



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 Fifth (35th) Annual General Meeting** ("Meeting") of the member(s) of PNB Housing Finance Limited ("Company") will be held on Thursday, August 10, 2023 at 04.00 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, 2023 and the Report of the Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon.
2. To appoint Mr. Sunil Kaul (DIN: 05102910) as Non-Executive Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Atul Kumar Goel (DIN: 07266897) as Non-Executive Nominee Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES

4. **To borrow funds and issue of Non-Convertible Debentures (NCDs) on private placement basis.**

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 Non-Convertible Securities) Regulations, 2021, 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 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 shareholders 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/ non-cumulative rated, listed, debentures ("NCDs") through private placement offer letter(s) 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 NCDs of face value for an aggregate amount not exceeding Rs. 12,000 crore (Rupees Twelve Thousand crore only) under one or more shelf-disclosure documents and/or under one or more letter (s) of offer as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this annual general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series as the case may be, provided however that the borrowings including by way of issue of NCDs shall not exceed the overall borrowing limits of the Company approved by the Shareholders 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,



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deeds, things etc. as may be deemed necessary in respect of issue of NCDs 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 NCDs as they may, in their absolute discretion, deem necessary.”

5. 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 (“Listing Regulations”) as amended, Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Shareholders of the Company do hereby accord their approval to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Audit Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution), for carrying out and/or continuing with arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company with Punjab National Bank (“PNB”), being 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/term deposit/investment in securities issued by the Company (ii) Acceptance/Placing of Fixed Deposits (iii) Payment of Royalty fee (iv) repayment of principal and interest on assignment of loan (v) any other transactions including those more specifically set out in the

statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice for the relevant period on an ongoing basis, whether individually and/or in the aggregate, notwithstanding that all the above transactions individually or in aggregate, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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.”

6. Approval of material related party transactions with PNB Gilts Limited.

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 (“Listing Regulations”) as amended, Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Shareholders of the Company do hereby accord their approval to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Audit Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution), for carrying out and/or continuing with arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company with PNB Gilts Limited, being related party, whether by way of renewal(s) or



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extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise, with respect to sale/purchase of securities and maintenance of SGL account or any other transactions including those more specifically set out in the statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice for the relevant period on an ongoing basis, whether individually and/or in the aggregate, notwithstanding that all the above transactions individually or in aggregate, may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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.”

7. Approval of alteration of Articles of Association of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”); and all other laws, acts, rules, regulations, guidelines, circulars, directions and notifications, applicable from time to time and subject to such other consent(s), intimation(s), permission(s) or sanction(s) as may be required, consent of the Shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company to include the following clause after Article number 86:

“*Article 86A: Right of debenture trustee(s) to appoint nominee director*

(a) *Notwithstanding anything to the contrary contained in these Articles, and subject to the*

terms and conditions agreed inter alia between the Company and the debenture trustee(s), on receipt of nomination from the debenture trustee(s) for appointment of any person as a nominee director pursuant to Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, the Board shall appoint such person as a nominee director on the Board of the Company.

(b) *A nominee director appointed by the Board as per clause (a) above, shall ipso facto vacate such office immediately upon the default specified under Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 has been made good by the Company.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the alteration of the articles of association and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By order of the Board

**Sd/-
Sanjay Jain
Company Secretary &
Chief Compliance Officer
Membership Number: F2642**

Date: 22.06.2023
Place: New Delhi



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 4 to 7:

ITEM NO. 4

To borrow funds and by issue of Non-Convertible Debentures (NCDs) on private placement basis:

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

Borrowings through 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 NCDs in the current year to meet lending requirements. It is therefore proposed that the shareholders authorize the Board to borrow money through NCDs up to INR 12,000 crore (Rupees Twelve Thousand crore) through private placement offer letter(s) from time to time in one or more tranches within the overall borrowing limit as approved by the shareholders of the Company.

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 shareholders for raising the NCDs 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 shareholders as a Special Resolution.

ITEM NO. 5

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 types of banking transactions with PNB which are disclosed in the notes forming part of the financial statements. The transactions 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.

As per Regulation 23 of the Listing Regulations, approval of the shareholders is also 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 shareholders 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/term deposit/investment in securities issued by the Company
- ii. Acceptance/Placing of Fixed Deposits
- iii. Payment of Royalty fee
- iv. Repayment of principal and interest on assignment of loan



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

These transactions amount 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 shareholders' approval is being sought from the conclusion of the 35th AGM till the conclusion of the 36th AGM of the Company.

The Board of Directors recommends this resolution for the approval of shareholders 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. 5 of this Notice. (Please refer annexure to the Notice for details).

