



Ghar Ki Baat

Regd. Office: 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001
Phone: 011 23736857, **email:** investor.services@pnbhousing.com, **Website:** www.pnbhousing.com
CIN: L65922DL1988PLC033856

NOTICE

NOTICE is hereby given that the Thirty First (31st) Annual General Meeting ("Meeting") of the member(s) of PNB Housing Finance Limited ("Company") will be held on Monday, July 29, 2019 at 3.00 p.m. at the "The Stein Auditorium" Habitat World, India Habitat Centre, Lodhi Road, New Delhi-110003 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.
- To declare dividend on Equity Shares at the rate of ₹ 9 per equity share for the financial year 2018-19.
- To appoint Mr. Sunil Kaul (DIN: 05102910) as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mr. L V Prabhakar (DIN 08110715) as Non-executive Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of Articles of Association of the Company, Mr. L V Prabhakar (DIN 08110715), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161 of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting

and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation."

5. Appointment of Mr. Neeraj Vyas (DIN 07053788) as an Independent Director

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, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of Articles of Association of the Company, Mr. Neeraj Vyas (DIN 07053788), who was appointed as an Additional Director (Independent) of the Company with effect from April 15, 2019 and who holds office only upto this Annual General Meeting of the Company in terms of Section 161 of the Act, and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from April 15, 2019, not liable to retire by rotation."

6. Re-appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director for a second term of 1 (One) year

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded to ratify/ approve the continuation of the directorship of Mr. Shital Kumar Jain (DIN: 00047474) as an independent director of the Company who has attained the age of seventy five years till the end of his current tenure of appointment.”

“RESOLVED FURTHER THAT, in accordance with the provisions of Section 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the members hereby approve the re-appointment of Mr. S K Jain (DIN: 00047474) as an Independent Director of the Company, not liable to retire by rotation, for a second term of 1 (one) year with effect from 9th August, 2019 and also accord approval under Regulation 17(1A) of Listing Regulations for appointing such Director who has attained the age of seventy five years.”

7. Approval of material related party transactions with Punjab National Bank

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/ or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Punjab National Bank (“PNB”), being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise, with respect to (i) Banking Transactions/ loan transactions/ credit facility (ii) assignment/ securitisation (iii) Any other transactions including transactions as may be disclosed

in the notes forming part of the financial statements for the relevant period.”

“RESOLVED FURTHER THAT the Members of the Company do hereby ratify as also accord further approval to the Board to sign and execute all such documents, agreements and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

8. To borrow funds and issue of bonds/ non-convertible debentures and other debt securities

To consider and if thought fit, to pass with or without modifications, the following resolution as a **special resolution**:

I. “RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Sections 180(1) (c) & (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to:

- a)** borrow/ secure financial assistance for any sum or sums of moneys for and on behalf of the Company, from time to time, whether unsecured or secured, fund based or non-fund based, from any one or more persons, banks, financial institutions, firms, bodies corporate or other lenders, notwithstanding that the sum or sums of money to be borrowed, together with the money already borrowed by the Company (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed Rupees 1,05,000 crore (Rupees One Lac Five Thousand crore) at any point of time on account of the principal; &
- b)** mortgage(s) and/or charge(s) and/or hypothecation(s), in addition to the existing mortgage(s) and/or charge(s) and /or hypothecation(s) created by the Company, any/ all immoveable and/or moveable properties of the Company including receivables in form of book debts, wheresoever situated, present and future and the whole of the undertaking of the Company to or in favour of any one or more persons, banks, financial institutions, firms, bodies corporate or other lenders or trustees

for the lenders/ debenture-holders, to secure the principal amount of financial assistance granted/ to be granted by the lenders, together with all interest thereon, commitment charges, costs, expenses involved and all other moneys payable by the Company in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances;

- c) finalise and execute all documents for creation and registration of aforesaid mortgage(s) and/ or charge(s) and/or hypothecation(s) with the lenders/ trustees for the lenders/ debenture holders of the Company and doing all such acts, deeds, things etc. as may be necessary for giving effect to this resolution.”

