



Registered Office: 9th Floor, Antriksh Bhawan, 22 K G Marg, New Delhi-110001
Tel. No.: +91 011- 66030500 **E-mail:** investor.services@pnbhousing.com
CIN: L65922DL1988PLC033856, **Website:** www.pnbhousing.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given to the Members of PNB Housing Finance Limited ("the Company"), pursuant to the provisions of Section 108 and 110 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended ("Management Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof and any other applicable law(s) and regulation(s) for the time being in force, read with the guidelines prescribed by Ministry of Corporate Affairs ("MCA") inter-alia for conducting the Postal Ballot through remote e-Voting vide General Circulars No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, all other related subsequent circulars including Circular No. 09/2024 dated September 19, 2024 and the latest being the 03/2025 dated September 22, 2025 (collectively the "MCA Circulars"), SEBI Circular dated October 03, 2024, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and notified by the MCA, and other related SEBI circulars and other applicable provision(s), if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force to transact the Special Business as set out in this Postal Ballot Notice ("Notice") hereunder by passing ordinary resolution by means of Postal Ballot only by voting through electronic means ("remote e-Voting" or "e-Voting").

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

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

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

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

Commencement of remote e-voting period	9:00 A.M. (IST) on Wednesday, October 15, 2025
End of remote e-voting period	5:00 P.M. (IST) on Thursday, November 13, 2025

The remote e-voting facility shall be disabled by NSDL after 05:00 PM (IST) on **Thursday, November 13, 2025**.

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

In compliance with MCA Circulars cited above, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) (collectively referred as "Depositories")/ Company's Registrar and Share Transfer Agent (RTA) i.e. MUFG Intime India Pvt. Limited (formerly known as Link Intime India Pvt. Ltd.)/ Depository Participant(s) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, October 10, 2025 ("cut-off date")**. Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of Remote E-voting. The said Notice is also available on the website of the Company at

www.pnbhousing.com, stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com, respectively, and also on the website of e-Voting agency i.e. NSDL at www.evoting.NSDL.com. Members who have not registered their e-mail address with the RTA/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for e-Voting.

The e-voting period commences at **09:00 A.M.(IST) on Wednesday, October 15, 2025**, and will end at **5:00 P.M. (IST) on Thursday, November 13, 2025**, both days inclusive and thereafter the e-Voting module shall be disabled by the e-Voting agency for voting, post which the Members shall not be allowed to cast their votes. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently or cast their vote again.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mr.Sujeet Kumar, Partner, (Membership No. FCS 12562, CP No. 22684) failing him Mr. Vijay K Singhal (Membership No. FCS 13221, CP.No.10385), partners of Sanjay Grover & Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.

The Scrutinizer shall unblock the votes cast by the members through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer, after completion of scrutiny of votes, will submit his report to the Chairman/ Managing Director & CEO/ Executive Director/ Company Secretary. And the result of the Postal Ballot will be announced on or before **Saturday, November 15, 2025**. In addition to the results being communicated to Stock Exchanges where the equity shares of the Company are listed, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.pnbhousing.com and the website of RTA, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed on the Notice Board at the Company's Registered Office.

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

SPECIAL BUSINESS:

Appointment of Mr. D. Surendran (DIN: 10174317) as Nominee Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) ("Listing Regulations"), applicable provisions of Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and the permission of Reserve Bank of India, and subject to such other approvals, as may be necessary, Mr. D. Surendran (DIN: 10174317), who was appointed as an Additional Director (Non-Executive Nominee Director) of the Company by the Board of Directors of the Company with effect from August 23, 2025 in terms of applicable provisions of the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Nominee Director on the Board of the Company, for a term not exceeding five years, and whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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**

