



January 13, 2022

To
Mr Binod Kumar
Chief General Manager
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, vide circular resolution passed on January 12, 2022 has appointed you on the Board of the Company as an Additional Director in the capacity of Non-Executive Nominee Director effective January 12, 2022.

This letter sets out the terms of your appointment as an Independent 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, Master Direction Non-Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021, 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, committee meetings, general meetings and other meetings.

II. Board/Committee Meetings

Company will give you adequate notice of the dates of proposed Board Meetings, Committee Meetings (as applicable) 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.

Regd. Office: 9th Floor, Antriksh Bhavan, 22 Kasturba Gandhi Marg, New Delhi – 110 001
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CIN: L65922DL1988PLC033856



IV. Insurance

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

V. 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.

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

Yours sincerely

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

**Sanjay Jain
Company Secretary & Head Compliance**