in Board's decision-making process. The role played by the Directors in Company's governance and performance is very important for sustainable growth of the Company.

Considering the competitive business environment, stringent accounting standards and corporate governance norms which require considerably enhanced levels of involvement of the non-executive directors and independent directors in the decision making process, the Board of Directors of the Company has recommended payment of commission to Independent Directors and Non-Executive Non-Nominee Directors to retain and attract the pool of talent for the growth and prosperity of the Company.

The said remuneration to Non-executive Non-Nominee Directors and Independent Directors, shall be in addition to the sitting fees payable to them for attending meetings of Board and Committees thereof. All Non-executive Non-Nominee Directors and Independent Directors of the Company are deemed to be interested in the resolution. The details of commission and sitting fees paid/payable to the non-executive directors and/or Independent Directors for the financial year 2020-21 forms part of Director's Report.



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None of the other Directors, Key Managerial Personnel of the Company / their relatives is, in any way, are concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the ordinary resolution as set out at Item No. 8 of this Notice is an enabling authority to the Board of Directors of the Company to decide on the commission payable to the non-executive non-nominee directors and independent directors for a period of 5 years, with effect from April 1, 2021.

The Board recommends passing of the ordinary resolution as set out at Item No. 8 of this Notice, for the approval of the Members.

Dated: August 04, 2021

Place: New Delhi

By order of the Board

(Sanjay Jain)

Company Secretary & Head Compliance



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Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. CH SS Mallikarjuna Rao (DIN: 07667641)	Mr. Sunil Kaul (DIN: 05102910)
Date of Birth	January 22, 1962	March 25, 1960
Date of Appointment	December 20, 2019	March 05, 2015
Qualification	B. Sc, LL.B, Certified Associate of Indian Institute of Bankers (CAIIB).	Post graduate in management from the Indian Institute of Management, Bangalore. B.Tech from the Indian Institute of Technology, Bombay
Expertise in Specific functional areas	He is MD & CEO of Punjab National Bank and has over 36 years of experience in banking, credit, operations, financial management, Information technology, human resource, Recovery, Treasury, Risk Management, and Marketing & Publicity. He is on the Board of several eminent companies and Government bodies.	He is an experienced Investment Advisor. He has extensive experience in corporate and consumer banking in several parts of the world. He has held leadership positions for Citibank. He has experience in capital investment, financial sector, treasury, risk management, credit, human resource, and credit card.
No. of Equity Shares held in the Company	Nil	Nil
Terms & conditions of reappointment	Non-executive Director (Director liable to retire by rotation)	Non-executive Director (Director retire by rotation)
Details of Remuneration sought to be paid (Per annum)	Nil	Nil
Remuneration last drawn during FY 2020-21	Nil	Nil
Date of first appointment on the Board	December 20, 2019	March 05, 2015
Directorships held in other Companies	1. Punjab National Bank – Managing Director and CEO [L] 2. PNB Investment Services Limited – Director [UL] 3. The Oriental Insurance Company Limited -Director [UL] 4. PNB Metlife India Insurance Company Limited-Nominee Director[UL] 5. PNB Cards & Services Limited-Director [UL]	None
Relationship with any other Director inter-se and KMPs of the Company	He and Mr. Rajneesh Karnatak are the nominees of PNB on the Board of the Company.	He and Mr. Kapil Modi are the nominees of Quality Investment Holdings on the Board of the Company.
Committee Details *	Member of Stakeholders Relationship Committee of PNB Housing Finance Limited	Member of Stakeholders Relationship Committee of PNB Housing Finance Limited

*Details of membership/ chairmanship in Audit Committee and Stakeholders Relationship Committee in Public Limited Companies are given. For other details, such as number of meetings of the Board attended during the year, please refer the Corporate Governance Report.



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NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business(es) as set out under (“AGM” or the “Meeting”) forms part of this Notice.
2. In terms of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profiles and other information of Directors proposed to be appointed/ re-appointed forms part of this Notice.
3. In view of the extraordinary circumstances created due to COVID-19 global pandemic, the general meetings of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated January 13, 2021 (referred as “MCA circulars”) and SEBI circular dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (referred as “SEBI circulars”) through VC or OAVM without the physical presence of the Members at a common venue. Therefore, the forthcoming AGM of the Company, being unavoidable is scheduled to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with MCA circulars and SEBI circulars. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the meeting shall be considered at the Registered Office of the Company. In compliance with the general Circular No. 20/2020 issued by the MCA, item mentioned in this AGM Notice are considered unavoidable and forms part of this Notice.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the AGM (collectively referred as “electronic voting”) to its Members to cast their votes in respect of the resolutions listed in this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating VC and electronic voting, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
5. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting i.e. 3:00 P.M. (IST) and shall be available on first come first serve basis by following the procedure mentioned below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to upto 1,000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA circulars and SEBI circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.



