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POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") thereto]

Dear Member(s),

Notice is hereby given to the Members of PNB Housing Finance Limited ("the Company"), pursuant to the provisions of Section 108 and 110 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended ("Management Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof and any other applicable law(s) and regulation(s) for the time being in force, read with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") inter-alia for conducting the Postal Ballot through remote e-Voting vide General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 read with any other circulars issued in this regard (collectively the "MCA Circulars"), SEBI Circular dated October 03, 2024, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and notified by the MCA, and related SEBI circulars and other applicable provision(s), if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force to transact the Special Business as set out in this Postal Ballot Notice ("Notice") hereunder by passing Special Resolution by means of Postal Ballot only, by voting through electronic means ("remote e-Voting" or "e-Voting").

The proposed resolution set out in this Notice and the Explanatory Statement pursuant to Section 102 and Regulation 17(11) of the SEBI Listing Regulations, setting out the material facts and the reasons/ rationale thereof concerning the resolution mentioned in this Notice and additional information as required under SEBI Listing Regulations and circulars issued thereunder, together with notes and instructions for e-voting, are annexed hereto for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company has provided the facility of remote e-Voting through National Securities Depository Limited ("NSDL/e-voting agency") platform to enable the Members to cast their votes electronically.

In compliance with the provisions of Section 108 and 110 of the Act read with Rules framed thereunder and the MCA circulars issued in this regard, the communication of the assent (FOR) or dissent (AGAINST) of the Members would take place only through the remote e-Voting system. Hence, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The e-voting facility will be available during the following period:

Commencement of remote e-voting period	9:00 A.M. (IST) on Wednesday, February 19, 2025
End of remote e-voting period	5:00 P.M. (IST) on Thursday, March 20, 2025

The remote e-voting facility shall be disabled by NSDL after 05:00 PM (IST) on **Thursday, March 20, 2025**.

Members are requested to read the instructions in the Notes of this Notice under the section "Procedure /Instructions for e-Voting".

In compliance with MCA Circulars cited above, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) (collectively referred as "Depositories")/ Company's Registrar and Share Transfer Agent (RTA) i.e. MUFG Intime India Pvt Limited (formerly known as Link Intime India Pvt. Ltd.)/ Depository Participant(s) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Monday, February 17, 2025 ("cut-off date"). Each Member's voting rights shall be reckoned in proportion to his/her share of the

paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting. The said Notice is also available on the website of the Company at www.pnbhousing.com, stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and also on the website of e-Voting agency i.e. NSDL at www.evoting.NSDL.com. Members who have not registered their e-mail address with the RTA/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for e-Voting.

The e-voting period commences at **09:00 A.M.(IST) on Wednesday, February 19, 2025**, and will end at **5:00 P.M.(IST) on Thursday, March 20, 2025**, both days inclusive and thereafter the e-Voting module shall be disabled by the e-Voting agency for voting, post which the Members shall not be allowed to cast their votes. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently or cast their vote again.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mr. Rupesh Agarwal (Membership No. ACS 16302, CP No. 5673), failing him Mr. Shashikant Tiwari (Membership No. FCS 11919, CP. No. 13050), failing him Mr. Lakhan Gupta (Membership No. FCS 12682, CP. No. 26704) 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.

The Scrutinizer shall unblock the votes cast by the members through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer, after completion of scrutiny of votes, will submit his report to the Chairman/ Managing Director & CEO/ Company Secretary on or before Friday, March 21, 2025. The result of the Postal Ballot will be announced on or before **Saturday, March 22, 2025**. In addition to the results being communicated to Stock Exchanges where the equity shares of the Company are listed, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.pnbhousing.com and the website of RTA, on the website of NSDL at www.evoting.nsd.com and shall also be displayed on the Notice Board at the Company's Registered Office.