- II. **“RESOLVED THAT** pursuant to the (i) provisions of Sections 23, 42, 71 and other applicable provisions of the Companies Act, 2013, (ii) applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (iii) applicable provisions of Companies (Share Capital and Debentures) Rules, 2014, (iv) applicable provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008; (v) applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; (vi) applicable provisions of the Memorandum and Articles of Association of the Company, (vii) applicable provisions of the Foreign Exchange Management Act, 1999 and (viii) other applicable SEBI Regulations and provisions of any applicable other law(s) for the time being in force, (including any statutory modification(s) or re-enactment(s) thereof, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make offer(s) or issue or invitation(s) to subscribe to the secured/unsecured, redeemable, non-convertible, cumulative/ non-cumulative rated, listed, bonds/ debentures/ debt securities (“Bonds”) through private placement offer letter(s) and/ or by way of public issue in one or more series/ tranches to such class of persons as the board of directors may from time to time determine.”

“RESOLVED FURTHER THAT the Board of Directors of the Company shall be authorized to issue Bonds including but not limited to non-convertible debentures of face value aggregating upto ₹ 45,000 crores (Rupees Forty Five Thousand Crore only) of tenure not exceeding 10 years, during the period of one year from the date of passing of this special

resolution through private placement offer letter(s) and/ or by way of public issue and notwithstanding that the aggregate amount of all such Bonds taken together with domestic/off-shore, secured/ unsecured, loans/borrowings, guarantees shall not exceed the borrowing powers approved by the members by way of a special resolution under section 180(1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do, from time to time, all such acts, deeds, things etc. as may be deemed necessary in respect of issue of Bonds including but not limited to determining number of issues/ tranches, face value, offer document, issue price, issue size, premium/ discount, timing, amount, any security document, coupon/ interest rate(s), yield, listing, allotment and other terms and conditions of issue of Bonds as they may, in their absolute discretion, deem necessary.”

BY ORDER OF THE BOARD

(Sanjay Jain)

**Company Secretary &
Head Compliance**

Dated: May 9, 2019

Place: New Delhi

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the 31st Annual General Meeting (“AGM” or the “Meeting”) is annexed.
2. Brief profiles and other information of Directors proposed to be appointed/ re-appointed are annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single

person as proxy and such person shall not act as proxy for another person or member.

4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 23, 2019 till Monday, July 29, 2019 (both days inclusive) for determining eligibility for payment of dividend for the financial year ended March 31, 2019.

The dividend, as recommended by the Board of Directors of the Company (₹ 9 per equity share of ₹ 10/- each), if declared at the Meeting, will be paid on or before Wednesday, August 28, 2019 to those members or their mandates:

- whose names appear as Beneficial Owners as at the end of business hours on Monday, July 22, 2019 in the lists of Beneficial Owners furnished by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) in respect of the shares held in electronic form; and
- whose names appear as at the end of business hours on Monday, July 22, 2019 in the register of members in case of shares are held in physical mode.

Members willing to claim unclaimed dividend are requested to correspond with the Registrar and Share Transfer Agents of the Company, or to the Company Secretary, at the Company’s registered office. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).

6. Change of Address or Other Particulars

Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service (“NECS”) mandates, etc. under the signature of the registered holder(s) to:

- The Depository Participants in respect of shares held in electronic form.
 - The Company/ RTA in respect of shares held in physical form.
7. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares

held by him/ them shall vest in the event of his/ their unfortunate death. For members holding shares in dematerialised form, the nomination form may be filed with the concerned Depository Participant. For Members holding shares in physical form can make their nomination in the specified Nomination Form which can be obtained from the Company or its Registrar & Share Transfer Agents.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar & Share Transfer Agents.

8. Payment of Dividend Electronically

Dividend will be paid, preferably through NECS, wherever such facility is available, under intimation to the members. In case dividend cannot be paid through NECS, it will be paid through dividend warrants/ demand drafts. In cases where the payments to the members holding shares in dematerialized form are made by dividend warrants, particulars of bank account registered with their Depository Participants will be considered by the Company for printing the same on dividend warrant.

