



POLICY ON BOARD DIVERSITY

OF

PNB HOUSING FINANCE LIMITED

Summary of Version History

Policy approved by	Board of Directors
Policy drafted by	Company Secretary & Head Compliance
Last Date of Renewal of Policy	October 4, 2016/V1.0 October 24, 2019/V2.0
Current Revision Date/No	May 18, 2023/V3.0



9th Floor, Antriksh Bhawan, 22 K G Marg, New Delhi-110001

POLICY ON BOARD DIVERSITY

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I. PURPOSE

This Policy on Board Diversity (the “**Policy**”) for the Board of Directors (the “**Board**”) of PNB Housing Finance Limited (the “**Company**”) has been formulated by the Board in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR**”).

II. VISION

The Company recognises the importance and benefits of having a diverse Board to enhance the quality of performance of the Board.

III. SCOPE

The Policy applies to the composition of the Board only. It is clarified that the Policy does not apply to diversity in relation to employees of the Company.

IV. POLICY STATEMENT

The Company recognises and embraces the significance of a diverse Board in its success and believes that a diverse Board will enhance the quality of decisions made by utilising the different skills, qualifications, professional experience and background, gender, ethnicity, knowledge, length of service, and other distinguished qualities of its members which are necessary for driving business results, achieving competitive advantage, effective corporate governance, sustainable and balanced development.

The Nomination and Remuneration Committee (“NRC”) is, *inter alia*, responsible for reviewing and assessing the composition and performance of the Board as well as for identifying appropriately qualified persons to be members of the Board.

The NRC maintains that all appointments to the Board will be made on the basis of merit and that the NRC will consider the benefits of diversity (including but not limited to the attributes listed above) while identifying and recommending persons for membership of the Board as well as in evaluating the Board and its individual members. The Board shall have an optimum combination of executive, non-executive and independent directors with at least one woman director, and the composition of the Board shall be in accordance with the Articles of Association of the Company, the Companies Act, 2013, LODR as well as other statutory, regulatory and contractual obligations of the Company.

Further, the NRC shall ensure that no person is discriminated against on grounds of nationality, ancestry, religion, caste, creed, race, age, gender, sexual orientation, marital status, pregnancy, childbirth or related medical conditions, disability, or any other personal or physical attribute which does not speak of the ability of such person to perform as a member of the Board.

V. REVIEW OF THE POLICY

The NRC will review the Policy periodically and recommend appropriate revisions to the Board.

VI. DISCLOSURE OF THE POLICY

The Company shall provide sufficient information about this Policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualification / characteristics.

The Policy will be hosted on the Company's website for public information.