The Company seeks approval of the Members, for the following Special Business:

SPECIAL BUSINESS:

Re-appointment of Dr. Tejendra Mohan Bhasin (DIN:03091429) as an Independent Director 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Tejendra Mohan Bhasin (DIN:03091429), who holds the office as an Independent Director of the Company upto April 01, 2025 and is eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and other relevant disclosures/ declarations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from April 02, 2025 up to April 01, 2030 (both days inclusive) and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Officer(s) / Authorized Representative(s) of the Company and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

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

Sd/-
Veena G Kamath
Company Secretary

Place: New Delhi
Date: February 16, 2025

NOTES:

- 1. An Explanatory Statement pursuant to Sections 102 of the Act and Regulation 17(11) of the SEBI Listing Regulations setting out all material facts and reasons/rationale for the aforesaid special business is annexed hereto.** Details in terms of Regulation 36(3) of the SEBI Listing Regulations are also provided in the Explanatory Statement forming part of this Notice. Additional information pursuant to Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking re-appointment is also provided in the Explanatory Statement appended to this Notice.
2. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company has provided the facility to the Members to exercise their votes electronically through e-Voting facility provided by NSDL. The instructions for electronic voting are provided in the notes below.
3. In compliance with MCA Circulars and in conformity with the applicable regulatory requirements, this Notice is being sent to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the depositories and sent through electronic mode to those Members whose e-mail addresses are registered with their depository participants (in case of shares held in demat form) or with the Company's RTA (in case of shares held in physical form), as on **Monday, February 17, 2025 (Cut-off Date)**. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.pnbhousing.com, websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of RTA at <https://www.in.mpms.mufg.com> and NSDL at www.evoting.nsdl.com.
5. The voting rights of Members shall be in proportion to their share of the paid-up capital of the Company as on the Cut-off Date.
6. Only a member holding shares as on the cut-off date is entitled to exercise vote through e-Voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent (FOR) or dissent (AGAINST) of the Members would only take place through the e-Voting system. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.

It is however clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories/ Depository Participants) shall be entitled to vote on the afore-mentioned Resolution(s) in accordance with the process specified in this Notice.

7. The voting for this Postal Ballot cannot be exercised through proxy.
8. The Board of Directors of the Company has appointed Mr. Rupesh Agarwal (Membership No. ACS 16302, CP No. 5673), Managing Partner, failing him Mr. Shashikant Tiwari (Membership No. FCS 11919, CP. No. 13050), Partner, failing him Mr. Lakhn Gupta (Membership No. FCS 12682, CP. No. 26704), Partner of M/s Chandrasekaran Associates, Company Secretaries, New Delhi, who have given their consent as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
9. Members can cast their votes electronically which will commence at **09:00 A.M. (IST) on Wednesday, February 19, 2025**, and will end at **05:00 P.M. (IST) on Thursday, March 20, 2025**. The e-Voting module shall be disabled for voting thereafter. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. For e-Voting, please read the "Procedure/instructions for e-Voting" carefully enumerated hereinbelow. Once a vote on a resolution has been cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again on the said resolution.
10. All material documents related to the above-mentioned resolution and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 4:00 P.M. from the date of dispatch of notice until the e-Voting module is disabled on the last day of e-Voting i.e., 05:00 P.M.(IST) on **Thursday, March 20, 2025**. Alternately, Members may also send their requests to investor.services@pnbhousing.com from their registered e-mail address mentioning their names, DP ID and Client ID during the voting period of the postal ballot.
11. The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO/ Company Secretary after the completion of scrutiny of the votes cast through the e-Voting, the results of the Postal Ballot will be announced on or before Saturday, March 22, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.pnbhousing.com, on the website of the RTA at

<https://www.in.mpms.mufg.com> and on the website of NSDL at www.evoting.nsdl.com and the same shall be communicated to the stock exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

