



PNB Housing Finance Limited

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Telephone: +91-11- 66030500 E-mail: investor.services@pnbhousing.com Website: www.pnbhousing.com
CIN: L65922DL1988PLC033856

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Eighth (38th) Annual General Meeting** ("Meeting") of the member(s) of **PNB Housing Finance Limited** ("Company") will be held on **Monday, August 17, 2026, at 03:00 PM (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), to transact the following business(es):

ORDINARY BUSINESS

1. Adoption of Financial Statements:

To receive, consider and adopt the;

- Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon; and
- Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon.

2. Declaration of Dividend

To declare a dividend of Rs.8/- per equity share of face value of Rs.10/- each for the Financial Year ended March 31, 2026.

3. Re-appointment of Mr. D. Surendran (DIN:10174317) as Director

To re-appoint Mr. D. Surendran (DIN:10174317) as a Non-Executive Nominee Director, who retires by rotation at the ensuing meeting and being eligible, offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS

4. Approval of material related party transactions with Punjab National Bank

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), SEBI Master Circular dated January 30, 2026, the applicable provisions of Companies Act, 2013 ("Act") read with the rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014, RBI (Housing Finance Companies) Directions, 2025, RBI (Non-Banking Financial Companies- Credit Risk Management) Directions, 2025 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and any other applicable provisions of law, if any, (hereinafter referred to as "Applicable Laws") including any amendment, modification(s), variation or enactment or re-enactment(s) thereof, and in accordance with the Company's Policy on Related Party Transactions, each as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Audit Committee of the Board), for entering into, undertake and/or carrying out and/or continuing with arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), during the period commencing from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company, with Punjab National Bank ("PNB"), being a related party of the Company, whether by way of renewal(s) or extension(s) or modification(s) of existing contract/ arrangements/ transactions or otherwise, with respect to (i) Banking Transactions/ loan transactions/ credit facility(ies)/ term deposits /External

Commercial Borrowings/ investment in securities issued by the Company (ii) Acceptance/ Placing of Fixed Deposits (iii) Payment of Royalty fee (iv) Repayment of principal and interest on assignment of loans (v) any other transactions, including those specifically set out in the explanatory statement pursuant to Section 102(1) of the Act annexed to this Notice; to be entered into in the relevant period on an ongoing basis, whether individually and/or in the aggregate, notwithstanding that all the above transactions individually or in aggregate, may exceed the limits prescribed under Section 188 of the Act and/or any other applicable law or regulation, including the materiality threshold prescribed under Regulation 23 read with Schedule XII of the Listing Regulations, as may be applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to these resolution(s)."

5. Approval of material related party transactions with PNB Gilts Limited

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), SEBI Master Circular dated January 30, 2026, the applicable provisions of Companies Act, 2013 ("Act") read with the rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014, RBI (Housing Finance Companies) Directions, 2025, RBI (Non-Banking Financial Companies- Credit Risk Management) Directions, 2025 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and any other applicable provisions of law, if any, (hereinafter referred to as "Applicable Laws"), including any amendment, modification(s), variation or enactment or re-enactment(s) thereof and in accordance with the Company's Policy on Related Party Transactions as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Audit Committee of the Board), for entering into, undertake and/or carrying out and/or continuing with arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), during the period commencing from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company, with PNB Gilts Limited, being a related party of the Company, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/ arrangements/ transactions or otherwise, with respect to Investment/ redemption (purchase/ sale) of Government securities, maintenance of Subsidiary General Ledger (SGL) account, service rendered as an arranger for borrowings and investments by the Company, and for remittance of fee/ charges/ commission/ brokerage, by whatever name called, for such services availed by the Company or any other transactions including those specifically set out in the statement pursuant to Section 102(1) of the Act, annexed to this Notice, to be entered into in the relevant period on an ongoing basis, whether individually and/or in the aggregate, notwithstanding that all the above transactions individually or in aggregate, may exceed the limits prescribed under Section 188 of the Act and/or any other applicable law or regulation, including the materiality threshold prescribed under Regulation 23 read with Schedule XII of the Listing Regulations, as may be applicable from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to these resolution(s)."

6. Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature up to an amount not exceeding Rs.10,000 Crore, on private placement

To consider and if thought fit, to pass, the following resolution(s) as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Master Circular dated October 15, 2025,

for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Reserve Bank of India (Non-Banking Financial Companies–Miscellaneous) Directions, 2025, the applicable provisions of the Foreign Exchange Management Act, 1999 and rules, regulations, directions and guidelines issued thereunder, and other directions, guidelines, circulars and notifications issued by National Housing Bank (NHB) or Reserve Bank of India (RBI) or any other statutory/regulatory authorities from time to time, including any amendment(s), modification(s), variation(s) or enactment or re-enactment(s) thereof, and in accordance with the provisions of the Memorandum & Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee(s) thereof) to make offer(s), invitation(s) to subscribe and issue Redeemable, Secured or Unsecured Non-Convertible Debentures (NCDs)/bonds, including green bonds, social bonds, sustainability bonds (ESG bonds) or such other bonds with whatever name called, and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the RBI Directions/ Regulations, subordinated debt in the nature of Tier II NCDs/bonds, or such other debt instruments or bonds by whatever name called, introduced by the regulators from time to time, onshore and/or offshore, denominated in Indian Rupees and/or any Foreign Currency, for cash, either at par or premium or at a discount to the face value, upto an amount not exceeding Rs.10,000 Crore (Rupees Ten Thousand Crore only) under one or more information memorandum/ shelf disclosure/ offer document(s)/ General Information Document and Key Information Document, on private placement basis, in one or more series/ tranches, during a period of one year commencing from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments shall be within the overall limit of borrowings as approved by the Members of the Company from time to time, under Section 180 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take decision(s) about the terms of the Issue including class of investors to whom the Debentures are to be offered and allotted, the numbers of Debentures to be offered and allotted in each tranche, timing of the issue(s) of such securities, number of tranche(s)/ series, number of securities to be issued under each such tranche/series, tenure, purpose, face value, issue size, method of issuance, security/charge creation, if any, coupon/interest rate(s), yield, listing, allotment, pricing of the issue, date(s) of opening and closing of the offers/ invitations for subscription of such securities, deemed date(s) of allotment, exercise 'PUT' and 'CALL' option, utilization of the issue proceeds, redemption, to select, appoint and finalize the remuneration of various agencies and all matters connected with or incidental thereto and all other terms and conditions relating to the issue of the said securities on private placement basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, agreements, instruments and writings as it may in its sole and absolute discretion deem necessary, in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s)/ Committees and/or Officers(s) of the Company, to give effect to the aforesaid resolution(s)."

7. To approve increase in borrowing limits of the Company from Rs.1,05,000 Crore to Rs.1,50,000 Crore under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Resolution(s) passed at the Thirty-first Annual General Meeting of the Company held on July 29, 2019, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, for the purpose of carrying out the Company's business, to borrow any sum or sums of money for and on behalf of the Company, from time to time, whether unsecured or secured, fund based or non-fund based, from any one or more persons, banks, financial institutions, firms, bodies corporate or other

lenders, at its discretion, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company (excluding temporary loans obtained from the Company's bankers in the ordinary course of business from banks, whether in India or outside India) may at any time exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, subject to such outstanding aggregate borrowings shall not exceed Rs.1,50,000 Crore (Rupees One Lakh Fifty Thousand Crore only) and such borrowings shall always be within the ceiling of borrowings as stipulated in the Reserve Bank of India (RBI) Directions/Regulations and National Housing Bank (NHB) guidelines as amended from time to time and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the authority be and is hereby granted to borrow from Banks or financial institutions, issue short term and long-term debt instruments of the Company including by way of issue of Debentures on private placement or public issue of Non-Convertible Debentures (NCDs) or such other instruments like Commercial Papers (CPs), External Commercial Borrowings (ECB's), Refinance facilities, Public Deposits or any other deposits and through other permissible instruments as per Directions/Regulations issued by RBI, SEBI, and such other authorities, in one or more tranches, be such that the total outstanding borrowing by way of issue of such instruments at any one point of time shall not exceed the aforesaid limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do, from time to time, all such acts, deeds, matters and things, and to sign all such documents and writings as may be necessary, expedient and incidental thereto including delegating its powers to give effect to these resolutions and for matters connected therewith or incidental thereto."

8. To approve creation of charge/mortgage over the movable and immovable properties of the Company, in respect of borrowing in terms of Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Resolution(s) passed at the Thirty-first Annual General Meeting of the Company held on July 29, 2019, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as per the applicable directions/ guidelines issued by the by National Housing Bank (NHB) or Reserve Bank of India (RBI) & any other circulars, notifications & guidelines issued in this regard (including any statutory amendment(s) or modification(s) or enactment or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, for the purpose of carrying out the Company's business;

(a) to create mortgage(s) and/or charge(s) and/or hypothecation(s), in addition to the existing mortgage(s) and/or charge(s) and /or hypothecation(s) created by the Company, any/all immoveable and/or moveable properties of the Company including receivables in form of book debts, wheresoever situated, present and future and the whole or part of the undertaking of the Company to or in favour of any one or more persons, banks, financial institutions, firms, bodies corporate or other lenders situated within or outside India or trustees for the lenders/ debenture-holders, to secure the principal amount of financial assistance granted/ to be granted by the lenders, together with all interest thereon, commitment charges, costs, expenses involved and all other moneys payable by the Company either jointly or severally or in any other combination thereof, in terms of the respective facility agreements, arrangements, entered into/ to be entered into by the Company in respect of the aforesaid borrowings/ assistance, provided that the maximum extent of the securities so created and outstanding against the properties of the Company does not exceed Rs.1,50,000 Crore (Rupees One Lakh Fifty Thousand Crore only), as approved under Section 180(1)(c) of the Companies Act, 2013, at any time; and

(b) to negotiate, finalise and execute all documents for creation and registration of aforesaid mortgage(s) and/ or charge(s) and/ or hypothecation(s) with the lenders/ financial institutions/ asset reconstruction companies/ trustees, such documents/ agreements/ undertakings/ indemnities/ guarantees as may be required and to propose/ accept any modifications to the terms and conditions thereto and doing all such acts, deeds and things as may be necessary for giving effect to these resolutions and continuing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the board of directors or any committees thereof and the lenders, agents and/or trustees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do, from time to time, all such acts, deeds, things etc. and to sign all such documents and writings as may be necessary, expedient and incidental thereto including delegating its powers to give effect to these resolutions and for matters connected therewith or incidental thereto."

