

Directors' Report

Your Directors welcome the shareholders and take pleasure in presenting the 32nd Annual Report together with the Audited Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2020.

COVID-19

Towards the end of Calendar Year 2019, there were news flow of novel coronavirus (COVID-19) that gradually hit the entire world and termed as pandemic by World Health Organisation (WHO) on March 11, 2020. The rapid spread of the virus has almost halted economic activities across the world. Besides huge loss of human lives, the pandemic has taken its economic toll due to shut down in most parts of the world from quarter 4 onward. The estimates of the economic loss are still evolving. In April 2020, the International Monetary Fund (IMF) predicted that the global GDP will contract by 3% in 2020 given that the pandemic decelerates towards the end of 2020. The pandemic has similarly impacted India, forcing the Government to announce a complete lockdown of the Country from March 25, 2020 to contain the spread of virus.

FINANCIAL HIGHLIGHTS (CONSOLIDATED INDAS)

Year ended	(Amount in ₹ crores)	
	March 31, 2020	March 31, 2019
Total Income	8489.55	7683.22
Total expenditure	7678.54	5948.83
Profit before tax	811.01	1734.39
Less: Provision for Tax		
-Current year	389.24	503.48
-Deferred Tax	(224.47)	39.39
Profit After Tax	646.24	1191.52
Other Comprehensive income (OCI)	(55.30)	(102.33)
Total Comprehensive income for the year	590.94	1089.19
• Transfer to Statutory / Special reserves	182.00	217.00
• Dividend paid	151.27	150.71
• Dividend distribution Tax paid	31.10	30.99
Balance carried to balance sheet	226.57	690.49

The standalone and the consolidated financial statements for the financial year ended March 31, 2020, forming part of this annual report, have been prepared in accordance with Ind AS specified under the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

As per IND AS, the Company during the year has made expected credit loss (ECL) provision of ₹ 1,171.49 crores as compared to ₹ 161.81 crores in the previous year. This includes additional provision of ₹ 471.00 crores arising due to COVID-19.

INCOME AND EXPENDITURE

During the year, the Company has earned a total income of ₹ 8,489.55 crores as compared to ₹ 7,683.22 crores in the previous year, recording a growth of 10.49%.

Total expenses, provisions and write offs during the year were ₹ 7,678.54 crores as compared to ₹ 5,948.83 crores in the previous year, a growth of 29.08%.

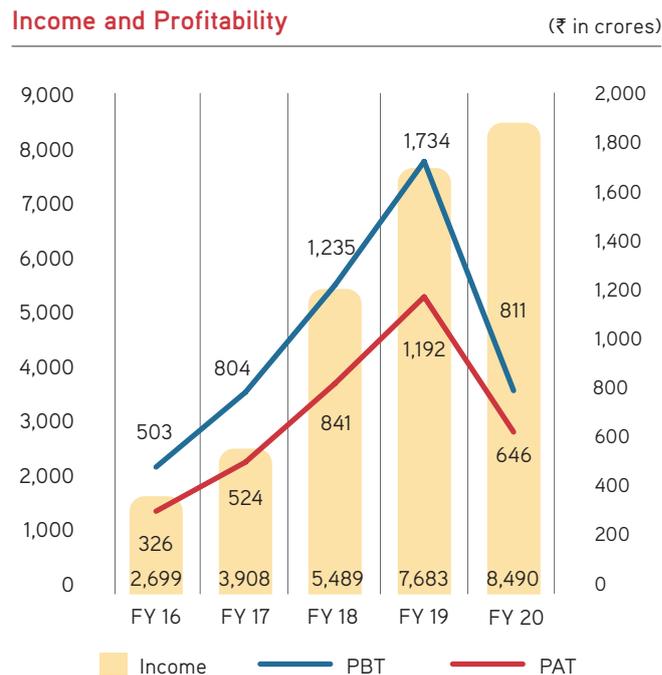
PROFIT

During the year, the Company has earned pre-provision operating profit (PPOP) of ₹ 2,062.38 crores as compared to ₹ 1,923.34 crores in the previous year, recording a growth of 7.23%.

During the year, the Company has earned a profit before tax of ₹ 811.01 crores as compared to ₹ 1,734.39 crores in the previous year, recording a de growth of 53.24%.

The Profit after Tax during the year was ₹ 646.24 crores as compared to ₹ 1,191.52 crores in the previous year, a de growth of 45.76%.

Income and Profitability



DIVIDEND

In order to conserve capital your Directors have not recommend any dividend for the year (₹ 9/- per share declared in the previous year).

MANAGEMENT DISCUSSION AND ANALYSIS REPORT, REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE AND BUSINESS RESPONSIBILITY REPORT

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and directions issued by the National Housing Bank (NHB), the Management Discussion and Analysis Report (MD&A) and the Report of the Directors on Corporate Governance form part of this report.

In accordance with the listing regulations the business responsibility report (BRR) has been placed on the Company's website. The policy on business responsibility is also placed on the Company's website.

LENDING OPERATIONS

The financial year 2020 had started on a positive note. The business was robust in the first quarter of the year, after which there were signs of slowing down from Q2 FY 2020 onwards.

The Company in order to conserve capital and to maintain a reasonable gearing curtailed its loan disbursements. Further, considering the slowdown in the real estate sector, the Company focussed on the retail disbursements with no fresh acquisition in the Corporate book. The disbursements were further impacted by the COVID-19 pandemic that has resulted in complete shutdown of the country.

As a result, the Company recorded negative growth for the first time in the last decade.

Going forward, the Company will continue to finance loans under retail segment with focus on the mid income segment. Further, the Company will continue to source and fund completed properties and projects.

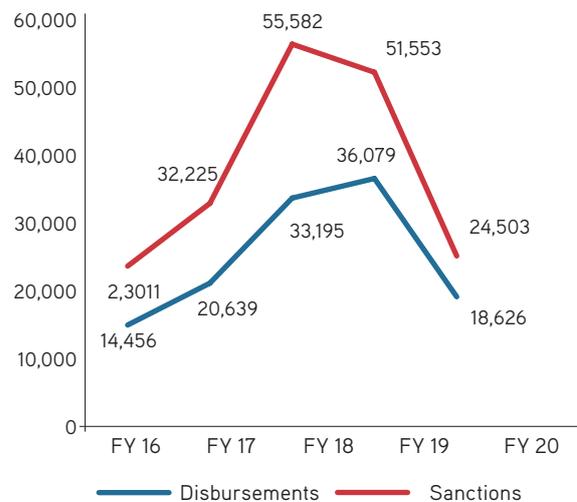
The Company has sanctioned loans amounting to ₹ 24,503 crores in respect of 73,553 loan applications, as compared to ₹ 51,453 crores in respect to 1,11,656 loan applications in the previous year, de-growth of 34% in number of loan applications received and de-growth of 52% in loan sanctioned amount.

During the year, the Company has disbursed loans amounting to ₹ 18,626 crores as compared to ₹ 36,079 crores in the previous year, de-growth of 48%.

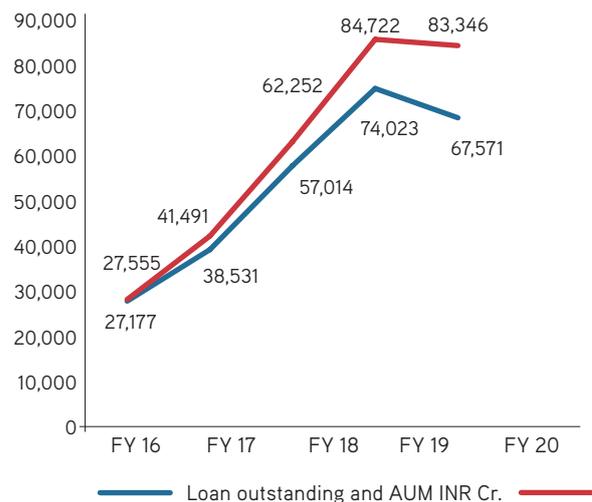
The focus of lending business was on retail segment. During FY 2019-20, fresh loan sanction amount comprises 98.35% of retail loans. During the same period, fresh loan disbursed amount comprises 92% of retail loans vs 73% in FY 2018-19. The sanction to disbursement ratio increased to 76% in FY 2019-20 from 70% in FY 2018-19.

Fresh Loans

(₹ in crores)

**Loan outstanding and AUM**

(₹ in crores)

**Loan Book**

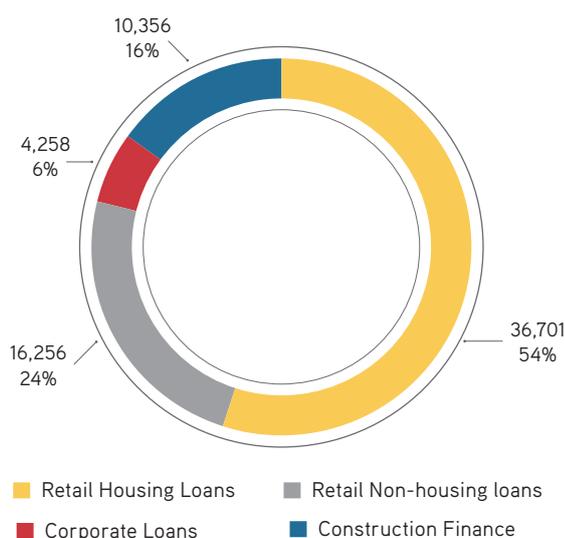
Loans outstanding (principal portion) as at March 31, 2020 were ₹ 67,571 crores, de-growth of 9% over the previous year. The loan book also reflects a de-growth because loans assigned during the year were significantly higher at ₹ 9,311 crores through direct assignment route and sell down of LRDs/ corporate loans of ₹ 2,307 crores to different institutions.

The assets under management (AUM) as at March 31, 2020 were ₹ 83,346 crores, de-growth of 1.62% over the previous year.

Further details of lending operations are provided in the MD&A.

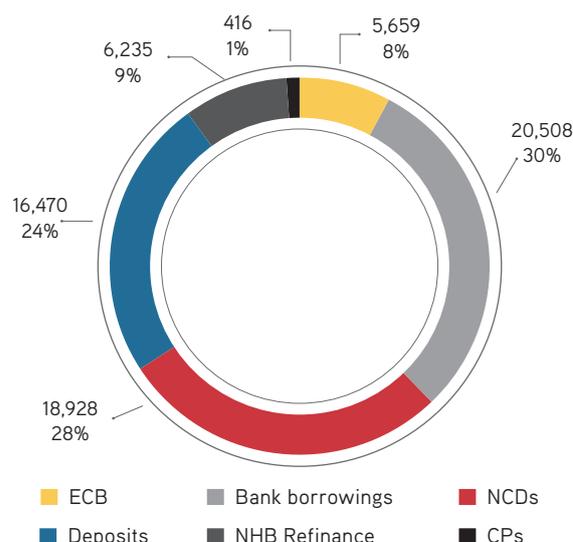
Composition of loans

(₹ in crores)



Borrowings

(₹ in crores)



Distribution

During the year, the Company had opened 2 new branches. As on March 31, 2020, the Company has presence through 105 branches, 28 outreach locations, totalling to 133 distribution outlets. The Company also has 23 underwriting hubs where the credit decision making happens.

BORROWINGS

The liquidity conditions continue to be tight for the NBFCs/HFCs. The NCD market was concentrated towards select few companies. There were limited opportunities for long term borrowings throughout the year.

There was increased dependence on bank borrowings from domestic and international sources through the ECB route.

During the year, the Company has raised fresh resources of ₹ 27,726 crores from multiple sources. The Company also securitised ₹ 9,311 crores in FY 2019-20 through direct assignment route. The Company repaid short term and long-term borrowings of ₹ 32,255 crores including CPs of ₹ 7,534 crores. Further, to strengthen its ALM, the Company reduced its dependence on commercial papers. Share of commercial paper in total borrowings reduced to 1% only.

The Company is in compliance with the provisions of the housing finance companies issuance of non-convertible debentures on private placement basis (NHB) Directions, 2014 and has been regular in payment of principal and interest on the non-convertible debentures.

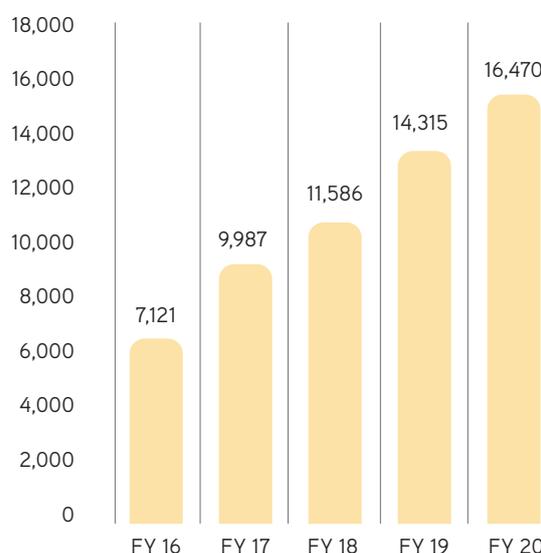
During the year, the Company also raised funds in accordance with Reserve Bank of India's external commercial borrowings guidelines. Details of market borrowings are provided in the MD&A and notes to accounts.

DEPOSITS

The Company has raised ₹ 9,120 crores of fresh deposits during the year. The outstanding deposits (including inter corporate deposits) as at March 31, 2020 were ₹ 16,470 crores as against ₹ 14,315 crores (including inter corporate deposits) outstanding last year, registering a growth of 15%.

Deposits

(₹ in crores)



The Company has accepted public deposits as per NHB Directions, 2010 and as per the provisions of the Companies Act, 2013. The Company has paid/accrued interest on all the outstanding deposits on due dates. There has been no default on repayment of deposits or payment of interest thereon during the year. The Company has maintained required statutory liquidity ratio (SLR) as per the NHB regulations.

Deposits are one of the major funding sources of the Company, contributing nearly 20% of the total borrowings including securitisation. The deposits of the Company have been rated FAA+ (Outlook Negative) by CRISIL and CARE AA+ (Outlook Negative) by CARE.

Investment in SLR

The Company has maintained its statutory liquid ratio (SLR) as stipulated by the NHB. The Company is having total SLR investments of ₹ 1,916.23 crores as on March 31, 2020. The Company has classified its SLR investments as per NHB Directions, 2010.

Unclaimed Deposits and NCDs

Out of the deposits, which became due for repayment up to March 31, 2020, public deposits worth ₹ 97.17 crores, including interest accrued and due relating to 3,808 depositors had not been claimed or renewed. The Depositors have been intimated regarding the maturity of their deposits with a request to either renew or claim the deposits and subsequent reminders have been sent.

Deposits remaining unclaimed for a period of seven years from the date they became due for payment have to be transferred to Investor Education and Protection Fund (IEPF). During the year, the Company has transferred an amount of ₹ 10.73 lakhs to IEPF established by the Central Government under section 125 of the Companies Act, 2013. The concerned depositor can claim the deposit from the IEPF.

As at March 31, 2020 there was no NCDs or interest thereon, remaining unclaimed or unpaid.

APPROVAL TO RAISE EQUITY SHARE CAPITAL

The Company came out with its Initial Public Offer in November 2016. Since then, the Company has substantially grown its business. The Company now needs tier I capital for its future business growth.

The Board of Directors in its meeting held on July 30, 2019 gave omnibus approval to raise an aggregate amount not exceeding ₹ 2,000 crores (rupees two thousand crores only) by way of issuing fresh equity. Subsequently, the Board at its meeting held on March 3, 2020 accorded approval to raise equity capital aggregating up to ₹ 1,700 crores through a preferential and qualified institutions placement. The Capital raise plan is further getting worked upon.

REGULATORY INTERVENTIONS

The National Housing Bank (NHB) has reduced the overall borrowing limits of housing finance companies (HFCs). As against earlier overall limit of sixteen times of Net Owned Funds (NoF), the HFCs will now be required to reduce their borrowings in a staggered manner i.e. a maximum of fourteen times of NoF for FY 2019-20, thirteen times of NoF for FY 2020-21 and twelve times of NoF for FY 2021-22. Similarly, the overall limit of public deposits has also been reduced from five times of NoF to three times of NoF.

NHB has also tightened prudential norms for HFCs. The HFCs are now required to enhance capital adequacy ratio (CRAR) in a staggered manner over the three years i.e. minimum CRAR of 13% for FY 2019-20, 14% for FY 2020-21 and 15% for FY 2021-22 and thereafter, as against 12% of aggregate risk weighted assets earlier. The requirement of minimum tier I capital has also increased from 6% to 10%. These measures are aimed at strengthening the balance sheets of HFCs in the current tough market conditions.

The Reserve Bank of India vide its press release dated August 13, 2019 has notified that HFCs will be treated as one of the categories of non-banking financial companies (NBFCs) for regulatory purposes. Reserve Bank will carry out a review of the extant regulatory framework applicable to the HFCs and come out with revised regulations in due course.

REGULATORY COMPLIANCE

The Company has complied with the Housing Finance Companies (NHB) Directions, 2010 and other directions/guidelines prescribed by NHB regarding deposit acceptance, accounting standards, prudential norms for asset classification, income recognition, provisioning, capital adequacy, credit rating, corporate governance, information technology framework, fraud monitoring, concentration of investments, capital market exposure norms, know your customer and anti-money laundering.

Capital Adequacy Ratio (CRAR)

The capital adequacy ratio (CRAR) as on March 31, 2020 was 17.98% (comprising Tier I capital of 15.18% and Tier II capital of 2.80%). The NHB has prescribed minimum CRAR of 13% of total risk weighted assets for FY 2019-20.

HUMAN RESOURCE

During the year, the HR continued to timely on-board experienced resources across all locations, imparted functional and system training to develop productive resources for all the functional teams. The Company also gave an opportunity to identify and develop the internal talent pool.

The learning and development (L&D) team has been continuously endeavouring to identify the current and future skills requirements of the organisation and create flexible learning interventions to meet the diverse needs of the workforce. L&D as a function is a critical talent management tool in building and retaining the talent pipeline. This gives a competitive advantage to the organisation.