12. The last date of e-Voting, i.e., Thursday, March 20, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. The Resolution, if passed by requisite majority, shall be deemed to be passed as if the same has been passed at a general meeting of the Members convened in that behalf. The Scrutinizer's decision on the validity of e-Voting shall be final.
13. It is clarified that if a member fails to provide or update the relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
14. As required by Rule 20 and Rule 22 of the Management Rules, read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Delhi where the registered office of the Company is situated (in vernacular language i.e. Hindi).
15. The Scrutinizer shall, after the conclusion of Remote E-voting, unblock the votes cast through Remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the prescribed timeline, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman/ Managing Director & CEO/ Company Secretary in writing, who shall countersign the same and declare the result of the voting forthwith.
16. As the approval of members is being sought by way of Postal Ballot, the provisions regarding appointment of a proxy, route map and the attendance sheet is not applicable. Accordingly, same are not enclosed with this Postal Ballot Notice.
17. In case of any queries or grievances in relation to the resolutions proposed to be passed by Postal Ballot, Members may write to the Company Secretary at the e-mail id investor.services@pnbhousing.com
18. **Voting through electronic means:** Instructions and other information relating to Remote E-Voting are as below:

In compliance with provisions of Section 108 of the Act read with the Rules made thereunder, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide a facility to its Members, holding shares in physical or dematerialized form, as on the Cut-off date, to exercise their right to vote by electronic means on the businesses specified in the accompanying Notice through the electronic voting (the "E-voting") facility arranged by NSDL.

PROCEDURE/ INSTRUCTIONS FOR e-VOTING:

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

2. If you are 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 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 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user Id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, links are provided to access the system of all e-Voting Service Providers, so that the user can visit the ‘e-Voting service providers’ website directly.
3. 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.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 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.

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

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.com or call at 022 - 4886 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. 1800-21-09911

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 'Shareholder/Member' 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. 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*****
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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - 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.

Step 2: 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 investor.services@pnbhousing.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "**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 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 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.com

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:

1. 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 investor.services@pnbhousing.com
2. 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 investor.services@pnbhousing.com. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

EXPLANATORY STATEMENT

[In respect of the Special Business pursuant to Section 102 and regulation 17(11) of the SEBI Listing Regulations of the Companies Act, 2013]

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Act and Rules made thereunder, the Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI Listing Regulations to enable the Members holding Equity Shares of the Company to consider and approve the proposed Special Resolution.

Re-appointment of Dr. Tejendra Mohan Bhasin (DIN: 03091429) as an Independent Director of the Company

Dr. Tejendra Mohan Bhasin (DIN 03091429) was appointed as an Additional Director (Independent Director) of the Company pursuant to Section 149 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules"), by the Board of Directors of the Company effective from April 02, 2020, to hold office up to April 01, 2025 based on the recommendation of Nomination and Remuneration Committee and the Board of Directors. The Members, at the Annual General Meeting (AGM) held on August 05, 2020, had appointed him as the Independent Director from April 02, 2020, for a term of Five consecutive years. His first term as an Independent Director will be completed on April 01, 2025. As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each, subject to the members approving the second term by passing a special resolution. Dr. Tejendra Mohan Bhasin meets the criteria/requirements of an Independent Director as laid down under Section 149(6) of the Act, Regulation 16(1)(b) of the SEBI Listing Regulations and provisions of RBI Master Directions applicable to the Company.

As required under the provisions of the Companies Act, 2013 and related Rules, Secretarial Standard on General Meetings (SS-2) and under Regulation 36 of the SEBI Listing Regulations as amended, all the relevant information relating to Dr. Tejendra Mohan Bhasin, are provided in this explanatory statement:

