



Ref: PNBHFL/SE/EQ/FY2026-27/21

Date: May 30, 2026

BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 540173

National Stock Exchange of India Limited,
Listing Department
Exchange Plaza
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
Symbol: PNBHOUSING

Dear Sir/Madam(s),

Subject: Secretarial Compliance Report for the financial year ended March 31, 2026

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report for the financial year ended March 31, 2026, issued by the Secretarial Auditor, Vinod Kothari & Company, Practicing Company Secretaries.

This intimation is also made available on website of the Company <https://www.pnbhousing.com/>

Kindly take the above intimation on record.

Thanking You.

For PNB Housing Finance Limited

Veena
Kamath
Veena G Kamath
Company Secretary

Digitally signed by
Veena Kamath
Date: 2026.05.30
18:44:57 +05'30'

Encl: As above

VINOD KOTHARI & COMPANY

Practicing Company Secretaries
Nukleus, 501 & 501A, 5th floor,
Salcon Rasvilas, District Centre, Saket
New Delhi - 110017
Phone: 011-41315340
Email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
Udyog Aadhaar Number – WB10D0000448

Secretarial compliance report of PNB Housing Finance Limited for the financial year ended March 31, 2026

We have examined:

- (a) all the documents and records made available to us and explanation provided by **PNB Housing Finance Limited** ("listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:
 - I. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - II. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (till December 15, 2025);
- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 (with effect from December 16, 2025) regarding the Act and dealing with client;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

and based on the above examination, we hereby report that, during the Review Period:



Kolkata: B-42, Metropolitan Cooperative Housing Society, Kolkata 700105
Mumbai: 403-406, 175 Shreyas Chambers, D.N. Road Fort, Mumbai 400001
Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001

Continuation Sheet

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
Not applicable										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the PCS in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March 2025	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	Intimations to stock exchange u/r 30 read with schedule III.A.A2 with respect to issuance of non-convertible securities were made at the time of allotment of securities.		Regulation 30 of the Listing Regulations read with Para A.A.2 of Schedule III read with Master Circular dated November 11, 2024 (updated on January 30, 2026) on Listing Regulation requires intimation of the decision to issue securities to the stock exchanges	The Company is recommended to also give intimation under para A.A.2 of Schedule III of Listing Regulations along with the line items mentioned in the Master Circular at the time of issue of each tranche.	The Company has given intimation with respect to the issue of NCDs at the time of receiving in principal approval from the Board of Directors and upon allotment of	Given further recommendation.

Continuation Sheet

Sr. No.	Observations/ Remarks of the PCS in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March 2025	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
			within thirty minutes of the closure of the meeting where such issue has been approved.		the NCDs.	



II. We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of Board of directors of the listed entity. - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars /guidelines issued by SEBI.	a. Yes b. Yes	-
3	Maintenance and disclosure on website: - The listed entity is maintaining a functional website. - Timely dissemination of the documents/ information under a separate section on the website. - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	a. Yes b. Yes c. Yes	-
4	Disqualification of Directors: None of the Directors of the Company are disqualified under section 164 of the Companies Act, 2013, as confirmed by the listed entity.	Yes	We have verified the same basis the declarations furnished by Directors, details of filing on MCA website and list of disqualified directors as uploaded by the Registrar of Companies from time to time. We have also taken note of the certificate

Continuation Sheet

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
			non-disqualification of directors dated May 29, 2026 obtained by the listed entity.
5	Details related to Subsidiaries of the listed entity have been examined w.r.t.: a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries.	a. Yes b. Yes	The listed entity does not have a material subsidiary during the review period.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the Listing Regulations.	Yes	We have verified the same basis the checking carried out on a sample basis.
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	The Board Meeting dated May 23, 2025 noted that the performance evaluation of the Board, Directors, Committees and the Chairperson has been conducted by an external agency. The independent directors have also given their comments on evaluation done in their meeting dated May 10, 2025.
8	Related Party Transactions ('RPTs'): a. The listed entity has obtained prior approval of Audit Committee for all RPTs; or b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	a. Yes b. NA	There was no noticeable instance of subsequent approval/ ratification/ rejection of a transaction by the audit committee.
9	Disclosure of events or information:	Yes	We have verified the same basis the checking carried out on a sample basis.



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Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.		
10	Prohibition of Insider Trading: The listed entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	We undertook a process of walkthrough and checked entries made in the structured digital database, on a sample basis.
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	No action has been taken against the listed entity/ its promoter/ directors/ subsidiaries either by SEBI or by the Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder except: 1. Penalty imposed by BSE Limited on Punjab National Bank promoter for non-closure of Vulnerability Assessment and Penetration Testing amounting to Rs. 3,35,000. 2. Penalty imposed by NSE Limited on Punjab National Bank for non-closure of Vulnerability Assessment and Penetration Testing amounting to Rs. 3,35,000.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the Listing Regulations by listed entities.	NA	There has been no instance of resignation of statutory auditors during period under review

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Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
13	Additional Non-Compliances, if any: No additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	-

We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the Listing Regulations.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for improvement in the corporate practices to the compliance team for its necessary consideration and implementation by the Company.

Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M/s Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300

Nitin

Nitin Poddar
Partner

Membership No.: A37398

CP No.: 15113

UDIN: A037398H000551692

Peer Review Certificate No.: 4123/2023

Place: New Delhi

Date: May 30, 2026