



Registered Office: 9th Floor, Antriksh Bhawan, 22 K G Marg, New Delhi-110001  
Tel. No.: +91 011-23736857, E-mail: [investor.services@pnbhousing.com](mailto:investor.services@pnbhousing.com)  
CIN: L65922DL1988PLC033856, Website: [www.pnbhousing.com](http://www.pnbhousing.com)

## **ADDENDUM TO THE NOTICE OF 36TH ANNUAL GENERAL MEETING OF THE COMPANY**

**Addendum to the Notice dated June 18, 2024, convening the Thirty-Sixth Annual General Meeting of the Company scheduled to be held on Monday, August 12, 2024, at 03:00 pm (IST) through Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”).**

To  
All the Members of PNB Housing Finance Limited

### **Withdrawal of Agenda Item No. 2 from the ordinary business of the 36th AGM of the Company**

The following Agenda Item in the Notice of the 36<sup>th</sup> Annual General Meeting of the Company dated June 18, 2024, stands withdrawn for the reasons stated in the Explanatory Statement attached to this Addendum:

Ordinary Business:

#### **2. Re-appointment of Mr. Kapil Modi as a Director**

To re-appoint Mr. Kapil Modi (DIN: 07055408) as a Non-Executive Nominee Director, who retires by rotation at the ensuing meeting and being eligible, offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013.

By Order of the Board of Directors  
For **PNB Housing Finance Limited**

Place: New Delhi  
Date: August 01 , 2024

Sd/-  
**Veena G Kamath**  
Company Secretary

## EXPLANATORY STATEMENT

The following explanatory statement sets out the reasons for withdrawal of Agenda Item No.2 from the Notice of 36<sup>th</sup> Annual General Meeting of the Company dated June 18, 2024.

PNB Housing Finance Limited ('Company') issued a Notice on June 18, 2024 ('AGM Notice') for convening the 36<sup>th</sup> Annual General Meeting (AGM) of the Members, scheduled to be held on Monday, August 12, 2024, at 3.00 PM through VC/OAVM. The said Notice was duly dispatched to all Members of the Company on July 17, 2024, in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and applicable SEBI Regulations.

It is to be noted that Quality Investment Holdings PCC ("QIH") had held 32.68% of equity shares of the Company and had accordingly nominated Mr. Sunil Kaul (DIN: 05102910) and Mr. Kapil Modi (DIN: 07055408) as non-executive nominee directors on the Board of the Company, in terms of the Articles of Association of the Company.

Subsequent to the issue of the said AGM Notice, QIH has sold 3,32,60,000 equity shares of the Company representing 12.805% of the total paid-up equity share capital of the Company through an on-market transaction on July 30, 2024. Consequent to such sale, the shareholding of QIH in the Company has reduced to 5,16,24,311 equity shares representing 19.876% of the total paid-up equity share capital of the Company.

As per Article 86 of the Articles of Association of the Company, in the event any shareholding of any shareholder falls below 26% (Twenty-six per cent) but not less than 10% (Ten per cent), then such shareholder is required to offer to the Board to withdraw the nomination of one of its director and member on the committee of the Board.

Accordingly, in compliance with Article 86 of the Articles of Association of the Company, upon disinvestment on July 30, 2024, QIH has withdrawn the nomination of Mr. Kapil Modi (DIN: 07055408) as a director on the Board and Committees of the Board of the Company, vide its letter dated July 30, 2024.

Consequent to the above, Mr Kapil Modi (DIN: 07055408) has submitted his resignation from the position of Non-Executive Nominee Director on the Board and the Committees of the Board of the Company with effect from July 30, 2024. The information of resignation of Mr Modi from immediate effect has been duly intimated to the stock exchanges.

For the reasons stated above, the Agenda Item No.2 of the AGM Notice pertaining to re-appointment of Mr. Kapil Modi (DIN: 07055408) as a Non-Executive Nominee Director (*who would have retired by rotation and re-appointed at the ensuing meeting in terms of Section 152(6) of the Companies Act, 2013*), stands withdrawn and shall not be transacted at the ensuing 36<sup>th</sup> AGM.

**Accordingly, the remaining agenda items i.e., Nos. 3, 4, 5, 6, 7, 8 and 9 of the AGM Notice shall stand renumbered as Item Nos. 2, 3, 4, 5, 6, 7 and 8, respectively. All references in the AGM Notice with respect to the Agenda Item, including the Explanatory Statement, shall be renumbered respectively.**

In view of the above, Agenda Item No.2 set forth in the Notice shall not be taken up for consideration by the Members of the Company at the 36<sup>th</sup> AGM.

Despite the above development, the Company is in compliance of the requirements under section 152(6) of the Companies Act, 2013 and related Rules.

Please note that there are no other modifications to the AGM Notice and this Addendum should be read in continuation of and in conjunction with the AGM Notice.

## NOTES

1. This Addendum to the AGM Notice shall form an integral part of the AGM Notice dated June 18, 2024, circulated to the Members of the Company and shall be read in continuation of and in conjunction with the AGM Notice.
2. Members are aware that the Company is offering e-voting facility [remote e-Voting period commences on Thursday, August 08, 2024 (9:00 a.m. IST) and ends on Sunday, August 11, 2024 (5:00 p.m. IST)] which will be enabled to its Members on all the resolutions pertaining to Agenda Item Nos.1 to 8 (as renumbered) proposed to be transacted at the AGM.
3. To enable the Members to exercise their voting rights through e-Voting facility or at the AGM on informed basis, the Company deems it appropriate to bring the latest factual position to the notice of all the Members of the Company by this Addendum to the AGM Notice.
4. In line with the MCA circulars and SEBI circulars, this Addendum to the AGM Notice and the AGM Notice dated June 18, 2024 have been made available on the website of the Company at [www.pnbhousing.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice along with this Addendum is also disseminated on the website of NSDL (agency for providing the electronic voting system during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. All other agenda items except as mentioned in this Addendum, along with explanatory statement of the AGM Notice dated June 18, 2024, shall remain unchanged from those previously notified.
6. Accordingly, all the concerned Members, Debenture Holders, Debenture trustees, stock exchanges, depositories, Registrar and Share Transfer agents, the agency appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the withdrawal of Agenda Item No. 2 of the AGM Notice and the consequent change.
7. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the Members on all working days during normal business hours upto the date of AGM.
8. In compliance with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Addendum is being published on August 2, 2024, in Newspapers viz. Business Standard (Hindi and English).
9. It is reiterated that entire contents of the AGM Notice dated June 18, 2024, including the date, time and business to be transacted (except as mentioned in this Addendum) at the AGM, explanatory statement (excluding information provided on re-appointment of Mr. Kapil Modi), relevant disclosures, etc. shall remain the same.

By Order of the Board of Directors  
For **PNB Housing Finance Limited**

Place: New Delhi  
Date: August 01, 2024

Sd/-  
**Veena G Kamath**  
Company Secretary