Particulars	Details
Name of the Director	Dr. Tejendra Mohan Bhasin
DIN	03091429
Age	69 years
Nationality	Indian
Date of first appointment on the Board	April 02, 2020
Qualification	Dr. T.M. Bhasin holds an MBA (Finance), LL.B, CAIIB and M.Sc. Gold Medalist. A Delhi University topper in its one-year flagship programme in 'Criminology and Forensic Science', he is a fellow of the Indian Institute of Banking and Finance. He also completed the Advanced Financial Enterprises Management Programme at Harvard Kennedy School (US).
Nature of directorship	Independent Director, not liable to retire by rotation
Brief profile & nature of expertise in specific functional areas	Dr. T.M. Bhasin has been a career Banker for 37 years with notable roles as the Chairman and Managing Director of Indian Bank (from 2010 to 2015). He was appointed as the Vigilance Commissioner of India by Hon'ble President of India in CVC (in June 2015 to 2019) and has also chaired Advisory Board for Banking and Financial Frauds (constituted by CVC and RBI) from August 2019 to August 2023. His Doctoral Research findings and recommendations formed the basis of Pradhan Mantri Jan Dhan Yojana. He is a prolific author with a book on 'Ecommerce' in Indian Banking' and has numerous research papers to his credit.
Terms and conditions of re-appointment	The terms and conditions of his appointment as an Independent Director, as set out in this Notice, would be available for inspection and the same is available on the website of the Company www.pnbhousing.com . Terms of re-appointment will be similar to that of the existing terms.
No. of meetings of the Board attended during the year	Attended 11 meetings of the Board out of 11 meetings held during the financial year 2024-25, till January 2025.

Particulars	Details
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Listed entities: <ol style="list-style-type: none"> 1. Patanjali Foods Limited 2. SBI Cards Payment Services Limited 3. PNB Gilts Limited 4. SBI Life Insurance Company Limited
Memberships/ Chairmanships of the committees of the Board of Directors of the Company/other companies	<ol style="list-style-type: none"> 1.He is the Chairperson of Corporate Social Responsibility Committee and Risk Management Committee and member of Audit Committee of the Company. 2.He is the Chairman of Nomination and Remuneration and Stakeholders Relationship and Customer Experience Committee and member of Audit Committee and IT Strategy Committee of the SBI Cards and Payment Services Limited. 3.He is the Chairman of Nomination and Remuneration committee and Corporate Social Responsibility Committee and Special committee of Board for monitoring and follow-up cases of frauds and member of Audit Committee and Risk Management Committee and IT Strategy Committee of PNB Gilts Limited. 4. He is the chairman of Stake holders committee and a member of Audit committee and Nomination and Remuneration Committee of Patanjali foods Limited. 5.He is the Chairman of Board Stakeholders Relationship and Risk Management Committee and Member of CSR and Audit committee Board with profit committee and Policy holder protection committee and Nomination and Remuneration Committee of SBI Life Insurance Company Limited.
Names of Listed Entities from which Mr. Tejendra Mohan Bhasin resigned in past three years	Nil
No. of shares held including shareholding as a beneficial owner	Nil
Disclosure of relationships between Directors inter-se, with any other Director or Key Managerial Personnel of the Company	No Director or any Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said agenda item. Dr. T.M. Bhasin is not related to any other member of the Board or Key Managerial Personnel of the Company.
Details of remuneration sought to be paid if any	Dr. Tejendra Mohan Bhasin is eligible to receive a sitting fee, presently INR 1,00,000/- per meeting, for attending the meetings of the Board and INR 50,000/- for attending the meetings of the Board Committee(s). The sitting fee will be reviewed and revised by the Board from time to time, within the ceiling limit prescribed under the Companies Act, 2013. He is also eligible to receive re-imbursement of expenses towards travel, hotel and other incidental expenses incurred by the Director in the performance of his role and duties. He is eligible for the commission payable to Independent Directors subject to overall ceiling of 0.25% of the net profits of the Company as approved by the shareholders of the Company.
Last drawn remuneration	During the financial year 2024-25 an amount of INR 21,50,000 was paid towards the sitting fee for attending the meetings of the Board and its Committees till January 2025. An amount of INR 25,00,000 was paid during the year as a commission pertaining to the financial year 2023-24.