9. Appointment of Mr. Shreekant (DIN: 11808336) 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 other applicable provisions of the Companies Act, 2013 (the "Act"), if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules") (including any statutory amendment(s) or modification(s) or enactment(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"), applicable clauses of the RBI Non-Banking Financial Companies (Governance) Directions, 2025 and other applicable 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 the Board of Directors of the Company ("Board"), Mr. Shreekant (DIN: 11808336), who 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 who is eligible for appointment as an Independent Director of the Company, 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 appointed as an Independent Director of the Company, for a period of 3 (three) consecutive years commencing from July 10, 2026 up to July 09, 2029 (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."

10. Appointment of Mr. Rajiv Kumar Singh (DIN: 03060652) 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 other applicable provisions of the Companies Act, 2013 (the "Act"), if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules") (including any statutory amendment(s) or modification(s) or enactment(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"), applicable clauses of the RBI Non-Banking Financial Companies (Governance) Directions, 2025 and other applicable 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 the Board of Directors of the Company ("Board"), Mr. Rajiv Kumar Singh (DIN: 03060652), who 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 who is eligible for appointment as an Independent Director of the Company, 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 appointed as an Independent Director of the Company, for a period of 3 (three) consecutive years commencing from July 10, 2026 up to July 09, 2029 (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: July 10, 2026

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) and Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 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 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 Listing Regulations, SS-2 and Circulars issued by Ministry of Corporate Affairs (MCA), the Company has provided the facility to the Members to exercise their votes electronically through e-Voting facility provided by National Securities Depository Limited (NSDL)

3. In view of the general circulars issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020 read with various subsequent Circulars, Circular No.09/2024 dated 19th September, 2024 latest being 22nd September, 2025, (collectively the "MCA Circulars") and Securities and Exchange Board of India (SEBI) Circulars / Regulations, companies are allowed to hold the Annual General Meeting through VC or OAVM without the physical presence of the Shareholders at a common venue. Therefore, the forthcoming 38th AGM of the Company is scheduled to be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) in compliance with MCA circulars and SEBI circulars. Hence, Shareholders can attend and participate in the ensuing AGM through VC/ OAVM. The deemed venue of the meeting shall be considered as the Registered Office of the Company. In compliance with the general Circular No. 20/2020 issued by the MCA, item mentioned in this AGM Notice are considered unavoidable and forms part of this Notice. The AGM has been scheduled through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

4. Pursuant to MCA circulars and SEBI circulars, physical presence of the members has been dispensed with for attending the meeting through VC/OAVM, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the attendance slips, proxy form and route map are not annexed to this Notice. However, in pursuance of Section(s) 112 and 113 of the Companies Act, 2013, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Institutional/Corporate members intending to authorize their representatives to attend and vote at the Meeting are requested to send certified copy of the Board Resolution or Authorisation Letter (JPG/ PDF Format), authorising their representative(s) to attend and vote on their behalf at the Meeting, at secretarial.cso@pnbhousing.com before e-voting/ attending AGM from their registered email ID.

5. Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting i.e. 2:30 P.M. (IST) (Meeting will start at 3:00 P.M. IST) and shall participate throughout the AGM. The facility of participation at the AGM through VC/OAVM will be made available to upto 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. The Company has availed the services of National Securities Depository Limited (NSDL) for arrangement of the AGM on VC to enable the Members to participate in the meeting in terms of the Circulars cited above.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting and e-voting during the AGM (collectively referred as "electronic voting") to its Members to cast their votes in respect of the resolutions listed in this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating VC and electronic voting, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

8. In line with the MCA circulars and SEBI circular, the Notice calling the AGM has been uploaded on the website of the Company at www.pnbhousing.com and the websites of the stock exchanges, where the securities of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the electronic voting system during the AGM) i.e., www.evoting.nsdl.com.

9. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, AVP, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email id– evoting@nsdl.co.in or at telephone nos.:- +91 022 - 4886 7000, who will also address the grievances connected with the voting by electronic means.

10. The voting rights of Members for electronic voting at AGM shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on cut-off date i.e. closing of business hours of Tuesday, August 11, 2026.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, and all documents referred to in the Notice and Secretarial Auditors certificate on implementation of ESOP Scheme(s) of the Company in compliance with applicable SEBI regulations and all related approvals and Memorandum and Articles of Association of the Company are available for inspection by the Members electronically, without any fee by the members, from the date of circulation of this Notice up to the date of the 38th AGM. Members seeking to inspect such documents are requested to send an email to secretarial.cso@pnbhousing.com.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM.

13. The Members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2025-26 or on any other related subject may write to the Company at e-mail ID secretarial.cso@pnbhousing.com at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.

14. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a 'speaker', may send their request mentioning their name, DEMAT account number, email id, mobile number to secretarial.cso@pnbhousing.com. on or before Saturday, August 08, 2026.

Those shareholders who have registered themselves as a 'speaker' will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

15. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e- Voting then he/she can use his/her existing user ID and password for casting the vote.

16. The Board has appointed Mr. Kapil Dev Taneja (Membership No.: F4019, CP No. 22944), failing him Mr. Neeraj Arora (Membership No.: F10781, CP No. 16186), partners of M/s Sanjay Grover & 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. The Scrutinizer will submit his report in the votes cast through remote e-Voting and votes cast during the AGM, to the Chairman of the Company or to any other person authorized by the Chairman, within two working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company's website www.pnbhousing.com and on the Notice Board of the Company.

GENERAL INSTRUCTIONS:

1. The Board of Directors of the Company ('Board') at its meeting held on April 20, 2026, recommended a dividend of Rs.8/- per equity share of Rs.10/- each. Further, the Board has fixed Friday, July 31, 2026, as the Record Date for determining the Members entitled to receive dividend for the Financial Year ended March 31, 2026, subject to approval of the shareholders at this AGM. The dividend, if approved by the Members at the AGM, will be paid subject to deduction of income tax at source (TDS).

2. Members may note that the Income-tax Act, 2025, ("the IT Act 2025"), mandates that dividend paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In general, to enable compliance with the TDS requirements, Members holding shares in demat form are requested to complete and/or update their Residential status, PAN, Category as per the IT Act with their Depository Participants ('DPs').

3. Members willing to claim unclaimed dividends are requested to correspond with the Registrar and Share Transfer Agents of the Company, or with the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).

4. Change of Address or Other Particulars: Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, Nominations, bank details, mandate instructions, National Electronic Clearing Service ('NECS') mandates, etc. under the signature of the registered holder(s) to the Depository Participants in respect of their shares held in electronic form.

5. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

6. The Company has a dedicated e-mail address investor.services@pnbhousing.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest. The Company's website www.pnbhousing.com has a dedicated section for members at 'Investors' Page.

7. All shares and dividend-related correspondence may be sent to RTA at the following address:
 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)
 C 101, 247 Park,
 L B S Marg, Vikhroli West, Mumbai 400 083
 Phone: +91 22 49186000
 Fax : +91 22 49186060
 e-Mail: enotices@in.mpms.mufg.com

8. Green Initiative— Members who are yet to register/ update their email addresses with the Company/ RTA or with the Depository Participants are once again requested to register/ update the same for receiving the notices, annual reports and other documents through electronic mode. A letter providing the web-link for accessing the Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email.

9. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has introduced Online Dispute Resolution ('ODR'), which is in addition to the existing SEBI Complaints Redress System ('SCORES') platform, which can be utilised by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve disputes with the Company and on the SCORES platform. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

10. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of AGM for the purpose of recording the minutes of the proceedings of this AGM.

11. In terms of Regulation 36(1)(b) of SEBI LODR Regulations the Letter providing the web-link, including the exact path, where complete details of the Annual Report are available being sent to those shareholders(s) who have not registered their email address with the Company/ Registrar and Transfer Agent /Depository Participants / Depositories.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, August 13, 2026 at 09:00 A.M. and ends on Sunday, August 16, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, August 11, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode: In terms of SEBI Master circular dated January 30, 2026, 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 hold 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 or joining virtual meeting & voting during the meeting. 5. 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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links 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 or joining virtual meeting & voting during the meeting.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 e-Voting and joining virtual meeting 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 140452 then user ID is 140452001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'? 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'. 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:
 - 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
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - 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.
 - 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 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 sanjaygrover7@gmail.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, AVP, 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 secretarial.cso@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 secretarial.cso@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 and joining virtual meetings 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 09th December, 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.

The instructions for members for eVoting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders who will be present in the EGM/AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e- Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.services@pnbhousing.com. The same will be replied by the company suitably. For Registration as a Speaker, please refer to Notes to Notice.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013, Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and additional information on appointment/re-appointment of directors as required under Regulation 36 of the said regulations and secretarial standards to the extent applicable]

The following explanatory statement sets out all material facts relating to the Item No.3 and special business set out in the accompanying Notice of the Annual General Meeting (AGM) mentioned under Items Nos.4 to 10 of this Notice.