As on March 31, 2020 the Company had a total of 1,549 full time employees (including 72 management trainees) on its rolls. There were 11 employees employed throughout the year, who were in receipt of remuneration of ₹ 1.02 crores or more per annum.

The remuneration comprises salary, allowances, perquisites/taxable value of perquisites including perquisite value of ESOPs exercised and ex-gratia amount. In accordance with the provisions of Rule 5.2 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of such employees are set out in annexure to the Directors' Report.

In terms of the provisions of section 136(1) of the Companies Act, 2013 read with the said rule, the Directors Report is being sent to all the shareholders excluding the annexure. Any shareholder interested in obtaining a copy of the said annexure may write to the Company.

Further disclosures on managerial remuneration are provided in Annexure 1 appended to the Directors' Report.

CUSTOMER SERVICE AND TECHNOLOGY

Post announcement of lockdown in the entire country from March 25, 2020 onwards, the Company swiftly shifted all its operations to work from home environment. The robust technology platform and the standard operating procedures ensured smooth transition to the new environment with least disruptions in service operations.

The Company provided all the possible services to its customers in this difficult situation and also extended moratorium to the customers, who have requested for the same. All the year end activities were performed in work from home environment.

ISO 27001:2013 Certification

ISO 27001:2013 is a universally recognised ISMS standard developed by International Organisation for Standardisation ('ISO'). The Information Security Management System (ISMS) has been certified with the standard of ISO/IEC 27001:2013 by United Kingdom Accreditation Service (UKAS).

The ISMS apply to information technology including datacentre at NOIDA & disaster recovery centre at Chennai, centralised operations (COPS), centralised processing centre (CPC), human resources & training, administration and compliance.

SUBSIDIARY COMPANIES

PHFL Home Loans and Services Limited

The Company is a wholly owned subsidiary and is the distribution arm for PNB Housing, offering doorstep services to the prospective customers. In less than 3 years, the Company has fully matured into an independent entity with trained workforce who sources business for the products offered by PNB Housing.

The Company contributes nearly 66% of the retail business for PNB Housing. During the year, the Company has sourced loans worth ₹ 11,326 crores for PNB Housing. The annual accounts of PHFL are enclosed along with the Annual Accounts of PNB Housing.

A report on the performance and financials of PHFL, as per Companies Act, 2013 and rules made thereunder is provided in Form AOC 1 attached to the consolidated financial statements forming an integral part of the Annual Report.

Pehel Foundation

During the year, the Company has formed a wholly owned non-profit subsidiary Company incorporated under Section 8 of the Companies Act, 2013 to carry out various CSR activities of PNB Housing and PHFL.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year, the Company's CSR activities were focused on three key sectors – welfare of construction workers, education of children and healthcare.

The Company has worked on skill up-gradation of construction workers by conducting on-site and off-site training programs in partnership with CREDAI CSR Foundation. Daycare centers were operated by Mobile Creches at or near sites for children of construction workers to ensure their holistic development and safety.

To ensure quality education for the poor children, the Company has been supporting the operational cost of running Bal Vihar School. The Company has also partnered with South Delhi Municipal Corporation in a public private partnership project to revamp the entire academic system of their Vidya school having 170 children.

The Company has also focused on improving health infrastructure and services for public welfare by providing critical medical equipment to AIIMS Delhi, Army Base Hospital, Delhi and dialysis facility established in Roorkee and Bilaspur. Other key areas of intervention include sports for development, elderly care and environmental protection. With the COVID-19 pandemic, disaster relief and support for scientific research was also provided.

The Company during these unprecedented times, stood by its nation and solemnly pledged its support towards aiding the ongoing efforts of the Government to control and counter COVID-19 pandemic. The Company has allocated ₹ 2.04 crores and spent ₹ 1.77 crores on COVID-19 relief in the Country.

- Partnered with National Centre for Bio-Sciences for research on developing washable PPE, COVID diagnostic tests and supporting clinical assessment for rapid screening of new drugs
- Contributed to the PM relief fund and PM CARES fund
- Supported provision of 'essentials kit' to migrant worker families
- Undertaken a research & development program (Partner-IIT Delhi) on development of sustainable PPE material

In accordance with the provisions of section 135 of the Companies Act, 2013 and rules framed thereunder, the Company has constituted a CSR Committee that reviews the CSR policy, steers activities to be undertaken by the Company towards CSR activities, and formulate a monitoring mechanism to ensure implementation of projects and activities undertaken by the Company.

During the year, the Company has spent a sum of ₹ 26.35 crores on various CSR activities. The annual report on CSR activities undertaken during the year forms part of Annexure - II to the Board's Report.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace. Members of the Internal Complaints Committee constituted by the Company are responsible for reporting and conducting inquiries pertaining to such complaints.

The Company on a regular basis sensitises its employees including subsidiary employees on the prevention of sexual harassment at the workplace through workshops, group meetings, online training modules and awareness programmes. During the year, two complaints were received by the committee. The cases were reviewed and actioned upon. Hence, there are no pending complaints with the committee as at March 31, 2020.

POLICIES AND CODES

During the year, the Company has revised its statutory policies as required in terms of listing obligation and disclosure requirement and Insider Trading Regulations issued by the SEBI and placed all the statutory policies on its website;

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Since the Company is a housing finance company, the disclosures regarding particulars of the loans given, guarantees given and security provided is exempt under the provisions of Section 186(11) of the Companies Act, 2013. As regards investments made by the Company, the details of the same are provided in notes to the financial statements of the Company for the year ended March 31, 2020.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties as prescribed in Form No. AOC-2 of the Companies (Accounts) Rules, 2014, is annexed to this report. Details of related party transactions are given in the notes to the financial statements. The policy on related party transactions is published elsewhere in the annual report and is also placed on the Company's website.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND EXPENDITURE

There is no information to disclose under the head 'Conservation of Energy and Technology Absorption' given in the above rules since the Company is engaged in providing housing loans. However, the Company understands the importance of energy conservation for the environment and is covered under Environment, Social and Governance (ESG) section.

There were no foreign exchange earnings and the Company has incurred foreign exchange expenditure of ₹ 210.52 crores during the year.

UNCLAIMED DIVIDEND

As at March 31, 2020, dividend amounting to ₹ 7.42 lakhs had not been claimed by shareholders of the Company.

EMPLOYEES STOCK OPTION SCHEME (ESOS)

Presently, stock options granted to the employees operate under the under ESOP 2016 at a grant price of ₹ 338 per option.

During the year 7,17,892 equity shares of ₹ 10 each were allotted to the eligible employees on exercise of ESOP options as per ESOP Policy of the Company.

DIRECTORS

The Board appointed Mr. CH S S Mallikarjuna Rao, Managing Director and CEO of Punjab National Bank as Non-Executive Director with effect from December 20, 2019. He is Chairman of the Board.

The Board appointed Dr. T M Bhasin as an Independent Director with effect from April 2, 2020 for a term of five consecutive years. Dr. Bhasin retired as the Chairman

and Managing Director of Indian Bank. He was vigilance commissioner in Central Vigilance Commission.

Their appointments are subject to the approval of the members of the Company at the ensuing AGM.

During the year, Mr. Sunil Mehta resigned as chairman and director on the Board with effect from September 30, 2019 on completion of his tenure as Managing Director and CEO of Punjab National Bank. Your Board wish to place its sincere appreciation for the guidance and direction provided by Mr Mehta as Chairman of the Board.

During the year, Mr. LV Prabhakar resigned as non-executive director (nominee director of PNB) on the Board with effect from January 31, 2020 as he moved from PNB to another bank. Your Board wish to place on record for the guidance provided by Mr. LV Prabhakar.

Mr. Sanjaya Gupta ceased in his role as the Managing Director & CEO of the Company on April 28, 2020 pursuant to the terms of his appointment letter dated October 28, 2015. The Board took into consideration various factors like the changed economic environment and the significant headwinds facing the real estate and housing finance sectors which would require a different strategic approach and skills to navigate through. The Board took note of the immense contribution made by Mr. Sanjaya Gupta during the last ten years.

The Board has appointed Mr. Neeraj Vyas as interim Managing Director and CEO of the Company on April 28, 2020 for a period of eight months. Consequently, Mr Vyas has resigned as an independent director on the Board on the same day. His appointment is subject to the approval of the members of the Company at the ensuing AGM.

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sunil Kaul is liable to retire by rotation at the ensuing AGM. He is eligible for re-appointment.

The necessary resolutions for the appointment/ re-appointment of the directors and their brief profiles have been included in the notice convening the ensuing AGM. All the directors of the Company have confirmed that they satisfy the fit and proper criteria as prescribed under the applicable regulations and that they are not disqualified from being appointed as directors in terms of Section 164(2) of the Companies Act, 2013.

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he/ she meets the criteria of independence laid down in the Act and SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

The details on the number of board/ committee meetings held are provided in the Report of the Directors on Corporate Governance, which forms part of this report.

STATUTORY AUDITORS

At the 30th AGM of the Company, the members had appointed Messrs B R Maheshwari & Co LLP having registration no.

001035N as the statutory auditors for a term of 5 consecutive years and to hold office until the conclusion of the 35th AGM.

Messrs B R Maheshwari & Co is one of leading firms of Chartered Accountants, with experienced partners. The report of Statutory Auditors on annual accounts is enclosed along with Directors' Report.

During the year, Messrs B R Maheshwari & Co LLP, received a total remuneration of ₹ 0.63 crores from the Company and its subsidiaries. The remuneration pertains to fees for audit, internal financial control reporting, limited reviews, tax audits and taxation services, certifications and other matters and reimbursement of expenses.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 the Company has appointed M/s Preeti Pahwa & Associates a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as annexure to this report.

The Secretarial Compliance Report as prescribed by SEBI is provided elsewhere in the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of section 134 (3) (c) of the Companies Act, 2013 the Board of Directors Report that;

- i. In preparation of annual accounts, the applicable accounting standards have been followed.
- ii. The Company has selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2020 and the profit and loss account for the year ended March 31, 2020.
- iii. The Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Company has prepared the accounts on a going concern basis.
- v. The Company has laid down internal controls which are adequate and are operating effectively.
- vi. The Company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

INTERNAL FINANCIAL CONTROL

The Company has put in place adequate policies and procedures to ensure that the system of internal financial

control commensurate with the size and nature of the Company's business.

These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company, prevention and detection of frauds, accuracy and completeness of accounting records and ensuring compliance with Company's policies.

EXTRACTS OF ANNUAL RETURN (FORM NO. MGT 9)

The details forming part of the extracts of the Annual Return in Form MGT-9 has been attached as part of Directors' Report as Annexure - 3 and the same is available on the website of the Company.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS

During the year, there were no significant or material orders passed by the regulators or courts or tribunals that would impact the going concern status or operations of the Company in the future.

PARTICULARS OF CONTRACT OR ARRANGEMENTS ENTERED MATERIAL CHANGES, DETAILS OF SUBSIDIARIES AND LITIGATIONS

There has been no material changes and commitment, affecting the financial position of the Company which has occurred between the close of the financial year to which the financial statement relates and the date of the Report.

There has been no change in the nature of business of the Company. The Company has a subsidiary "PHFL Home Loan and Services Limited", a distribution arm for PNB Housing, offering doorstep services to the prospective customers. 'PEHEL FOUNDATION' is a CSR arm of the Company.

ACKNOWLEDGEMENTS

The Directors place on record their gratitude for the support of various regulatory authorities including the National Housing Bank, Reserve Bank of India, Securities and Exchange Board of India, Ministry of Housing and Urban Affairs, Ministry of Corporate Affairs, Registrar of Companies, Financial Intelligence Unit (India), the stock exchanges and the depositories.

The Company acknowledges the role of all its key stakeholders - shareholders, borrowers, channel partners, depositors, deposit agents and lenders for their continued support.

Finally, the Directors express their appreciation for the dedication and commitment with which the employees of the Company at all levels have worked during the period.

For and on behalf of the Board

Dated: June 13, 2020
Place: New Delhi

Chairman

Annexure to Directors' Report - 1

DISCLOSURES ON MANAGERIAL REMUNERATION:

Details of remuneration required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided below:

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the FY 2019-20: 27.95:1

Ratio of remuneration of each Director to the median employees' remuneration for FY 2019-20:

Name	Designation	Ratio of remuneration to the median employees' remuneration
Mr. Sunil Mehta	Chairman & Non-Executive Director (upto 30.09.2019)	-
Mr. CH. S.S. Mallikarjuna Rao	Chairman & Non-Executive Director (from 20.12.2019)	-
Mr. L V Prabhakar	Non-Executive Director (upto 31.01.2020)	-
Mr. Sunil Kaul	Non-Executive Director	-
Mr. Shital Kumar Jain	Independent Director	-
Mr. Chandrasekaran Ramakrishnan	Independent Director	-
Dr. Gourav Vallabh	Independent Director	-
Mr. Nilesh Shivji Vikamsey	Independent Director	-
Mr. Ashwani Kumar Gupta	Independent Director	-
Mrs. Shubhalakshmi Panse	Independent Director	-
Mr. Neeraj Vyas	Independent Director (upto 28.04.2020)	-
Mr. Sanjaya Gupta	Managing Director (upto 28.04.2020)	27.95:1

- Percentage increase in the remuneration of the Managing Director, Chief Financial Officer and Company Secretary, if any, in the financial year 2019-20;

Name	Designation	Increase in Fixed Remuneration (%)
Mr. Sanjaya Gupta	Managing Director	15.00%
Mr. Kapish Jain	Chief Financial Officer	9.72%
Mr. Sanjay Jain	Company Secretary & Head Compliance	6.00%

The performance linked bonus paid in FY 2019-20 to the Managing Director is ₹ 1,25,00,000/-, CFO is ₹ 52,00,000/-, and to the Company Secretary is ₹ 14,00,000/-.

There was no change in the sitting fees paid to the non-executive directors for attending meetings of board/committees.

- The percentage increase in the median remuneration of employees in FY 2019-20 stood at 9.03%.
- The Company had 1,549 permanent employees as on March 31, 2020.
- Average percentile increase already made in salaries of employees other than managerial personnel in last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in the remuneration of managerial personnel stood at 11.82% and non-managerial personnel was 8.92%.

The average increase in the remuneration of both the managerial and non-managerial personnel was determined based on the overall performance of the Company and as per the remuneration policy. Further, the criteria for increasing salary of non-managerial personnel is based on an internal evaluation of key performance indicators (KPIs), while for managerial personnel it is based on the remuneration policy as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

The remuneration of key managerial personnel is based on the overall performance of the Company. The Company further reiterates that there were no exceptional circumstances which warranted an increase in managerial remuneration which was not justified by the overall performance of the Company.

Annexure to Directors' Report - 2

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

PNB Housing through its corporate social responsibility initiatives aims to be a catalyst that enables the marginalised community to be empowered and self-reliant.

We have embodied the principles of corporate responsibility in our business philosophy and operations. In our journey so far, we have built a sustainable business model and created value for our stake holders. We are confident that we will be able to improve the lives of under privileged and reinforce our humble collective efforts towards nation building.

Our CSR Policy

The CSR policy of the Company ensures an effective and sustained CSR programme, which manifests in the form of a progressive, socially responsible and enlightened attitude. At a conceptual level, Company's policies on CSR are oriented towards stakeholder-participation approach, where the target groups are seen as stakeholders in the community.

The CSR policy of the Company is based on three guiding principles:

- Sustainability
- Transparency
- Accountability

The CSR Policy of the Company is available on Company's website: <http://www.pnbhousing.com/pdf/CSR-policy-final.pdf>

Our focus areas

A community which contributes significantly towards the mortgage sector and still remains at the bottom of the pyramid is of construction workers. Through our CSR

initiatives, we are committed to design and implement projects that work towards socio-economic upliftment of construction workers and their immediate families. In FY 2019-20 we continued strengthening our two key programmes for construction workers and their immediate family members. In partnership with CREDAI CSR Foundation, we have conducted construction workers' skill development trainings pan India. With a commitment to ensure holistic care of the children of construction workers, we have established on-site day care centres. Further, strengthening this commitment, we have entered into partnership with National Real Estate Development Council (NAREDCO) to maximise skills training for construction workers. We have also partnered with Aajeevika Bureau Trust to facilitate social welfare scheme linkages for construction workers and their families.

While we remained committed towards empowerment of construction workers and their immediate families, we have also extended support towards following social issues.

- Ensuring formal education to underprivileged children
- Improving access to health care
- Improving mental wellness
- Caring for the elderly
- Supporting efforts to combat the COVID-19 global pandemic
- Environment conservation.

2. The Composition of the CSR Committee:

1. Mr. R Chandrasekaran
2. Mr. Ashwani Kumar Gupta
3. Mr. Neeraj Vyas (with effect from May 6, 2020)

The CSR committee has also constituted a CSR Executive Committee which works under the guidance of the CSR Committee of the Board to ensure effective implementation of the programs. The Managing Director oversees the working of this Executive Committee.