Particulars	Details
Date of first appointment on Board, and number of board meetings attended	Date of first appointment on the Board is April 02, 2020. He has attended 71 Board meetings since the date of his appointment.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>His skills and capabilities include Banking and financial management, corporate governance, better decision- making, covering Treasury Management, Risk Management, Balance Sheet Management, Credit Management, International Banking, Economic Analysis, etc.</p> <p>He also has industry knowledge, experience and expertise in corporate banking and general banking administration, 'E-Commerce in Indian Banking', Criminology and Forensic Science, Vigilance, Fraud Monitoring, etc.</p>
Justification for choosing the appointee for appointment- Skills and capability required for the role and the Director meets such requirement (in case of Independent Directors) & Performance evaluation report or summary	In the opinion of the Board and based on its evaluation, Dr. Tejendra Mohan Bhasin possesses appropriate skills, qualification, experience & knowledge and expertise and fulfils the conditions specified in the Act, Rules made thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and he is independent of the Management of the Company. As per the performance evaluation reports, Dr. Tejendra Mohan Bhasin's performance has been outstanding over the last Five years of his tenure in the Company.

The Company has received the following statutory disclosures/ declarations:

- Consent in writing to act as Independent Director (*Form DIR-2 pursuant to Rule 8 of the Appointment Rules*);
- Intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act (*Form DIR-8 in terms of the Appointment Rules*);
- Declaration to the effect that he meets the criteria of independence (*as per Section 149(6) read with schedule IV of the Act and regulation 16(1)(b) of SEBI Listing Regulations*);
- Declaration that he has not been debarred from holding the office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority (*pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018*);
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company (*as per Reg. 25(8) of SEBI Listing Regulations*);
- Confirmation that he continues to satisfy the fit and proper criteria as prescribed and the Deed of covenants as required under the Master Direction– Non-Banking Financial Company– Housing Finance Company (Reserve Bank) Directions, 2021;
- Notice of interest (*in terms of Section 184 of the Act in Form MBP-1*);
- Declaration that he has complied with the requirements under Rule 6 of the Appointment Rules; and
- Disclosure as per Regulation 26(2) of SEBI Listing Regulations.

The Company has, in terms of Section 160(1) of the Act, received a notice from a member in writing proposing his candidature for appointment as an Independent Director.

The Nomination and Remuneration Committee (“NRC”) of the Board, considering the knowledge, experience, diverse skills, expertise, contribution and based on the report of performance evaluation over the last Five years, and based on the Nomination and Remuneration Policy of the Company, has recommended to the Board for re-appointment of Dr. Tejendra Mohan Bhasin as an Independent Director for the second term of five consecutive years commencing from April 02, 2025 up to April 01, 2030.

Your Directors are of the opinion that Dr. Tejendra Mohan Bhasin fulfils the conditions specified in the Companies Act, 2013, SEBI Listing Regulations, Master Direction– Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and Master Direction– Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, for re-appointment as an Independent Director of the Company and his continued association would be of immense benefit to the Company and his re-appointment would be in the best interest of the Company.

The Board of Directors, considering the reports of performance evaluation of Dr. Tejendra Mohan Bhasin over the last Five years and his skills, experience and knowledge of the financial service industry, and in terms of regulation 25(2A) of the SEBI listing regulations, recommended to the Members for passing the special resolution for the re-appointment of Dr. Tejendra Mohan Bhasin as an Independent Director of the Company with effect from April 02, 2025 for a tenure of five consecutive years, pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. His office shall not be liable to retire by rotation.

The draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company and available for inspection without any fee by the Members at the Company’s Registered Office from 11:00 A.M. to 4:00 P.M. from the date of dispatch of notice until the e-Voting module is disabled on the last day of e-Voting i.e., 05:00 P.M.(IST) on Thursday, March 20, 2025. Further, the Statutory disclosures/ declarations as referred above would also be available for inspection by the Members at the Company’s Registered Office.

In terms of Sec.149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and related Rules made thereunder, Dr. Tejendra Mohan Bhasin is eligible to be re-appointed as an Independent Director and in the opinion of the Board, he fulfils the conditions specified in the Act and the rules made thereunder.

None of the Directors, except Dr. Tejendra Mohan Bhasin, or their relatives are, in any way, whether financially or otherwise, concerned or interested, in the special resolution set out at Special Business of the Notice.

The Board of Directors, therefore, recommends the passing of the resolution proposed in this Notice for the approval of Members, as a Special Resolution.

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

Sd/-
Veena G Kamath
Company Secretary

Place: New Delhi
Date: February 16, 2025