Item No.3: Re-appointment of Mr D Surendran (DIN: 10174317) as Director

All the relevant information in terms of Regulation 36 of SEBI Listing Regulations and other applicable provisions relating to Mr D. Surendran, Non- Executive Nominee Director, who is liable to retire at the AGM and being eligible has offered himself for re-appointment, are provided in **Annexure-I**, attached to this explanatory statement.

Item No.4: Approval of material related party transactions with Punjab National Bank

The provisions of Regulation 23 of the SEBI Listing Regulations, SEBI Master Circular dated January 30, 2026 and such other applicable provisions of law, if any, as amended from time to time (hereinafter referred to as "Applicable Laws"), mandates prior approval of Members of the Company by way of an ordinary resolution, for all material related party transactions and subsequent material modifications, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the following:

Consolidated Turnover of the Company Threshold	Threshold
(i) Up to Rs.20,000 Crore	10% of the annual consolidated turnover of the Company
(ii) More than Rs.20,000 Crore to upto Rs.40,000 Crore	Rs.2,000 Crore + 5% of the annual consolidated turnover of the Company above Rs.20,000 Crore
(iii) More than Rs.40,000 Crore	Rs.3,000 Crore + 2.5% of the annual consolidated turnover of the Company above Rs.40,000 Crore or Rs.5,000 Crore, whichever is lower

The annual consolidated turnover of the Company for the financial year 2025-26 was Rs.8,505.04 Crore.

Further, a transaction pertaining to payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company as stipulated under Regulation 23 of the Listing Regulations.

Accordingly, the Company is required to comply with Regulation 23 of the Listing Regulations with respect to material related party transactions proposed to be undertaken during financial year 2026-27.

Punjab National Bank (PNB) is the promoter and consequently, a related party of the Company. Details of transactions with PNB are disclosed in the notes forming part of the financial statements. The transactions with PNB are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material-related party transactions. The Company intends to continue such transactions during FY27. Hence, approval of the Members is being sought for material RPTs for FY27.

The Management of the Company has provided the Audit Committee with the relevant details in terms of Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated January 30, 2026, about the proposed Related Party Transactions (RPTs) including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company, basis of pricing, etc.

The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director & CEO and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) are in the interest of the Company.

The Company has provided minimum information to the shareholders for approval of related party transactions

in terms of Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated January 30, 2026, as amended from time to time, in **Annexure-II** attached to this explanatory statement. The Members are requested to note that the proposed transactions are in the interest of the Company as detailed in the said Annexure.

As per the proviso under Regulation 23(4) of the Listing Regulations, the omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time. Accordingly, the Company proposes to obtain approval of its shareholders to give further authorization to the Board for carrying out and/or continuing with the arrangements and transactions with PNB.

The Audit Committee of the Board has accorded approval for the proposed material related party transactions with PNB. The Board has also recommended that the proposed material related party transactions placed at Item No.4, be placed before the shareholders as an Ordinary Resolution at the AGM seeking their approval.

Except for Mr. D. Surendran, Executive Director of PNB and Mr Dipankar Mahapatra, Chief General Manager of PNB (both are Nominee Directors in the Company) none of the Directors, Key Managerial Personnel or their relatives, other than to the extent of their shareholding, if any, in the Company, are concerned/interested in the above resolution(s).

The Shareholders may please note that, in terms of provisions of the Listing Regulations, no related party(ies) shall vote to approve the Ordinary Resolution for Item No.4 of the Notice.

Item No.5: Approval of material related party transactions with PNB Gilts Limited

The provisions of Regulation 23 of the SEBI Listing Regulations, SEBI Master Circular dated January 30, 2026 and such other applicable provisions of law, if any, as amended from time to time (hereinafter referred to as "Applicable Laws"), mandates prior approval of Members of the Company by way of an ordinary resolution, for all material related party transactions and subsequent material modifications, even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the following:

Consolidated Turnover of the Company Threshold	Threshold
(i) Up to Rs.20,000 Crore	10% of the annual consolidated turnover of the Company
(ii) More than Rs.20,000 Crore to upto Rs.40,000 Crore	Rs.2,000 Crore + 5% of the annual consolidated turnover of the Company above Rs.20,000 Crore
(iii) More than Rs.40,000 Crore	Rs.3,000 Crore + 2.5% of the annual consolidated turnover of the Company above Rs.40,000 Crore or Rs.5,000 Crore, whichever is lower

The annual consolidated turnover of the Company for the financial year 2025-26 was Rs.8,505.04 Crore.

Accordingly, the Company is required to comply with Regulation 23 of the Listing Regulations with respect to material related party transactions proposed to be undertaken during financial year 2026-27.

Punjab National Bank (PNB) is the promoter of PNB Housing Finance Limited and of PNB Gilts Limited. Hence, PNB Gilts Limited is a related party of the Company. Details of transactions with PNB Gilts Limited are disclosed in the notes forming part of the financial statements. The transactions with PNB Gilts are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material-related party transactions. The Company intends to continue such transactions during FY27. Hence, approval of the Members is being sought for material RPTs for FY27.

The Management of the Company has provided the Audit Committee with the relevant details in terms of Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated January 30, 2026, about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company, basis of pricing, etc.

The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director

& CEO and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) are in the interest of the Company.

The Company has provided minimum information to the shareholders for approval of related party transactions in terms of Regulation 23 of the Listing Regulations read with the SEBI Master Circular dated January 30, 2026, as amended from time to time, in **Annexure-III** attached to this explanatory statement. The Members are requested to note that the proposed transactions are in the interest of the Company as detailed in the said Annexure.

As per the proviso under Regulation 23(4) of the Listing Regulations, the omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time. Accordingly, the Company proposes to obtain approval of its shareholders to give further authorisation to the Board for carrying out and/or continuing with the arrangements and transactions with PNB Gilts.

The Audit Committee of the Board has accorded approval for the proposed material related party transactions with PNB Gilts Limited. The Board has also recommended that the proposed material related party transactions placed at Item No.5, be placed before the shareholders as an Ordinary Resolution at the AGM seeking their approval.

Except for Mr D Surendran, Executive Director of PNB, Mr Dipankar Mahapatra, Chief General Manager of PNB (both are Nominee Directors in the Company), and Dr T M Bhasin (Independent Director of PNB Gilts Limited), none of the Directors, Key Managerial Personnel or their relatives, other than to the extent of their shareholding, if any, in the Company, are concerned/interested in the above resolution(s).

The Shareholders may please note that, in terms of provisions of the Listing Regulations, no related party(ies) shall vote to approve the Ordinary Resolution for Item No.5 of the Notice.

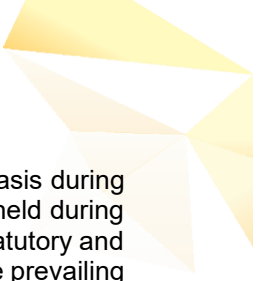
Item No.6: Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature up to an amount not exceeding Rs.10,000 Crore, on private placement.

The Company is engaged in the business of providing housing and non-housing loans. One of the constituents of the Company's borrowings is in the form of Non-Convertible Debentures. Keeping in view the expected growth in the activities and operations of the Company and the requirement of additional funds through multiple sources, to grow the asset book, for refinancing existing debt and other general purposes of the Company, it is proposed to offer or invite subscription for bonds or NCDs or tier II bonds, or any other bonds, onshore and/or offshore, denominated in Indian Rupees and/or any foreign currency, for cash either at par or discount or premium to face value, issuance of Redeemable Non-Convertible Debentures (NCDs), including green bonds, social bonds, sustainability bonds (ESG bonds) or such other bonds with whatever name called, and/or any other hybrid instruments (not in the nature of equity shares), sub-ordinated debts or any other debt security, secured or unsecured, upto an amount not exceeding Rs.10,000 Crore, on private placement basis, during the period of one year commencing from the 38th Annual General Meeting (AGM).

In terms of Section 42, 71 and all other applicable provisions of the Companies Act, 2013, a Company may make an offer or invitation for subscription of securities including NCDs by way of private placement. Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the said Act, a Company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

At the 37th AGM of the Company held on August 21, 2025 (vide Agenda No. 7 of the Notice dated July 02, 2025), approval of the members of the Company was obtained for authorising the Board of Directors of the Company to Offer or Invite for subscription NCDs upto an amount of ₹10,000 Crore only, on private placement basis, in one or more tranches, during the period of one year commencing from the said AGM until the conclusion of the next AGM, to be held during 2026. During FY26, the Company borrowed Rs.2,325 Crore through NCDs as per the long-term funds requirement of the Company and market conditions prevailing during FY 2026. The NCDs outstanding as on March 31, 2026, was Rs.7,535.70 Crore, which works out to be 10.6% of the total borrowings.

Considering the above, the Board of Directors of the Company at its meeting held on July 10, 2026 has recommended to obtain the consent of the Shareholders of the Company for borrowing/raising funds by issue



of Non-Convertible Debentures (NCDs) or bonds, in one or more tranches, on a private placement basis during the period of one year commencing from the 38th AGM until the conclusion of the next AGM, to be held during 2027. The said debt securities would be issued by the Company in accordance with the applicable statutory and regulatory guidelines, for cash, either at par or discount or premium to face value depending upon the prevailing market conditions.

The disclosure pursuant to Rule 14(1) of the Prospectus and Allotment Rules 2014 is provided under **Annexure-IV**, annexed to this Notice.

The members had also authorized the Board of Directors to do all such acts, deeds, things etc. as may be deemed necessary in respect of issue of NCDs as detailed in the resolution(s), in their absolute discretion.

