

November 04, 2022

To  
Mr. Dilip Kumar Jain  
Chief General Manager - CFO  
Punjab National Bank  
HO: Dwarka

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 category of Non-Executive Nominee Director effective November 04, 2022.

This letter sets out the terms of your appointment as a Non-Executive Nominee Director.

**I. Appointment**

You will hold office upto the date of next General Meeting of the Company or period of three months from the date of appointment, whichever is earlier. The Company shall be seeking shareholders approval within the prescribed time limit.

The terms of your appointment shall be governed by the provisions of the Companies Act, 2013, Reserve Bank of India 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 attend scheduled quarterly board meetings, general meetings and other meetings.

**II. Board/ Meetings**

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

You will keep the information of the Company acquired during the term of your Directorship, confidential during your tenure with the Company.

**Yours sincerely**

**For and on behalf of the Board of PNB Housing Finance Limited**

  
**Sanjay Jain**  
**Company Secretary and Head Compliance**