



March 09, 2022

The BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,
Listing Department
“Exchange Plaza”
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 540173

Symbol: PNBHOUSING

Subject: Notice of Postal Ballot under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sirs,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed Postal Ballot Notice dated March 09, 2022 which is being sent to shareholders of PNB Housing Finance Limited (“Company”), seeking their approval by way of an ordinary resolution through remote e-voting for appointment of Mr. Binod Kumar (DIN 07361689) as a Non-Executive Nominee Director on the Board of the Company.

The relevant details around e-voting are mentioned herein below:

Cut-off date for determining the Members entitled to vote	Friday, March 04, 2022
Date of Dispatch of Notice to Members whose name appears on the register of Members as on March 04, 2022	Wednesday, March 09, 2022
Commencement of remote e- voting period	Thursday, March 10, 2022 at 9:00 a.m.
End of remote e-voting period	Friday, April 08, 2022 at 5:00 p.m.

The Notice is also available on the Company's website www.pnbhousing.com, the website of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com and on the website of NSDL at www.nsdl.co.in.

You are requested to kindly take the same on your records.

Thanking you

For PNB Housing Finance Limited


Sanjay Jain
Company Secretary & Head Compliance
Membership Number: F2642



Registered Office: 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001
Tel. No.: +91 011-23736857, **E-mail:** investor.services@pnbhousing.com
CIN: L65922DL1988PLC033856, **Website:** www.pnbhousing.com

NOTICE OF POSTAL BALLOT

[Notice Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given, pursuant to Section 110 and Section 108 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), General Circular Nos 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 issued by the Ministry of Corporate Affairs ("MCA") dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively, ("MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations") and other applicable provisions of the Companies Act, 2013 and the Rules, Circulars, Notifications thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable provisions, if any, for seeking approval of the Members of PNB Housing Finance Limited ("the Company") through Postal Ballot only by voting through electronic means for the resolution proposed to be passed as an Ordinary Resolution set out hereinafter.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/Depositories and the communication to assent/dissent of the Members on the resolution proposed in this Notice will only take place through the remote e voting system. If your email address is not registered with the

Company/Depositories, please follow the process provided in the notes.

The Explanatory Statement pursuant to section 102 of the Act pertaining to the proposed resolution setting out the material facts and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Dr. S. Chandrasekaran (Membership No. FCS 1644, CP NO. 715) failing him Mr. Rupesh Agarwal (Membership No. ACS 16302, CP NO. 5673), failing him Mr. Shashikant Tiwari (Membership No, ACS 28994, CP. No. 13050), Partners of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

In accordance with Regulation 44(1) of Listing Regulations and Section 108, 110 of the Act read with Rule 20, 22 of Management Rules, the Company is pleased to offer facility of voting by electronic means ("remote e-voting") to its Members to enable them to cast their votes through remote e-voting. The Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Upon completion of the votes cast through remote e-voting, the Scrutinizer will submit his report along with scrutinizer register and other related papers to the Chairman of the Company or in his absence to any official of the Company as authorised. The results of the Postal Ballot will be announced and communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE"), (the

“Stock Exchanges”) where the equity shares of the Company are listed within the prescribed timelines. The results of the Postal Ballot will also be displayed on the Company’s website (www.pnbhousing.com) and on the website of National Securities Depository Limited (“NSDL”). The results would also be displayed at the registered office of the Company.

Special Business

1. Appointment of Mr. Binod Kumar (DIN 07361689) as a Non-Executive Nominee Director on the Board 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“Listing Regulations”**), applicable provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and subject to such other approvals, as may be necessary, Mr. Binod Kumar (DIN 07361689), who was appointed as an Additional Director (in the capacity of Non-Executive Nominee Director) of the Company by the Board of Directors of the Company with effect from January 12, 2022 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, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its

absolute discretion, consider necessary, expedient or desirable and to delegate all or any of the powers to any committee of directors with power to further delegate to or any other officer(s) / authorized representative(s) of the Company, in order to give effect to this resolution.”