The Company falls under the category of Large Corporate (LC) and as per SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2025/0000000137 dated October 15, 2025, the requirement of mandatory qualified borrowing by an LC in a Financial Year (not less than 25% of the qualified borrowings) shall be met over a contiguous block of three years i.e., by March 31, 2027. The Company shall follow the applicable requirements under SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other applicable Regulations/ Directions/ Guidelines issued by SEBI, RBI, MCA and such other authorities from time to time. The Company has fulfilled the mandatory qualified borrowings in FY25 and FY26.

The Company holds Credit Rating of AAA/Stable rating from India's premier rating agencies i.e., CARE Ratings and India Ratings. The Company shall raise long term funds through debt securities viz., NCDs in the current year and meet the business and mandatory requirement of raising funds through debt securities on private placement basis.

In view of the above, as an enabling authorization, it is proposed that the shareholders authorize the Board to borrow money through NCDs up to Rs.10,000 Crore (Indian Rupees Ten Thousand Crore only) on incremental basis for a period of one year from the conclusion of the 38th AGM until the conclusion of the next AGM, through private placement offer letter(s) from time to time, which will be within the overall borrowing limit as approved by the shareholders of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution(s) set out at Item No.6 of this Notice.

The Board accordingly recommends to the Members of Company for passing of the Special Resolution, as set out at Item No. 6 of this Notice.

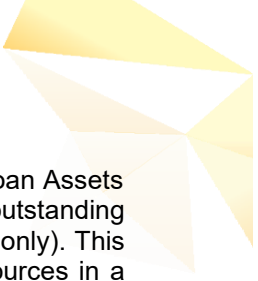
Item No.7: To approve increase in borrowing limits of the Company from Rs.1,05,000 Crore to Rs.1,50,000 Crore under Section 180(1)(c) of the Companies Act, 2013

At the 31st Annual General Meeting of the Company held on July 29, 2019, consent of the shareholders was obtained u/s.180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of Rs.1,05,000 Crore (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) and the shareholders have authorised the Board of Directors of the Company to create security to the extent of the borrowing limits approved by the members from time to time.

Due to the nature and size of Company's business, the financial assistances availed by the Company from various banks/ financial institutions/ Foreign Institutional Investors (FIIs)/debenture-holders/ depositors exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company, it is necessary for the members to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013.

The Company to meet its ongoing and expanding business requirements, mobilizes funds through a diversified mix of funding sources, including Borrowing from Banks, Bonds and Non-Convertible Debentures (NCDs), Commercial Papers (CPs), NHB Refinance, External Commercial Borrowings (ECBs), Public Deposits, any other short term or long-term funding source and such other funding sources as permissible as per Statutory and regulatory provisions as amended from time to time.

As on March 31, 2026, the Company's total outstanding borrowings stood at Rs.71,199 Crore. The Company's Loan Asset at Rs.87,471 crore as on March 31, 2026 has grown at a CAGR of around 15% and is expected to continue its growth momentum. As a result, the borrowing requirement to fund the business growth is expected to increase over the medium term. Additionally, funding is required to replace the existing borrowing at the time



of maturity as per the respective sanction terms. Accordingly, to support the anticipated growth in Loan Assets and to align with the Company's long-term funding strategy, it is proposed to increase the overall outstanding borrowings from Rs.1,05,000 Crore to Rs.1,50,000 Crore (Rupees One Lakh Fifty Thousand Crore only). This enhanced limit will provide sufficient headroom for medium term to raise incremental funding resources in a timely and cost-efficient manner while ensuring business continuity and financial prudence.

In order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the members is sought through the resolution(s) proposed at Item No.7 by way of special resolution to enable the Board of Directors of the Company to borrow moneys upto a sum of Rs.1,50,000 Crore (Rupees One Lakh Fifty Thousand Crore only), excluding the temporary loans obtained from Company's Bankers in the ordinary course of business. In terms of Reserve Bank of India (Housing Finance Companies) Directions, 2025 and such other regulations, as amended from time to time, the Company shall restrict its aggregate borrowings to less than 12 times the Net Owned Fund (NOF) as per the audited results of the Company.

None of the Promoters, Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No.7 of this Notice, except that the nominee Director(s) Mr D. Surendran and Mr Dipankar Mahapatra representing Punjab National Bank, Dr T M Bhasin, Independent Director of PNB Gilts Limited, may be deemed to be interested in the Resolution to the extent of the loans, credit facilities and other banking arrangements availed by the Company from Punjab National Bank and transactions with PNB Gilts Limited, within the limits approved by the shareholders for material related party transaction(s) under Item Nos.4 and 5.

The Board accordingly recommends to the Members of Company for passing of the Special Resolution, as set out at Item No.7 of this Notice.

Item No.8: To approve creation of charge/mortgage over the movable and immovable properties of the Company, in respect of borrowing in terms of Section 180(1)(a) of the Companies Act, 2013

At the 31st Annual General Meeting of the Company held on July 29, 2019, consent of the shareholders was obtained u/s.180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of Rs.1,05,000 Crore (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) and the shareholders have authorised the Board of Directors of the Company to create security to the extent of the borrowing limits approved by the members from time to time.

The Company to meet its ongoing and expanding business requirements, mobilizes funds through a diversified mix of funding sources, including Borrowing from Banks, Bonds and Non-Convertible Debentures (NCDs), Commercial Papers (CPs), NHB Refinance, External Commercial Borrowings (ECBs), Public Deposits, any other short term or long-term funding source and such other funding sources as permissible as per Statutory and regulatory provisions as amended from time to time, within the borrowing limits approved by the members from time to time. These borrowings should be secured in favor of the banks, financial institutions, Foreign Institutional Investors (FII's), debenture-holders/ depositors/ their trustees, etc., by way of mortgage and/or charge on the assets/ hypothecation of book debts/ receivables of the Company, both present and future. Hence, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, to authorise the Board of Directors or Committees authorised by the Board in this regard, so that the aggregate securities created shall not exceed Rs.1,50,000 Crore at any given point of time.

Provisions of Section 180(1)(a) of the Companies Act, 2013 read with the applicable Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

As per item no.7 the Company has requested the members to enhance the overall borrowing limits from Rs.1,05,000 Crore to Rs.1,50,000 Crore (Rupees One Lakh Fifty Thousand Crore only) and accordingly, subject to such proposed outstanding aggregate borrowings not exceeding Rs.1,50,000 Crore, in order to comply with the requirements under Section 180(1)(a) of the Companies Act, 2013, consent of the members is sought through the resolution(s) proposed at Item no.8 to authorise the Board to secure such borrowings by way of mortgage and/or charge on the assets/ hypothecation of book debts/ receivables of the Company, creation of security on all or any of the movable and/ or immovable properties, tangible or intangible assets of the Company, both present and future, within the overall limits of the borrowing powers of the Board of Directors as determined

by the members of the Company from time to time.

None of the Promoters, Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No.8 of this Notice, except that the nominee Director(s) Mr D. Surendran and Mr Dipankar Mahapatra representing Punjab National Bank, Dr T M Bhasin, Independent Director of PNB Gilts Limited, may be deemed to be interested in the Resolution to the extent of the loans, credit facilities and other banking arrangements availed by the Company from Punjab National Bank and transactions with PNB Gilts Limited, within the limits approved by the shareholders for material related party transaction(s) under Item Nos.4 and 5.

The Board accordingly recommends to the Members of Company for passing of the Special Resolution, as set out at Item No.8 of this Notice.

Item No.9: Appointment of Mr. Shreekant (DIN: 11808336) as an Independent Director of the Company

The Board of Directors of the Company at its meeting held on July 10, 2026, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), approved the appointment of Mr. Shreekant (DIN: 11808336) as an Additional Director (Independent) subject to the approval of members of the Company, to hold office as an Independent Director for a term of 3 (three) consecutive years commencing from July 10, 2026 up to July 09, 2029, not liable to retire by rotation.

The Company has received consent from Mr. Shreekant to act as Director of the Company and requisite declarations and disclosures confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder, and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed 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 his duties in terms of Regulation 25(8) of Listing Regulations. Mr. Shreekant is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred to hold the office of Director by virtue of any order passed by SEBI or any other authority. He has also submitted 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 Listing Regulations. He has confirmed that he continues to satisfy the fit and proper criteria as prescribed, and the Deed of covenants as required under RBI (Non-Banking Financial Companies - Governance) Directions 2025, as amended, from time to time.

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 Listing Regulations as amended, all the relevant information relating to Mr. Shreekant, are provided under **Annexure- I** of this explanatory statement.

The Nomination and Remuneration Committee ("NRC") of the Board has identified the desired attributes for the selection of Mr. Shreekant as an Independent Director, including extensive experience and expertise in the areas of housing finance, financial services, banking, risk management, governance and strategic leadership, which would be of significant value to the Company and has determined him to be a fit and proper candidate for the role and recommended to the Board for his appointment for a term of 3 (three) consecutive years and at such remuneration as per NRC Policy of the Company and as determined by the Board from time to time.

The NRC and Board of Directors are of the view that the appointment of Mr. Shreekant as an Independent Director would be in the best interest of the Company.

The Company has received a Notice under Section 160 of the Act from a Member proposing his candidature to the office of Independent Director of the Company.

A copy of the draft letter of appointment to be issued to Mr. Shreekant setting out terms and conditions of appointment as Independent Director and Statutory disclosures/ declarations as referred above would be available for inspection by members. For details, please refer to the Notes to AGM Notice.

None of the Directors and/or Key Managerial Personnel of the Company, or their relatives, except Mr Shreekant and his relatives are, in any way, whether financially or otherwise, concerned or interested, in the special resolution.