9. Bank Mandate

Members who hold shares in physical form are requested to intimate the Company’s RTA under the signature of the Sole/First holder, the following information relating to their bank accounts to be incorporated in the dividend warrants:

- Bank account number;
 - Account type, whether savings or current;
 - Name of the Bank and complete address of the branch with PIN Code;
 - MICR and IFSC Codes; and
 - Name of Sole/ First holder.
10. The Company has a dedicated E-mail address investor.services@pnbhousing.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest. The Company’s website www.pnbhousing.com has a dedicated section for investors called “Investor Relations”.
 11. A Certificate from Statutory Auditors of the Company certifying that the implementation of ESOP Policy is in accordance with the SEBI (Share Based Employee Benefits)

Regulations, 2014, will be available for inspection by Members of the Company at the venue of the AGM.

12. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.

Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.

13. All share and dividend related correspondence may be sent to RTA at the following address:

Link Intime India Private Limited

C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Phone : +91 22 49186000
Fax : +91 22 49186060
E-mail : rnt.helpdesk@linkintime.co.in

In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agents of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.

In all the correspondence, please quote your DP ID & Client ID or Folio Number.

14. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries
15. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2018-19 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies

of the Notice and Annual Report are being sent through permitted mode.

16. The Notice of the AGM and the Annual Report for Financial Year 2018-19 will also be available on the Company's website www.pnbhousing.com. Notice will also be available on www.evotingindia.com.
17. All the documents referred in the AGM Notice will be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. Further, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related rules thereunder will also be available for inspection by Members of the Company at the venue of the AGM.

18. Voting Options:

The instructions for shareholders voting electronically are as under:

The business set out in the Notice of the AGM may be transacted through electronic voting system or Polling Paper. The Company is providing facility for voting by electronic means. Information relating to e-Voting facility and voting at the AGM is given below:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The process and manner for remote e-voting are as under:

- (i) The voting period begins on Thursday, July 25, 2019 (9:00 am) and ends on Sunday, July 28, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, July 22, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of PNB Housing Finance Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in

the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries (Membership No. FCS 4223, C.P. No.: 3850), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.pnbhousing.com and on the website of CDSL e-voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited. The results shall be displayed at the Registered Office at 9th Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi-110001.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 4 to 8:

ITEM NO. 4

Appointment of Mr. L V Prabhakar (DIN 08110715) as Non-executive Director

Based on recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors of the Company at its meeting held on 9th August, 2018, had appointed Mr. L V Prabhakar (DIN: 08110715) as Additional Director of the Company under Section 161(1) of the Companies Act, 2013 who holds Office up to the date of this Annual General Meeting of the Company. He is a nominee of Punjab National Bank.

The Board considers that continued association of Mr. L V Prabhakar would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director. In compliance with the provisions of the Act, the appointment of Mr. L V Prabhakar, Non-executive Director is now being placed before the members in the Annual General Meeting for their approval.

Mr. L V Prabhakar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and in this regard, the Company has received Form DIR-8 from Mr. L V Prabhakar in terms of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received Form DIR -2 from Mr. L V Prabhakar with respect to his consent to act as a Director in terms of Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. A brief profile and other details required as per Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.

The Company has also received candidature letter under Section 160 of the Act. The terms and conditions of appointment of Mr. L V Prabhakar and all other documents referred to in the accompanying Notice and this Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days of the Company except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting.

Except Mr. L V Prabhakar being appointee and his relatives, none of the other Directors, Key Managerial Personnel 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.

ITEM NO. 5

Appointment of Mr. Neeraj Vyas (DIN 07053788) as an Independent Director

Based on recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors had appointed, subject to the approval of the members at the AGM, Mr. Neeraj Vyas (DIN 07053788) as Independent Director of the Company, not liable to retire by rotation to hold the office for a period of 5 years with effect from April 15, 2019

Mr. Neeraj Vyas is not disqualified from being appointed as a Director in terms of Section 164 of the Act and in this regard, the Company has received Form DIR-8 from Mr. Neeraj Vyas in terms of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received Form DIR -2 from Mr. Neeraj Vyas with respect to his consent to act as a Director in terms of Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. A brief profile and other details required as per SEBI Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.

In the opinion of the Board, Mr. Neeraj Vyas possess appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that he is independent of the management.

The Company has also received candidature letter under Section 160 of the Act. A Copy of draft appointment letter setting out terms and conditions of his appointment and all other documents referred to in the accompanying Notice and this Statement are available for inspection by Members at the Registered Office of the Company during normal business hours on all working days of the Company except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting.

