



Ref: PNBHFL/SE/EQ/FY2025-26/73
Date: August 22, 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: Outcome of the 37th Annual General Meeting (AGM) of the Company held on August 21, 2025 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Ref: (i) Our letter no. PNBHFL/SE/EQ/FY2025-26/70 dated on August 21, 2025; and
(ii) Our letter no. PNBHFL/SE/EQ/FY2025-26/72 dated August 22, 2025

We would like to inform that the Company has received the Scrutinizer’s Report with respect to the e-voting process done on the agenda items placed for the consideration of members at the 37th Annual General Meeting (AGM) of the Company held on Thursday, August 21, 2025 through Video Conferencing (VC) and the said Report has been submitted to the stock exchanges as per reference (ii) above.

The following are the outcome of the said AGM, which have been approved by the members with requisite majority:

1. Declaration of Dividend of INR 5/- per equity share of face value of Rs. 10/- each for the financial year ended March 31, 2025. Dividend will be paid on September 08, 2025 (Monday).
2. Mr. Dilip Kumar Jain (DIN: 06822012) who was liable to retire by rotation at the AGM, has been re-appointed as a non-executive nominee Director, liable to retire by rotation.
3. M/s. Vinod Kothari & Company, Company Secretaries (Firm Registration No. P1996WB042300) has been appointed as Secretarial Auditor of the Company.
4. Board of Directors of the Company has been authorised to offer or invite for subscription, 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 basis, from the date of the AGM until the conclusion of the next AGM of the Company.
5. Alteration of the Object Clause of the Memorandum of Association of the Company.

The above intimation is also being uploaded on the website of the Company www.pnbhousing.com



Details in terms of Regulation 30 of the Listing Regulations and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are enclosed as **Annexure – I, Annexure – II and Annexure - III.**

Kindly take the above intimation on record.

Thanking You,

Yours faithfully,
For **PNB Housing Finance Limited**

Veena G Kamath
Company Secretary

Encl: As above.

Annexure – I

Details pertaining to the re-appointment of Mr. Dilip Kumar Jain as a Non-executive Nominee Director, liable to retire by rotation, are given below:

Sl. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Re-appointment as a Non – Executive, Nominee Director, liable retire by rotation.
2.	Date of appointment/ re-appointment/ cessation (as applicable) & term of appointment/re-appointment;	August 21, 2025, liable to retire by rotation.
3.	Brief profile (in case of appointment);	Mr. Dilip Kumar Jain has over 29 years of experience in the banking sector. He carries with him several years of banking experience in various senior positions at Punjab National Bank. He is currently the Chief Financial Officer of Punjab National Bank in the rank of Chief General Manager. He is a member of the Institute of Chartered Accountants of India since 1989.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Dilip Kumar Jain is the Chief General Manager in Punjab National Bank (PNB) and nominated by PNB, the Promoter of the Company. Mr. Dilip Kumar Jain is not related to any other directors on the Board.
5.	Person shall not be debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. (Information required 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)	Mr. Dilip Kumar Jain is not debarred from holding office of a Director by virtue of any SEBI Order or any other authority.

Annexure - II

Details pertaining to the appointment of Vinod Kothari & Company, Company Secretaries (Firm Registration No. P1996WB042300) as Secretarial Auditor of the Company are given below:

Sl. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment as Secretarial Auditor of the Company
2.	Date of appointment/ reappointment/ cessation (as applicable) & term of appointment/reappointment;	1 st term of five consecutive years commencing from FY 2025-26 till FY 2029-30
3.	Brief profile (in case of appointment);	<p>Vinod Kothari & Company, Practising Company Secretaries ('Firm') established in 1988, having peer review number 4123/2023. With more than 36 years of vintage and 7 partners (average association of 10+ years), the Firm is one of the most reputed PCS firms having headquarters in Kolkata and offices in Mumbai, Delhi, and Bengaluru. The Firm is renowned for its commitment to quality and precision, ensuring the highest standards in the professional practices. The Firm has bagged 'Best PCS Firm' award conferred by Institute of Company Secretaries of India ('ICSI') in 2024 and is a two times awardee of "Best Secretarial Audit Award" to Ms Vinita Nair, Joint Managing Partner in 2019 and Ms Nitu Poddar, Partner in 2024.</p> <p>The Firm specialises in providing comprehensive professional services in corporate law advisory, assurance including secretarial audit, specific compliance assessments, developing SoPs for routine corporate tasks, conducting familiarisation programmes for senior management personnel among other services.</p> <p>The Firm has a dynamic group of highly motivated professionals. Through its research intensive team, the Firm also actively engages in academic research writing. It has published 25 books authored by partners, associates and other team members.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

Annexure - III

Details pertaining to Amendment to the Object Clause of the Memorandum of Association of the Company are given below:

The Board of Directors of the Company recommended the amendments in the Object Clause of the Memorandum of Association to enable the Company to offer unsecured loans within the regulatory framework.

Accordingly, the following alteration are covered in the proposed resolutions:

- (i) Existing Clause (1) be re-numbered as Clause (1A):
- (ii) New Clause (1B) be inserted after Clause (1A) as follows:

“1B. To lend money to any person or persons, company or corporation, society or association of persons or to any entity, with or without security, for any purpose other than that stated in clause (1A) above, within the purview of the regulations applicable to the Company from time to time.”

- (iii) The Notes to Clause III (A) be substituted with the following:

“IV. Any reference to the Companies Act, 1956 shall mean and include the Companies Act, 2013 to the extent applicable and as amended from time to time. Any reference to NHB Act, 1987 shall mean and include any modifications thereto from time to time. Any reference to NHB Directions shall mean applicable Regulatory Directions and any modifications thereto from time to time. Any reference to Banking Regulation Act, 1949 includes any modifications to it from time to time.”

The members have authorized the Board of Directors to do all such acts deeds and things necessary to give effect to the proposed alteration of objects clause, which will enable the Board to strategize, provide approvals and monitor to ensure that the Company operates within the regulatory thresholds in this regard.

The details of the amendments to the MOA were included in the Notice of the AGM dated Wednesday, July 02, 2025 sent to the Members.