3. Average net profit of the Company for the last three financial years (Subsidiary for FY 2018-19):

	FY 2016-17 (₹ Cr)	FY 2017-18 (₹ Cr)	FY 2018-19 (₹ Cr)	Average (₹ Cr)
PNB Housing Finance Limited	804.01	1279.09	1578.05	1220.38
PHFL Home Loans and Services Limited	-	-	97.77	97.77
Total CSR Expenses for FY 2019-20				24.40+1.95
				26.35

4. Details of CSR spent during the financial year for-

(A) PNB Housing Finance Limited:

- Total amount to be spent during the FY 2019-20: ₹ 24.40 crores
- Total amount spent during FY 2019-20: ₹ 24.40 crores
- Amount unspent, if any: NIL

(B) PHFL Home Loans and Services Limited-

- Total amount to be spent during FY 2019-20: ₹ 01.95 crores
- Total amount spent during FY 2019-20: ₹ 01.95 crores
- Amount unspent, if any: NIL

Manner in which the amount was spent by PNB Housing during the financial year is detailed below:

S. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs	Amount outlay (budget) project or program wise (₹ in lakhs)	Amount spent on the project or programs Sub-heads: (1) Direct Expenditure on projects or programs (₹ in lakhs) (2) overhead (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount spent: direct or through implementing agency
Project - Skill Training of Construction Workers							
1	Promoting skill development for the construction workers Pan India	Skill development	An onsite/offsite training program for the upskilling of 13,000 construction workers Pan India	1,001.00	Direct Expenditure - 910.00 Overhead - 91.00	1,001.00	Implementing agency- "CREDAI CSR Foundation"
2	Promoting skill development for the construction workers Pan India	Skill development	An onsite/offsite training program for the upskilling of 1,000 construction workers Pan India	78.00	Direct Expenditure - 70.20 Overhead - 07.80	78.00	Implementing agency- "NAREDCO"
Project - Day care centres for the children of Construction Workers							
3	Holistic day care centres for the children of construction workers ensuring education, health and nutrition for children under the age group 0-14 years	Promoting education and eradicating malnutrition	To support twenty day care centres at construction sites in Delhi-NCR, Bangalore and Ahmedabad	152.10	Direct Expenditure - 136.89 Overhead - 15.21	152.10	Implementing agency- "Mobile Creches"
4	do	Promoting education and eradicating malnutrition	Supporting awareness generation and capacity building	08.00	Direct Expenditure - 08.00	08.00	Implementing agency- "Mobile Creches"
5	do	Promoting education and eradicating malnutrition	Supporting five day care centre at construction site in Pune	71.44	Direct Expenditure - 68.04 Overhead - 03.40	71.44	Implementing agency- "Tara Mobile Creches Pune"
6	do	Promoting education and eradicating malnutrition	Supporting five day care centre at construction site in Mumbai	73.19	Direct Expenditure - 65.87 Overhead - 07.32	73.19	Implementing agency- "Mumbai Mobile Creches"
7	do	Promoting education and eradicating malnutrition	Supporting awareness generation and capacity building	0.97	Direct Expenditure - 0.97	0.97	Implementing agency- "Mumbai Mobile Creches"
8	do	Promoting education and eradicating malnutrition	Partly supporting one day care centre at construction site in Faridabad	04.07	Direct Expenditure - 03.76 Overhead - 0.31	04.07	Implementing agency- "Savera Society for Social Welfare"
9	do	Promoting education and eradicating malnutrition	Supporting seven day care centres at construction sites in Hyderabad	53.93	Direct Expenditure - 53.93	53.93	Implementing agency- "Plan International-India Chapter"
10	Social security benefits	Promoting health and eradicating malnutrition	To ensure social security benefits to construction workers	10.88	Direct Expenditure - 10.22 Overhead - 0.66	10.88	Implementing agency- "Aajeevika Bureau Trust"

S. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs	Amount outlay (budget) project or program wise (₹ in lakhs)	Amount spent on the project or programs Sub-heads: (1) Direct Expenditure on projects or programs (₹ in lakhs) (2) overhead (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount spent: direct or through implementing agency
Project - Supporting education of underprivileged children							
11	Ensuring formal education to underprivileged children	Promoting education	Supporting the VIDYA -Bal Vihar and VIDYA-PTS Colony school with their school running cost	130.46	Direct Expenditure - 119.30 Overhead - 11.16	130.46	Through implementing agency-“ VIDYA Integrated Development for Youth and Adults”
12	Ensuring formal education to underprivileged children	Promoting education	Providing scholarship support to students pursuing higher education	34.10	Direct Expenditure - 30.69 Overhead - 03.41	34.10	Through implementing agency-Buddy4Study Foundation”
13	Enabling access to formal education	Promoting education	Supporting the construction of hostel for Tribal Girls in Pune	1.50	Direct Expenditure - 1.50	1.50	Through implementing agency “Vanavasi Kalyan Ashram, Maharashtra”
Project - Improving access to Health Care							
14	Enabling access to health care	Promoting health	To enhance infrastructure at Department of Neurosurgery AIIMS Hospital	320.00	Direct Expenditure - 320.00	320.00	Through implementing agency-“Carl Zeiss India”
15	Enabling access to health care	Promoting health	To enhance infrastructure by establishing two dialysis facilities in Uttarakhand and Chhattisgarh	38.78	Direct Expenditure - 38.78	38.78	Through implementing agency-“Fairfax India Charitable Foundation”
16	Supporting health care	Promoting health	To support health and hygiene intervention for young adolescent girls in Uttar Pradesh	35.36	Direct Expenditure -33.02 Overhead - 2.34	35.36	Implementing agency-“Progress Alternative”
17	Supporting health care	Promoting health	Supporting Cancer patient helpline and clinic in Delhi	38.85	Direct Expenditure - 38.85	38.85	Implementing agency-CanSupport”
Project - Environment Conservation and Promoting Play							
18	Swachh Bharat Abhiyan	Environment Conservation	To refurbish a park in partnership with Faridabad Municipal Corporation, Haryana	2.57	Direct Expenditure - 2.57	2.57	Direct Implementation
19	Promoting Play	Restoring public spaces	Creating engaging and safe public play area	11.30	Direct Expenditure - 10.17 Overhead - 01.13	11.30	Implementing agency-“End Poverty”
Project - Elderly Care							
20	Supporting underprivileged elderlies	Elderly Care	Supported operational cost of an old age home in Delhi	21.97	Direct Expenditure - 20.34 Overhead - 1.63	21.97	Implementing agency-“Ayudham Society for Old and Infirm”
21	Supporting underprivileged elderlies	Elderly Care	Supporting operational cost of a Mobile Health Unit for EWS elderly in Mumbai	43.75	Direct Expenditure - 40.51 Overhead - 03.24	43.75	Implementing agency-“Help Age India”
22	Supporting underprivileged elderlies	Elderly Care	Supporting a youth as Geriatric caregivers’ training program	32.40	Direct Expenditure - 30.00 Overhead - 02.40	32.40	Implementing agency-“Help Age India”
Project - Sports for Development							
23	Promoting sports	Sports for Development	Providing professional badminton training to the students in 20 government schools in Bangalore and Chennai	18.80	Direct Expenditure - 16.92 Overhead - 1.88	18.80	Implementing agency-“SRF Foundation”
Miscellaneous - Combating COVID-19 Pandemic							
24	Scientific Research	Combating COVID-19 Pandemic	Supporting critical scientific research by NCBS to combat COVID-19 pandemic	60.00	Direct Expenditure - 60.00	60.00	Implementing agency-“National Centre for Bio-Sciences”

S. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs	Amount outlay (budget) project or program wise (₹ in lakhs)	Amount spent on the project or programs Sub-heads: (1) Direct Expenditure on projects or programs (₹ in lakhs) (2) overhead (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount spent: direct or through implementing agency
25	Disaster Relief	Combating COVID-19 Pandemic	PM CARES Fund for COVID Relief	55.35	Direct Expenditure - 55.35	55.35	Implementing agency- "PM CARES Fund for COVID Relief"
26	Disaster Relief	Combating COVID-19 Pandemic	Delhi CM/LG Relief Fund for COVID Relief	20.00	Direct Expenditure - 20.00	20.00	Implementing Agency- "Delhi CM'LG Relief Fund for COVID Relief"
27	Administrative Overheads	-	-			122.13	
Total						2440.80	

d) PHFL Home Loans and Services Ltd Manner in which the amount was spent during the financial year is detailed below:

S. No	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs	Amount outlay (budget) project or program wise (₹ in lakhs)	Amount spent on the project or programs Sub-heads: (1) Direct Expenditure on projects or programs (₹ in lakhs) (2) overhead (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount spent: direct or through implementing agency
Project – Day care centres for the children of Construction Workers							
1	Holistic day care centres for the children of construction workers ensuring education, health and nutrition for children under the age group 0-14 years	Promoting education and eradicating malnutrition	To support six day care centres at construction sites in Delhi-NCR, Bangalore and Ahmedabad	42.75	Direct Expenditure - 40.62 Overhead - 02.13	42.75	Implementing agency- "Mobile Creches"
2	Holistic day care centres for the children of construction workers ensuring education, health and nutrition for children under the age group 0-14 years	Promoting education and eradicating malnutrition	To support three day care centres at construction sites in Udaipur, Rajasthan	09.07	Direct Expenditure - 08.16 Overhead - 0.91	09.07	Implementing agency- "Mobile Creches"
3	Holistic day care centres for the children of construction workers ensuring education, health and nutrition for children under the age group 0-14 years	Promoting education and eradicating malnutrition	Supporting one day care centre at construction sites in Faridabad	12.60	Direct Expenditure - 11.67 Overhead - 0.93	12.60	Implementing agency- "Savera Society for Social Welfare"
Project – Improving access to Health Care							
4	Enabling access to health care	Promoting health	Supporting operational cost of rehabilitation centre in Delhi for mental wellbeing of people in need	13.22	Direct Expenditure - 13.22	13.22	Through implementing agency- "Sanjivni Society for Mental Health"
5	Enabling access to health care	Promoting health	To enhance infrastructure at Army Base Hospital Delhi	47.92	Direct Expenditure - 47.92	47.92	Through implementing agency- "Fairfax India Charitable Foundation"
Project – Supporting Differently Abled							
6	Differently abled	Livelihood development	Tender Hearts Education Society	17.49	Direct Expenditure - 16.20 Overhead - 01.29	17.49	Implementing Agency- "Tender Hearts Education Society"

S. No	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs	Amount outlay (budget) project or program wise (₹ in lakhs)	Amount spent on the project or programs Sub-heads: (1) Direct Expenditure on projects or programs (₹ in lakhs) (2) overhead (₹ in lakhs)	Cumulative expenditure up to the reporting period (₹ in lakhs)	Amount spent: direct or through implementing agency
Project- Environmental Conservation							
7	Environmental Conservation	Solar Panels for Environmental Care	Ramakrishna Mission Vivekananda Memorial	01.00	Direct Expenditure - 01.00	01.00	Implementing Agency- "Ramakrishna Mission Vivekananda Memorial"
Miscellaneous –Combating COVID-19 Pandemic							
8	Disaster Relief	Combating COVID-19 Pandemic	The PM National Relief Fund	21.69	Direct Expenditure - 21.69	21.69	Implementing agency-"The PM National Relief Fund"
9	Disaster Relief	Combating COVID-19 Pandemic	Delhi CM/LG Relief Fund for COVID Relief	20.00	Direct Expenditure-20.00	20.00	Implementing Agency-"Delhi CM'LG Relief Fund for COVID Relief"
10	Administrative Overheads				9.81		
Total						195.55	

(C) Details of Implementing Agencies:

The Company has carried out its CSR initiatives primarily through non-profit organisations. During the year, grants were provided to 19 implementing agencies, out of which major ones are:

- a) **The CREDAI CSR Foundation (CCF):** The CSR arm of Confederation of Real Estate Developers Associations’ of India (CREDAI) is engaged in development and execution of social and charitable projects with focus on construction workers. In partnership with CCF, we have ensured skill training of 13,000 construction workers pan India.
- b) **Mobile Creches for Working Mothers Children (MC):** since 1970 MC is providing creche services for children of migrant construction workers at urban construction sites. At the day care centres, MC ensures health, nutrition, learning, care and protection for children in the age group of birth to 14 years. In FY 2019-20 we have supported 29 such day care centres in Delhi-NCR, Ahmedabad and Bangalore and ensured holistic development to 3,600 children every quarter.
- c) **Mumbai Mobile Creches (MMC):** since 1972, Mumbai Mobile Creches has been one of the few non-profit organisations specifically supporting the health, education and safety of children living at construction sites. MMC and PNB Housing have established five-day care centres catering to 295 children.
- d) **Tara Mobile Creches Pune (TMCP):** a non-profit organisation, set up in 2007. It ensures that migrant construction workers’ children

enjoy the right to safety, healthcare, education, recreation and participation. TMCP operates centres, or crèches on construction sites in and around Pune. In FY 2019-20, in partnership with TMCP, we have established 5-day care centres in Pune and supported 1,500 children through our centres.

- e) **Plan India:** it is a member of Plan International Federation. It is a nationally registered independent child development organisation. For over 35 years, ‘Plan India’ and its partners have improved the lives of millions of children by providing them access to protection, basic education, proper healthcare, a healthy environment, livelihood opportunities and participation in decisions which affect their lives. In FY 2019-20 in partnership with Plan India, we have ensured holistic development to 500 children living at various construction sites in Hyderabad.
- f) **Vidya-Integrated Development of Youths and Adults:** is a registered not-for-profit organisation, started in 1985 at IIT Delhi campus, for education and empowerment of underprivileged children, youth and women through micro-level intervention. In partnership with Vidya, we have supported the operational cost of running two formal schools in Delhi and ensured formal education to 470 children.
- g) **Can Support:** is an NGO working towards a caring and supportive society where people with cancer and their families live with dignity, hope and comfort. Can Support’s mission is to enable these people to make informed choices while receiving appropriate physical, emotional,

- social and spiritual support. In partnership with Can Support, we are supporting the operational cost of running their helpline and cancer patient clinic and supported 8,700 patients and care givers.
- h) **Progress Alternative:** established in 1997 the key goal of the organisation was to create awareness on the issues of health and hygiene amongst young girls living in the rural belt in and around Lucknow, Uttar Pradesh. In partnership with Progress Alternative executing health programme in seven villages. The programme at each village focuses on providing 'Reproductive and Child Health Training' (RCH) and awareness on the communicable and non – communicable diseases as well as awareness on social issues like disadvantages of early child marriage, family planning etc.
- i) **SRF Foundation:** we have partnered with SRF Foundation to work with the children across 20 government schools adopted by SRF foundation in Chennai and Bangalore, using sports as medium of empowerment.
- j) **PM CARES Fund for COVID-19 Relief:** Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund' (PM CARES Fund) has been established with the primary objective of dealing with any kind of emergency or distress situation, like posed by the COVID-19 pandemic, and to provide relief to the affected. It is a public charitable trust under the name of 'Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund' (PM CARES Fund)'.
National Centre for Bio-Sciences-Tata Institute of Fundamental Research (NCBS-TIFR): Is a premier research facility dedicated to fundamental research at all levels of biology. It is an autonomous institution under the Department of Atomic Energy (DAE). Research at NCBS covers a diverse set of subjects spanning from molecules to ecosystems including Biochemistry, Biophysics, Bioinformatics, Genetics and Development, among others. We have partnered with NCBS-TIFR to support critical scientific research to combat COVID-19.
- l) **PM National Relief Fund:** in pursuance of an appeal by the then Prime Minister, Pt. Jawaharlal Nehru in January 1948, the Prime Minister's National Relief Fund (PMNRF) was established with public contributions to assist displaced persons from Pakistan. The resources of the PMNRF are now utilised primarily to render immediate relief to families of those killed in natural calamities like floods, cyclones, earthquakes, etc. and to the victims of the major accidents and riots.
- m) **Help Age India:** Help Age India is a leading registered national level NGO, established in 1978, with a mission "to work for the cause and care of disadvantaged aged persons and to improve their quality of life". The organisation works to protect the rights of India's elderly and provide relief to them through various interventions and endeavours to make significant changes in the lives of the disadvantaged older persons, so as to enable them to live better and healthier lives.
- n) **Tender Hearts Education Society:** Was founded primarily to educate the underprivileged children in the village Bhatola, Haryana. Since 1995, it has been working tirelessly towards supporting the welfare of people with disabilities. It aims to ensure holistic development of people with special needs with particular emphasis on education. Additionally, to make their intervention for welfare of people with disabilities more sustainable and meaningful, they provide vocational skills training to adolescents and young adults towards enabling them to access opportunities for self-employment in future and be independent.
- (D) **In case the company has failed to spend 2% of the average net profit of the last 3 financial years or any part thereof, the company shall provide the reasons for not spending the amount:**
Not applicable
- (E) **The CSR Committee hereby confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the Company.**

Managing Director

Chairman of CSR Committee

Annexure to Directors' Report - 3

Form No. MGT- 9

Extract of Annual return

as on the financial year ended on March 31, 2020

(Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies Management and Administration Rules, 2014)

1. REGISTRATION AND OTHER DETAILS:

CIN	L65922DL1988PLC033856
Registration Date	November 11, 1988
Name of the Company	PNB Housing Finance Limited
Category/Sub Category of the Company	Housing Finance
Address of the registered office and contact details	9th Floor, Antriksh Bhawan, 22, K G Marg, New Delhi - 110001 Tel: 011-23445200, Fax: 011-23736857
Whether Listed Company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Ltd. C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Ph.: +91 22 49186000, Fax: +91 22 49186060 E-mail:rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name and description of main products/services	NIC code of the product/service	% of the total turnover of the Company
1	Financial Service Activities, Except Insurance and Pension Funding	64192	100%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable section
1.	PHFL Home Loans and Services Limited Flat No. 207 & 209, 2nd Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi - 110001	U67200DL2017PLC322468	Subsidiary Company	100%	2(87)
2.	PEHEL Foundation Flat No. 311, 3rd Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi - 110001	U85320DL2019NPL356152	Subsidiary Company	100%	2(87)
3.	Punjab National Bank Plot No. 4, Sector -10, Dwarka New Delhi -110075	-	Promoter Company	32.65%	-

4. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Share Holding

Category of shareholder	No. of shares held at the beginning of the year (Demat.)		No. of shares held at the end of the year (Demat.)		% change during the year
	Number	% age of shares	Number	% age of shares	
A. PROMOTERS					
1) Indian					
a) Individual/ HUF	-	-	-	-	-
b) Central Govt	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-
e) Banks/Fl	5,49,14,840	32.79	5,49,14,840	32.65	(0.14)*
f) Any Other	-	-	-	-	-
Sub-total (A)(1):-	5,49,14,840	32.79	5,49,14,840	32.65	(0.14)*