Except Mr. Neeraj Vyas being appointee and his relatives, 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 mentioned at item no.5.

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

ITEM NO. 6

Re-appointment of Mr. Shital Kumar Jain (DIN 00047474) as an Independent Director for second term of 1 (One) year

The Members of the Company had appointed Mr. Shital Kumar Jain as non-executive Independent Director of the

Company for a period of 5 (five) years with effect from August 8, 2014.

Pursuant to newly inserted Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a person who has attained the age of seventy five years can continue directorship in a listed company as a non-executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision came into effect from April 1, 2019.

Further, Section 149(10) of the Act, provides that a non-executive independent director shall hold office for a term up to five consecutive years on the board of a Company but shall be eligible for re-appointment, for another term of up to five consecutive years, on passing of a Special Resolution by the members.

The existing term/ tenure of Mr. Shital Kumar Jain will expire on August 8, 2019. Hence, member's approval is required to ratify the continuity of Mr. Shital Kumar Jain as an Independent Director of the Company beyond the age of seventy five years with effect from April 1, 2019 and for further re-appointment of Mr. Shital Kumar Jain as a non-executive independent director for second term of 1 (One) year.

The Board is of the view that the continued association of Mr. Shital Kumar Jain would benefit the Company considering the knowledge, experience and performance of Mr. Shital Kumar Jain, and his contribution to the Board. Declaration has been received from Mr. Shital Kumar Jain that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of the Board, Mr. Jain fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the management of the Company.

A copy of draft appointment letter setting out terms and conditions of his appointment and all other documents referred to in the accompanying Notice and this Statement are available for inspection by Members at the Registered Office of the Company during normal business hours on all working days of the Company except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting.

Mr. Shital Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and in this regard, the Company has received Form DIR-8 from Mr. Shital Kumar Jain in terms of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received Form

DIR -2 from Mr. Shital Kumar Jain with respect to his consent to act as a Director in terms of Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. A brief profile and other details required as per Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.

Except Mr. Shital Kumar Jain being appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Special Resolution.

The Board of Directors recommends this resolution for the approval of members as a Special Resolution.

ITEM NO. 7

Approval of material related party transactions with Punjab National Bank

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") requires shareholders' approval by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material under the Listing Regulations, if the transaction(s) in a contract to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.

However, a transaction pertaining to payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed two percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Company enters into various transactions with PNB including banking transactions and those disclosed in the notes forming part of the financial statements. In the financial year 2018-19, the aforementioned transactions in terms of aggregate value, have exceeded 10% of the Company's annual consolidated turnover for the relevant year. The transactions have been continued so far in the financial year 2019-20 and are expected to exceed the prescribed threshold limits under the Listing Regulations so as to qualify as material related party transactions. Going forward, the Company intends to continue such transactions with PNB.

Accordingly, as per Regulation 23 of the Listing Regulations, approval of the Members is sought for ratification of the arrangements/ transactions undertaken whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions.

Accordingly, the Company proposes to obtain approval of its Members for ratifying as also for giving further approval to the Board for carrying out and/or continuing with the following arrangements and transactions with PNB:

- i. Banking Transactions/ loan transactions/ credit facilities
- ii. Assignment/ securitisation
- iii. Any other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period.

The above stated arrangements and transactions with PNB amount to related party transactions falling within the purview of the Listing Regulations and all these transactions in aggregate, are material related party transactions under the Listing Regulations.

The above transactions are in the ordinary course of business and on an arm's length basis.

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

Except Mr. Sunil Mehta and Mr. L V Prabhakar being nominee Directors of PNB, no other Director or Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding in the Company, if any, are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party/ies shall vote to approve on the resolution under Item No.7.

ITEM NO. 8

To borrow funds and issue of bonds/ non-convertible debentures and other debt securities

Section 180 (1) (c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the powers to borrow money, where the money to be borrowed together with the money already borrowed by the company (excluding temporary loans obtained from the company's bankers in the ordinary course of business) shall exceed aggregate of its paid-up share capital and free reserves, only with the consent of the members of the company by a special resolution.

Section 180 (2) of the Companies Act, 2013 provides that every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to above, shall specify the total amount up to which monies may be borrowed by the Board of Directors.