The Board accordingly recommends to the Members of Company for passing of the Special Resolution, as set out at Item No.9 of this Notice.

Item No. 10: Appointment of Mr. Rajiv Kumar Singh (DIN: 03060652) as an Independent Director of the Company

The Board of Directors of the Company at its meeting held on July 10, 2026, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), approved the appointment of Mr. Rajiv Kumar Singh (DIN: 03060652) as an Additional Director (Independent) subject to the approval of members of the Company, to hold office as an Independent Director for a term of 3 (three) consecutive years commencing from July 10, 2026, up to July 09, 2029, not liable to retire by rotation.

The Company has received consent from Mr. Rajiv Kumar Singh to act as Director of the Company and requisite declarations and disclosures confirming that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. He has further confirmed 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 his duties in terms of Regulation 25(8) of Listing Regulations. Mr. Rajiv Kumar Singh is not disqualified from being appointed as Director under Section 164 of the Act and is not debarred to hold the office of Director by virtue of any order passed by SEBI or any other authority. He has also submitted 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 Listing Regulations. He has confirmed that he continues to satisfy the fit and proper criteria as prescribed, and the Deed of covenants as required under RBI (Non-Banking Financial Companies - Governance) Directions 2025, as amended, from time to time.

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 Listing Regulations as amended, all the relevant information relating to Mr. Rajiv Kumar Singh, are provided under **Annexure- I** of this explanatory statement.

The Nomination and Remuneration Committee ("NRC") of the Board has identified the desired attributes for the selection of Mr. Rajiv Kumar Singh as Independent Director, possesses extensive experience and expertise in the areas of Banking & Financial Services, Bank & NBFC Audit, Audit & Financial Reporting, Risk Management & Internal Controls, Fraud Risk Oversight, Treasury & Financial Instruments, Technology & Cyber Governance, Valuation & Corporate Finance, M&A & Restructuring, Corporate Governance etc., which would be of significant value to the Company and has determined him to be a fit and proper candidate for the role and recommended to the Board for his appointment for a term of 3 (three) consecutive years and at such remuneration as per NRC Policy of the Company and as determined by the Board from time to time.

The NRC and Board of Directors are of the view that the appointment of Mr. Rajiv Kumar Singh as an Independent Director would be in the best interest of the Company.

The Company has received a Notice under Section 160 of the Act from a Member proposing his candidature to the office of Independent Director of the Company. A copy of the draft letter of appointment to be issued to Mr. Rajiv Kumar Singh setting out terms and conditions of appointment as Independent Director and Statutory disclosures/ declarations as referred above would be available for inspection by members. For details, please refer to the Notes to AGM Notice.

None of the Directors and/or Key Managerial Personnel of the Company, or their relatives, except Mr. Rajiv Kumar Singh and his relatives are, in any way, whether financially or otherwise, concerned or interested, in the special resolution.

The Board accordingly recommends to the Members of Company for passing of the Special Resolution, as set out at Item No. 10 of this Notice.

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

Place: New Delhi
Date: July 10, 2026

Sd/-
Veena G Kamath
Company Secretary

Item Nos. (3), (9) and (10)- Details of Directors seeking appointment/ re-appointment

[Pursuant to Reg. 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. D. Surendran	Mr. Shreekant	Mr. Rajiv Kumar Singh
DIN	10174317	11808336	03060652
Age	59 years	62 years	57 years
Nationality	Indian	Indian	Indian
Date of first appointment on Board	August 23, 2025	July 10, 2026	July 10, 2026
Qualification	Postgraduate in Agriculture, CAIIB and a part of the Leadership Development Programme conducted by IIM- Bangalore.	Bachelor's degree in science (Hons.), M.A. in Political Science from Delhi University & CAIIB. Certifications in Advanced Leadership Prog. from Indian School of Business, Hyderabad, Global Advanced Management Prog from Haas School of Business, UC Berkeley, USA and Organizational Changes from The Wharton School, University of Pennsylvania, Philadelphia PA.	Fellow Chartered Accountant, a Certified Information Systems Auditor (CISA, USA), and an IBBI-Registered Valuer in the Securities or Financial Assets category.
Nature of directorship	Non-Executive Nominee Director, liable to retire by rotation.	Independent Director, not liable to retire by rotation.	Independent Director, not liable to retire by rotation.
Brief profile & nature of expertise in specific functional areas	Mr. D. Surendran began his career in 1990 as an Agriculture Extension Officer in Canara Bank and with 35 years of experience in the banking sector, Mr. D. Surendran has accumulated vast expertise in branch operations, worked in various leadership capacities in Retail & MSME Credit, Priority Credit, Recovery, branch banking, as General Manager of Karnataka Gramin Bank, Head of HR at the Head Office until he assumed the charge of Executive Director in PNB in March'25. In his present assignment he is the domain Executive Director (ED) for Information Technology, Digital Banking Transformation, Business Process Reengineering, Strategic Management & Economic Research Advisory, Branch Expansion, Analytic Centre of Excellence, Human Resources, Centralised Payment & Procurement, and Board & Co-ordination Division. He currently serves on the boards of Punjab National Bank and PNB Cards and Services Limited.	Mr. Shreekant, with over 34 years of experience in the banking sector, has held senior leadership roles across various business functions. He served in top leadership positions at the State Bank of India (SBI) for over five years as Chief General Manager, driving significant organizational and business growth initiatives. He successfully led SBI's real estate & housing vertical, helping the bank achieve a housing loan portfolio of ₹5 trillion AUM, and headed the Thiruvananthapuram Circle, overseeing more than 1,300 branches and offices. His expertise spans retail and digital banking, housing finance, IT governance, risk management, MSME banking, payments systems, and data analytics. Following his superannuation from SBI, he was appointed by Reserve of India (RBI) as Administrator of NICB (Feb–Aug 2025), where he led key initiatives that enabled the bank's successful merger and resolution.	Mr. Rajiv Kumar Singh has nearly three decades of experience in banking and financial services, audit, financial reporting, risk management, valuation, corporate finance, and restructuring. Mr. Singh has served on the boards of regulated financial institutions and listed companies, including as an Independent Director of Union Bank of India, where he chaired the Audit Committee and served on several key board committees. He also contributed to the successful amalgamation of Andhra Bank and Corporation Bank with the Union Bank of India. Mr. Singh possesses extensive experience in business valuation, mergers and acquisitions, financial instruments, intangible asset valuation, impairment testing, and regulatory and financial reporting assignments across India and international markets. He has contributed significantly to professional education through engagements with ICAI, ICSI, IICA, IIMs, and IITs.

Name of the Director	Mr. D. Surendran	Mr. Shreekant	Mr. Rajiv Kumar Singh
			He currently serves as Director of R S Valuation Services Private Limited, Independent Director of Machino Plastics Limited and Lava International Limited, Partner at ASC & Associates, and Co-founder of the International Business Valuers Association.
Equity Shares held in the Company (including shareholding as beneficial ownership)	Nil	225	Nil
Terms & conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.	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	
Details of Remuneration sought to be paid (Per annum)	Not applicable to nominee Directors of the Company, who are serving Punjab National Bank as Directors/ officials.	Independent Directors are eligible to receive a sitting fee, presently Rs.1,00,000/- per meeting for attending the meetings of the Board and Rs.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. They are also eligible to receive reimbursement of expenses towards travel, hotel and other incidental expenses incurred by the Director in the performance of his role and duties. They are 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.	
Remuneration last drawn during FY 2025-26	Not Applicable	Not Applicable	Not Applicable
Date of first appointment on the Board and number of board meetings attended	August 23, 2025. He had attended 13/13 Board meetings since the date of his appointment.	July 10, 2026. No Board meeting was held during his tenure.	July 10, 2026. No Board meeting was held during his tenure.
No. of meetings of Board attended during FY 2025-26	13 (out of 13 meetings)	Not applicable	Not applicable
Directorships, Trusteeship, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Punjab National Bank PNB Cards & Services Limited	He was appointed by RBI as Administrator of NICB (Feb–Aug 2025). He had held Board level position in Gramin Banks in UP and Orissa and in State Warehousing in Orissa etc.	Machino Plastics Limited Lava International Limited RS Valuation Services Pvt Ltd RVR Corp Consultancy Pvt Ltd IACVS Indian Association
Relationship with any other Director inter-se and KMPs of the Company	He is not related to any Director and KMPs of the Company except Nominee Director of PNB.	He is not related to any Director and KMPs of the Company.	He is not related to any Director and KMPs of the Company.
Memberships/ Chairmanships of the committees of the Board of Directors of the Company /other Companies	He is the member in the following Committees of the Punjab National Bank: (i) Management Committee of the Board, (ii) IT Strategy Committee of the Board (iii) Committee of Directors to Review Vigilance & non-Vigilance cases (iv) Customer Service Committee of the Board (v) Credit approval committee of the Board (vi) Steering Committee of the Board on HR (vii) Capital	-	He is the member in the following Committees of the Machino Plastics Limited: (i) Audit Committee of the Board (ii) Stakeholders Relationship Committee (iii) Nomination & Remuneration Committee He is the member in the following Committees of the Lava International Limited: (i) Audit Committee of the Board (ii) Nomination & Remuneration Committee.