Category of shareholder	No. of shares held at the beginning of the year (Demat.)		No. of shares held at the end of the year (Demat.)		% change during the year
	Number	% age of shares	Number	% age of shares	
2) FOREIGN					
a) NRIs - Individuals	-	-	-	-	-
b) Other Individuals	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-
d) Banks / FI	-	-	-	-	-
e) Any Other....	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-
Total shareholding of promoter (A)=(A)(1)+(A)(2)	5,49,14,840	32.79	5,49,14,840	32.65	(0.14)
B. PUBLIC SHAREHOLDING					
1. Institutions					
a) Mutual Funds	1,28,32,055	7.66	63,64,121	3.78	(3.88)
b) Banks/FI	15,11,787	0.90	14,80,456	0.88	(0.02)
c) Central Govt	1,060	0.00	1,060	0.00	0.00
d) State Govt(s)	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-
f) Insurance Companies	-	-	25,13,199	1.49	1.49
g) FII's/ Foreign Portfolio Investors	3,33,45,828	19.91	3,66,58,764	21.80	1.89
h) Foreign Venture Capital Funds	-	-	-	-	-
l) Others (Alternate Investment Funds)	5,58,903	0.33	3,14,277	0.19	(0.14)
Sub total (B) (1):-	4,82,49,633	28.80	4,73,31,877	28.14	(0.66)
2 Non- Institutions					
a) Bodies Corp.					
i) Indian	22,73,155	1.36	12,11,477	0.72	(0.64)
ii) Overseas	-	-	-	-	-
b) Individuals					
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	47,22,992 (16 shares in physical)	2.83	67,38,173 (17 shares in physical)	4.01	1.18
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	13,85,485	0.84	15,77,014	0.94	0.10
c) Others (specify)					
• Trusts	5,35,874	0.32	7,87,573	0.47	0.15
• Foreign Nationals	0	0.00	0	0.00	0.00
• Hindu Undivided Family	2,55,290	0.15	4,00,432	0.24	0.09
• Foreign Companies	5,41,92,300	32.36	5,41,92,300	32.22	(0.14)
• Non Resident Indians (Non Repat)	87,214	0.05	1,02,145	0.06	0.01
• Non Resident Indians (Repat)	2,23,752	0.13	2,83,619	0.17	0.04
• Clearing Member	5,22,479	0.31	3,57,904	0.21	(0.10)
• NBFCs registered with RBI	1,06,002	0.06	454	0.00	(0.06)
• Trust Employee	0	0.00	2,89,100	0.17	0.17
Sub-total(B) (2):	6,43,04,543	38.41	6,59,40,191	39.21	0.80
Total Public Shareholding (B)=(B)(1)+(B)(2)	11,25,54,176	67.21	11,32,72,068	67.35	0.14
(C) SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	-	-	-	-	-
Grand Total (A+B+C)	16,74,69,016	100	16,81,86,908	100	-

*The percentage of shareholding of Punjab National Bank has reduced pursuant to allotment of 7,17,892 equity shares under Employee Stock Option Scheme.

ii. Shareholding of promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			No. of shares held at the end of the year (Dmat.)			% change in holding during the year
		No. of shares	% of total shares of the Co.	% of total shares encumbered/pledged to total shares	No. of shares	% of total shares of the Co.	% of total shares encumbered/pledged to total shares	
1.	Punjab National Bank	5,49,14,840	32.79	-	5,49,14,840	32.65	-	(0.14)*

* The percentage of shareholding of Punjab National Bank has reduced pursuant to allotment of 7,17,892 equity shares under Employee Stock Option Scheme.

iii. Change in Promoters' shareholding

Sl. No.		Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of the total shares of the Company	No. of shares	% of the total shares of the Company
1.	At the beginning of the year	5,49,14,840	32.79	-	-
2.	At the end of the year	-	-	5,49,14,840	32.65

* The percentage of shareholding of Punjab National Bank has reduced pursuant to allotment of 7,17,892 equity shares under Employee Stock Option Scheme.

iv. Shareholding pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning of the year		Date wise Increase / decrease in shareholding			Cumulative shareholding during the year (April 1, 2019 to March 31, 2020)	
		No. of shares	% of the total shares of the Company	Date	Increase / Decrease in shareholding	Reason	No. of shares	% of the total shares of the Company
1.	Quality Investment Holdings	5,41,92,300	32.359	-	-	-		
	Closing Balance						5,41,92,300	32.22
2.	General Atlantic Singapore Fund FII PTE Ltd.	1,65,93,240	9.908					
	Closing Balance						1,65,93,240	9.866
3.	Franklin Templeton Mutual Fund A/C Franklin India Equity Advantage Fund	15,60,762	0.932					
				05.04.2019	1,00,000	Purchase	16,60,762	0.9875
				19.04.2019	30,000	Purchase	16,90,762	1.0053
				26.04.2019	1,00,000	Purchase	17,90,762	1.0647
				03.05.2019	10,000	Purchase	18,00,762	1.0707
				10.05.2019	10,000	Purchase	18,10,762	1.0766
				24.05.2019	8,88,769	Purchase	26,99,531	1.6051
				31.05.2019	4,09,879	Purchase	31,09,410	1.8488
				14.06.2019	1,83,460	Purchase	32,92,870	1.9579
				21.06.2019	2,66,540	Purchase	35,59,410	2.1163
				29.06.2019	1,01,700	Purchase	36,61,110	2.1768
				05.07.2019	66,300	Purchase	37,27,410	2.2162
				12.07.2019	8,494	Purchase	37,35,904	2.2213
				02.08.2019	2,85,000	Purchase	40,20,904	2.3907
				16.08.2019	10,000	Purchase	40,30,904	2.3967
				18.10.2019	2,68,656	Purchase	42,99,560	2.5564
				01.11.2019	2,10,939	Purchase	45,10,499	2.6818
				08.11.2019	66,984	Purchase	45,77,483	2.7217
				15.11.2019	900	Purchase	45,78,383	2.7222
				22.11.2019	80,254	Purchase	46,58,637	2.7699
				29.11.2019	79,868	Purchase	47,38,505	2.8174
				06.12.2019	1,21,994	Purchase	48,60,499	2.8899
				13.12.2019	50,000	Purchase	49,10,499	2.9197
				03.01.2020	20,000	Purchase	49,30,499	2.9316
				10.01.2020	20,000	Purchase	49,50,499	2.9435
				31.01.2020	40,000	Purchase	49,90,499	2.9672
				20.03.2020	(44,290)	Sale	49,46,209	2.9409
				27.03.2020	(45,421)	Sale	49,00,788	2.9139
	Closing Balance						49,00,788	2.9139
4.	Varde Holdings Pte Ltd	0	0.000	26.04.2019	4,56,000	Purchase	4,56,000	0.2711
				03.05.2019	1,00,000	Purchase	5,56,000	0.3306
				24.05.2019	4,00,605	Purchase	9,56,605	0.5688
				31.05.2019	1,72,826	Purchase	11,29,431	0.6715
				14.06.2019	10,75,182	Purchase	22,04,613	1.3108
				21.06.2019	90,000	Purchase	22,94,613	1.3643
				29.06.2019	4,00,000	Purchase	26,94,613	1.6022
				05.07.2019	2,51,055	Purchase	29,45,668	1.7514
				12.07.2019	6,25,000	Purchase	35,70,668	2.1230
				19.07.2019	2,81,000	Purchase	38,51,668	2.2901
				26.07.2019	75,000	Purchase	39,26,668	2.3347
	Closing Balance						39,26,668	2.3347

Sr. No.	Name	Shareholding at the beginning of the year		Date wise Increase / decrease in shareholding			Cumulative shareholding during the year (April 1, 2019 to March 31, 2020)	
		No. of shares	% of the total shares of the Company	Date	Increase / Decrease in shareholding	Reason	No. of shares	% of the total shares of the Company
5.	Auburn Limited	10,55,596	0.6276	17.05.2019	3,58,353	Purchase	14,13,949	0.8407
				24.05.2019	1,77,395	Purchase	15,91,344	0.9462
				21.06.2019	70,000	Purchase	16,61,344	0.9878
				Closing Balance			16,61,344	0.9878
6.	Asian Smaller Companies Pool	4,94,382	0.2939	10.05.2019	1,14,238	Purchase	6,08,620	0.3619
				17.05.2019	43,769	Purchase	6,52,389	0.3879
				24.05.2019	1,03,500	Purchase	7,55,889	0.4494
				21.06.2019	52,151	Purchase	8,08,040	0.4804
				29.06.2019	78,235	Purchase	8,86,275	0.5270
				02.08.2019	96,458	Purchase	9,82,733	0.5843
				09.08.2019	10,74,549	Purchase	20,57,282	1.2232
				04.10.2019	14,942	Purchase	20,72,224	1.2321
				11.10.2019	93,261	Purchase	21,65,485	1.2875
				18.10.2019	1,35,008	Purchase	23,00,493	1.3678
				31.01.2020	(5,63,100)	Sale	17,37,393	1.0330
				07.02.2020	(24,949)	Sale	17,12,444	1.0182
				28.02.2020	(68,964)	Sale	16,43,480	0.9772
				06.03.2020	(2,17,857)	Sale	14,25,623	0.8476
	13.03.2020	(1,61,410)	Sale	12,64,213	0.7517			
	Closing Balance				12,64,213	0.7517		
7.	Malabar India Fund Limited	12,31,671	0.7323	20.03.2020	(77,117)	Sale	11,54,554	0.6865
				Closing Balance			11,54,554	0.6865
8.	Franklin Templeton Investment Funds	0	0.000	05.07.2019	73,431	Purchase	73,431	0.0437
				12.07.2019	5,97,257	Purchase	6,70,688	0.3988
				19.07.2019	30,018	Purchase	7,00,706	0.4166
				09.08.2019	1,93,865	Purchase	8,94,571	0.5319
				10.01.2020	81,485	Purchase	9,76,056	0.5803
				17.01.2020	1,71,200	Purchase	11,47,256	0.6821
				Closing Balance			11,47,256	0.6821
9.	HDFC Life Insurance Company Limited	4,12,281	0.2451	12.04.2019	2,084	Purchase	4,14,365	0.2464
				19.04.2019	22,916	Purchase	4,37,281	0.2600
				26.04.2019	25,738	Purchase	4,63,019	0.2753
				03.05.2019	49,262	Purchase	5,12,281	0.3046
				05.07.2019	(78)	Sale	5,12,203	0.3045
				19.07.2019	(1,344)	Sale	5,10,859	0.3037
				26.07.2019	21,615	Purchase	5,32,474	0.3166
				02.08.2019	9,587	Purchase	5,42,061	0.3223
				09.08.2019	(22)	Sale	5,42,039	0.3223
				16.08.2019	(22)	Sale	5,42,017	0.3223
				23.08.2019	18,769	Purchase	5,60,786	0.3334
				30.08.2019	24,979	Purchase	5,85,765	0.3483
				06.09.2019	(53)	Sale	5,85,712	0.3483
				20.09.2019	(2,763)	Sale	5,82,949	0.3466
				27.09.2019	(27,611)	Sale	5,55,338	0.3302
				04.10.2019	2,569	Purchase	5,57,907	0.3317
				11.10.2019	7,558	Purchase	5,65,465	0.3362
				18.10.2019	2,36,891	Purchase	8,02,356	0.4771
				25.10.2019	(20,127)	Sale	7,82,229	0.4651
				01.11.2019	(21,178)	Sale	7,61,051	0.4525
				15.11.2019	(63)	Sale	7,60,988	0.4525
				22.11.2019	(23)	Sale	7,60,965	0.4525
29.11.2019	(148)	Sale	7,60,817	0.4524				
06.12.2019	(58)	Sale	7,60,759	0.4523				
13.12.2019	46,105	Purchase	8,06,864	0.4797				
20.12.2019	(2,350)	Sale	8,04,514	0.4783				

Sr. No.	Name	Shareholding at the beginning of the year		Date wise Increase / decrease in shareholding			Cumulative shareholding during the year (April 1, 2019 to March 31, 2020)	
		No. of shares	% of the total shares of the Company	Date	Increase / Decrease in shareholding	Reason	No. of shares	% of the total shares of the Company
				27.12.2019	(2)	Sale	8,04,512	0.4783
				31.12.2019	(2)	Sale	8,04,510	0.4783
				03.01.2020	(1)	Sale	8,04,509	0.4783
				10.01.2020	(18)	Sale	8,04,491	0.4783
				17.01.2020	(25,916)	Sale	7,78,575	0.4629
				31.01.2020	1,75,916	Purchase	9,54,491	0.5675
				07.02.2020	(4,491)	Sale	9,50,000	0.5648
				06.03.2020	50,000	Purchase	10,00,000	0.5946
				13.03.2020	75,000	Purchase	10,75,000	0.6392
				20.03.2020	13,647	Purchase	10,88,647	0.6473
				27.03.2020	36,353	Purchase	11,25,000	0.6689
	Closing Balance						11,25,000	0.6689
10.	Reliance Capital Trustee Co Ltd - A/C Nippon India Banking Fund	21,05,664	1.2520	05.04.2019	483	Purchase	21,06,147	1.2523
				12.04.2019	1,080	Purchase	21,07,227	1.2529
				19.04.2019	420	Purchase	21,07,647	1.2532
				26.04.2019	120	Purchase	21,07,767	1.2532
				03.05.2019	67	Purchase	21,07,834	1.2533
				10.05.2019	(2,875)	Sale	21,04,959	1.2516
				17.05.2019	300	Purchase	21,05,259	1.2517
				24.05.2019	(11,04,347)	Sale	10,00,912	0.5951
				31.05.2019	1,665	Purchase	10,02,577	0.5961
				07.06.2019	360	Purchase	10,02,937	0.5963
				14.06.2019	(75)	Sale	10,02,862	0.5963
				21.06.2019	165	Purchase	10,03,027	0.5964
				29.06.2019	3	Purchase	10,03,030	0.5964
				05.07.2019	440	Purchase	10,03,470	0.5966
				12.07.2019	195	Purchase	10,03,665	0.5968
				19.07.2019	389	Purchase	10,04,054	0.5970
				26.07.2019	180	Purchase	10,04,234	0.5971
				02.08.2019	1	Purchase	10,04,235	0.5971
				09.08.2019	390	Purchase	10,04,625	0.5973
				16.08.2019	75	Purchase	10,04,700	0.5974
				23.08.2019	90	Purchase	10,04,790	0.5974
				30.08.2019	196	Purchase	10,04,986	0.5975
				06.09.2019	45	Purchase	10,05,031	0.5976
				13.09.2019	105	Purchase	10,05,136	0.5976
				20.09.2019	105	Purchase	10,05,241	0.5977
				27.09.2019	3,546	Purchase	10,08,787	0.5998
				04.10.2019	60	Purchase	10,08,847	0.5998
				11.10.2019	360	Purchase	10,09,207	0.6001
				18.10.2019	90	Purchase	10,09,297	0.6001
				01.11.2019	135	Purchase	10,09,432	0.6002
				08.11.2019	79,876	Purchase	10,89,308	0.6477
				15.11.2019	(205)	Sale	10,89,103	0.6476
				22.11.2019	(182)	Sale	10,88,921	0.6474
				29.11.2019	(3,765)	Sale	10,85,156	0.6452
				06.12.2019	(720)	Sale	10,84,436	0.6448
				13.12.2019	100	Purchase	10,84,536	0.6448
				20.12.2019	6	Purchase	10,84,542	0.6448
				27.12.2019	656	Purchase	10,85,198	0.6452
				31.12.2019	14	Purchase	10,85,212	0.6452
				03.01.2020	420	Purchase	10,85,632	0.6455
				10.01.2020	79	Purchase	10,85,711	0.6455
				17.01.2020	714	Purchase	10,86,425	0.6460
				24.01.2020	546	Purchase	10,86,971	0.6463
				31.01.2020	(462)	Sale	10,86,509	0.6460
				07.02.2020	742	Purchase	10,87,251	0.6465