Due to the nature of Company's business, the financial assistances availed by the Company from various banks/ financial institutions/ debenture-holders/ depositors exceed the aggregate of paid-up share capital and free reserves of the Company and the same should be secured by way of mortgage and/or charge of the assets of the Company, both present and future, it is necessary for the members to pass a special resolution under Section 180 of the Companies Act, 2013. It is therefore proposed that the members authorize the Board to borrow money up to ₹ 1,05,000 crores (Rupees One lac five thousand crore).

The Company is engaged into the business of providing housing and non-housing loans. One of the main constituents of the Company's borrowings is in form of bonds/ non-convertible debentures.

As on March 31, 2019, bonds/ non-convertible debentures constitute ₹ 23,236 crores of the total borrowings of the Company. Borrowing through bonds/ non-convertible debentures not only work out cost effective but also facilitate the raising of resource in a highly flexible and requirement driven manner. The Company intends to raise long term funds through bonds in the current year as well as to meet lending requirements. It is therefore proposed that the members authorize the Board to borrow money through NCDs up to ₹ 45,000 crores (Rupees Forty Five Thousand crore) through private placement offer letter(s) and/ or by way of public issue from time to time.

Section 42 of The Companies Act, 2013 and rule 14 (2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 require the Company to seek a special resolution from its members for raising the Bonds on private placement basis. The resolution is valid for a period of one year from the date of approval by the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board of Directors recommend this resolution for the approval of members as a Special Resolution.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (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. Sunil Kaul	Mr. L V Prabhakar	Mr. Neeraj Vyas	Mr. Shital Kumar Jain
Date of Birth	25 th March, 1960	12 th December, 1962	2 nd June, 1958	12 th September, 1939
Date of Appointment	05 th March, 2015	9 th August, 2018	15 th April, 2019	8 th August, 2014
Qualification	Post graduate in management from the Indian Institute of Management, Bangalore B.Tech from the Indian Institute of Technology, Bombay	Master's Degree in Agriculture Certified Associate of Indian Institute of Bankers (CAIIB).	B.Sc. (Chemistry) & M.Sc. (Organic Chemistry) from Madhav Vigyan Mahavidyalaya, Ujjain	Master's Degree in Arts from the University of Punjab MBA from the University of Indiana, USA (Dean's List) and a Fulbright scholar
Expertise in Specific functional areas	Mr. Kaul was the President of Citibank Japan and the Chairman of CitiCards Japan KK and CitiFinancial Japan KK. He was also the Head of Retail Banking for Citibank in Asia, the Head of International Personal Banking for Citibank in New York and the Head of Global Transaction Services at Citibank, Japan. He is presently the Managing Director of Carlyle Singapore Investment Advisors Pte Limited and is the Head of South East Asia for financial services sector of the Carlyle Asia Buyout Advisory Team and concurrently heads the financial services sector for the team in Asia. He has over 30 years of experience in the fields of private equity, corporate and consumer banking.	Mr. Prabhakar is the Executive Director of Punjab National Bank since March 1, 2018. Prior to that, he had served in Allahabad Bank in various capacities. He worked at Corporate Office as Head of various important verticals, namely, Information Technology, retail banking, priority sector credit, MSME credit, financial inclusion, human resource development and integrated risk management. He was also on the Board of Allahabad UP Gramin Bank.	Mr. Vyas superannuated as Deputy Managing Director and Chief Operating Officer (COO) of State Bank of India (SBI) on June 30, 2018. He designed and conceptualised the scheme of merger of five associate banks and Bharatiya Mahila Bank with SBI. He is a senior banking professional with over 35 years of experience in the Indian banking sector, across a range of diverse functions such as retail banking, commercial banking, product development, human resources and Management Information System (MIS).	Mr. Shital Kumar Jain retired from Citibank in June 2000 after working for more than 31 years. He held the post of Senior Credit Officer for more than 18 years. Apart from his tenure in India, he also spent many years working with Citibank in Hong Kong, Taiwan, Philippines, Thailand and Canada. He was an elected member of Beta Gamma Society.
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil
Terms & conditions of reappointment	Non-executive Director (Director retire by rotation)	Non-executive Director (Director retire by rotation)	Independent Director (Term: 5years)	Independent Director (Term: 1 year)
Details of Remuneration sought to be paid (Per annum)	Nil	Nil	Sitting Fees/ Commission as may be approved by the Board	Sitting Fees/ Commission as may be approved by the Board
Remuneration last drawn during FY 2018-19	Nil	Nil	NA	₹ 23,90,000
Date of first appointment on the Board	5 th March, 2015	9 th August, 2018	15 th April, 2019	9 th December, 2009
No. of meetings of Board attended during the year	8	3	NA	7
Directorships held in other Companies	1. SBI Cards and Payment Services Private Limited.	1. PNB Metlife India Insurance Company Limited 2. Punjab National Bank	1. Konkan LNG Private Limited	1. R S Software India Limited
Relationship with any other Director inter-se and KMPs of the Company	None	None	None	None
Committee Details *	Member of Stakeholders Relationship Committee of PNB Housing Finance Limited	Member of Audit Committee of PNB Metlife India Insurance Company Limited Member of Audit Committee of Punjab National Bank Member of Stakeholders Relationship Committee of Punjab National Bank	-	1. Chairman of Audit Committee of R S Software India Limited 2. Chairman of Stakeholders Relationship Committee of R S Software India Limited

