



Regd. Office: 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi

June 19, 2021

The BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

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

Dear Sir/Madam,

Sub: Intimation of a letter received from the Securities and Exchange Board of India pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)

Please refer to the intimation made by the Company regarding issue and allotment of securities by way of preferential allotment on a private placement basis (“**Preferential Allotment**”) dated May 31, 2021 and the Company’s intimation of Extra Ordinary General Meeting and E-voting of even date made under Regulation 30 of the LODR Regulations.

The Company has received a letter from the Securities and Exchange Board of India (“**SEBI**”) on June 18, 2021 at 9:52 p.m. (the “**SEBI Letter**”) calling upon the Company to comply with the legal provisions in the matter and ensure the following:

“13.1. The current resolution bearing item no. 1 (Issue of Securities of the company and matters related therewith) of EGM notice dated May, 31, 2021 is ultra-vires of AOA and shall not be acted upon until the company undertakes the valuation of shares as prescribed under 19(2) of AOA, for purpose of preferential allotment, from an independent registered valuer as per the provisions of applicable laws. The said report shall be considered by the Company’s Board while deciding on the preferential issue of shares and warrants.

13.2. The Company shall disclose the contents of this letter to the Stock exchanges in terms of provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015.”

The Company and its Board of Directors have considered the SEBI Letter, and continue to believe that the Company has acted in compliance with all relevant applicable laws, including the applicable pricing regulations prescribed by SEBI, and the Articles of Association of the Company, and that such Preferential Allotment is in the best interests of the Company, its shareholders and all relevant stakeholders.

The Company is evaluating further steps in this regard.

You are requested to take note of the above.

Thanking You,

For PNB Housing Finance Limited

Sanjay Jain
Company Secretary & Head Compliance