Place: New Delhi
Date: October 06, 2025

Sd/-
Veena G Kamath
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Sections 102 the Companies Act, 2013 (the Act) and Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) setting out all material facts and reasons/rationale for the aforesaid special business is annexed hereto. Details in terms of Regulation 36(3) of the SEBI Listing Regulations are also provided in the Explanatory Statement forming part of this Notice. Additional information pursuant to Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking appointment/ re-appointment is also provided in the Explanatory Statement appended to this Notice.
2. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 and 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). The instructions for electronic voting are provided in the notes below.
3. In compliance with MCA Circulars and in conformity with the applicable regulatory requirements, this Notice is being sent to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the depositories and sent through electronic mode to those Members whose e-mail addresses are registered with their depository participants (in case of shares held in demat form) or with the Company's RTA(in case of shares held in physical form), as on **Friday, October 10, 2025 (Cut-off Date)**. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.pnbhousing.com, websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, on the website of RTA at <https://www.in.mpms.mufg.com> and NSDL at www.evoting.nsdl.com.
5. The voting rights of Members shall be in proportion to their share of the paid-up capital of the Company as on the Cut-off Date.
6. Only a member holding shares as on the cut-off date is entitled to exercise vote through e-Voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent (FOR) or dissent (AGAINST) of the Members would take place only through the e-Voting system. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. It is however clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories/ Depository Participants) shall be entitled to vote on the afore-mentioned Resolution(s) in accordance with the process specified in this Notice.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. The Board of Directors of the Company has appointed Mr. Sujeet Kumar, Partner, (Membership No. FCS 12562, CP No. 22684) failing him Mr. Vijay K Singhal (Membership No. FCS 13221, CP.No.10385), partners of Sanjay Grover & Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed.
9. Members can cast their votes electronically which will commence at **09:00 A.M.(IST) on Wednesday, October 15, 2025**, and will end at **5:00 P.M.(IST) on Thursday, November 13, 2025**. The e-Voting module shall be disabled for voting thereafter. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. For e-Voting, please read the "Procedure/instructions for e-Voting" carefully enumerated hereinbelow. Once a vote on a resolution has been cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again on the said resolution.
10. All material documents related to the above-mentioned resolution and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 A.M. to 4:00 P.M. from the date of dispatch of notice until the e-Voting module is disabled on the last day of e-Voting i.e., 05:00 P.M.(IST) on November 13, 2025. Alternately, Members may also send their requests to investor.services@pnbhousing.com from their registered e-mail address mentioning their names, DP ID and Client ID during the voting period of the postal ballot.
11. The Scrutinizer will submit his report to the Chairman/ Managing Director & CEO/ Executive Director/ Company Secretary after the completion of scrutiny of the votes cast through the e-Voting, the results of the Postal Ballot will be announced on or before November 15, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.pnbhousing.com, on the website of the RTA at <https://www.in.mpms.mufg.com> and on the website of NSDL at www.evoting.nsdl.com and the same shall be communicated to the stock exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on November 13, 2025, being the last day of remote e-voting and as if the same has been passed at a general meeting of the Members convened in that behalf. The Scrutinizer's decision on the validity of e-Voting shall be final.

13. It is clarified that if a member fails to provide or update the relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.
14. As required by Rule 20 and Rule 22 of the Management Rules, read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Delhi where the Registered Office of the Company is situated (in vernacular language i.e. Hindi).
15. The Scrutinizer shall, after the conclusion of remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the prescribed timeline, a scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman/ Managing Director & CEO/ Executive Director/ Company Secretary in writing, who shall countersign the same and declare the result of the voting forthwith.
16. As the approval of members is being sought by way of Postal Ballot, the provisions regarding appointment of a proxy, route map and the attendance sheet is not applicable. Accordingly, same are not enclosed with this Postal Ballot Notice.
17. In case of any queries or grievances in relation to the resolution(s) proposed to be passed by Postal Ballot, Members may write to the Company Secretary at the e-mail id investor.services@pnbhousing.com
18. **Voting through electronic means:** Instructions and other information relating to Remote E-Voting are as below: In compliance with provisions of Section 108 of the Act read with the Rules made thereunder, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide facility to its Members, holding shares in physical or dematerialized form, as on the Cut-off date, to exercise their right to vote by electronic means on the businesses specified in the accompanying Notice through the electronic voting (the "E-voting") facility arranged by NSDL.

PROCEDURE/ INSTRUCTIONS FOR e-VOTING:

The e-voting period commences at **09:00 A.M.(IST) on Wednesday, October 15, 2025**, and will end at **5:00 P.M. (IST) on Thursday, November 13, 2025**, both days inclusive and thereafter the e-Voting module shall be disabled by the e-Voting agency 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., **Friday, October 10, 2025**, 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 November 11, 2024 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.

- B) Login method for Individual shareholders holding securities in demat mode is given below:

shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on the following link: 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. - 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 - 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. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	- 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. - 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. - 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. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 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 137428 then user ID is 137428001***

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'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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, Asst. Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.services@pnbhousing.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.services@pnbhousing.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting 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 Master Circular dated November 11, 2024, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

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

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

Appointment of Mr. D. Surendran (DIN: 10174317) as Nominee Non-Executive Director of the Company

Mr. D. Surendran (DIN: 10174317) was appointed as an Additional Director (Nominee Non-Executive Director) of the Company pursuant to Section 149 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules"), by the Board of Directors of the Company effective from August 23, 2025, based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, with the prior written permission from the Reserve Bank of India in terms of Para 45 of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, to hold office hold the office from August 23, 2025 for a term not exceeding five years. He has been nominated by Punjab National Bank (PNB) in terms of Article 86 of the Articles of Association of the Company.

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

The Company has received the following statutory disclosures/ declarations:

- Consent in writing in *Form DIR-2 [Rule 8 of the Companies (Appointment & Qualification of Director) Rules, 2014]*;
- Intimation to the effect that he is not disqualified under Section 164(1) and 164(2) of the Act (*Form DIR-8 in terms of the Appointment Rules*);
- Notice of interest (*in terms of Section 184 of the Act in Form MBP-1*);
- Declaration that he has not been debarred from holding the office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority (*pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018*);
- Confirmation that he continues to satisfy the fit and proper criteria as prescribed and the Deed of covenants as required under the Master Direction–Non-Banking Financial Company–Housing Finance Company (Reserve Bank) Directions, 2021;
- Declaration that he has complied with the requirements under Rule 6 of the Appointment Rules; and
- Disclosure as per Regulation 26(2) of SEBI Listing Regulations.