ITEM NO. 6

Approval of material related party transactions with PNB Gilts Limited:

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.

PNB is promoter of PNB Gilts Limited. The Company enters into transactions of sale and purchase of securities and maintain SGL Accounts with PNB Gilts Limited. Those are disclosed in the notes forming part of the financial statements. The transactions 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.

As per Regulation 23 of the Listing Regulations, approval of the shareholders is also 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 shareholders for giving further approval to the Board for carrying out and/or continuing transactions with PNB Gilts Limited.

These transactions amount 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 shareholders' approval is being sought from the conclusion of the 35th AGM till the conclusion of the 36th AGM of the Company.

The Board of Directors recommends this resolution for the approval of shareholders as an ordinary resolution. Mr T M Bhasin an Independent Director is also on the Board of PNB Gilts Limited as an Independent Director. 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. 6 of this Notice. (Please refer annexure to the Notice for details).

ITEM NO. 7

Approval of alteration of Articles of Association of the Company.

The Securities and Exchange Board of India ("SEBI") on February 02, 2023 notified Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023. Pursuant to these amendments, companies having their debt securities listed on the exchange shall ensure that its articles of association require its board of directors to appoint a person nominated by the Debenture Trustees in terms of clause (e) of sub regulation (1) of Regulation 15 of the Securities Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its board of directors.

As per Regulation 15(1) (e), the Board has to appoint a nominee director in the event of two consecutive defaults in payment of interest to the debenture holders; or default in



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creation of security for debentures; or default in redemption of debentures. The issuer in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee.

Accordingly, the Company is required to alter its articles of association on or before September 30, 2023 to give effect to Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations. The Company has proposed a new article 86A in articles of association.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

By order of the Board

**Sd/-
Sanjay Jain
Company Secretary &
Chief Compliance Officer
Membership Number: F2642**

**Date: 22.06.2023
Place: New Delhi**



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Details of Directors seeking 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. Sunil Kaul (DIN 05102910)	Mr. Atul Kumar Goel (DIN: 07266897)
Date of Birth	March 25, 1960	December 26, 1964
Age	63	58
Date of Appointment	March 05, 2015	April 28, 2022
Qualification	He is B. Tech from the Indian Institute of Technology, Bombay and post-graduate in management from the Indian Institute of Management, Bangalore.	He is a qualified Chartered Accountant.
Expertise in Specific functional areas/brief profile	Mr. Kaul is Managing Director of Carlyle Singapore Investment Advisors Pte Limited and is the Head of Southeast Asia of the Carlyle Asia Buyout Advisory Team and concurrently leads the financial services sector for the team in Asia. Before joining Carlyle 15 years ago, he was President of Citibank Japan and Chairman of CitiCards Japan KK and CitiFinancial Japan KK. He was also the Head of Retail Banking for Citibank in Asia, Head of International Personal Banking for Citibank in New York and Head of Global Transaction Services at Citibank, Japan. He has over 38 years of experience in the fields of private equity, corporate and consumer banking.	He is having more than three decades of Banking experience; He is Managing Director & CEO of Punjab National Bank from February 1, 2022. Earlier, he was Managing Director & CEO of UCO Bank, Executive Director in Union Bank of India. He was Chief Financial Officer (CFO) of Allahabad Bank.
No. of Equity Shares held in the Company	Nil	Nil
Terms & conditions of reappointment	Non-Executive Nominee Director (Director liable to retire by rotation)	Non-Executive Nominee Director (Director liable to retire by rotation)
Details of Remuneration sought to be paid (Per annum)	Nil	Nil
Remuneration last drawn during FY 2022-23	Nil	Nil
Date of first appointment on the Board	March 05, 2015	April 28, 2022
No. of meetings of Board attended during FY 2022-23*	18	10
Directorships held in other Companies	1. Yes Bank Limited (L)- Director 2. Viyash Life Sciences Private Limited (UL) – Nominee Director	1. Punjab National Bank – Managing Director and CEO [L] 2. PNB Metlife India Insurance Company Limited – Nominee Director [UL] 3. The Oriental Insurance Company Limited - Director [UL].