*Details of membership/ chairmanship in Audit Committee and Stakeholders Relationship Committee in Public Limited Companies are given.

BY ORDER OF THE BOARD

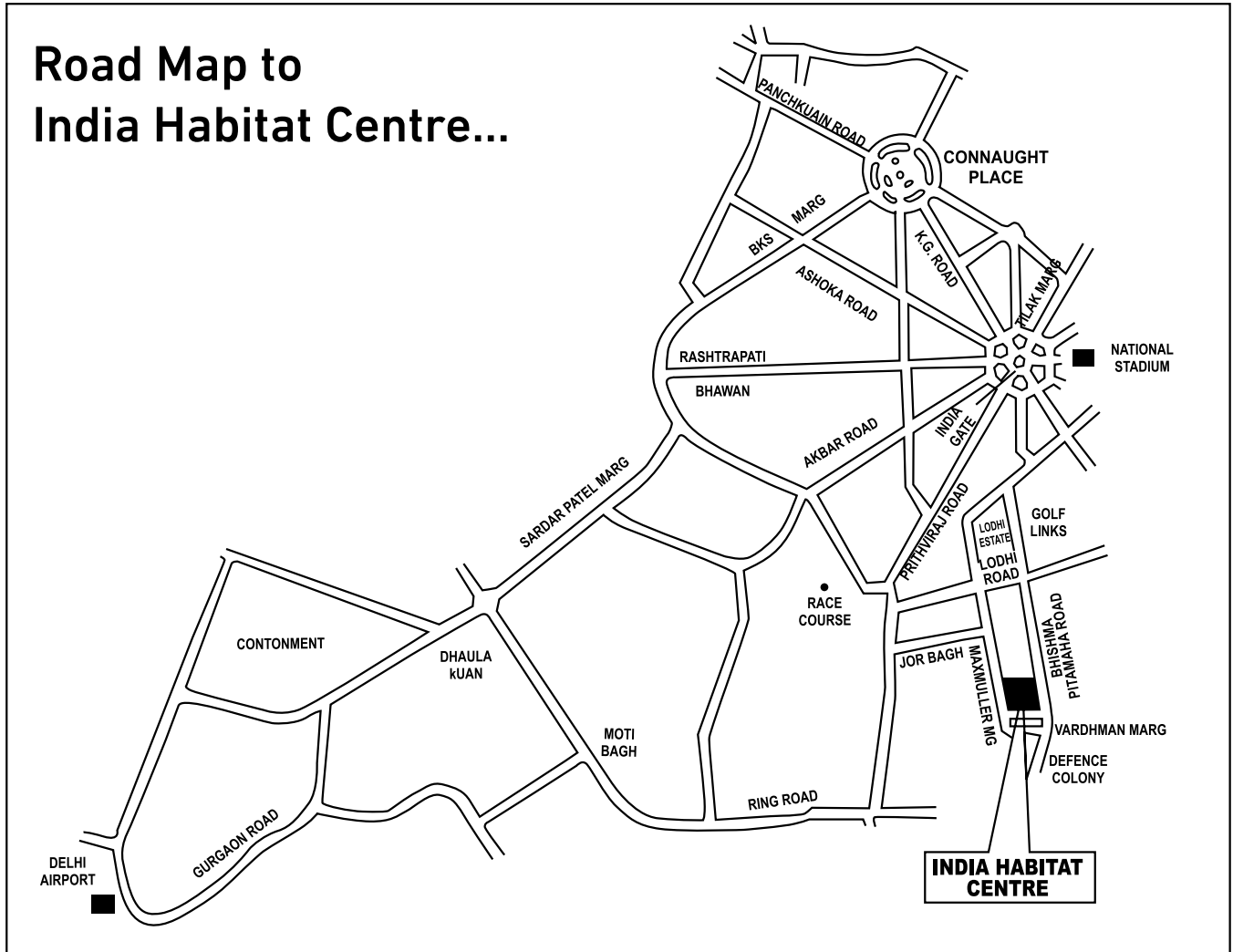
Dated: May 9, 2019
Place: New Delhi

(Sanjay Jain)
Company Secretary & Head Compliance

ROUTE MAP TO AGM VENUE

Date & Time : Monday, July 29, 2019 at 3.00 p.m.

Venue : "The Stein Auditorium" Habitat World, India Habitat Centre, Lodhi Road, New Delhi-110003





Proxy Form MGT-11

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN: L65922DL1988PLC033856
 Name of the Company: PNB Housing Finance Limited
 Registered Office: 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001
 Email id: investor.services@pnbhousing.com
 Website: www.pnbhousing.com

Name of member(s) : _____
 Registered Address : _____
 E-mail ID : _____
 Master Folio No. : _____
 DP ID* : _____
 CLIENT ID* : _____

I/We being the holder of _____ shares of the above-named Company, hereby appoint:

S. No.	Name	Address	E-mail ID	Signature	
1					or failing him or failing him
2					
3					

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Monday, July 29, 2019 at 3.00 p.m. at the "The Stein Auditorium" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent	Dissent
Ordinary Business			
1	To receive, consider and adopt Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors' and Auditors' thereon.		
2	To declare dividend on Equity Shares for the financial year 2018-19 at the rate of ₹ 9 per equity share		
3	To appoint Mr. Sunil Kaul as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment.		

Resolution No.	Description	Assent	Dissent
Special Business			
4	To appoint Mr. L V Prabhakar (DIN 08110715) as non-executive Director of the Company		
5	To appoint Mr. Neeraj Vyas (DIN 07053788) as an Independent Director of the Company		