Sr. No.	Name	Shareholding at the beginning of the year		Date wise Increase / decrease in shareholding			Cumulative shareholding during the year (April 1, 2019 to March 31, 2020)	
		No. of shares	% of the total shares of the Company	Date	Increase / Decrease in shareholding	Reason	No. of shares	% of the total shares of the Company
				14.02.2020	135	Purchase	10,87,386	0.6465
				21.02.2020	(644)	Sale	10,86,742	0.6462
				28.02.2020	(82)	Sale	10,86,660	0.6461
				06.03.2020	420	Purchase	10,87,080	0.6464
				13.03.2020	2,380	Purchase	10,89,460	0.6478
				20.03.2020	(1,307)	Sale	10,88,153	0.6470
				27.03.2020	(98)	Sale	10,88,055	0.6469
				31.03.2020	546	Purchase	10,88,601	0.6473
	Closing Balance						10,88,601	0.6473
11.	BNP Paribas Arbitrage	9,55,665	0.5682	05.04.2019	1,00,000	Purchase	10,55,665	0.6277
				12.04.2019	7,552	Purchase	10,63,217	0.6322
				19.04.2019	(1,22,938)	Sale	9,40,279	0.5591
				26.04.2019	(2,062)	Sale	9,38,217	0.5578
				20.09.2019	1,387	Purchase	9,39,604	0.5587
				27.09.2019	(1,387)	sale	9,38,217	0.5578
				31.01.2020	40,428	Purchase	9,78,645	0.5819
				13.03.2020	8,600	Purchase	9,87,245	0.5870
				20.03.2020	(25,308)	Sale	9,61,937	0.5719
				27.03.2020	(700)	Sale	9,61,237	0.5715
				31.03.2020	(1,33,574)	Sale	8,27,663	0.4921
	Closing Balance						8,27,663	0.4921
12	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Banking and Financial Services Fund	63,72,101	3.7887	12.04.2019	(35,700)	Sale	63,36,401	3.7675
				19.04.2019	(1,09,800)	Sale	62,26,601	3.7022
				26.04.2019	(1,52,200)	Sale	60,74,401	3.6117
				03.05.2019	(38,600)	Sale	60,35,801	3.5887
				24.05.2019	(1,96,300)	Sale	58,39,501	3.4720
				31.05.2019	(3,000)	Sale	58,36,501	3.4702
				07.06.2019	(5,78,964)	Sale	52,57,537	3.1260
				21.06.2019	(2,40,000)	Sale	50,17,537	2.9833
				29.06.2019	(4,90,000)	Sale	45,27,537	2.6920
				05.07.2019	(1,41,568)	Sale	43,85,969	2.6078
				12.07.2019	(6,50,547)	Sale	37,35,422	2.2210
				02.08.2019	(7,13,000)	Sale	30,22,422	1.7971
				09.08.2019	(11,08,812)	Sale	19,13,610	1.1378
				16.08.2019	(42,200)	Sale	18,71,410	1.1127
				30.08.2019	(1,500)	Sale	18,69,910	1.1118
				13.09.2019	(13,400)	Sale	18,56,510	1.1038
				20.09.2019	(68,365)	Sale	17,88,145	1.0632
				27.09.2019	(67,835)	Sale	17,20,310	1.0229
				04.10.2019	(380)	Sale	17,19,930	1.0226
				11.10.2019	(9,389)	Sale	17,10,541	1.0170
				18.10.2019	(59,200)	Sale	16,51,341	0.9818
				01.11.2019	(5,81,655)	Sale	10,69,686	0.6360
				29.11.2019	(57,042)	Sale	10,12,644	0.6021
				06.12.2019	(35,105)	Sale	9,77,539	0.5812
				13.12.2019	(1,145)	Sale	9,76,394	0.5805
				31.01.2020	(1,91,441)	Sale	7,84,953	0.4667
				07.02.2020	(1,93,454)	Sale	5,91,499	0.3517
				20.03.2020	(6,904)	Sale	5,84,595	0.3476
				27.03.2020	(2,19,172)	Sale	3,65,423	0.2173
	Closing Balance						3,65,423	0.2173
13.	SBI Magnum Midcap Fund	18,17,195	1.0805	05.04.2019	(3,35,040)	Sale	14,82,155	0.8813
				31.05.2019	(21,104)	Sale	14,61,051	0.8687
				07.06.2019	(2,85,463)	Sale	11,75,588	0.6990
				18.10.2019	(4,70,987)	Sale	7,04,601	0.4189

Sr. No.	Name	Shareholding at the beginning of the year		Date wise Increase / decrease in shareholding			Cumulative shareholding during the year (April 1, 2019 to March 31, 2020)	
		No. of shares	% of the total shares of the Company	Date	Increase / Decrease in shareholding	Reason	No. of shares	% of the total shares of the Company
				08.11.2019	(2,00,000)	Sale	5,04,601	0.3000
				13.12.2019	(4,16,101)	Sale	88,500	0.0526
				20.12.2019	(88,500)	Sale	0	0.0000
	Closing Balance						0	0.0000
14.	Rochdale Emerging Markets (Mauritius)	10,57,758	0.6289					
				12.04.2019	(38,916)	Sale	10,18,842	0.6058
				19.04.2019	(4,37,000)	Sale	5,81,842	0.3459
				26.04.2019	(1,47,000)	Sale	4,34,842	0.2585
				03.05.2019	(1,16,802)	Sale	3,18,040	0.1891
				10.05.2019	(3,18,040)	sale	0	0.0000
	Closing Balance						0	0.0000

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year		Date wise Increase / decrease in shareholding			Cumulative shareholding during the year (April 1, 2019 to March 31, 2020)	
		No. of shares	% of the total shares of the Company	Date	Increase / Decrease in shareholding	Reason	No. of shares	% of the total shares of the Company
1.	Sanjaya Gupta, Managing Director	1,33,092	0.07					
				03.05.2019	1,33,269	Allotment under ESOP	2,66,361	0.16
				15.05.2019	(23,882)	Sale	2,42,479	0.14
				16.05.2019	(63,618)	Sale	1,78,861	0.11
	Closing Balance						1,78,861	0.11
2.	Kapish Jain, Chief Financial Officer	19	0.00	-	-	-	19	0.00
3.	Sanjay Jain, Company Secretary & Head Compliance	-	-	03.05.2019	15,421	Allotment under ESOP	15,421	0.00
				14.05.2019	(15,421)	Sale	0	0.00
	Closing Balance						0	0.00

5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in crores)

	Secured loans excluding deposits	Unsecured loans	Deposits (including inter corporate deposits)	Total indebtedness
Indebtedness at the beginning of the financial year				
1. Principal amount	48,657.84	9,388.70	14,097.61	72,144.15
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	1,099.78	60.82	217.89	1,378.49
Total	49,757.62	9,449.52	14,315.50	73,522.64
Change in indebtedness during the financial year				
	607.65	(7,593.72)	2,153.39	(4,832.68)
At the end of the financial year				
1. Principal amount	49,891.35	1,854.70	16,244.38	67,990.43
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	473.92	1.10	224.51	699.53
Total	50,365.27	1,855.80	16,468.89	68,689.96

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of remuneration	Name of the Managing Director		Total amount (₹)
		Mr. Sanjaya Gupta		
1.	Gross Salary			
	a) Salary (as per provisions contained in section 17(1) of the Income tax Act, 1961)			1,67,07,023
	b) Value of perquisites under section 17(2) of the Income tax Act, 1961			-
	c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961			-
2.	Stock Option*			-
3.	Sweat Equity			-
4.	Commission as % of profit			-
5.	Performance Bonus			1,25,00,000
	Total (A)			2,92,07,023
	Ceiling as per Act			40,55,05,000

*Exclude value of perquisite on exercise of 1,33,269 stock options received during the year.

B. Remuneration to other directors

Particulars of remuneration	Name of Directors							Total amount
	Mr. R Chandrasekaran	Mr. Shital Kumar Jain	Dr. Gourav Vallabh	Mr. Nilesh S Vikamsey	Mr. Ashwani Kumar Gupta	Mrs. Shubhalakshmi Panse	Mr. Neeraj Vyas	
Fee for attending Board/ Committee Meetings	7,90,000	8,60,000	7,90,000	8,20,000	12,70,000	9,20,000	7,60,000	62,10,000
Commission	20,00,000	20,00,000	20,00,000	20,00,000	20,00,000	20,00,000	-	1,20,00,000
Others	-	-	-	-	-	-	-	-
Total	27,90,000	28,60,000	27,90,000	28,20,000	32,70,000	29,20,000	7,60,000	1,82,10,000
II) Other Non-executive directors (Paid to PNB for its nominee directors)								
Fee for attending Board/ Committee Meetings							7,10,000	7,10,000
Commission								
Others								
Total (ii)							7,10,000	7,10,000
Total (B)=(i)+(ii)								1,89,20,000
Total Managerial Remuneration								4,81,27,023
Overall Ceiling as per Act								89,21,11,000

i) Remuneration to key Managerial Personnel other than MD

Sr. No.	Particulars of remuneration	Key Managerial Personnel		Total
		Mr. Sanjay Jain, Company Secretary	Mr. Kapish Jain, CFO	
1.	Gross Salary			
	a) Salary (as per provisions contained in section 17(1) of the Income tax Act, 1961)	51,79,614	91,77,259	1,43,56,873
	b) Value of perquisites under section 17(2) of the Income tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	-	-	-
2.	Stock Option*	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission as % of profit	-	-	-
5.	Performance Bonus	14,00,000	52,00,000	66,00,000
	Total	65,79,614	1,43,77,259	2,09,56,873

*Excludes value of perquisite on exercise of 15,421 stock options received during the year.

7. PENALTIES /PUNISHMENT /COMPOUNDING OF OFFENCES

Type	Section of the Companies Act, 2013	Brief description	Details of penalty/ punishment/ compounding fee	Authority(RD/ NCLT/Court)	Appeal made, if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Preeti Pahwa & Associates
Company Secretaries

Date: 9th June, 2020

To,
The Members,
PNB Housing Finance Limited,
9th Floor, Antriksh Bhawan,
22, Kasturba Gandhi Marg,
New Delhi- 110001

We have been appointed as Secretarial Auditor of the Company for conducting Secretarial Audit as per the provisions of the Companies Act, 2013 for the Financial Year 2019-20. We would like to inform that our report dated 9th June, 2020 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and occurrence of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. To the extent possible, we have done the physical verification of the original signed documents and copies thereof, however, due to Covid-19 outbreak and subsequent lockdowns in the jurisdiction of registered office of the Company, in some cases, we have relied upon the soft copies of documents, shared with us by the Company through emails, supported by necessary management representations in this regard.

For Preeti Pahwa & Associates

Sd/-
Preeti Pahwa
Practicing Company Secretary
Certificate of Practice No.: 8263
Membership No.: F-5846

Preeti Pahwa & Associates
Company Secretaries

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
PNB Housing Finance Limited,
9th Floor, Antriksh Bhawan,
22, Kasturba Gandhi Marg,
New Delhi- 110001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PNB Housing Finance Limited ("the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts or statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder, wherever and to the extent applicable, and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records (except the provisional or unaudited financial statements for the above mentioned period) maintained by the Company for the above said financial year ended on 31st March, 2020, according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Preeti Pahwa & Associates
Company Secretaries

- d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (Not applicable as the Company is not a registered Registrars to an Issue and Share Transfer Agents during the period under review); and
- f. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

We have further analyzed that the following Regulations and Guidelines prescribed under the SEBI Act are not applicable for the period under review:

- a. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- b. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

We have also examined the compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with the National Stock Exchange (“Stock Exchange”) with respect to Non Convertible Debentures listed on the Stock Exchange;
- (ii) The Listing Agreements entered into by the Company with the National Stock Exchange & BSE Limited (“Stock Exchanges”), respectively with respect to Equity Shares listed on the Stock Exchanges;
- (iii) The Secretarial Standards on Board meetings (SS-I) and Secretarial Standards on General Meetings (SS-II), as issued by the Institute of Company Secretaries of India; and
- (iv) The Memorandum and Articles of Association of the Company.

We further report that we have also examined the requisite compliance of the following laws as specifically applicable to the Company:

- (i) National Housing Bank Act, 1987;
- (ii) The Housing Finance Companies (NHB) Directions, 2010;
- (iii) Master Circulars on issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014;
- (iv) National Housing Bank circulars, notifications & guidelines; and
- (v) Reserve Bank of India Act, 1934 and rules, regulations & directions issued from time to time.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above, except that as per the provisions of Section 175 of the Companies Act, 2013, any resolution passed by circulation shall be noted at a subsequent meeting of the Board of Directors and made part of the minutes of such meeting. During the year under review, the Company has taken note of Resolution(s) passed by circulation on 27th March, 2019, 11th April, 2019, 12th April, 2019 and 23rd April, 2019 in the minutes of subsequent meetings of the Board of Directors held on 9th May, 2019, however, the complete text of resolution(s) was not mentioned in the minutes of that meeting. Further, in the meeting of the Board of Directors held on 24th October, 2019, the Board took note of 3 resolutions passed by circulation however date of passing resolutions as well as complete text of resolutions have not been made part of the minutes;

Preeti Pahwa & Associates
Company Secretaries

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast 7 days in advance, and the system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that the resolutions were passed at all the meetings by the requisite majority and there were no instances of the dissent which were required to be captured and recorded as part of the minutes.

We further report that the systems and processes in the Company are commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the following key corporate actions were held during the financial year 2019-20:

- (i) Issuance of Secured Non Convertible Debentures aggregating to INR 3,000 crores on private placement basis;
- (ii) Allotment of 717,892 equity shares under Employee Stock Option Scheme.

For Preeti Pahwa & Associates

Place: Gurugram
Date: 9th June, 2020

Sd/-
Preeti Pahwa
Practicing Company Secretary
Certificate of Practice No. 8263
Membership No. F-5846
UDIN: F005846B000326309

Annexure to Directors' Report - 4

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

The Company has always been and will continue to maintain high standards in corporate ethics, transparent disclosure, accountability and integrity. The Company's policies are key to high standards of corporate governance. The Company will continue to follow all the applicable laws, regulatory guidelines and changes, which will come into effect from time to time.

The Company has maintained long term relationship with its valued customers, viz. depositors, loan customers, business partners and its various other stakeholders financiers. The Company has followed principles of transparency and adequacy in all the disclosures through its public documents; Annual Reports, financial results etc. The Company practices ethical standards in all its dealings. Over the years, it has strengthened its corporate practices and disclosures.

The Company has complied with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended by SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018.

The following is the Board's report on corporate governance.

BOARD OF DIRECTORS

The Board is overall responsible to oversee the Company's management and to protect the long-term interest of the stakeholders.

LIST OF CORE SKILLS/ EXPERTISE/ COMPETENCIES IDENTIFIED BY THE BOARD OF DIRECTORS AS REQUIRED IN THE CONTEXT OF ITS BUSINESS AND SECTOR WHICH ENABLES IT TO FUNCTION EFFECTIVELY AND THOSE ACTUALLY AVAILABLE WITH THE BOARD

The Board should provide valuable leadership and guidance to the Company. The directors should possess extensive knowledge of the operations of the company and the people involved. The Company deals with mortgages and operates in the financial sector. The Board should possess the

wisdom of various lifecycles of the financial sector, the key challenges being faced, the competition, it should have the required experience with credit cycles, workouts and remedial management. The Board with its collective wisdom should provide oversight to the Company during the challenging times.

The Company's board has people with extensive experience in the financial sector, economics, mortgages, banking, credit and information technology. The directors are highly qualified and have held leadership positions in high performing banks and companies. They are fully equipped to provide leadership and guidance to the Company in its quest to achieve growth and quality of business and attain leadership position in the mortgage industry. The brief profiles of directors are given in the Annual Report.

COMPOSITION

As on March 31, 2020, the Board consists of ten members comprising seven independent directors, two non-executive directors (including the Chairman) and one Managing Director. None of the directors are related to each other. The independent directors meet the criteria prescribed for an independent director as stipulated in Regulation 16(1) (b) of the LODR and the provisions of Section 149(6) of the Companies Act, 2013.

The composition of the board is in conformity with Regulation 17 of the LODR and Section 149 of the Companies Act, 2013. Mr. CH S S Mallikarjuna Rao was appointed as an additional director in the category of non-executive Director on December 20, 2019. Mr. Tejendra Mohan Bhasin was appointed as an additional director in the category of Independent Director on April 2, 2020. Mr. Neeraj Vyas was appointed as an Executive Director and the interim Managing Director and CEO of the Company effective April 28, 2020.

Mr. Sunil Mehta resigned from the Board with effect from September 30, 2019 on completion of his tenure as MD and CEO of Punjab National Bank. Mr. L.V. Prabhakar resigned from the Board with effect from January 31, 2020 consequent to his appointment as MD & CEO of Canara Bank. Mr. Sanjaya Gupta

was relieved of his responsibilities as MD & CEO effective from close of business hours on April 28, 2020 and completed his tenure as director on the Board with effect from May 4, 2020.

Details of the Board of Directors in terms of their directorships/memberships in committees of public companies (including PNB Housing Finance Limited) as per Regulation 26 of LODR is given hereunder:

Sr. No.	Directors	Category	DIN	Number of Directorships*	Name of Listed Companies and Designations	Number of Committees**	
						Member	Chairperson
1.	Mr. CH S S Mallikarjuna Rao	Current Chairman and Non-Executive Director (w.e.f. December 20, 2019). Nominee Director of Punjab National Bank as equity shareholder	07667641	4	1. Punjab National Bank – MD and CEO 2. PNB Housing Finance Limited 3. PNB Investment Services Limited - Non-Executive Director 4. PNB Metlife India Insurance Company Limited - Non-Executive Director	1	0
2.	Mr. Sunil Kaul	Non-Executive Director Nominee Director of Quality Investment Holdings as equity shareholder	05102910	2	1. PNB Housing Finance Limited 2. SBI Cards and Payment Services Limited - Non-Executive Director	3	0
3.	Mr. Shital Kumar Jain	Independent Director	00047474	2	1. PNB Housing Finance Limited 2. R S Software (India) Ltd. – Independent Director	2	1
4.	Mr. Nilesh S Vikamsey	Independent Director	00031213	9	1. Navneet Education Limited – Non-Executive Director 2. Thomas Cook (India) Limited – Independent Director 3. SBI Life Insurance Company Limited – Independent Director 4. PNB Housing Finance Limited 5. IIFL Finance Limited – Independent Director 6. IIFL Wealth Management Limited – Independent Director 7. NSEIT Limited – Independent Director 8. SOTC Travel Limited- Independent Director 9. SBI Cards and Payment Services Limited – Independent Director	9	2
5.	Mr. R Chandrasekeran	Independent Director	00580842	1	PNB Housing Finance Limited	0	0
6.	Dr. Gourav Vallabh	Independent Director	02972748	1	PNB Housing Finance Limited	1	0
7.	Mrs. Shubhalakshmi Panse	Independent Director	02599310	5	1. Sudarshan Chemical Industries Limited – Independent Director 2. The Federal Bank Ltd – Independent Director 3. PNB Housing Finance Limited 4. Atul Limited – Independent Director 5. KPIT Technologies Limited – Independent Director	4	3

8.	Mr. Ashwani Kumar Gupta	Independent Director	00108678	2	1. Dhampur Sugar Mills Limited – Independent Director 2. PNB Housing Finance Limited	3	1
9.	Dr. Tejendra Mohan Bhasin	Independent Director (w.e.f. April 2, 2020)	03091429	5	1. Centrum Capital Limited- Independent Director 2. IDBI Intech Limited- Independent Director 3. PNB Gilts Limited- Independent Director 4. SBI Cards and Payment Services Limited- Independent Director 5. PNB Housing Finance Limited	2	0
10.	Mr. Neeraj Vyas	Ceased to be Independent Director (w.e.f. April 28, 2020) and appointed as Interim Managing Director & CEO (w.e.f. April 28, 2020)	07053788	1	PNB Housing Finance Limited-	1	0
11.	Mr. Sanjaya Gupta	Ceased to be the Managing Director (w.e.f. April 28, 2020) and director (w.e.f. May 4, 2020)	02939128	-	-	-	-
12.	Mr. Sunil Mehta	Ceased to be Chairman and director (w.e.f. September 30, 2019)	07430460	-	-	-	-
13.	Mr. L.V. Prabhakar	Ceased to be a director (w.e.f. January 31, 2020)	08110715	-	-	-	-

*Excluding foreign companies, private limited companies and companies under section 8 of the Companies Act, 2013.