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		<p>4. National Credit Guarantee Trustee Co Limited – Director [UL]</p> <p>5. Indian Institute of Banking and Finance- Director [UL]</p>
Relationship with any other Director inter-se and KMPs of the Company	He and Mr. Kapil Modi are the nominees of Quality Investment Holdings Pcc on the Board of the Company.	He and Mr. Dilip Kumar Jain are the nominees of PNB on the Board of the Company.
Committee Details	<p>Member of Nomination and Remuneration Committee, Risk Management Committee and Stakeholders' Relationship Committee of the Company.</p> <p>Other Companies – Risk Management Committee and Stakeholders' Relationship Committee- YES Bank Limited.</p>	<p>Member of Stakeholders Relationship Committee and Nomination Remuneration Committee of PNB Housing Finance Limited</p> <p>Other Companies</p> <ul style="list-style-type: none"> • Risk Management Committee and Stakeholders Relationship Committee – PNB • Audit Committee and Risk Management Committee - The Oriental Insurance Company Ltd (OICL)
Equity Listed Companies from which director has resigned in the past three years	1. SBI Cards and Payment Services Limited – Nominee Director	1. The New India Assurance Company Limited – Director

*Details such as number of meetings of the Board attended during the year, please refer the Corporate Governance Report.



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The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below:

(Pursuant to Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

Name of the Related Party		Punjab National Bank and PNB Gilts Limited		
I. Value and Type of Transaction: Aggregate value of fresh transactions with PNB and PNB Gilts is as per details mentioned herein below:				
Term Loan/OD/CC		INR 6,000 Crore		
NCDs		INR 1,000 Crore		
CPs		INR 1,000 Crore		
External Commercial Borrowings		USD 200 Million		
Placing/Renewal of Fixed Deposits		INR 2,000 Crore		
Royalty Fee		As per trademark agreement		
Other Day to day banking Transactions		On regular basis, limits cannot be quantified		
Any other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period.		NA		
Sale/Purchase of securities PNB Gilts Limited		INR 4000 Crore		
II. Type, Tenure, Rate of Interest, repayment, security and other covenants of the Transactions				
Type of transaction	Tenure	Interest Rate	Security	Repayment
Rupee Term Loan / Foreign Currency Term Loan	1 to 7 year	Bank's MCLR / Repo rate / any other benchmark as per market practice + spread + hedging cost (if applicable) through PNB	Secured vide exclusive charge on specific book debts with security cover of not less than 1.1 times of outstanding loan	Quarterly / Half yearly / annual / Bullet on maturity
Investment by way of Fixed Deposit	7 days to 365 days	Rates provided by bank's treasury	Unsecured	On maturity
External Commercial Borrowing (ECB)	Upto 10 years	LIBOR / SOFR / any other benchmark as per market practice + spread	Secured vide exclusive charge on specific book debts with security cover of not less than 1.1 times of outstanding loan	Quarterly / Half yearly / annual / Bullet on maturity

Overdraft / Cash Credit Facility (CC) / Working Capital Demand Loan (WCDL) / Short Term Loan (STL) / as part of line of credit	Upto one year	Bank's MCLR / Repo rate / any other benchmark as per market practice + spread	Secured vide exclusive charge on specific book debts with security cover of not less than 1.1 times of sanctioned amount	Overdraft and CC – utilization minimum 1 day to 365 days WCDL / STL - Bullet repayment on maturity
Foreign Currency Term Loan (FCTL) as part of line of credit		Bank's MCLR / Repo rate / any other benchmark as per market practice + spread + hedging cost through PNB	Secured vide exclusive charge on specific book debts with security cover of not less than 1.1 times of sanctioned amount	FCTL – on maturity
Assignment of loan receivables	Contractual maturity of the pool which may be assigned	Bank's MCLR / Repo rate / any other benchmark as per market practice + spread	Not applicable	Not applicable
Servicer Fee for assignment of loan receivables	As long as pool receivables are outstanding	Not exceeding 2.5% pa of the outstanding receivables to be billed on monthly basis	Not applicable	Not applicable
Purchase and Sale of securities from / through PNB Gilts Limited	Upto 10 year Central Govt. Securities (G-Sec) / State Development Loan (SDL) Upto 1 Treasury Bills (T-Bill)	As per then prevailing market rates for G-Sec / SDL As per then prevailing market rates for T-Bill	Not applicable	Not applicable
III. Material terms and Justification as to why the related party transaction is in the interest of the listed entity, material terms and tenure	<p><u>Fund Based/Non-Fund Based Facility</u></p> <p>The Company borrows money from various banks to meet the funding requirements and/or for general corporate purpose. The interest payment and fee payment are consequential to the transactions originating out of principal transactions in the form of loan, guarantees, cash credit etc. Therefore, the quantum of such consequential transactions depends on the value of the principal transaction.</p> <p><u>Assignment of Loans</u></p> <p>Repayment of interest and principal on assignment of loan.</p> <p><u>Fixed Deposits</u></p> <p>To place fixed deposits with PNB at competitive rates.</p> <p><u>Maintaining the current account/banking transactions</u></p>			