6	To ratify / approve the continuation of the directorship of Mr. Shital Kumar Jain (DIN: 00047474) who has attained the age of seventy five years and re-appoint him as an Independent Director for a second term of 1 (One) year		
7	To ratify / approve related party transactions with Punjab National Bank		
8	To borrow money not exceeding ₹ 1,05,000 crore at any point of time and to issue non-convertible debentures of face value aggregating up to ₹ 45,000 crores		

Signed this _____ day of _____ 2019

Affix One
Rupee
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Shareholders may give their assent or dissent against each resolution.

*Applicable for members holding shares in electronic form.



Ghar Ki Baat

Regd. Office: 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001
Phone: 011 23736857, email: investor.services@pnbhousing.com, Website: www.pnbhousing.com
CIN: L65922DL1988PLC033856

ATTENDANCE SLIP
31st Annual General Meeting
(July 29, 2019)

Member(s) or his/ her/ their proxy(ies) are requested to present this form for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

DP ID* [grid]

Master Folio No [text box]

Client ID* [grid]

No. of Shares [text box]

NAME AND ADDRESS OF THE MEMBER: _____

I hereby record my presence at the 31st Annual General Meeting of the Company held on Monday, July 29, 2019 at 3.00 p.m. at the "The Stein Auditorium" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, or any adjournment thereof.

Please tick in the box

[checkbox] [checkbox]

Members Proxy

Name of the Proxy in Block Letters (if applicable) Member's Signature Proxy's Signature

- Note(s) : 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

* Applicable for members holding shares in electronic form.