Name of the Director	Mr. D. Surendran	Mr. Shreekant	Mr. Rajiv Kumar Singh
	Raising Committee (viii) Business Review Committee. He is a member of the following Committees of the Company: (i) Nomination and Remuneration Committee (ii) Corporate Social Responsibility Committee (iii) Risk Management Committee (iv) Stakeholders Relationship Committee		
Equity Listed Companies from which director has resigned in the past three years	He ceased to be a Director of Canara HSBC Life Insurance Company Limited with effect from March 24, 2025.	-	-
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. D. Surendran possesses appropriate skills, experience & knowledge as detailed above. His skills and capabilities include wide range of functions, such as banking, credit-underwriting, recovery, Human resources, Information Technology, digital banking & transformation, data analytics and strategic innovation, board and co-ordination, business acquisition, relationship management, etc.	Mr. Shreekant possesses appropriate skills, experience & knowledge as detailed above. He possesses extensive experience and expertise in the areas of banking, underwriting, operations, housing finance, financial services, risk management, information technology & AI, governance and strategic leadership, etc.	Mr. Rajiv Kumar Singh possesses appropriate skills, experience & knowledge as detailed above. He possesses extensive experience and expertise in the areas of Banking & Financial Services, Bank & NBFC Audit, Audit & Financial Reporting, Risk Management & Internal Controls, Fraud Risk Oversight, Treasury & Financial Instruments, Technology & Cyber Governance, Valuation & Corporate Finance, M&A & Restructuring, Corporate Governance etc.
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, Mr. D. Surendran possesses appropriate skills, qualification, experience & knowledge and fulfils the conditions specified in the Act, Rules made thereunder and SEBI Listing Regulations for his re- appointment as Nominee Director. As per the performance evaluation reports, Mr. D. Surendran performance has been outstanding during his tenure in the Company. Accordingly, Board has recommended re-appointment of Mr. D. Surendran.	The Board is of the view that Mr. Shreekant possesses extensive experience and expertise in banking, financial services, risk management, governance, technology and strategic leadership. His diverse experience in leading large-scale business operations and driving organizational growth will bring valuable insights to the Board. Accordingly, the Board considers that Mr. Shreekant possesses the requisite skills, experience, knowledge and integrity required for the position of an Independent Director of the Company and has recommended for his appointment.	The Board is of the view that Mr. Rajiv Kumar Singh possesses extensive experience and expertise in banking and financial services, audit, financial reporting, risk management, corporate finance, valuation, restructuring, technology governance and corporate governance. His rich professional and board-level experience will bring valuable insights and strengthen the effectiveness of the Board. Accordingly, the Board considers that Mr. Singh possesses the requisite skills, experience, knowledge and integrity required for the position of an Independent Director of the Company and has recommended for his appointment.

Item No.04- Details of the proposed RPTs between the Company and Punjab National Bank (PNB), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Sl. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Punjab National Bank
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Scheduled Commercial Bank
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: Shareholding of the listed entity, whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity. Shareholding of the related party, whether direct or indirect, in the listed entity	Nature: Financial Relationship: Promoter/Enterprise having significant influence. - - Promoter holds 28.04% equity shares of the Company.
A(3) Details of previous transactions with the related party- Assignment of loan		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	(i) Loans to be assigned via direct assignment or pass-through certificates- 0 (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- Rs.575.63 Cr (iii) Fees to be received on servicing of pool sold via direct assignment or pass-through certificate- Rs.3.39 Cr (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- Rs.230.61 Cr
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	(i) Loans to be assigned via direct assignment or pass-through certificates- 0 (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- Rs.386.20 Cr (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Rs.2.06 Cr (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- Rs.142.63 Cr
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	(i) Loans to be assigned via direct assignment or pass-through certificates- Rs.1000 Cr (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- At actuals (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Rs.5 Cr (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- At actuals
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material	(i) Loans to be assigned via direct assignment or pass-through certificates- Yes (ii) Repayment of outstanding principal amount in relation to

Sl. No.	Particulars of the information	Information provided by the management
	RPT?	direct assignments or pass-through certificates- Yes (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Yes (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	(i) Loans to be assigned via direct assignment or pass-through certificates- 13.00% (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- At actuals (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- 0.07% (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- At actuals
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	(i) Loans to be assigned via direct assignment or pass-through certificates- 0.71% (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- At actuals (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- 0 (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- At actuals
6.	Financial performance of the related party for the immediately preceding financial year. Turnover PAT Net worth	Rs. 1,38,070.09 Cr Rs. 16,630.20 Cr Rs. 1,27,362.25 Cr
A(5) Basic details of proposed transactions		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) Assignment of loan through direct assignment / PTC (ii) Principal repaid on assignment of loans (iii) Servicing fees received on assignment of loans (iv) Interest & other charges paid on direct assignment or pass through certificate
2.	Details of the proposed transaction	(i) Loans to be assigned via direct assignment or pass-through certificates (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	(i) Loans to be assigned via direct assignment or pass-through certificates- Rs.1,000 Cr (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- At actuals (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Rs.5 Cr (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- At actuals

Sl. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	PNBHFL, being one of the largest housing finance companies in India, borrows through wide variety of instruments including assignment of loans. PNB, being the second largest public sector banks in the country, naturally serves as a strategic partner with relation to assignment transactions. All transactions shall be executed at arm's length pricing, thereby ensuring fairness, transparency, and compliance with applicable regulatory standards. Servicing fees to be received on pool sold via direct assignment or pass through certificate. All transactions shall be executed at arm's length pricing, thereby ensuring fairness, transparency, and compliance with applicable regulatory standards.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr D. Surendran, Non-Executive Nominee Director and Mr Dipankar Mahapatra, Non-Executive Nominee Director b. Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable
Part B: Additional Information		
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	(iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- The Company post finalisation of pool to be sold will be taking quotes from different lenders in relation to rate of interest and service charge. Lender who is offering better spread over the deal will be preferred. [Not applicable for transactions (i), (ii) and (iv)]
2.	Basis of determination of price	(iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Price will be linked to the underlying cost of servicing the pool plus margin. [Not applicable for transactions (i), (ii) and (iv)]
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	Not applicable
Point B(2) to B(4) are not applicable.		
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	As per standard terms and conditions of agreement
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	(i) Loans to be assigned via direct assignment or pass-through certificates: Average yield of the pool sold, rate reduced by 100-300 bps. (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- Not Applicable (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Not Applicable (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- As per standard terms and conditions of agreement.
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	(iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- As per standard terms and conditions of agreement. Others- Not applicable

Sl. No.	Particulars of the information	Information provided by the management
4.	Maturity / due date	(i) Loans to be assigned via direct assignment or pass-through certificates- As per the standard terms and conditions of agreement (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- As per the standard terms and conditions of agreement (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Not Applicable (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- As per the standard terms and conditions of agreement
5.	Repayment schedule & terms	(i) Loans to be assigned via direct assignment or pass-through certificates- As per the standard terms and conditions of agreement (ii) Repayment of outstanding principal amount in relation to direct assignments or pass-through certificates- As per the standard terms and conditions of agreement (iii) Fees to be received on service of pool sold via direct assignment or pass-through certificate- Not Applicable (iv) Interest and related charges on loan assigned via direct assignment or pass-through certificates- As per the standard terms and conditions of agreement
6.	Whether secured or unsecured	Not applicable
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	PNBHFL is in lending business and the borrowed funds will be utilised for onward lending.

Point B(6), B(7) and C(1) to C(6) are not applicable.

A(3) Details of previous transactions with the related party- External Commercial Borrowings (ECBs), Term Loans, etc.

1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	(i) ECB raised- 0; (ii) ECB repaid- 0 (iii) Interest paid on term loan, overdraft & ECB- Rs.322.69 Crore (iv) Term Loan/OD/STL/WCDL (excluding rollovers) raised: Rs.4,525 Crore (v) Term Loan/OD/STL/WCDL repaid: Rs.2,066.64 Crore (vi) Payment of processing fees: Rs.0.10 Crore (vii) Bank charges: Rs.0.34 Crore (viii) Bank charges: 0
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	(i) ECB raised- Rs.1,118.05 Cr (ii) ECB repaid- 0 (iii) Interest paid on term loan, overdraft & ECB- Rs.315.50 Crore (iv) Term Loan/OD/STL/WCDL raised: Rs.2,150 Crore (v) Term Loan/OD/STL/WCDL repaid: Rs.1,885.72 Crore (vi) Payment of processing fees: 0 (vii) Bank charges: Rs.0.03 Crore (viii) Bank charges: 0
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	Nil

A(4) Amount of the proposed transactions (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	(i) ECB raised- USD 200 Million (ii) ECB repaid- At actuals (iii) Interest paid on term loan, overdraft & ECB- At actuals (iv) Term Loan/OD/STL/WCDL raised: Rs.7,000 Crore (v) Term Loan/OD/STL/WCDL repaid: At actuals (vi) Payment of processing fees: Rs.25 Crore (vii) Bank charges: At actuals (viii) Bank charges: At actuals
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	(i) ECB raised- USD 200 Million- Yes (ii) ECB repaid- Yes (iii) Interest paid on term loan, overdraft & ECB- Yes (iv) Term Loan/OD/STL/WCDL raised: Yes (v) Term Loan/OD/STL/WCDL repaid: Yes (vi) Payment of processing fees: Yes (vii) Bank charges: Yes (viii) Bank charges: No
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	(i) ECB raised- 23.92% (ii) ECB repaid- At actuals (iii) Interest paid on term loan, overdraft & ECB- At actuals (iv) Term Loan/OD/STL/WCDL raised: 91.01% (v) Term Loan/OD/STL/WCDL repaid: At actuals (vi) Payment of processing fees: 0.33% (vii) Bank charges: At actuals (viii) Bank charges: NA