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	<p>The Company maintains current account with PNB for regular business activities of the Company. Banking charges are levied in relation to the account maintained and banking services availed, basis standard terms and conditions as offered by PNB to its customers.</p> <p><u>Sale and Purchase of securities</u></p> <p>These transactions will be carried out as per the prevailing market price/fair value of securities from time to time as per competitive prices.</p> <p>These transactions are regular business transactions of Company.</p> <p>PNB is one of the largest PSU banks in India and it is in the interest of the Company to have PNB as one of the lenders to ensure availability of resources. The aforesaid transactions are in furtherance of the business activities, ordinary course of business and at arm's length and are in accordance with the applicable laws, therefore, in the interest of the Company.</p>
IV. Nature of concern or interest of the related party (financial or otherwise)	Financial
V. Percentage of value of transaction/ Company's annual consolidated turnover for immediately preceding financial year (Based on consolidated turnover of FY23)	<ul style="list-style-type: none"> i. Banking Transactions is not determinable ii. Loan transactions [Commercial paper Nil, Term loans/ credit facility 64%] iii. Investment in NCDs issued by the Company 1% iv. Assignment/ Securitisation/Sale of loan assets 14% v. Acceptance/Placing of Fixed Deposits Nil vi. Sale/Purchase of securities 13% <p>The percentages are based on consolidated annual turnover of FY23.</p>
VI. For a related party transaction involving a subsidiary, percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis (based on turnover of FY 2023)	Not applicable
VII. Details of indebtedness incurred for subscription of securities	Not applicable. The Company ensures that the further investment of surplus funds is being made out of the free float of available funds.
VIII. Valuation or other external party report	Not applicable as the transactions are carried out at competitive and prevailing market prices.

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 general circulars 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, General Circular No. 19/2021 dated December 21, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (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, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/CIR/2023/4 dated January 05, 2023 (referred as “SEBI circulars”), companies are allowed to hold the Annual General Meeting through VC or OAVM without the physical presence of the Shareholders at a common venue. Therefore, the forthcoming 35th AGM of the Company, is scheduled to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with MCA circulars and SEBI circulars. Hence, Shareholders 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. 4:00 P.M. (IST) and shall remain open throughout the AGM. 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 (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 served 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.
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 at 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, 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 at telephone nos.:- +91 022 - 4886 7000 and 022 - 2499 7000, 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 Thursday, August 03, 2023.
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 of AGM. Members seeking to inspect such documents are requested to send an email to investor.services@pnbhousing.com.
13. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and any Member interested in inspection may write to investor.services@pnbhousing.com
14. 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.
15. 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 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”).
18. 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.
19. 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.
20. 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".

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

22. **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.
23. Notice of the AGM is 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.
24. **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:**
- i. 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.

- ii. 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.
- iii. 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.
- iv. 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.

25. Voting through electronic means

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:


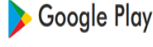


Step 1: Access to NSDL e-Voting system

A. **Login method for e-Voting for Individual shareholders holding securities in demat mode**

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 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"> <li data-bbox="256 226 758 936">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="256 943 758 1211">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="256 1218 758 2000">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. 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>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="946 642 1461 943">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. <li data-bbox="946 972 1461 1122">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. <li data-bbox="946 1151 1461 1339">If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="946 1368 1461 1688">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.
Individual Shareholders (holding securities in demat mode) login through their depository	<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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service</p>

participants	provider i.e. 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.
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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. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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

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/Members' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. (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*****
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 124518 then user ID is 124518001***

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.

Details on Step 2 is given below: Cast your vote electronically on NSDL e-voting system

How to cast your vote electronically 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. 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. Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional/corporate members intending to participate and vote during the AGM, are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf, to investor.services@pnbhousing.com with a copy marked to evoting@nsdl.co.in by quoting the concerned DP ID and Client ID or Folio Number. The said documents can also be uploaded under "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login .
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 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 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

26. Voting Options:

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

Cut-off date for determining the Members entitled to vote	Thursday, August 03, 2023
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Commencement of remote e-voting period	Saturday, August 05, 2023 at 9.00 a.m. (IST)
End of remote e-voting period	Wednesday, August 09, 2023 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by NSDL after 5:00 P.M. (IST) on Wednesday, August 09, 2023 for voting thereafter.

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

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

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. 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.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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 meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join 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 03, 2023. 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 03, 2023. 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. FCS 1644, CP NO. 715) failing him Mr. Rupesh Agarwal (Membership No. ACS 16302, CP NO. 5673), failing him Mr. Shashikant Tiwari (Membership No. FCS 11919, 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.
11. The Scrutinizer shall immediately after the conclusion of voting at the AGM unblock the votes cast through remote e-voting and e-voting during the AGM 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. August 10, 2023.
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