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

The Nomination and Remuneration Committee ("NRC") of the Board, considering the appropriate skills, experience & knowledge, and based on the Nomination and Remuneration Policy of the Company, has determined him to be a fit and proper candidate and recommended to the Board for appointment of Mr. D. Surendran as (Nominee Non-Executive Director) for a term not exceeding 5 (five) years [as permitted by Reserve Bank of India vide letter dated August 20, 2025], commencing from August 23, 2025.

Your Directors are of the opinion that Mr. D. Surendran fulfils the conditions specified in the Companies Act, 2013, SEBI Listing Regulations, Master Direction– Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and Master Direction– Reserve Bank of India (Non-Banking Financial Company–Scale Based Regulation) Directions, 2023, for appointment as Nominee Non-Executive Director of the Company and his appointment would be of immense benefit to the Company and in the best interest of the Company.

The Board of Directors, considering his skills, qualification, experience and knowledge of the financial service industry, and in terms of the SEBI listing regulations, recommended to the Members for passing the resolution for the appointment of Mr. D. Surendran as a Nominee Non-Executive Director of the Company with effect from August 23, 2025, for a term not exceeding 5 (five) years, pursuant to the applicable provisions of the Act and the Rules made thereunder. His office is liable to retire by rotation.

In terms of Sec.149, 152 and other applicable provisions of the Companies Act, 2013 and related Rules made thereunder, Mr. D. Surendran is eligible to be appointed as a Nominee Non-Executive Director and in the opinion of the Board, he fulfils the conditions specified in the Act and the rules made thereunder.

None of the Directors, except Mr. D. Surendran, being appointee and Mr Dilip Kumar Jain (Nominee Director of Punjab National Bank), none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out in the Notice.

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

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

Place: New Delhi
Date: October 06, 2025

Sd/-
Veena G Kamath
Company Secretary

Particulars	Details of Mr. D. Surendran
DIN	10174317
Age	58 years
Nationality	Indian
Date of first appointment on the Board	August 23, 2025
Qualification	Bachelor's degree in Agriculture, Master's in Science and Post graduate Diploma in Software Engineering, CAIIB
Nature of directorship	Non-Executive Nominee Director, liable to retire by rotation.
Brief profile & nature of expertise in specific functional areas	Mr D Surendran began his banking career with Canara Bank in July 1990 as an AEO. Over the course of his career, he rose through the ranks, being promoted to Manager in 1999, Senior Manager in 2005, Chief Manager in 2008, Assistant General Manager in 2013, Deputy General Manager in 2018, General Manager in 2020 and Chief General Manager in 2023. With 35 years of experience in the banking sector, Shri D Surendran has accumulated vast experience in branch operations, having headed multiple branches in diverse demographics. He also took on greater responsibilities by heading the Madurai Circle. Throughout his career, he has worked in various locations across India viz., Tamil Nadu, Andhra Pradesh, Karnataka, Delhi and West Bengal.
Terms and conditions of appointment/ re-appointment	The terms and conditions of his appointment as Non-Executive Nominee 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 .
No. of meetings of the Board attended during the year	He has attended 2/2 Board meetings held after his appointment as an additional director on the Board of the Company.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	He is an Executive Director in the Punjab National Bank.
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: 1. Management Committee of the Board 2. IT Strategy Committee of the Board 3. Committee of Directors to Review Vigilance and non- Vigilance cases 4. Customer Service Committee of the Board 5. Credit approval committee of the Board 6. Steering Committee of the Board on HR 7. Capital Raising Committee He is a member of the following Committees of the Company: 1. Nomination and Remuneration Committee (NRC) 2. Corporate Social Responsibility Committee (CSR) 3. Risk Management Committee (RMC) 4. Stakeholders Relationship Committee (SRC)
Names of Listed Entities from which Director resigned in past three years	Nil
Disclosure of relationships between Directors inter- se, with any other Director or KMP of the Company	He is not related to any Director and/or KMPs of the Company except, Mr. Dilip Kumar Jain (Nominee Director of Punjab National Bank)
Details of remuneration sought to be paid if any	Not applicable.
Last drawn remuneration	Nil
Number of shares held in the Company	Nil

Particulars	Details of Mr. D. Surendran
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.
Justification for choosing the appointee for appointment- Skills and capability for the role and the Director meets such requirement & Performance evaluation report or summary	In the opinion of the Board Mr. D. Surendran possesses appropriate skills, qualification, experience & knowledge and fulfils the conditions specified in the Act, Rules made thereunder, SEBI Listing Regulations and the requirements under the RBI Master Directions, for his appointment as Nominee Non-executive Director.