Sl. No.	Particulars of the information	Information provided by the management
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	(i) ECB raised- 1.31% (ii) ECB repaid- At actuals (iii) Interest paid on term loan, overdraft & ECB- At actuals (iv) Term Loan/OD/STL/WCDL raised: 4.98% (v) Term Loan/OD/STL/WCDL repaid: At actuals (vi) Payment of processing fees: 0.02% (vii) Bank charges: At actuals (viii) Bank charges: At actuals
6.	Financial performance of the related party for the immediately preceding financial year. Turnover PAT Net worth	Rs.1,38,070.09 Crore Rs.16,630.20 Crore Rs.1,27,362.25 Crore
A(5) Basic details of proposed transactions		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) ECB raised (ii) ECB repaid (iii) Interest paid on term loan, overdraft & ECB (iv) Term Loan/OD/STL/WCDL raised (v) Term Loan/OD/STL/WCDL repaid (vi) Payment of processing fees (vii) Bank charges (viii) Bank charges
2.	Details of the proposed transaction	(i) ECB raised: Borrowing through ECB to be raised from PNB/PNB Gift City. (ii) ECB repaid: Repayment of outstanding ECB as per underlying repayment schedule. (iii) Interest paid on term loan, overdraft & ECB: Interest on borrowings including term loans, overdraft facilities and ECB. (iv) Term Loan/OD/STL/WCDL raised: Repayment of outstanding borrowings as per underlying repayment schedule. Rollover of WCDL/STL repaid against sanction shall be considered only once during the period. (v) Term Loan/OD/STL/WCDL repaid: Repayment of outstanding borrowings as per underlying repayment schedule. Rollover of WCDL/STL repaid against sanction shall be considered only once during the period. (vi) Payment of processing fees: Processing fees for credit facilities. (vii) Bank charges: Bank charges to be paid for banking services. (viii) Bank charges: Bank charges to be paid for banking services.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	(i) ECB raised: USD 200 Million (ii) ECB repaid: Actuals (iii) Interest paid on term loan, overdraft & ECB: Actuals (iv) Term Loan/OD/STL/WCDL raised: Rs.7,000 Crore (v) Term Loan/OD/STL/WCDL repaid: Actuals (vi) Payment of processing fees: Rs.28 Crore (vii) Bank charges: Actuals (viii) Bank charges: Actuals
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	PNBHFL, being one of the largest housing finance companies in India, borrows from a diverse set of lenders to meet its funding requirements. PNB, being the second largest public sector banks in the country, naturally serves as a strategic lending partner to PNBHFL. The underlying tenure of the facility will be upto 5 years. All transactions shall be executed at arm's length pricing, thereby ensuring fairness, transparency, and compliance with applicable regulatory standards. Interest on borrowings in form of term loans, overdraft, short-term loans or working capital demand loans and ECB. All transactions shall be executed at arm's length pricing, thereby ensuring fairness, transparency, and compliance with applicable regulatory standards. Bank charges to be paid for various banking services as per the prevailing rates.

Sl. No.	Particulars of the information	Information provided by the management
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr D. Surendran, Non-Executive Nominee Director and Mr Dipankar Mahapatra, Non-Executive Nominee Director b. Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable
Point B(1) to B(4) are not applicable.		
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	(i) to (iii) To be finalised at the time of execution of the deal. Generally following are the material covenants under current contracts: GNPA, NNPA, PNB Stake, Gearing, Capital Adequacy Ratio, Tier 1 Capital Ratio, NIM, Tangible Net Worth, Corporate Mix, IHL to Total Assets etc (iv) Term Loan/OD/STL/WCDL raised: To be finalised at the time of execution of the deal. Generally following are the material covenants under current contracts: GNPA, NNPA, PNB Stake, Gearing, Capital Adequacy Ratio, Tier 1 Capital Ratio, NIM, Tangible Net Worth, Corporate Mix, IHL to Total Assets etc. (v) Term Loan/OD/STL/WCDL repaid: To be finalised at the time of execution of the deal. Generally following are the material covenants under current contracts: GNPA, NNPA, PNB Stake, Gearing, Capital Adequacy Ratio, Tier 1 Capital Ratio, NIM, Tangible Net Worth, Corporate Mix, IHL to Total Assets etc. (vi) Payment of processing fees: NA (vii) Bank charges: NA (viii) Bank charges: NA
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	(i) ECB raised: SOFR + 100 to 200 bps along with hedging cost (pricing is at arm's length as other borrowing are also taken in similar range) (ii) ECB repaid: SOFR + 100 to 200 bps along with hedging cost (pricing is at arm's length as other borrowing are also taken in similar range) (iii) Interest paid on term loan, overdraft & ECB: MCLR/REPO + 100 to 200 bps (pricing is at arm's length as other borrowing are also taken in similar range) (iv) Term Loan/OD/STL/WCDL raised: MCLR/REPO + 100 to 200 bps (pricing is at arm's length as other borrowing are also taken in similar range) (v) Term Loan/OD/STL/WCDL repaid: MCLR/REPO + 100 to 200 bps (pricing is at arm's length as other borrowing are also taken in similar range) (vi) Payment of processing fees: Rs.28 Crore: 0.50% (pricing is at arm's length as other borrowings are also taken in similar range) (vii) Bank charges: Actuals (viii) Bank charges: Actuals
3.	Cost of borrowing (<i>Note: This shall include all costs associated with the borrowing</i>)	As mentioned above in sl.no.2
4.	Maturity / due date	For items (i) to (v)- As per the standard terms and conditions of sanction letter/agreement For items (vi) to (viii)- Not Applicable
5.	Repayment schedule & terms	For items (i) to (v)- As per the standard terms and conditions of sanction letter/agreement For items (vi) to (viii)- Not Applicable
6.	Whether secured or unsecured	Secured
7.	If secured, the nature of security & security coverage ratio	Nature of security - Book debt Security coverage - As per the terms and conditions of sanction letter/agreement
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	PNBHFL is in lending business, and the borrowed funds will be utilised for onward lending.
Point B(6), B(7) and C(1) to C(6) are not applicable.		

Sl. No.	Particulars of the information	Information provided by the management
A(3) Details of previous transactions with the related party-		
		Royalty & reimbursement of GST liability
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Royalty- Rs.30.58 Crore
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs.22.60 Crore
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	Nil
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs.30 Crore plus applicable GST for FY 2027. *Reimbursement of GST liability along with interest for prior period: Rs.5.09 Crore of FY 2021-22 Rs.5.86 Crore of FY 2022-23
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	0.39%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	0.02%
6.	Financial performance of the related party for the immediately preceding financial year. Turnover PAT Net worth	Rs. 1,38,070.09 Cr Rs. 16,630.20 Cr Rs. 1,27,362.25 Cr
A(5) Basic details of proposed transactions to be approved		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Royalty paid
2.	Details of the proposed transaction	Royalty to be paid as per underlying agreement.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i>	Rs. 30 Crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Royalty paid for using the PNB brand / trademark.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr D. Surendran, Non-Executive Nominee Director and Mr Dipankar Mahapatra, Non-Executive Nominee Director b. Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	An arm's length study comparing the proposed royalty rate against prevailing industry peer rates conducted by external party has been obtained and submitted to the Audit Committee.

Sl. No.	Particulars of the information	Information provided by the management
9.	Other information relevant for decision making.	*PNBHFL is required to discharge/reimburse GST liability along with interest on the royalty for using PNB brand / trademark for FY 2021-22 and FY 2022-23. The GST liability along with interest has been determined at ₹5.09 crore for FY 2021-22 and ₹5.86 crore for FY 2022-23 As per terms of the Trademark License Agreement (TLA), royalty is payable by PNBHFL to PNB in case PNB shareholding falls below 30%. Till FY 2022-23, while Royalty was not payable due to PNB shareholding being above 30%, however, under the applicable provisions of GST Act, PNB is still required to discharge applicable GST liability on the fair value or open market value derived basis agreement, irrespective of whether royalty is actually charged under the agreement. Accordingly, it is proposed to reimburse the GST liability to PNB for prior period.
Point B(1) to B(6) are not applicable.		
B(7) Transactions relating to payment of royalty		
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	For use of PNB brand / trademark (100%)
2.	(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction. (b) If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount <i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i>	Parent company is not charging royalty from Regional Rural Banks. Further, royalty charge has been divided in 2 categories: <u>(a) Direct Charge:</u> 0.20% of Revenue or 2% of the profits as per last standalone audited financial statement whichever is higher, subject to a capping of 3% of Profit After Tax (PAT) or Rs.30 Crore whichever is lower. <u>(b) Indirect Charge:</u> Indirect usage of bank's name shall be 50% of fees mentioned for Direct usage.
3.	Sunset Clause for Royalty payment, if any.	As per the termination clause of the underlying agreement, royalty would not be payable primarily on account of : a. Share holding of PNB exceeds 30% of the paid up and subscribed equity share capital of PNB Housing Finance Limited; or b. Share holding of PNB falls below 20% of the paid up and subscribed equity share capital of PNB Housing Finance Limited.
C(6) Transactions relating to payment of royalty		
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	FY 2023-2024 : Rs. 27.21 Cr FY 2024-2025 : Rs. 30.58 Cr FY 2025-2026 : Rs. 30.00 Cr
2.	Purpose for which royalty was paid to the related party during the last three financial years.	For use of Trademark FY 2023-2024 : 100% FY 2024-2025 : 100% FY 2025-2026 : 100%
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs	FY 2023-2024 : 1.78% FY 2024-2025 : 1.57% FY 2025-2026(Net profit till Dec 25) : 1.79%
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	No increase in percentage or rate.
5.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:	The Company has obtained arm's length study covering a peer review of publicly available disclosures relating to royalty/brand usage arrangements in industry. The arm's length study indicates that payment of royalty or brand licensing fees to parent/group entities for the use of brand is at arm's length and peer comparison data supporting the proposed royalty rates shared by external consultants, was placed to the Audit Committee.