By order of the Board

sd/-
(Sanjay Jain)
Company Secretary & Head Compliance
Membership Number: F2642

Date: March 09, 2022

Place: New Delhi

Notes:

1. A Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder stating material facts and reasons for the proposed resolution in respect of the special business is annexed hereto for your kind consideration.
2. In view of the ongoing COVID-19 pandemic and the provisions of MCA Circulars dated April 08, 2020, April 13, 2020 and December 08, 2021, the Company has sent this Postal Ballot Notice only through email to all the Members, whose names appear in the Register of Members/List of beneficial Owners as received from Depositories as on Friday, March 04, 2022 (cut-off date) and who have registered their email addresses with the Company/Depository Participant (DP). A person who is not a Member on the relevant cut-off date should treat this notice for information purpose only.
3. Members holding shares in physical form and also those members who have not yet registered their email addresses are requested to register the same. The process for those shareholders whose email addresses are not registered with the Company/Registrar and Transfer Agents/ Depositories Participants/Depositories, may request for procuring user id and password to evoting@nsdl.co.in and registration of e mail ids for e-voting for the resolution set out in this Notice:
 - 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 rnt.helpdesk@linkintime.co.in.

- 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 RTA/to their depository participant.
4. Members may note that this Notice will be available on the Company's website www.pnbhousing.com, and also at the website of the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com, www.nseindia.com, respectively and also at the website of National Securities Depositories Limited at www.evoting.nsdl.com.
 5. On account of the threat posed by the COVID 19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members for the Postal Ballot Notice in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
 6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in the State of Delhi, where the registered office of the Company is situated, and publish the same on the Company's website.
 7. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 a.m. and 1:00 p.m. upto the date of declaration of the result of Postal Ballot and any Member interested in inspection may write to investor.services@pnbhousing.com.
 8. The voting rights of Members for electronic voting 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 March 04, 2022. Voting Rights in the Postal Ballot cannot be exercised by a proxy. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
 9. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide voting by electronic means ("remote e-voting") facility to the Members, to enable them to cast their votes electronically on the resolution mentioned in the Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members.
 10. It is clarified that if a Member fails to provide or update relevant e-mail address to the Company, their Registrars and Transfer Agents or Depositories/Depository Participants, as the case may be, within the prescribed timelines, the Company will not be in default for not delivering the notice via e-mail.
 11. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

12. Voting Options

INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

Some of the important details regarding the remote e-voting facility are provided below.

Cut-off date for determining the Members entitled to vote	Friday, March 04, 2022
Commencement of remote e- voting period	Thursday, March 10, 2022 at 9:00 a.m.
End of remote e-voting period	Friday, April 08, 2022 at 5:00 p.m.

The remote e-voting module shall be disabled by NSDL after 05:00 PM (IST) on Friday, April 08, 2022 for voting thereafter.

13. Once the vote on resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again. Mr. Sanjay Jain, Company Secretary and Head Compliance of the Company shall be responsible for addressing the grievances of members connected with the e-voting for postal ballot.

14. Voting through electronic means

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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-

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the
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	<p>user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B: Login Method 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 'Shareholders/Members' 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. (NSDL or Physical)	or Demat or	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 119470 then user ID is 119470001***
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5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.
 - c. 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below: 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 the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” (E-Voting Event Number) in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of PNB Housing Finance Limited i.e. 119470 for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.
2. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

15. The Company has appointed Dr. S. Chandrasekaran (Membership No. FCS 1644, CP NO. 715) failing him Mr. Rupesh Agarwal (Membership No. ACS 16302, CP NO. 5673), failing him Mr. Shashikant Tiwari (Membership No, ACS 28994, CP. No. 13050), Partners of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
16. The Scrutinizer shall after the conclusion of voting will submit his Report of the votes cast to the Chairman or a person authorized by him in writing or the Company Secretary.
17. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. Friday, April 08, 2022. The result will be submitted to the Stock Exchanges where shares of the Company are listed and will also be displayed along with the Scrutinizers' Report on website of the Company i.e. www.pnbhousing.com.