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8. In line with the MCA circulars and SEBI circular, the notice calling the AGM has been uploaded on the website of the Company at www.pnbhousing.com and the websites of the stock exchanges, where the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the electronic voting system during the AGM) i.e. www.evoting.nsdl.com.
9. Institutional/Corporate members intending to authorize their representatives to attend and vote at the Meeting are requested to send a scan copy of the certified copy of the Board Resolution or Authorisation Letter (JPG / PDF Format) authorising their representative(s) to attend and vote on their behalf at the Meeting at investor.services@pnbhousing.com before e-voting/ attending AGM from their registered email id.
10. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with the voting by electronic means.
11. The voting rights of Members for electronic voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. closing of business hours of Friday, August 27, 2021.
12. All documents referred to in the Notice calling the AGM and the Explanatory Statement will also be available for electronic inspection without any fee by the members upto the date AGM. Members seeking to inspect such documents are requested to send an email to investor.services@pnbhousing.com.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 28, 2021 till Friday, September 03, 2021 (both days inclusive) for the financial year ended March 31, 2021. The voting rights of Members for electronic voting at AGM shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. closing of business hours of August 27, 2021.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice calling the AGM and the Explanatory Statement and Certificate from Statutory Auditors of the Company certifying that the implementation of ESOP Policy is in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 will also be available for electronic inspection without any fee by the members upto the date AGM. Members seeking to inspect such documents are requested to send an email to investor.services@pnbhousing.com. The said documents would also be available online for inspection during the AGM at the e-voting portal as mentioned above.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.

Members willing to claim unclaimed dividends are requested to correspond with the Registrar and Share Transfer Agents of the Company, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends which are not claimed within seven years from the date



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of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).

16. Change of Address or Other Particulars

Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to:

- The Depository Participants in respect of shares held in electronic form.
- The Company/ Registrars and Share Transfer Agent in respect of shares held in physical form.

17. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. For members holding shares in dematerialised form, the nomination form may be filed with the concerned Depository Participant. For Members holding shares in physical form can make their nomination in the specified Nomination Form which can be obtained from the Company or its Registrar & Share Transfer Agents ("RTA").

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar & Share Transfer Agents.

As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, for assistance in this regard. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

18. The Company has a dedicated e-mail address investor.services@pnbhousing.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest. The Company's website www.pnbhousing.com has a dedicated section for investors called "Investor Relations".

19. All share and dividend related correspondence may be sent to RTA at the following address:

Link Intime India Private Limited

C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Phone : +91 22 49186000
Fax : +91 22 49186060
E-mail : rnt.helpdesk@linkintime.co.in

In case of change in residential status of non-resident Indian shareholders, the same should be immediately informed to the RTA of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank



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In all the correspondence, please quote your DP ID & Client ID or Folio Number.

20. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the notices, annual reports and other documents through electronic mode. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
21. Notice of the AGM are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s). It is being informed that physical presence of the members have been dispensed with for attending the meeting through VC/OAVM, accordingly, the Proxy Form, Attendance Slip and route map are not annexed to this Notice
22. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in.
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company at rnt.helpdesk@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 - Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

23. Voting Options:

INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (a) Some of the important details regarding the remote e-voting facility are provided below.

Cut-off date for determining the Members entitled to vote	Friday, August 27, 2021
Commencement of remote e-voting period	Monday, August 30, 2021 at 9.00 a.m. (IST)
End of remote e-voting period	Thursday, September 02, 2021 at 5.00 p.m. (IST)



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The remote e-voting module shall be disabled by NSDL after 5:00 P.M. (IST) on Thursday, September 02, 2021 for voting thereafter.

- (b) A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- (c) The process and manner of Remote e-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen



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	<p>will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



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c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 116723 then user ID is 116723001***
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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that the Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members may submit their questions for any matter to be placed at the AGM by August 26, 2021. Members may send their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at email address of the Company at investor.services@pnbhousing.com. The same will be replied by the Company at the AGM or suitably depending upon the availability of time.
6. Members who would like to express their views/ask questions during the meeting with regard to any matter to be placed at the AGM may register themselves as a speaker may send their request mentioning from their registered e-mail address mentioning their name, demat account number/folio number, email id, mobile number at investor.services@pnbhousing.com by August 26, 2021. Those members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
7. Members who could not have registered themselves as a speaker or send their queries can ask questions during the AGM by using the communication box facility that will be appearing on the screens at the AGM.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
9. The members who have casted their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM facility but shall not be entitled to cast their vote again.
10. The Company has appointed Dr. S. Chandrasekaran (Membership No. ACS 1644, CP NO. 715) failing him Mr. Rupesh Agarwal (Membership No. ACS 16302, CP NO. 5673), failing him Mr. Shashikant Tiwari (Membership No, ACS 28994, CP. No. 13050), Partners of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.



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11. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e- voting and thereafter unblock the votes cast through remote e-voting and shall make, within 2 (two) working days in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or 3 (three) days in terms of the Companies Act, 2013 (whichever is earlier) from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.pnbhousing.com and on the website of NSDL e-voting after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be submitted to the BSE Limited and National Stock Exchange of India Limited within the prescribed timelines.
13. Subject to the receipt of requisite number of votes, the resolutions as set out in this Notice shall be deemed to be passed on the date of the AGM i.e. September 03, 2021.
14. In case of any queries/ grievances you may refer the frequently asked questions (FAQs) for shareholders, available on the website of the Company at www.pnbhousing.com