



Ghar Ki Baat

Ref: PNBHFL/SE/EQ/FY2025-26/124
December 24, 2025

The BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 540173

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

Dear Sir(s),

Sub: Grant of ESOPs and RSUs under Employee Stock Options Plan ('ESOP Scheme II 2018') and Restricted Stock Unit Scheme 2022 ('RSU Scheme 2022') of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, this is to inform that the Nomination and Remuneration Committee of the Company *inter-alia*, has considered and approved today, i.e. December 24, 2025, the grant of 2,00,000 ESOPs and 32,508 RSUs, to eligible employee(s) under ESOP Scheme II 2018 and RSU Scheme 2022 of the Company, respectively.

The brief terms of the ESOPs and RSUs granted are enclosed as Annexure1 and Annexure 2.

This is for your information and records.

Thanking You,

Yours faithfully,
For PNB Housing Finance Limited

Veena G Kamath
Company Secretary

Encl: As above.

Annexure 1

S. No	Particulars	Details										
1.	Brief details of options granted	200,000 Options granted to eligible employee of the Company under ESOP Scheme II 2018. Each Option upon exercise would be entitled for allotment of one equity share of INR 10/- each of the Company.										
2.	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Yes										
3.	Total number of shares covered by these options	200,000 Equity shares of face value INR 10/- each of the Company.										
4.	Pricing formula	The said Options have been granted at the market price as defined in SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.										
5.	Exercise price	INR 932.85										
6.	Vesting Schedule	In terms of ESOP Scheme II 2018 and subject to the achievement of performance conditions as specified in grant letter, Options will vest as under: <table border="1" data-bbox="719 902 1390 1189"> <thead> <tr> <th>Time Period</th> <th>Options Vested</th> </tr> </thead> <tbody> <tr> <td>After 1 year from the date of the grant</td> <td>20% of the options granted</td> </tr> <tr> <td>After 2 years from the date of the grant</td> <td>20% of the options granted</td> </tr> <tr> <td>After 3 years from the date of the grant</td> <td>30% of the options granted</td> </tr> <tr> <td>After 4 years from the date of the grant</td> <td>30% of the options granted</td> </tr> </tbody> </table>	Time Period	Options Vested	After 1 year from the date of the grant	20% of the options granted	After 2 years from the date of the grant	20% of the options granted	After 3 years from the date of the grant	30% of the options granted	After 4 years from the date of the grant	30% of the options granted
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After 4 years from the date of the grant	30% of the options granted											
7.	Time within which Options may be exercised	The vested Options shall be exercisable within a period of 3 years from the respective dates of vesting.										
8.	Options exercised	Not applicable										
9.	Money realized by exercise of Options											
10.	The total number of shares arising as a result of exercise of Option											
11.	Options lapsed											
12.	Variation of terms of Options											
13.	Brief details of significant terms	ESOP Scheme II 2018 was introduced to attract, reward and retain the talented and key eligible employees of the Company in the competitive environment and encourage them to align individual performance with the Company's objectives. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company.										
14.	Subsequent changes or cancellation or exercise of such Options	Not applicable										
15.	Diluted earnings per share pursuant to issue of equity shares on exercise of Options											
<p>Note: The requirements prescribed under sub-clauses (g) to (k), (m) & (n) of Clause 10 of Part B of Annexure 1 of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are not applicable.</p>												

Annexure 2

S. No	Particulars	Details										
1.	Brief details of RSUs granted	32,508 RSUs granted to certain eligible employees of the Company under PNB Housing Restricted Stock Unit Scheme 2022 of the Company. Each RSU upon exercise would be entitled for allotment of one equity share of INR 10/- each of the Company.										
2.	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	Yes										
3.	Total number of shares covered by these options	32,508 RSUs of face value INR 10/- each of the Company.										
4.	Pricing formula	The said RSUs have been granted as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.										
5.	Exercise price	INR 10/-										
6.	Vesting Schedule	In terms of PNB Housing Restricted Stock Unit Scheme 2022 and subject to the achievement of performance conditions as specified in grant letter, RSUs will vest as under: <table border="1" data-bbox="719 931 1390 1218"> <thead> <tr> <th>Time Period</th> <th>RSUs Vesting</th> </tr> </thead> <tbody> <tr> <td>After 1 year from the date of the grant</td> <td>20% of the RSUs granted</td> </tr> <tr> <td>After 2 years from the date of the grant</td> <td>20% of the RSUs granted</td> </tr> <tr> <td>After 3 years from the date of the grant</td> <td>30% of the RSUs granted</td> </tr> <tr> <td>After 4 years from the date of the grant</td> <td>30% of the RSUs granted</td> </tr> </tbody> </table>	Time Period	RSUs Vesting	After 1 year from the date of the grant	20% of the RSUs granted	After 2 years from the date of the grant	20% of the RSUs granted	After 3 years from the date of the grant	30% of the RSUs granted	After 4 years from the date of the grant	30% of the RSUs granted
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After 4 years from the date of the grant	30% of the RSUs granted											
7.	Time within which Options may be exercised	1 year from the respective dates of vesting.										
8.	Options exercised	Not applicable										
9.	Money realized by exercise of Options											
10.	The total number of shares arising as a result of exercise of Option											
11.	Options lapsed											
12.	Variation of terms of Options											
13.	Brief details of significant terms	RSUs granted under the Scheme shall vest on satisfaction of vesting conditions which are a combination of company and individual performance and can thereafter be exercised resulting in allotment of equity shares of the Company.										
14.	Subsequent changes or cancellation or exercise of such Options	Not applicable										
15.	Diluted earnings per share pursuant to issue of equity shares on exercise of Options											

Note: The requirements prescribed under sub-clauses (g) to (k), (m) & (n) of Clause 10 of Part B of Annexure 1 of SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are not applicable.