**Audit Committee and Stakeholders Relationship Committee.

RESPONSIBILITIES

The Board is responsible for the long-term strategic planning and direction of the Company. It is responsible for the long-term value of the shareholders, to protect the interest of all other stakeholders and to provide guidance to the management with strategic direction. The Board functions through its various committees, which have been assigned various roles and responsibilities. These committees closely monitor the performance of the Company.

The Board regularly reviews Company's overall performance at regular interval. The Board has a formal schedule of matters reserved for its consideration and decision, apart from legally required matters.

ROLE OF INDEPENDENT DIRECTORS

Company's independent directors are persons of eminence from diverse fields in finance, accountancy, economics, credit, risk management and information technology. They play an important role on the Board and on the various committees of the Board. They provide inputs to the Board and help the Board in arriving at decisions on matters of strategic importance.

The independent directors ensure that all the matters brought to Board and its committees are adequately discussed and decisions are arrived at in the best interest of the Company. An independent director has been nominated as the chairman on all the committees, namely Audit, Nomination and Remuneration, Credit, Risk Management and Corporate Social Responsibility committees. The Audit Committee consist entirely of independent directors.

All the committees of the Board function within the defined terms of reference in accordance with the Companies Act, 2013 and the LODR and as approved by the board.

APPOINTMENT OF INDEPENDENT DIRECTORS

The independent directors have been appointed for a five years term (except Mr. Shital Kumar Jain) as under;

- Mr. Shital Kumar Jain was reappointed for a second term of one year on July 29, 2019.
- Mr. R Chandrasekaran was appointed on October 7, 2015.
- Mr. Nilesh S Vikamsey was appointed on April 22, 2016.
- Dr. Gourav Vallabh was appointed on April 22, 2016.
- Mr. Ashwani Kumar Gupta was appointed on May 12, 2017.
- Mrs. Shubhalakshmi Panse was appointed on July 7, 2017.
- Mr. Neeraj Vyas was appointed on April 15, 2019 and ceased to be independent director w.e.f. April 28, 2020.
- Dr. Tejendra Mohan Bhasin was appointed on April 2, 2020

The independent directors are not liable to retire by rotation.

A formal letter of appointment was issued to the independent directors in terms of the provisions of the Companies Act, 2013. A copy of the letter detailing the terms and conditions of appointment of the independent directors has been placed on the Company's website, www.pnbhousing.com.

FAMILIARISATION PROGRAMME

The main objective of a familiarisation programme is to ensure that the non-executive directors are updated on the business and regulatory environment and the overall operations of the Company to make informed decisions in everybody's interest. All the independent directors have been taken through familiarisation programme about the Company, its business environment, competitors, Company's portfolio etc.

The Company has a policy on familiarisation programme for the independent directors, which is placed on the website of the Company.

BOARD MEETINGS

Board Meetings are normally held at PNB's Head Office at New Delhi. Post Covid-19 pandemic, Company has started holding Board meetings by audio video means. Board meetings are scheduled well in advance and the notice of each Board meeting is given through electronic mode to every director. The Board meets at least once a quarter to review the quarterly performance and financial results of the Company.

The Company Secretary in consultation with the Managing Director & CEO prepares the detailed agenda for the meetings. The detailed Board agenda is circulated to the directors well in advance. The members of the Board can also recommend inclusion of any matter in the agenda for discussion. The senior management attends the Board meetings to provide additional inputs to the items being discussed by the Board. The minutes of each Board meeting are finalised and recorded in the minute book maintained by the Company Secretary.

During the year under review, the Board has met eight times. The meetings were held on May 9, 2019; May 27, 2019; July 29, 2019; July 30, 2019; October 24, 2019; January 10, 2020; January 23, 2020; and March 3, 2020. The attendance of the directors at the Board meetings and the 31st Annual General Meeting held on July 29, 2019 are listed below:

Directors	Board Meetings	Attendance at the 31st AGM	Sitting fee paid
Mr. Sunil Mehta (resigned with effect from September 30, 2019)	4	Yes	*
Mr. CH SS Mallikarjuna Rao (appointed as Non-executive Director on December 20, 2019)	3	NA	*
Mr. L V Prabhakar (resigned with effect from January 31, 2020)	3	No	*
Mr. Sunil Kaul	8	Yes	0
Mr. Shital Kumar Jain	7	Yes	Paid @ ₹ 50000/- per meeting
Mr. R Chandrasekaran	8	Yes	Paid @ ₹ 50000/- per meeting
Mr. Nilesh S Vikamsey	8	Yes	Paid @ ₹ 50000/- per meeting
Dr. Gourav Vallabh	8	Yes	Paid @ ₹ 50000/- per meeting

Directors	Board Meetings	Attendance at the 31st AGM	Sitting fee paid
Mr. Ashwani Kumar Gupta	8	Yes	Paid @ ₹ 50000/- per meeting
Mrs. Shubhalakshmi Panse	7	Yes	Paid @ ₹ 50000/- per meeting
Mr. Sanjaya Gupta	8	Yes	0
Mr. Neeraj Vyas, Independent Director	8	Yes	Paid @ ₹ 50000/- per meeting

* The sitting fee of Mr. Sunil Mehta, Mr. CH S S Mallikarjuna Rao and Mr. L V Prabhakar was paid to the Punjab National Bank.

COMMITTEES OF THE BOARD

The Board has delegated powers to various Committees. Each of the Board's Committee has been delegated with specific responsibilities/ matters as per the provisions of the Companies Act, 2013, SEBI LODR and as per the business requirements. The minutes of every Committee meetings are finalised and recorded in the minute book maintained by the Company Secretary. The minutes of Committee meetings are also placed before the Board.

The various committees, their roles and their members are;

Audit Committee

The Audit Committee currently has three independent directors; Mrs. Shubhalakshmi Panse, Chairperson, Dr. Gourav Vallabh and Mr. Nilesh S Vikamsey.

The Charter of the Audit Committee is as per section 177 of the Companies Act, 2013 and LODR. The main role of the Audit Committee is;

- The Audit Committee assist the Board in fulfilling its oversight responsibilities for the financial reporting process to regulatory authorities, public, it oversees the system of internal control, the audit process, and the company's process for monitoring compliance with laws and regulations and the code of conduct.
- It reviews quarterly, half yearly and yearly financial statements as prepared by the Company before submission to the Board.
- It reviews and monitors the Auditors' independence, performance and effectiveness of audit process.
- As per related party policy, it approves related party transactions.
- It reviews the functioning of whistle blower mechanism.
- It recommends the appointment of statutory and internal auditor.

The Audit Committee calls members of senior management as it considers appropriate to be present at the meetings of the Committee. The statutory auditors also attend the meeting of the Audit Committee. The Audit Committee discuss with the Statutory Auditors their findings on the working of the Company without the presence of management.

During the year, the Audit Committee had met six times on May 9, 2019; July 30, 2019; August 30, 2019; October 24,

2019; January 22, 2020 and February 15, 2020. The details of attendance at the Audit Committee meetings are as under;

Directors	Number of meetings attended	Sitting fee
Mrs. Shubhalakshmi Panse	5	Paid @ ₹ 30000/- per meeting
Dr. Gourav Vallabh	6	Paid @ ₹ 30000/- per meeting
Mr. Nilesh S Vikamsey	6	Paid @ ₹ 30000/- per meeting

Leave of absence was granted to the concerned directors who could not attend the meetings.

Nomination and Remuneration Committee (NRC)

The NRC currently has four directors; Mr. Nilesh S Vikamsey, Chairman, Mr. Sunil Kaul, Mr. CH S.S. Mallikarjuna Rao (w.e.f. February 24, 2020) and Mr. R Chandrasekaran. The Committee has been delegated powers, role and responsibilities as required under section 178 the Companies Act, 2013 and as per Listing Regulations.

The NRC formulate criteria for determining qualifications, positive attributes and independence of a director. It recommends to the Board a policy, relating to the remuneration of the directors, key managerial personnel, senior management and other employees. It identifies persons who are qualified to become directors and who may be appointed in the senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

The annual compensation package of the Managing Director is recommended by the NRC to the Board. The NRC approves compensation package of all the functional heads.

During the year, the NRC had met five times on May 9, 2019; June 26, 2019; November 6, 2019; December 10, 2019; and February 1, 2020. The details of attendance at the NRC meetings are as under;

Directors	Number of meetings attended	Sitting fee
Mr. L.V. Prabhakar (Ceased to be member of committee w.e.f. January 31, 2020)	2	*
Mr. Sunil Kaul	5	0
Mr. Nilesh S Vikamsey	5	Paid @ ₹ 30000/- per meeting
Mr. R Chandrasekaran	5	Paid @ ₹ 30000/- per meeting

* The sitting fee of Mr. L V Prabhakar was paid to the Punjab National Bank.

Leave of absence was granted to the concerned director who could not attend the meetings.

Corporate Social Responsibility Committee (CSR)

The CSR Committee currently has three directors; Mr. R Chandrasekaran, Chairman, Mr. Ashwani Kumar Gupta and Mr. Neeraj Vyas (w.e.f. May 6, 2020). It oversees corporate social responsibilities of the Company and approve project wise budget of CSR. The Board has approved Charter for CSR activities.

It also oversees the functioning of executive committee of CSR Management.

During the year, the CSR Committee has met three times on June 25, 2019; December 6, 2019 and March 31, 2020. The details of attendance at the CSR meetings are as under;

Directors	Number of meetings attended	Sitting fee
Mr. R Chandrasekaran	3	Paid @ ₹ 30000/- per meeting
Mr. L V Prabhakar (Ceased to be member of committee w.e.f. January 31, 2020)	1	*
Mr. Ashwani Kumar Gupta	3	Paid @ ₹ 30000/- per meeting
Mr. Sanjaya Gupta	3	0

* The sitting fee of Mr. L V Prabhakar was paid to the Punjab National Bank.

Leave of absence was granted to the concerned director who could not attend the committee meetings.

Stakeholders Relationship Committee (SRC)

It currently has five directors; Mrs. Shubhalakshmi Panse, Chairperson, Mr. Ashwani Kumar Gupta, Mr. Sunil Kaul, Mr. CH SS Mallikarjuna Rao (w.e.f. February 24, 2020) and Mr. Neeraj Vyas (w.e.f. May 6, 2020).

It oversees the investors' grievances, investor relations, recommend to the Board raising of equity share capital and allotment of equity shares.

During the year, the SRC Committee has met fourteen times on May 27, 2019; June 26, 2019; July 30, 2019, August 17, 2019; October 17, 2019; November 1, 2019; November 8, 2019; November 15, 2019; November 25, 2019; November 30, 2019; December 16, 2019; December 19, 2019; February 6, 2020; February 21, 2020.

Directors	Number of meetings attended	Sitting fee
Mrs. Shubhalakshmi Panse	11	Paid @ ₹ 30000/- per meeting
Mr. Ashwani Kumar Gupta	14	Paid @ ₹ 30000/- per meeting
Mr. Sunil Kaul	14	0
Mr. L.V. Prabhakar (Ceased to be member of committee w.e.f. January 31, 2020)	3	* Paid @ ₹ 30000/- per meeting
Mr. Sanjaya Gupta	9	0

*The sitting fee of Mr. L V Prabhakar was paid to the Punjab National Bank.

Leave of absence was granted to the concerned directors who could not attend the committee meetings.

Risk Management Committee

The Risk Management Committee presently has five directors; Dr. Gourav Vallabh, Chairman, Mr. CH. S.S. Mallikarjuna Rao (w.e.f. February 24, 2020), Mr. Shital Kumar Jain, Mr. Sunil Kaul and Mr. Neeraj Vyas (w.e.f. May 6, 2020). The Board has approved Risk Management Policies of the Company. The Committee oversee and reviews various aspects of risk management and review the major risk exposures of the Company. It assists the Board in determining the nature and extent of the significant risks, including credit risk, liquidity and funding risk, market risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks.

The Committee has met five times during the year on June 26, 2019; August 12, 2019; November 18, 2019; January 24, 2020 and March 3, 2020

Directors	Number of meetings attended	Sitting fee
Dr. Gourav Vallabh	4	Paid @ ₹ 30000/- per meeting
Mr. Shital Kumar Jain	5	Paid @ ₹ 30000/- per meeting
Mr. Sunil Kaul	5	0
Mr. L V Prabhakar (Ceased to be member of committee w.e.f. January 31, 2020)	1	*
Mr. Sanjaya Gupta	5	0

* The sitting fee of Mr. L V Prabhakar was paid to the Punjab National Bank.

In two meetings Mr. R Chandrasekaran was a special invitee to the meeting and sitting fee was paid to him.

Credit Committee (CCB)

The Credit Committee has three directors; Mr. Shital Kumar Jain, Chairman, Mr. Ashwani Kumar Gupta and Mr. Neeraj Vyas. The Board has delegated powers to sanction loans to the Committee. It formulates credit policy parameters for loans to various segments, review the feedback mechanism to policy to improve and to maximise risk/ return matrix. The CCB reviews the credit performance and collection effectiveness of the portfolio twice in a year.

During the year, the CCB had met eleven times on April 16, 2019; May 17, 2019; June 20, 2019; June 26, 2019; September 9, 2019; September 16, 2019; September 23, 2019; November 18, 2019; February 21, 2020; February 22, 2020 and March 13, 2020. The details of attendance at the CCB meetings are as under;

Directors	Number of meetings attended	Sitting fee
Mr. Shital Kumar Jain	11	Paid @ ₹ 30000/- per meeting
Mr. Ashwani Kumar Gupta	10	Paid @ ₹ 30000/- per meeting
Mr. Neeraj Vyas (w.e.f. May 9, 2019)	10	Paid @ ₹ 30000/- per meeting
Mr. Sanjaya Gupta	11	0

In one meeting, there were 8 other Board members, who were special invitees to the meeting and sitting fee was paid to them.

Details of ESOP Options of Managing Director:

Name	Grant Date	Options Granted	Vesting Period	No. of options exercised
Sanjaya Gupta	22-April-2016	5,33,077	25% each for 4 years from the date of grant	3,99,807
Sanjaya Gupta	27-July-2018	1,20,000	<ul style="list-style-type: none"> 15% at the end of second year from the Grant date 28% at the end of third year from the Grant date 28% at the end of fourth year from the Grant date 29% at the end of fifth year from the Grant date 	-

The status of shareholders' complaints during FY 2019-20, is mentioned below:

Complaints received during the year (in Nos.)	Complaints resolved during the year (in Nos.)	Complaints pending at the end of the year (in Nos.)
3	3	0

MEETING OF INDEPENDENT DIRECTORS

The independent directors met two times on May 27, 2019 and October 24, 2019 without the presence of non-independent directors. The independent directors have evaluated the performance of Chairperson of the Board, non-independent directors and of the Board during the year and quality of board performance, timeliness of flow of information with the Board.

REMUNERATION OF DIRECTORS

Non-Executive Directors

Only independent directors are paid sitting fees and commission on net profits as approved by the shareholders of the Company. During the year under review, the sitting fees payable to independent directors for attending meetings of the Board of Directors of the Company was ₹ 50,000 per board meeting. The sitting fees for attending the meetings of committees of Board was ₹ 30,000 per meeting. The Commission payable to all the independent directors is restricted to 0.25% of the net profits of the Company.

Details of sitting fees and commission paid during the financial year is provided in the Form MGT-9 which forms part of the Directors' Report.

Managing Director

Mr. Sanjaya Gupta has ceased to be the Managing Director of the Company with effect from April 28, 2020. His five years tenure expired on May 4, 2020.

On the recommendation of Nomination & Remuneration Committee, the Board at its meeting held on April 28, 2020 has appointed Mr. Neeraj Vyas as interim Managing Director and CEO of the Company for a period of 8 months, effective from April 28, 2020.

The remuneration of the Managing Director is recommended by the Nomination & Remuneration Committee and approved by the Board. The key objective of the remuneration is to ensure that it is aligned to the overall performance of the Company. The remuneration package of the Managing Director comprises of salary, performance linked variable pay and usual perquisites as per Company's HR policy approved by the Board.

Details of remuneration paid/payable to the Managing Director during the year under review is provided in Form MGT-9.

BOARD EVALUATION

Board's evaluation process has been adopted by the Company in terms of the Companies Act, 2013 and the circular issued by the SEBI. It applies to all the Directors of the Company. Its main objectives are to ensure effective and efficient Board operations towards corporate goals and objectives, to identify ways to improve Board member's functioning and to assess the balance of skills, knowledge and experience on the Board.

The Board evaluation process involve, evaluation of the whole Board, which is to be done by all the Members of the Board; evaluation of the Committees of the Board, which is to be done by all the Members of the respective Committee; and evaluation of the individual directors.

The Board Evaluation Process is a questionnaire based assessment, which has set broad parameters for evaluation of the Board, Committee of the Board and Board Members. The NRC Chairman takes feedback from the directors through structured questionnaires.

The independent directors review the performance of the non-executive directors, the Chairman and the whole Board.

INVESTOR GRIEVANCES

In accordance with the Listing Regulations, the Board has appointed Mr. Sanjay Jain, Company Secretary, as the Compliance Officer of the Company.

During the year, the Company has received 3 complaints from the investors. These queries were related to non-receipt of fund pursuant to IPO of the Company and non-receipt of Annual Report. Appropriate replies have been made to the investors and these complaints stands closed now. In addition to this the Company has received few requests for physical copy of Annual Reports and revalidation of dividend warrants. The same has been taken into consideration and closed.

