

May 12, 2022

To

Mr. Atul Kumar Goel
PNB House, 20, Rajdoot Marg
Chanakyapuri
New Delhi 110021

Respected Sir,

Sub: Your Induction as an Additional Director in the capacity of Non-Executive Nominee Director on the Board of PNB Housing Finance Limited

We are pleased to inform you that the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved your appointment on the Board of the Company as an Additional Director in the capacity of Non-Executive Nominee Director effective April 28, 2022.

I. Appointment

You will hold office upto the date of forthcoming General Meeting (GM) of the Company or period of three months from the date of appointment, whichever is earlier. You may seek your appointment as a Non-executive Director per applicable provisions of the Companies Act, 2013 read with SEBI Regulations.

The terms of your appointment shall be governed by the provisions of the Companies Act, 2013, Reserve Bank Directions/ circulars, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memorandum and Articles of Association of the Company as amended from time to time.

You are expected to devote such time as is necessary for the proper performance of your duties and as a Director you will be involved in a number of Board and committee meetings each year. You are expected to strive to attend all the scheduled quarterly board meetings, committee meetings, general meetings and other meetings or attendance as necessary.

II. Board/ Committee Meeting(s)

Company will give adequate notice of the dates of proposed Board Meeting, general meetings and meetings of applicable board committees. As per the provision of the Companies Act, 2013 the Company is expected to give you an advance notice of minimum 7 days of every board and committee meetings. A meeting of the Board may be called at shorter notice to transact urgent business subject to applicable provisions of the Companies, Act, 2013. The notice of the Board/Committee meetings will be provided along with the agenda of the Board/Committee meetings.

III. Disclosures, other directorships and other interests

During the term, you are requested to promptly notify the Company of any change in your directorships and provide such other disclosures and information as may be required under the applicable laws.

IV. Code of Conduct, Duties and Responsibilities

Copy is enclosed.



V. Insurance

The Company has taken an appropriate Directors' and Officers' Liability Insurance policy.

VI. Evaluation

As per SEBI regulations, the performance evaluation of every Director is conducted on an annual basis, based on the parameters and guidelines framed by the Nomination and Remuneration Committee and approved by the Board.

We are completing other formalities as prescribed under the Companies Act, 2013.

We wish you all the best.

Thanking You,

Yours faithfully

For PNB Housing Finance Limited


(Sanjay Jain)
CS & Head Compliance

