

July 14, 2022

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

Symbol: PNBHOUSING

Dear Sirs,

**Sub: Clarification sought pursuant to Announcement submitted to NSE on June 14, 2022**

**Reference: Outcome of Board meeting dated June 14, 2022 and email dated July 14, 2022**

This has reference to the captioned subject.

In reference to the clarification sought by NSE vide email dated July 14, 2022, please take note of the point wise submissions of the Company:

S. No	Observations	Response
I.	<b>In case of issuance of debt securities or other non-convertible securities</b>	The Board vide meeting dated June 14, 2022 has authorised to issue Non-Convertible Debentures (NCDs) by way of private placement up to a maximum principal amount of INR 2,000 crore, in tranches over the next six months from the date of the board resolution (14.06.2022) on private placement in terms of the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 read with the applicable provisions of RBI Master Directions for Housing Finance Companies dated February 17, 2022.
	1. Whether proposed to be listed? If yes, name of the stock exchange(s);	The proposed NCDs are proposed to be listed on the Wholesale Debt Market Segment of either NSE or BSE.
	2. Tenure of the instrument - date of allotment and date of maturity;	Tenure: Up to 10 years Date of allotment and maturity shall be decided and submitted at the time of specific tranche.
	3. Coupon/interest offered, schedule of payment of coupon/interest and principal;	It is an enabling resolution and details shall be submitted with the stock exchange at the time of issuance of NCDs.
	4. Charge/security, if any, created over the assets;	
	5. Special right/interest/privileges attached to the instrument and changes thereof;	





	<p>4. Time within which option may be exercised;</p>	<p>on the stock exchange where there is highest trading volume, on the day immediately prior to the date of grant.</p> <p><b>4. Exercise period</b></p> <p><b>A. RSU Scheme:</b> Eligible Employee(s) will be permitted to exercise vested RSUs on and from the date of vesting of the RSUs for an exercise period as may be determined by the Nomination and Remuneration Committee. It shall not exceed 1 year from the vesting date. The vested RSUs shall lapse if not exercised within the specified exercise period.</p> <p><b>B. ESOP Scheme III 2022:</b> Eligible Employee(s) will be permitted to exercise vested Options on and from the date of vesting of the Options within 3 years from the date of the vesting of respective options. The vested Options shall lapse if not exercised within the specified exercise period.</p>
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The Company has made detailed disclosure pursuant to proposed ESOP Scheme III 2022 and RSU Scheme 2022 forming part of the Notice of 34<sup>th</sup> Annual General Meeting of the Company, which has also been submitted to the stock exchanges on June 30, 2022.

You are requested to take note of the above and in case of any further clarification required, shall be please to provide the same.

**Thanking You,  
For PNB Housing Finance Limited**

  
**Sanjay Jain**  
**Company Secretary & Head Compliance**  
**Membership No.: F2642**