Annexure to the Notice

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 1

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated January 12, 2022 had appointed Mr. Binod Kumar (DIN 07361689) as an Additional Director in the capacity of Non-Executive Director (as a Nominee Director of PNB) of the Company, liable to retire by rotation with effect from January 12, 2022.

In accordance with the Regulation 17(1C) of the Listing Regulations, an appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought through postal ballot notice for appointment of Mr. Binod Kumar on the Board of Directors of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member of the Company, proposing the candidature of Mr. Binod Kumar for the office of a Non-Executive Nominee Director, to be appointed as such under the provisions of Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof).

The Company has also received (i) consent in writing from Mr Binod Kumar to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014; (ii) an intimation in Form DIR 8 in terms of the of the Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr Binod Kumar to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and (iii) a confirmation from Mr Binod Kumar that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any other authority and that he satisfies the fit and proper criteria as prescribed under the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. Mr. Binod Kumar is not debarred from holding the office of the director by

virtue of any SEBI order or any other such authority pursuant to BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018 and NSE circular NSE/CML/2018/24 dated June 20, 2018.

A brief profile and other details of Mr. Binod Kumar as required to be provided under regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India has been provided in the **Annexure A** to this Notice.

The terms and conditions of his appointment and all other material documents referred to in the Notice and Explanatory Statement is available for inspection without any fee by the Members through electronic mode on all working days up to the last date of the voting and any Member interested in inspection may write to investor.services@pnbhousing.com

The Board of Directors of the Company is of the opinion that Mr. Binod Kumar possess appropriate skills, experience & knowledge and in compliance with the provisions of the Act.

The resolution seeks the approval of members for the appointment of Mr. Binod Kumar as a Non-Executive, Nominee Director on the Board of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) whose office shall be liable to retire by rotation.

Except Mr. Binod Kumar being appointee, Punjab National Bank, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution.

The Board of Directors recommends this resolution for the approval of members as an Ordinary Resolution.

By order of the Board

sd/-
(Sanjay Jain)
Company Secretary & Head Compliance
Membership Number: F2642

Date: March 09, 2022

Place: New Delhi

Annexure A

A brief profile and details of Directors seeking appointment through Postal Ballot by remote e-voting process (Pursuant to Reg. 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. Binod Kumar (DIN 07361689)
Date of Birth	January 01, 1971
Date of Appointment	January 12, 2022
Qualification	<ul style="list-style-type: none"> • B. Sc (H), CAIIB • Financial Risk Manager (FRM) conducted by GARP (USA) • Post Graduate Diploma in Banking & Finance (NIBM) • Diploma in Treasury Investment & Risk Management (DTIRM) • NSE's Certification in Financial Markets- Mutual Fund and Securities Market • Diploma in Banking & Finance
Brief resume, experience and Expertise in Specific functional areas	<ul style="list-style-type: none"> • Mr. Binod Kumar is a professional banker having an experience of more than 27 years. • He started his career as Management Trainee in 1994. He is the Chief General Manager of PNB since November 2021. During his tenure, he has held many senior positions in the Bank.
No. of Equity Shares held in the Company (including shareholding as beneficial owner)	Nil
Terms & conditions of appointment	Non-Executive Nominee Director (Director liable to retire by rotation)
Details of Remuneration sought to be paid (Per annum)	Nil
Remuneration last drawn during FY 2020-21 (Including sitting fees and commission)	Nil
Date of first appointment on the Board	January 12, 2022
No. of meetings of Board attended during the year	2
Directorships held in other Companies and the listed entities from which the director has resigned in the past three years	-
Relationship with any other Director inter-se and KMPs of the Company	-
Membership of the Committee Details	-