SUBSIDIARY COMPANIES

The Company has two wholly owned subsidiaries, "PHFL Home Loan and Services Limited" and 'PEHEL Foundation'. PHFL Home Loans was incorporated on 22nd August 2017. The Company is a distribution arm for PNB Housing, offering doorstep services to the prospective customers.

Peהל Foundation is a wholly owned subsidiary of PNB Housing Finance Limited incorporated on October 14, 2019. It is incorporated as a CSR Foundation of the Company with the main objective to implement projects, programmes and such other activities as specified in Schedule VII of Companies Act, 2013, as may be necessary under CSR Policy of PNB Housing Finance Limited and/or its group companies and/or other donors/companies in terms of Section 135 of the Companies Act, 2013.

EMPLOYEE STOCK OPTION SCHEME (ESOS)

The disclosures as required under Regulation 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014, have been placed on the website of the Company.

PROCEEDS FROM PRIVATE PLACEMENT OF DEBT ISSUES

During the year, the Company has raised ₹ 3000 crores of secured NCDs through private placements in 2 series. As

specified in the respective offer documents, the funds were utilised for onward lending.

TRANSACTIONS WITH NON-EXECUTIVE DIRECTORS

The non-executive directors of the Company do not have any pecuniary relationship or transactions with the Company.

SHAREHOLDING OF DIRECTORS

The details of shareholding of directors are disclosed in MGT-9 form.

PREVENTION OF INSIDER TRADING

The Board has adopted a Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and Share Dealing Code for Prevention of Insider Trading in terms of SEBI (Prevention of Insider Trading) Regulations, 2015. The code has been amended in compliance with the provisions of SEBI (Prevention of Insider Trading) Regulations, (Amendments), 2018.

The code ensures that the employees deal in the shares of the Company only at a time when any price sensitive information that could be known to the employee is also known to the public at large. This code is applicable to designated employees and directors of the Company.

CODE OF CONDUCT

The Board has laid down a Code of Conduct for all the Board members and designated employees of the Company. The Code of Conduct is posted on the website of the Company. For the year under review, all directors and members of management have affirmed their adherence to the provisions of the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board has approved the vigil mechanism/whistle blower policy of the Company, which provides a framework to promote a responsible and secure whistle blowing. It protects employees wishing to raise concern about serious irregularities within the Company. The Audit Committee oversees the vigil mechanism and employees have access to the Audit Committee. The policy is placed on the website of the Company.

RISK MANAGEMENT

The Company has implemented a comprehensive Enterprise Risk Management Policy along with functional level risk management policies covering the following policies;

The "Integrated Risk Management" (IRM) policy provides broad direction to all activities, associated with risk management including credit, market and operational risk management and other risks. It defines the governance model and fixes the role and responsibility of each constituents of risk management framework.

The credit risk management policy facilitates the Company to take appropriate risks to achieve its business objectives within the acceptable level of risk tolerance. The credit risk policy sets out the principles, standards and approach for credit risk management at the Company level and details a comprehensive framework to identify, assess, measure, monitor, control and report credit risks in a timely and efficient manner.

The assets liability management policy provides for liquidity management, management of interest rate risk and other objectives such as a return on average assets, return on average equity, tier 1 leverage ratio, total risk-based capital ratio and NIM on average interest earning assets.

The objective of market risk policy is to assist in maximising the risk adjusted rate of return by providing inputs regarding market risk profile and portfolio performance, establish the guidelines to manage the market risks identified, to ensure risks are measured and monitored and to establish limit framework and ensure that positions taken are within the approved risk tolerance limits.

The stress testing policy defines different types of stress tests such as, regular and ad-hoc stress tests in scenarios for liquidity, market, credit and operational risks.

The objective of IT policy is to maximise IT value and promote the most productive usage of IT products and services. The objective of information security policy is to ensure that appropriate measures are put in place to protect corporate information and IT systems, services & equipment.

The Company provided all the possible services to its customers in this difficult situation.

In the opinion of the Board, none of the risks faced by the Company threaten its existence.

TOTAL FEES PAID TO STATUTORY AUDITORS BY COMPANY AND ITS SUBSIDIARY FOR ALL THE SERVICES DURING FY 2019-20

During the year, the statutory auditors were paid audit and other fees, including out of pocket expenses of ₹ 63.00 lakhs.

DISCLOSURES

Related party transactions

The policy on related party transactions as approved by the Board is available on the Company's website. There were no material transactions with related parties that may have potential conflict with the interest of the Company. Details of related party transactions entered into by the Company in the ordinary course of its business and at arm's length are included in the notes forming part of the financial statements. There were no financial or commercial transactions by the senior management with the Company where they have personal interests that may have a potential conflict with the interests of the Company at large. During the year, the Company has obtained credit facility viz. term loans, overdraft, and entered into securitisation of loans to Punjab National Bank. All the transactions were in the ordinary course of business and at arm's length.

The Company has taken approval from the shareholders for entering into various banking and other transactions with Punjab National Bank in the ordinary course of business. The relevant extracts from related party transaction policy is given in a separate annexure. For full details please refer our website www.pnbhousing.com.

Accounting Standards / Treatment

The Company has adopted Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act

2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 from April 01, 2018 and the effective date of such transition is April 01, 2017. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder and guidelines issued by the National Housing Bank ('NHB') (Collectively referred to as 'the Previous GAAP').

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Directors' Report.

Annual General Meetings

The Annual General Meetings for the last 3 years were held on August 2, 2017 at 3.00 p.m., July 27, 2018 at 3.00 p.m., and July 29, 2019 at 3.00 p.m. The AGMs were held at India Habitat Centre, Lodhi Road, New Delhi. Nine special resolutions were passed at the previous three annual general meetings.

Postal Ballot

During the year, The Company had issued Postal Ballot Notice dated April 24, 2019 under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the consent of shareholders of the Company in respect of the Amendment in Article 86 (b) of the Articles of Association of Company: Special Resolution. As per the Scrutinizer's Report, the resolution was not approved as embodied in the Postal Ballot Notice with the requisite majority as on the last date of e-voting and receipt of postal ballot forms i.e. on May 29, 2019.

As of now, no special resolution is proposed to be passed through postal ballot in the forthcoming year.

Dematerialisation of shares

All the shares of the Company are available for trading with National Securities Depository Ltd. (NSDL) and with Central Depository Services (India) Limited (CDSL). The ISIN allotted to Company's equity shares is INE572E01012. As at March 31, 2020, except 17 shares, remaining equity shares of the Company are held in dematerialized form.

The Company has paid the listing fees for the year 2020-21 as per the listing agreement with the respective stock exchanges.

Investor Relations

The Company has 1,02,837 shareholders as on March 31, 2020. The main source of information for the shareholders is the Annual Report that includes, the Directors' Report, the shareholders' information and the audited financial results. The Annual Report has information on Report of Directors on Corporate Governance and Management Discussion and Analysis Report.

The Company has an evolved investor relations program. The Company information is available on the website under Investor Relations section. The shareholders are also intimated through the press, email and Company's website, www.pnbhousing.com about the quarterly performance and financial results of the Company. Shareholders will get an opportunity to attend the annual general meeting where the business outlook will be presented and Company's operations can be discussed. In addition, the Corporate Office as well as the Registrar's Office (RTA), serves as a contact point for shareholders.

Since listing, along with the financial results, other information as per the listing guidelines such as Annual Report and Shareholding Pattern, are being uploaded on BSE website under "BSE Listing Centre" and on NSE website under "NSE Electronic Application Processing System (NEAPS)". Post listing, the presentation on quarterly results and performance of the Company is placed on the website of the Company and furnished to stock exchanges for the benefit of the investors.

The quarterly, half yearly and annual financial results of the Company are published in leading newspapers and are communicated to the stock exchanges as per the provisions of SEBI (LODR) Regulations, 2015 as amended and uploaded on Company's website. In addition, the Company also publishes quarterly Investor deck, which is placed on the website of the Company.

The Ministry of Corporate Affairs (MCA) and the Companies Act, 2013, has taken a "Green Initiative" in corporate governance by allowing paperless compliances by the Companies through electronic mode. The listing regulations and the Companies Act, 2013 permits companies to send soft copies of the annual report to all those shareholders who have registered their e-mail addresses with the Company/ Depository participant. Accordingly, the annual report for FY 2019-20, notice for AGM etc., are being sent in electronic mode to shareholders who have registered their e-mail addresses with the Company/ depository participants. As per circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 the Company will not be sending Annual Report in physical form.

The annual report also contains a section on 'Shareholders' Information' which inter alia provides information relating to the AGM date, time and venue, shareholding pattern, distribution of shareholding, top shareholders, the monthly high and low quotations of the equity share during the year and other corporate governance information as required under SEBI (LODR) Regulations, 2015.

The Board has appointed CFO as Chief Investor Relations Officer of the Company.

MEANS OF COMMUNICATION

In accordance with the Listing Regulations, the quarterly/ half-yearly/annual results are submitted to the National Stock Exchange and Bombay Stock Exchange and published in leading business newspapers.

The official press releases are posted on Company's website (www.pnbhousing.com). Company's website has helped to keep the investors updated on material developments about the Company such as; Board profile, press release, financial results, annual reports, shareholding pattern, stock information, announcements, investor presentations etc.

The Company has conducted Earning's Calls post announcement of quarterly/half-Yearly/ annual results, which were well attended by the analysts/ investors and the transcripts were uploaded on Company's website.

CERTIFICATION OF FINANCIAL REPORTING AND INTERNAL CONTROLS / (CEO/CFO CERTIFICATE)

In accordance with SEBI (LODR) Regulations, 2015, Mr. Neeraj Vyas, the Managing Director and Mr. Kapish Jain, the CFO of the Company, have inter alia, certified and confirmed to the Board about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee.

NON-MANDATORY REQUIREMENTS

The Company is moving towards a regime of unqualified financial statements. The Company shall endeavour to adopt the non-mandatory requirements, as and when necessary.

COMPLIANCE

The Company has complied with the mandatory requirements as stipulated under Regulation 34(3) and 53 of SEBI (LODR) Regulations, 2015. The Company has submitted the quarterly compliance status report to the stock exchanges within the prescribed time limit.

STRICTURES AND PENALTIES

During the year, no penalties or strictures have been imposed on the Company by any stock exchange, SEBI or other statutory authority on matters relating to the capital markets. The National Housing Bank has imposed a monetary penalty of ₹ 75,000/- on the Company, details are disclosed in the notes to the financial statement.

SECRETARIAL STANDARDS

The Company has complied with the applicable provisions of Secretarial Standards issued by The Institute of Company Secretaries of India.

DECLARATION ON CODE OF CONDUCT

I confirm that for the year under review directors and senior management have affirmed compliance with the code of conduct of Board of Directors and senior management.

New Delhi

Managing Director

Date:13.06.2020

EXTRACTS FROM POLICY ON RELATED PARTY TRANSACTIONS

1. Manner of dealing with Related Party Transaction

1.1. Identification of Related Parties and Related Party Transactions:

- Every Director and/or Key Managerial Personnel of the Company shall disclose to the Company Secretary of the Company in form MBP-1, at the time of his appointment, in beginning of every financial year and wherever there is any changes in the disclosures so made, about all persons, entities, firms, or other organisations in which he/ she is interested, whether directly or indirectly.
- The Chief Financial Officer will be responsible for providing prior notice to the Company Secretary of any potential Related Party Transaction. He will also

be responsible for providing additional information about the transaction that may be required, for placing before the Audit Committee, the Board or shareholders, as the case may be.

3. The suggested details and list of records and supporting documents which are required to be provided to the Audit Committee or Board of the Company for the proposed Related Party Transaction are provided in Annexure to this Policy.
4. If required, the Company may refer any potential Related Party Transaction to any external legal consultant/ expert for obtaining his/ her opinion on any legal/ regulatory issues involved in the potential Related Party Transaction and the outcome or opinion of such exercise shall be brought to the notice of the Audit Committee.

1.2. Approval Mechanism for Related Party Transaction

1.2.1. Approval by the Audit Committee

All Related Party Transactions shall require PRIOR approval of the Audit Committee.

Omnibus approval of Related Party Transactions:

In the case of repetitive transactions which are in the normal course of business of the Company, the Audit Committee may grant omnibus approval. While granting omnibus approval, the Audit Committee shall satisfy itself on the need for omnibus approval for transactions of repetitive nature and such approval shall be in the interest of the Company.

Criteria for making the omnibus approval:

The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for making the omnibus approval which shall inter alia include the following, namely: -

- a. maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year;
- b. the maximum value per transaction which can be allowed;
- c. extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
- d. review, at such intervals as the Audit Committee may deem fit, Related Party Transaction entered into by the Company pursuant to each of the omnibus approval made;
- e. transactions which cannot be subject to the omnibus approval by the Audit Committee.

The omnibus approval granted by the Audit Committee shall indicate the following: -

- a. name of the Related Party/ parties;
- b. nature and duration of the transaction;
- c. maximum amount of transaction that can be entered into;

- d. the indicative base price or current contracted price and the formula for variation in the price, if any; and
- e. any other information relevant or important for the Audit Committee to take a decision on the proposed transaction:

Where need of the Related Party Transaction cannot be foreseen and above details are not available, the Audit Committee may grant omnibus approval subject to the value per transaction shall not exceed by ₹ 1,00,00,000/- (Rupees One crore only).

Provided that in case of transaction, other than Specified Transactions, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board:

The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given.

The omnibus approval provided by the Audit Committee shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of such financial year.

1.2.2. Approval by the Board

The Board shall approve the Related Party Transaction if:

- a. it is a Specified Transaction with such Related Party/ parties as defined under Section 2(76) of the Act and aforesaid transaction is not in the ordinary course of business or not at Arm's Length Basis; or
- b. the Audit Committee determines that a Related Party Transaction should be brought before the Board; or
- c. the Board in any case elects to review any Related Party Transaction suo moto.

Provided that in case of a transaction falling under Point no. (a) above, prior approval of the Board shall be required.

1.2.3. Approval by the Members

- A. The prior approval of the shareholders by way of an ordinary resolution shall be required in respect of Specified Transaction(s) with Related Party(ies) as defined under Section 2(76) of the Act and exceeds the following threshold limits;

S. No.	Nature of the Transaction	Threshold Limit
i.	Sale, purchase or supply of any goods or materials, directly or through appointment of agent.	Amounting to 10% or more of the turnover of the Company or ₹ 100 crores, whichever is lower.
ii.	Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent.	Amounting to 10% or more of the net worth of the Company or ₹ 100 crores, whichever is lower.

S. No.	Nature of the Transaction	Threshold Limit
iii.	Leasing of property of any kind.	Amounting to 10% or more of the turnover or 10% or more of the net worth of the Company, or ₹ 100 crores, whichever is lower.
iv.	Availing or rendering of any services, directly or through appointment of agent.	Amounting to 10% or more of the turnover of the Company or ₹ 50 crores, whichever is lower.
v.	Appointment of any Related Party to any office or place of profit in the Company, its subsidiary company or associate company.	Monthly remuneration exceeding two and half lakh rupees.
vi.	Underwriting the subscription of any securities or derivatives thereof, of the Company.	Remuneration for underwriting exceeding 1% of the net worth of the Company.

The limits specified in point no. (i) to (iv) above shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

The turnover or net worth as mentioned in point no. (i) to (iv) above shall be computed on the basis of audited financial statement of the Company on standalone basis for the preceding financial year.

Provided further that no member of the company shall vote on above stated ordinary resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party:

- B. All Material Related Party Transactions shall require approval of the shareholders by way of an ordinary resolution. No Related Party(ies) shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

1.3. Consideration by the Audit Committee/ Board in approving the proposed transactions

The Audit Committee/ Board shall take into account all relevant facts and circumstances including the terms of the transaction, purpose of the transaction, benefits to the Company and benefit to the Related Party and any other relevant matters.

The Audit Committee/ Board shall, inter-alia, consider the following factors to the extent relevant to the transaction:

- Whether the terms of the Related Party Transaction are in the ordinary course of the Company's business and are on an arm's length basis;
- Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;
- Whether the Related Party Transaction includes any potential reputational risks that may arise as a result of or in connection with the proposed transaction; and

- Whether the Related Party Transaction would affect the independence or present a conflict of interest for any Director or Key Managerial Personnel of the Company.

1.4. Related party transactions not previously approved

In the event of any Director, Key Managerial Personnel or any other employee becoming aware of any Related Party Transaction(s) that has been omitted to be approved by the Audit Committee/ Board/ Members, as the case may be or is in deviation of this Policy, such person shall promptly inform to the Company Secretary about such transaction and such transaction shall be placed before the Audit Committee, Board or members, as may be required in accordance with this Policy for review and approval. The Audit Committee, Board or members, as the case may be, shall consider all relevant facts and circumstances and may decide necessary actions as it may consider appropriate including ratification, revision, or termination of such transaction.

2. Disclosures

- As required under Section 188 of the Act read with the Rules made thereunder, all the Specified Transactions with related party(ies) as defined under the Act, which are not on arm's length basis or are material in nature, shall be disclosed in the Board's Report of the Company.
- The Company Secretary shall also make necessary entries in the Register of Contracts or Arrangement required to be maintained under the Act.
- Details of all Material Related Party Transactions with its Related Parties shall be disclosed in the quarterly compliance report on corporate governance as per the provisions of SEBI Listing Regulations.
- In addition to the above, on and after April 01 2019, Company shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of Related Party Transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges and publish the same on its website.

3. Non Applicability

Notwithstanding anything contained anywhere else in this policy, following shall be exempted from the purview of this policy:

a) Approval of Audit Committee

Approval of Audit Committee shall not be required for any transaction which have been entered into by the Company with its wholly owned subsidiary of whose accounts are consolidated with Company and placed before the Annual General Meeting for approval. Provided that approval of Audit Committee shall be required in case of Specified Transaction between the Company and its wholly owned subsidiary company.

b) Approval of Board

Approval of Board of Directors shall not be required for the transaction entered into by the Company with its wholly owned subsidiary or with any other party, if such transaction is in the ordinary course of business and on an arm's length basis.

