



Ref: PNBHFL/SE/EQ/FY2025-26/28

Date: May 30, 2025

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

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

Dear Sir/Madam,

Subject: Secretarial Compliance Report for the financial year ended March 31, 2025

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report for the financial year ended March 31, 2025, issued by Vinod Kothari & Company, Practicing Company Secretaries.

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

Kindly take the above intimation on record.

Thanking You.

For PNB Housing Finance Limited

Veena G Kamath
Company Secretary

Encl: As above

VINOD KOTHARI & COMPANY

Practicing Company Secretaries

Nukleus, 501 & 501A, 5th floor,

Salcon Rasvilas, District Centre, Saket

New Delhi-110017

Phone: 011-41315340

Email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Secretarial compliance report of PNB Housing Finance Limited for the financial year ended March 31, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by PNB Housing Finance Limited (hereinafter referred to as 'Listed Entity') having its registered office at 9th Floor, Antriksh Bhawan 22 K G Marg, New Delhi- 110001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our observations thereon.

Based on our verification of the Listed Entity's books, papers, minutes books, forms and returns filed and other records maintained by the Listed Entity and also information provided by the Listed Entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the Listed Entity has, during the review period covering the financial year ended on March 31, 2025 ('Review Period'), complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We have examined:

- (a) all the documents and records made available to us and explanation provided by the Listed Entity,
- (b) the filings/ submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the Review Period in respect of compliance with the provisions of:

- (a) Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') and the Regulations, circulars, guidelines issued there under; and
- (b) Securities Contracts (Regulation) Act, 1956 ('**SCRA**'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the SEBI;

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**');
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

- Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**'PIT Regulations'**);
 - (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**ILNCS Regulations**);
 - (e) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;
 - (f) Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018; and
 - (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
 - (h) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

and circulars/ guidelines issued thereunder;

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

Continuation Sheet

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount	Observations/ remark of the PCS	Management response	Remarks
Nil										

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation/ deviations and actions taken / penalty imposed, if any, on the Listed Entity	Remedial actions, if any, taken by the Listed Entity	Comments of the PCS on the actions taken by the Listed Entity
NA						

(c) We hereby report that, during the Review Period the compliance status of the Listed Entity with the following requirements:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2.	<p>Adoption and timely updation of the Policies:</p> <p>a. All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the Listed Entity.</p> <p>b. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars /guidelines issued by SEBI.</p>	<p>a. Yes</p> <p>b. Yes</p>	
3	<p>Maintenance and disclosure on website:</p> <p>a. The Listed Entity is maintaining a functional website.</p> <p>b. Timely dissemination of the documents/ information under a separate section on the website.</p> <p>c. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.</p>	<p>a. Yes</p> <p>b. Yes</p> <p>c. Yes</p>	Listed Entity has complied with the Advisory issued by stock exchanges to disseminate all disclosures, specified under Regulations 46 and 62 of Listing Regulations.
4	<p>Disqualification of Directors:</p> <p>None of the Directors of the Company are disqualified under section 164 of the Companies Act, 2013.</p>	Yes	We have verified the same basis the declarations furnished by Directors, details of filing on MCA website and list of disqualified directors as uploaded by the Registrar of Companies from time to time.

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
5	<p>Details related to Subsidiaries of the Listed Entity:</p> <p>a. Identification of material subsidiary companies.</p> <p>b. Requirements with respect to disclosure of material as well as other subsidiaries.</p>	<p>a. Yes</p> <p>b. Yes</p>	The Listed Entity does not have any material subsidiary during the Review Period.
6	<p>Preservation of Documents:</p> <p>The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the Listing Regulations.</p>	Yes	We have verified the same basis the checking carried out on a sample basis.
7	<p>Performance Evaluation:</p> <p>The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	The annual performance evaluation was done by the NRC at its meeting dated January 29, 2025.
8	<p>Related Party Transactions ('RPTs'):</p> <p>a. The Listed Entity has obtained prior approval of Audit Committee for all RPTs; or</p> <p>b. In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.</p>	<p>a. Yes</p> <p>b. NA</p>	There was no noticeable instance of subsequent approval/ ratification/ rejection of a transaction by the audit committee.
9	<p>Disclosure of events or information:</p> <p>The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.</p>	Yes	We have verified the same basis the checking carried out on a sample basis.
10	Prohibition of Insider Trading:	Yes	We undertook a process walkthrough and checked

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	The Listed Entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		entries made in the structured digital database, on a sample basis.
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the Listed Entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	We have verified the same basis intimation to stock exchange u/r 30 of Listing Regulations, orders uploaded on the SEBI website, list of "SOP non compliance under LODR" on the BSE website and "list of non-compliant companies" on the NSE website. We have also received management representation confirming no action taken by SEBI or stock exchanges against the Listed Entity, its promoter, directors, subsidiaries.
12	<p>Resignation of statutory auditors from the Listed Entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the Listed Entity or any of its material subsidiaries during the financial year, the Listed Entity and/or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the Listing Regulations by Listed Entities.</p>	NA	There has been no instance of resignation of statutory auditors during the Review Period.
13	<p>No additional Non-Compliances, if any:</p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	Intimations to stock exchange u/r 30 read with schedule III.A.A2 with respect to issuance of non-convertible securities were made at the time of allotment of securities.

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

Regulations.

Assumptions & Limitation of scope and Review:

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

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

**NITU
PODDAR** Digitally signed by
NITU PODDAR
Date: 2025.05.30
19:18:16 +05'30'

**Nitu Poddar
Partner**

Membership No.: A37398

CP No.: 15113

UDIN: A037398G000514578

Peer Review Certificate No.: 4123/2023

Place: Delhi

Date: May 30, 2025