Sl. No.	Particulars of the information	Information provided by the management
C(1) to C(5) are not applicable.		
A(3) Details of previous transactions with the related party- Fixed deposits		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	-
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	(i) Fixed deposit made/renewed: Rs.1,385 Crore (ii) Fixed deposit matured: Rs.1,135 Crore (iii) Interest earned on fixed deposit: Rs.2.23 Crore
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	(i) Fixed deposit made/renewed: Rs.2,000 Crore (ii) Fixed deposit matured: At actuals (iii) Interest earned on fixed deposit: At actuals
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	(i) Fixed deposit made/renewed: Yes (ii) Fixed deposit matured: Yes (iii) Interest earned on fixed deposit: Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	(i) Fixed deposit made/renewed: 26% (ii) Fixed deposit matured: At actuals (iii) Interest earned on fixed deposit: At actuals
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	(i) Fixed deposit made/renewed: NA (ii) Fixed deposit matured: NA (iii) Interest earned on fixed deposit: NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	(i) Fixed deposit made/renewed: 1.42% (ii) Fixed deposit matured: At actuals (iii) Interest earned on fixed deposit: At actuals
6.	Financial performance of the related party for the immediately preceding financial year. Turnover PAT Net worth	Rs. 1,38,070.09 Cr Rs. 16,630.20 Cr Rs. 1,27,362.25 Cr
A(5) Basic details of proposed transactions to be approved		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) Fixed deposit made/renewed (ii) Fixed deposit matured (iii) Interest earned on fixed deposit
2.	Details of the proposed transaction	(i) Fixed deposit made/renewed: Fixed deposits to be placed or renewed. The maximum outstanding during the year shall not be more than ₹ 2,000 Cr (ii) Fixed deposit matured: Maturity of fixed deposits placed or renewed. (iii) Interest earned on fixed deposit: Interest income on deposits placed.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i>	(i) Fixed deposit made/renewed: Rs.2,000 Crore (ii) Fixed deposit matured- At actuals (iii) Interest earned on fixed deposit- At actuals

Sl. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	To maintain adequate liquidity, the Company invests surplus funds in fixed deposits from time to time at market rates based on underlying fund requirements. PNB, being the second largest public sector banks in the country, naturally serves as a strategic partner with relation to FD transactions. The transactions shall be undertaken at the prevailing market rates at the time of execution. Interest income on deposits placed as per the prevailing rates at the time of execution of transaction.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr D. Surendran, Non-Executive Nominee Director and Mr Dipankar Mahapatra, Non-Executive Nominee Director b. Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable
Point B(1), B(2) and B(4) to B(7) are not applicable.		
B(3): Transactions relating to investment made by the Company or its subsidiary		
1.	Source of funds in connection with the proposed transaction	Not applicable to housing finance companies
2.	Where any financial indebtedness is incurred to make investment, specify the following:	Not applicable to housing finance companies
3.	Purpose for which funds shall be utilized by the investee company	For on lending by the bank.
4.	Material terms of the proposed transaction	As per the standard terms of banks.
C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	ICRA - AAA stable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No
Point C(1) and C(3) to C(6) are not applicable.		

Item No.5 Details of the proposed RPTs between the Company and PNB Gilts, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Sl. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	PNB Gilts Ltd
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Primary Dealer of Government Securities
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: Shareholding of the listed entity, whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity. Shareholding of the related party, whether direct or indirect, in the listed entity	Nature: Financial Relationship: Promoter group entity - - Promoter holds 28.04% of the equity shares of Company and PNB Gilts Limited is the subsidiary of PNB
A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Rs.1,868.94 Cr [Investment in Govt securities- Rs.893.59 Crore Redemption of Govt securities- Rs.790 Crore Interest income on Govt securities-Rs.185.34 Crore Charges on purchase of Govt securities for SLR /servicing of Interest income on Govt securities /lien/un-lien of Govt securities purchased/matured, Fees as arranger for borrowings-Rs.0.01 Crore]
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs.386.58 Crore [Investment in Govt securities- Rs.201.68 Crore Redemption of Govt securities- Rs.40 Crore Interest income on Govt securities-Rs.144.89 Crore]
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Investment in Govt securities- Rs.1,500.00 Crore Redemption of Govt securities- At actuals Interest income on Govt securities- At actuals Charges on purchase of Govt securities for SLR /servicing of Interest income on Govt securities /lien/un-lien of Govt securities purchased/matured, Fees as arranger for borrowings- Rs.0.01 Crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Investment in Govt securities- 19.50% Redemption of Govt securities- At actuals Interest income on Govt securities- At actuals Charges on purchase of Govt securities for SLR /servicing of Interest income on Govt securities /lien/un-lien of Govt securities purchased/matured, Fees as arranger for borrowings- Rs. 0.01%
4.	Value of the proposed transactions as a % of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable

5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Investment in Govt securities- 89.48% Redemption of Govt securities- At actuals Interest income on Govt securities- At actuals Charges on purchase of Govt securities for SLR /servicing of Interest income on Govt securities /lien/un-lien of Govt securities purchased/matured, Fees as arranger for borrowings- Rs. 0.06%
6.	Financial performance of the related party for the immediately preceding financial year.	Rs.1,545.20 Crore

A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	- Investment in Govt securities - Redemption of Govt securities - Interest income on Govt securities - Charges on purchase of Govt securities for SLR /servicing of Interest income on Govt securities /lien/un-lien of Govt securities purchased/matured, fees as arranger for borrowings
2.	Details of the proposed transaction	- Investment in Govt Securities for LCR/SLR/Current Investment. - Redemption of investment in Govt Securities for LCR/SLR/Current Investment. - Interest on investment in Govt Securities for LCR/SLR/Current Investment. - Charges for facilitating purchase of Govt securities for SLR /servicing of Interest income on Govt securities /lien/un-lien of Govt securities purchased/matured, fees as arranger for borrowings etc.
3.	Tenure of the proposed transaction (number of years)	Upto 1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	- Investment in Govt securities- Rs.1500 Crore - Redemption of Govt securities- At actuals - Interest income on Govt securities- At actuals - Charges on purchase of Govt securities for SLR /servicing of Interest income on Govt securities/lien/un-lien of Govt securities purchased/matured, fees as arranger for borrowings- Rs.1.00 Crore
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	PNBHFL purchases Government Securities through PNB Gilts Ltd., a SEBI-registered Primary Dealer. Service standards offered by them are in line with industry and meets the Company's requirements. The transaction will be executed in the ordinary course of business at arm's length pricing, ensuring fairness, transparency, and compliance with RBI and SEBI regulations.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr D. Surendran, Non-Executive Nominee Director, Mr Dipankar Mahapatra, Non-Executive Nominee Director and Dr. T M Bhasin, Independent Director b. Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Not applicable

Part B: Additional Information

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Company engages with various service providers for required services and ask the quotes from them. Service provider who is offering prevailing competitive market rate with better service quality will be preferred.
2.	Basis of determination of price	Price will be determined based on competition benchmarking with multiple service provider.
3.	In case of trade advance, if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance b. Tenure and c. Whether same is self- liquidating?	Not applicable

Points B(2) to B(7) and Part C are not applicable.

Item No.6- Disclosure pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are provided below- NCDs on private placement basis upto an amount of Rs.10,000 Crore

Particulars	Details
Particulars of the offer including date of passing Board Resolution	The third proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Prospectus and Allotment Rules"), prescribes that where the proposed amount to be raised through offer or invitation of NCDs exceeds the limit prescribed under Section 180(1)(c) of the Companies Act, 2013, it shall be sufficient if a company passes a special resolution once in a year for all the offers or invitations to be made for such NCDs to be issued during the year. In view of this, the specific terms of each offer/issue of NCDs/Bonds, of any nature, in terms of the aforesaid Special resolution(s) shall be decided by the Board/ Committees authorized by the Board from time to time. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution(s) and/or committee(s) resolution shall be mentioned/ disclosed in the private placement offer cum application letter for each offer/issue of the NCDs/Bonds. The particulars of each offer shall be determined by the Board/ Committees authorized by the Board from time to time.
Kind of securities offered and the price at which the security is being offered	Bonds or NCDs or tier II bonds, or any other bonds, onshore and/or offshore, denominated in Indian Rupees and/or any foreign currency, for cash either at par or discount or premium to face value, issuance of Redeemable Non-Convertible Debentures (NCDs), including green bonds, social bonds, sustainability bonds (ESG bonds) or such other bonds with whatever name, and/or any other hybrid instruments (not in the nature of equity shares), sub-ordinated debts or any other debt security, secured or unsecured, on private placement basis. Kind of securities and price will be decided by the Board or Committees constituted by the Board for each specific issuance, on the basis of the interest rate/effective yield determined and based on market conditions prevailing at the time of the respective issue.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable. The NCDs/ Bonds proposed to be issued in one or more tranches are non-convertible debt securities which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board/Committee constituted by Board and as disclosed in the electronic bidding platform of the recognized stock exchanges.
Name and address of valuer who performed valuation	Not applicable. The NCDs/Bonds proposed to be issued in tranches are non-convertible debt securities.
Amount which the Company intends to raise by way of securities	The limit specified in the proposed resolution(s) under Section 42 of the Act, is up to Rs.10,000 Crore, which limit shall be subject to the overall borrowing limits of the Company, as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.
Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	The material/specific terms of each offer/issue of NCDs/Bonds and the other information being sought herein shall be decided by the Board/Committee constituted by Board from time to time. These disclosures will be specifically made in the respective disclosure documents executed in respect of each offer/issue of NCDs/Bonds.

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

Sd/-
Veena G Kamath
Company Secretary

Place: New Delhi
Date: July 10, 2026