Provided that in case of transaction, other than Specified Transactions, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board then the Board shall review and approve such transaction.

c) Approval of members

Approval of members shall not be required in following cases:

- i. Any transactions entered into by the Company with its wholly owned subsidiary whose

accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval; or

- ii. Any transaction entered into by the Company in its ordinary course of business and on Arm's Length Basis. However, approval of members shall be required in case of Material Related Party Transaction irrespective of the fact that such transactions is in ordinary course of business and on an arm's length basis.

General Shareholder Information

Pursuant to Point 9 of para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation)

32nd Annual General Meeting

Date: August 5, 2020

Time: 03.00 p.m.

Venue: Audio Video Means

Financial Year

The Company follows Financial year starting from April 1 of every year and ending on March 31 of the following year.

Dividend Payment

The Board of Directors of Company have not declared any dividend for FY 2019-20.

Listing on Stock Exchange

Equity Shares of PNB Housing Finance Limited is listed on the below mentioned Stock Exchanges.

Stock Exchange	National Stock Exchange	BSE Limited (BSE)
Address	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra(E) Mumbai - 400 051	Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001
Telephone number	+91 22 2659 8100/114	+91 22 2272 1233/34
Website	www.nseindia.com	www.bseindia.com
Scrip Code	PNBHOUSING	540173

The NCDs and Commercial Papers of PNB Housing are listed on National Stock Exchange.

The Company confirms payment of Annual Listing fees of NSE and BSE for FY 2020-21.

Stock Market Price Data

Month	NSE			BSE		
	High	Low	Total Equity Volume	High	Low	Total Equity Volume
Apr-19	982.80	696.90	1,24,07,017	976.45	701.40	9,63,043
May-19	885.65	675	2,06,59,140	885	679	20,69,682
Jun-19	854	717	68,78,729	855	718.85	3,95,291
Jul-19	804	656.05	64,99,815	803	655.1	4,43,112
Aug-19	744	630	42,91,510	744.2	630	1,84,775
Sep-19	714.75	570.2	28,57,344	713.4	571.75	2,83,010
Oct-19	604.8	370.5	2,80,34,411	601.65	371.9	24,37,242
Nov-19	595.2	520	1,31,78,683	599	520.5	11,63,169
Dec-19	538.5	417	1,30,15,914	538.5	417.05	9,46,461
Jan-20	579	433	3,41,19,235	579.25	433	27,06,118
Feb-20	464.4	357	1,44,75,067	464.25	357.05	11,39,151
Mar-20	374.6	145.65	1,16,57,399	374.45	146	9,45,696

The source for table above is www.nseindia.com for NSE quotes and www.bseindia.com for BSE quotes.

Performance of the Company in comparison to broad base indices

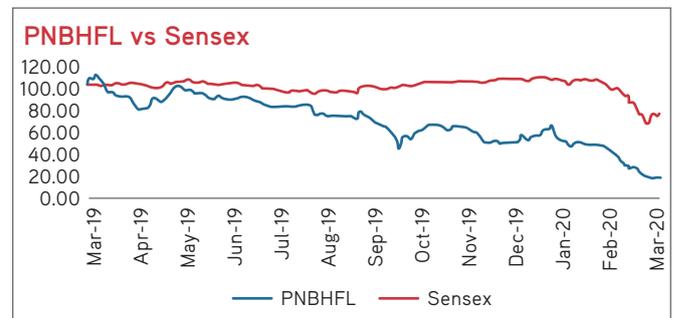
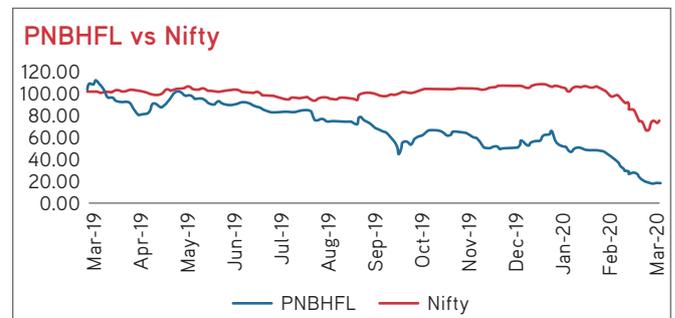


Chart base to 100

REGISTRAR AND TRANSFER AGENTS

Link Intime India Private Limited is the Registrar and Transfer Agents for Equity and Debt securities of the Company. Their contact details are as below:

Link Intime India Pvt. Ltd
C 101, 247 Park,
L.B.S.Marg, Vikhroli (West),
Mumbai - 400083

SHARE TRANSFER SYSTEM

All the equity shares of the Company are held in Dematerialized form except 17 shares which are in held in physical form. The shares are electronically traded in the Depository. The Registrar and Transfer Agent receives a weekly report from the Depository about the details of beneficiary and update their records.

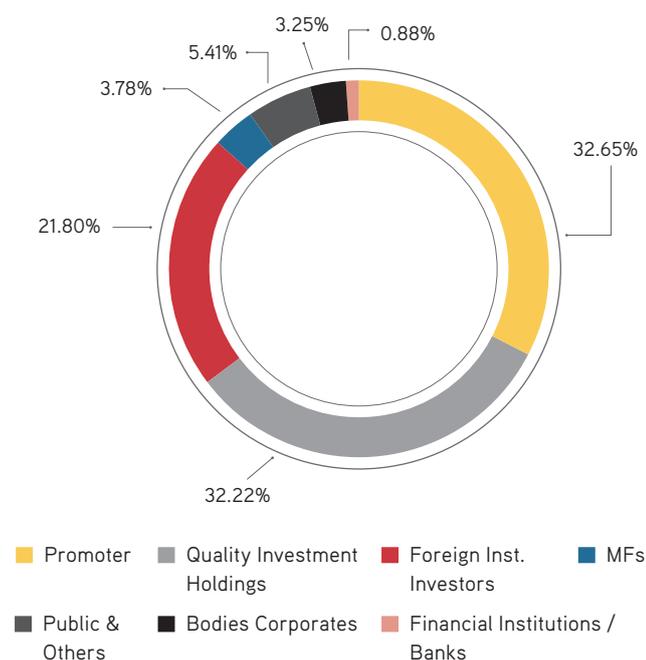
DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31ST, 2020

Sr. No	Shareholding of Nominal Value (₹)	No. of Share Holders	% of Total	Share Amount (₹)	% of Total Share Amount
1	1 to 5,000	100273	97.51	4,34,82,620.00	1.85
2	5001 to 10,000	1236	1.20	93,77,550.00	0.34
3	10001 to 20,000	606	0.59	89,25,710.00	0.39
4	20001 to 30,000	206	0.20	52,10,080.00	0.29
5	30001 to 40,000	99	0.09	35,14,900.00	0.17
6	40001 to 50,000	70	0.07	32,31,350.00	0.13
7	50001 to 1,00,000	136	0.13	96,50,640.00	0.51
8	100001 to *****	211	0.21	159,84,76,230.00	96.32
Total		102837	100.00	168,18,69,080.00	100.00

Face Value (₹) : 10 NSDL Data as of : Mar 31, 2020

CDSL Data as of : Mar 31, 2020

Shareholding Pattern as on March 31, 2020



DEMATERIALIZATION OF SHARES AND LIQUIDITY

Equity Shares of the Company are traded under compulsory dematerialized mode and are available for trading with both the depositories i.e. NSDL and CDSL.

The Company obtains half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from a Company Secretary in practice and files the copy of the certificate with the Stock Exchanges.

OUTSTANDING CONVERTIBLE INVESTMENTS

Date of Grant	No. of options granted	No. of options exercised	Exercise Price (in ₹)	No. of options lapsed	Outstanding options as on March 31, 2020
April 22, 2016	3807690	2544599	338.00	474828	788263
August 30, 2017	405700	0	1600.60	153000	252700
February 23, 2018	1,00,000	0	1206.35	0	100000
July 27, 2018	136485	0	1333.35	61800	74685
July 27, 2018	1815000	0	1333.35	423000	1392000
July 27, 2018	235000	0	1333.35	71500	163500
March 19, 2019	181200	0	847.40	31800	149400

No ESOP has been granted to Non-Executive Directors and Independent Directors.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

During FY 2019-20, the Company has managed the foreign exchange risk by hedging the entire principal on its foreign currency borrowings. The foreign currency and interest rate risk on the borrowings have been actively hedged through a combination of forward contracts, principal only swaps, interest rate swaps and / or cross currency swaps.

PLANT LOCATIONS

PNB Housing Finance Limited is engaged in providing housing loans. There is no plant location as such.

ADDRESS FOR CORRESPONDENCE

Registered and Head Office:
 9th Floor, Antriksh Bhavan,
 22 Kasturba Gandhi Marg,
 New Delhi 110001
 Phone Number: 1800 120 8800 (011-23555206)
 Email Address: loans@pnbhousing.com
 (investor.services@pnbhousing.com)

Preeti Pahwa & Associates
Company Secretaries

Secretarial Compliance Report of PNB Housing Finance Limited
for the Financial Year ended 31st March, 2020

To,
The Members,
PNB Housing Finance Limited,
9th Floor, Antriksh Bhawan,
22, Kasturba Gandhi Marg,
New Delhi- 110001

I, Preeti Pahwa, Partner of M/s Preeti Pahwa and Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **PNB Housing Finance Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2020** (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(No event took place under these regulations during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(No event took place under these regulations during the Review Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(No event took place under these regulations during the Review Period)**

Preeti Pahwa & Associates
Company Secretaries

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and based on the above examination, I/We hereby report that, during the Review Period:-

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		None	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
			None	

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 29(1)(d) of SEBI LODR, 2015: The intimation to the stock exchanges were given as a outcome of Board meeting for issuance of secured and unsecured non-convertible debentures, through prior intimation to the stock exchanges about the meeting of Board of Directors should have been given.	2018-19	The Company has taken necessary corrective actions to give prior intimation of any type of issuance of securities within the prescribed time limits for FY 2019-20.	The actions taken by the Company are satisfactory and it has made all the issuance of secured and unsecured non-convertible debentures in FY 2019-20, through prior intimation within the prescribed time limits
2.	Regulation 60(2) of SEBI LODR, 2015: The record date fixed for redemption of Non-convertible debentures of Series-XVII A was January 16, 2019, however the Company has intimated the same to the stock exchanges on January 09, 2019 which should have been intimated to stock exchanges in advance of atleast seven working days from the record date.		The Company has taken necessary corrective actions to file the intimation of record date fixed for redemption of Non-convertible debentures within the prescribed time limits for FY 2019-20.	The actions taken by the Company are satisfactory and it has done all the intimation for record dates FY 2019-20, within the prescribed time limits

Preeti Pahwa & Associates
Company Secretaries

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
3.	Regulation 60(2) of SEBI LODR, 2015: The Company has fixed March 04, 2019 as record date for payment of interest and principal of Non- convertible debentures of series XXXIX and February 28, 2019 as record date for payment of interest and principal of Non-convertible debentures of series XLII and both of record dates were intimated to the stock exchanges on February 22, 2019 which should have been intimated to stock exchanges in advance of atleast seven working days from the record date.	2018-19	The Company has taken necessary corrective actions to file the intimation of record date for payment of interest and principal of Non- convertible debentures within the prescribed time limits for FY 2019-20.	The actions taken by the Company are satisfactory and it has done all the intimation for record dates FY 2019-20, within the prescribed time limits.

Note: To the extent possible, we have done the physical verification of the original signed documents and copies thereof, however, due to Covid-19 outbreak and subsequent lockdown in India, in some cases, we have relied upon the soft copies of documents, shared with us by the Company through emails, supported by necessary management representations in this regard.

For Preeti Pahwa & Associates

Sd/-

Preeti Pahwa

Practicing Company Secretary
Certificate of Practice No. 8263
Membership No. F-5846
UDIN: F005846B000370507

Place: Gurugram
Date: 23th June, 2020

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure - A

To,
PNB Housing Finance Limited
9th Floor, Antriksh Bhawan,
22 KG Marg, New-Delhi-110001

Our report of even date is to be read along with this letter.

- 1) Maintenance of record is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our verification of the same;
- 2) We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion;
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity;
- 4) Wherever required, we have obtained the Management Representation about the compliances of SEBI laws, rules and regulations thereof;
- 5) The compliance of the provisions of SEBI laws, rules, and regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the listed entity;
- 6) As regards the books, papers, forms, reports and returns filed by the listed entity under the above mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) This report is neither an assurance as to the future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Preeti Pahwa & Associates

Place: Gurugram
Date: 23th June, 2020

Sd/-
Preeti Pahwa
Practicing Company Secretary
Certificate of Practice No. 8263
Membership No. F-5846
UDIN: F005846B000370507

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
PNB Housing Finance Limited
9th Floor, Antriksh Bhawan,
22 K G Marg, New Delhi-110001

I have examined the following documents:

- i) Intimation of disqualification as required under Section 164 of the Companies Act, 2013 ('the Act') read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and
- ii) Disclosure of concern or interests in other entities as required under Section 184(1) of the Act read with Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014;

as submitted by the Directors of **PNB Housing Finance Limited** having CIN L65922DL1988PLC033856 and having registered office situated at 9th Floor, Antriksh Bhawan, 22 K G Marg, New Delhi-110001 (hereinafter referred to as '**the Company**'), and other relevant registers, records, forms and returns as maintained by the Company and as produced before me for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Sr. No	Name of Director	DIN	Date of appointment in Company	Date of cessation, if any
1.	Mr. Nilesh Shivji Vikamsey	00031213	22.04.2016	-
2.	Mr. Shital Kumar Jain*	00047474	09.12.2009	-
3.	Mr. Ashwani Kumar Gupta	00108678	12.05.2017	-
4.	Mr. Chandrasekaran Ramakrishnan	00580842	07.10.2015	-
5.	Mrs. Shubhalakshmi Aamod Panse	02599310	07.07.2017	-
6.	Mr. Gourav Vallabh	02972748	22.04.2016	-
7.	Mr. Sunil Kaul	05102910	05.03.2015	-
8.	Mr. Neeraj Madan Vyas**	07053788	15.04.2019	-
9.	Mr. Sunil Mehta	07430460	12.05.2017	30.09.2019
10.	Mr. Seshabhadrasrinivasa Mallikarjunarao Chamarty	07667641	20.12.2019	-
11.	Mr. L.V. Prabhakar	08110715	09.08.2018	31.01.2020
12.	Mr. Sanjaya Gupta***	02939128	25.06.2010	04.05.2020

* Mr. Shital Kumar Jain was reappointed as Independent Director for second term of one year on 29th July, 2019.

** Mr. Neeraj Madan Vyas ceased to be the Independent Director of the Company w.e.f. 28th April, 2020 and was further appointed as the Interim Managing Director (as an Executive Director) and Chief Executive Officer of the Company w.e.f. 28th April, 2020.

*** Mr. Sanjaya Gupta ceased to be the Managing Director of the Company w.e.f. 28th April, 2020 and ceased as Director w.e.f. 04th May, 2020.

Further, Mr. Tejendra Mohan Bhasin was appointed as an Additional director (in the category of Independent Director) on the Board of the Company w.e.f. 02nd April, 2020.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which management has conducted the affairs of the Company.

For VLA & Associates
(Company Secretaries)

Sd/-

Vishal Lochan Aggarwal
(Proprietor)

Membership No.: F7241

C. P. No.: 7622

UDIN: F007241B000368492

Place: New Delhi
Date: 23th June, 2020

B R MAHESWARI & CO LLP
CHARTERED ACCOUNTANTS

M - 118, Connaught Circus,
New Delhi - 110001
Phones: +91 (11) 4340 2222
+91 (11) 2341 7659
+91 (11) 2341 8130
Fax: +91 (11) 2341 8130
Email: brmc@brmco.com

Independent Auditors' Certificate on Corporate Governance

To,
The Members of
PNB Housing Finance Limited

We have examined the compliance of conditions of Corporate Governance by **PNB Housing Finance Limited** ("the Company") for the year ended on March 31st, 2020, as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of the Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For B R Maheswari & Co LLP
Chartered Accountants
Firm's Registration No: 001035N/N500050

Akshay Maheshwari
Partner

Membership No: 504704

UDIN: 20504704AAAADN5430

Place: New Delhi
Date: 13th June, 2020

Annexure- II

Details of Related Party Transactions in Form AOC- 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements not at Arm's length basis : **NIL**
2. Details of material contracts or arrangements or transactions at Arm's length basis are as under*:

S. No.	Name of the Party with which the contract is entered into	Nature of Contract/Transaction	Duration of Contract	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval at the meeting of the Board	Amount paid as advances, if any,
1.	Punjab National Bank (Promoter)	<ul style="list-style-type: none"> • Assignment of loans • Principal paid on assignment of loans • Fixed deposit made/ renewed • Fixed deposit mature • Bank deposits • Term loans • External commercial borrowings (The value of transactions are disclosed in notes to accounts)	April 2019 – March 2020	All the transactions are in ordinary course of business and at arms' length. The transactions with Punjab National Bank are in the nature of banking transactions with a large public sector bank.	The Company has taken omnibus approval of the Audit Committee	nil
2	Punjab National Bank (Promoter)	Purchase of 9th Floor, Antriksh Bhawan 22, K G Marg New Delhi 110001 registered office of the Company. The premise was owned by PNB.	Outright purchase	The transaction was entered into pursuant to bids invited by PNB.	Oct. 24, 2019	Full amount paid ₹ 35.00 crore

*All related party transactions are benchmarked for arm's length, approved by Audit Committee and reviewed by Statutory Auditors. The above disclosures on material transactions are based on threshold of 10 percent of consolidated turnover for the purpose of Section 188(1) of the Act.

For and on behalf of the Board

Dated: June 13, 2020
Place: New Delhi

Chairman