



Ghar Ki Baat

Regd. Office: 9th Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001

Phone: 011 23736857, email: investor.services@pnbhousing.com, Website: www.pnbhousing.com

CIN: L65922DL1988PLC033856

NOTICE

NOTICE is hereby given that the Twenty-Ninth (29th) Annual General Meeting ("Meeting") of the member(s) of PNB Housing Finance Limited ("Company") will be held on Wednesday, August 2, 2017 at 3.00 p.m. at the "The Stein Auditorium" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares at the rate ₹ 6/- for the financial year 2016-17.
3. To appoint Mr. Sunil Kaul (DIN : 05102910) as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors and to authorise the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s B. R. Maheswari & Co. LLP, Chartered Accountants, (Firm Registration No. : 001035N/N50050) be and is hereby appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, Mr. Sunil Mehta, (DIN : 07430460), who was appointed as an Additional Director of the Company with effect from May 12, 2017 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a non-executive director of the Company liable to retire by rotation."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) 2015 and any other applicable law, Mr. Ashwani Kumar Gupta, (DIN : 00108678) , who was appointed as an Additional Director of the Company with effect from May 12, 2017 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act be and is hereby appointed as an Independent Director of the Company

for a five years term and shall not be liable to retire by rotation.”

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) 2015 and any other applicable law, Mrs. Shubhalakshmi Panse (DIN No : 02599310), who was appointed as an Additional Director of the Company with effect from July 7, 2017 in terms of Section 161(1) of the Act and in respect of her the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a five years term and shall not be liable to retire by rotation.”

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

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

- a) borrow/ secure financial assistance for any sum or sums of moneys for and on behalf of the Company, from time to time, whether unsecured or secured, fund based or non-fund based, from any one or more persons, banks, financial institutions, firms, bodies corporate or other lenders, notwithstanding that the sum or sums of money to be borrowed, together with the money already borrowed by the Company (excluding temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed Rupees 80,000 crore at any point of time on account of the principal;
- b) mortgage(s) and/or charge(s) and/or hypothecation(s), in addition to the existing

mortgage(s) and/or charge(s) and /or hypothecation(s) created by the Company, any/all immoveable and/or moveable properties of the Company including receivables in the form of book debts, where so ever situated, present and future and the whole of the undertaking of the Company to or in favour of any one or more persons, banks, financial institutions, firms, bodies corporate or other lenders or trustees for the lenders/ debenture-holders, to secure the principal amount of financial assistance granted/ to be granted by the lenders, together with all interest thereon, commitment charges, costs, expenses involved and all other moneys payable by the Company in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances;

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

II. **“RESOLVED THAT** pursuant to the (i) provisions of Sections 42, 71 of the Companies Act, 2013, (ii) applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (iii) applicable provisions of Companies (Share Capital and Debentures) Rules, 2014, (iv) applicable provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and (v) other applicable provisions of the Companies Act, 2013 and other law(s), as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make offer(s) or issue or invitation(s) to subscribe to the secured/unsecured, redeemable, non-convertible, cumulative/ non-cumulative rated, listed, bonds/debentures/debt securities (“Bonds”) through private placement offer letter(s) in one or more series/ tranches to the such persons as the board of directors may from time to time determine.”

“RESOLVED FURTHER THAT the Board of Directors of the Company shall be authorized to issue Bonds including but not limited to non-convertible

debentures of face value aggregating up to ₹ 35,000 crores (Rupees Thirty Five Thousand Crore only) of tenure not exceeding 10 years upto a date that is not later than one year from the date hereof and notwithstanding that the aggregate amount of all such Bonds taken together with domestic/off-shore, secured/unsecured, loans/borrowings, guarantees shall not exceed the borrowing powers approved by the members by way of a special resolution under section 180(1)(c) of the Companies Act, 2013.”

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

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** the consent of shareholders be and is hereby accorded to operationalise Article 86 (b) of Article of Associations of the Company, which states that;

Notwithstanding anything contained in these Articles and subject to the provisions of the Act and applicable laws, and the approval of the shareholders of the Company (by way of simple majority) post the date on which the equity shares of the Company are listed, any Shareholder whose shareholding in the Company-

- i) is 26% (Twenty-six per cent) or more, shall have the right to nominate 2 (Two) Directors on the Board and 1 (One) Director as member on each committee of the Board (statutory or otherwise) other than the audit committee;*
- ii) is 10% (Ten per cent) or more but less than 26% (Twenty-six per cent), shall have the right to nominate only 1 (one) Director on the Board and shall have no right of nomination of any member on any committee of the Board;*
- iii) falls below 10% (Ten per cent), shall neither have*

any right to nominate any Director on the Board nor any member on any committee of the Board.

In case, where the shareholding of any Shareholder falls below 26% (Twenty-six per cent) but not less than 10% (Ten per cent), then such Shareholder shall immediately offer to the Board to withdraw the nomination of one of its director and member on the committee of the Board in its discretion whose decision shall be binding on the concerned member/director.

In case, where the shareholding of any Shareholder falls below 10% (Ten per cent), then such Shareholder shall immediately offer to the Board to withdraw the nomination of its director, whose decision shall be binding on the concerned director.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient thereto”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with Rules framed there under and Securities and Exchange Board of India (Share Based Employee Benefits Regulations 2014 (“SEBI ESOS Regulations”), as amended from time to time and subject to any other approvals as may be required, members do hereby ratify PNB Housing Finance Ltd ESOP Scheme 2016 (PNBHFL ESOP Scheme 2016).

RESOLVED FURTHER THAT for giving effect to the above resolution, the Board of Directors of the Company including the Nomination and Remuneration Committee or any other committee of Directors duly authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient in this regard.”

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

“**RESOLVED THAT** the consent of the shareholders be and is hereby accorded to insert a new Article 119A in the Articles of Association of the Company.

Article 119A:

Subject to the applicable provisions of the Act, the regulations issued by Securities and Exchange Board of India under SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and any modifications thereto and further subject to any directives issued by the National Housing Bank, the Board of Directors be and are hereby authorized to consolidate various series of Non-Convertible Debentures (NCDs), secured and unsecured, issued under multiple International Securities Identification Number (ISINs) into one single or multiple ISINs as may be deemed appropriate by the Board from time to time.”

BY ORDER OF THE BOARD

Dated: July 8, 2017

(Sanjay Jain)

Place: New Delhi **Company Secretary & Head Compliance**

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the 29th Annual General Meeting (“AGM” or the “Meeting”) is annexed.
2. Brief profiles and other information of Directors proposed to be appointed/ re-appointed are annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.**

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

4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 27, 2017 till Wednesday, August 2, 2017 (both days inclusive) for determining eligibility for payment of dividend.

The dividend, as recommended by the Board of Directors of the Company (Rs 6/- per equity share of Rs 10/- each), if declared at the Meeting, will be paid on or before Friday, September 1, 2017 to those members or their mandates:

- Whose names appear as Beneficial Owners as at the end of business hours on July 26, 2017 in the lists of Beneficial Owners furnished by National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) in respect of the shares held in electronic form; and whose names appear in the register of members in case of shares are held in physical mode.

6. Change of Address or Other Particulars

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

- The Depository Participants in respect of shares held in electronic form.

7. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. For members holding shares in dematerialised form, the nomination form may be filed with the concerned Depository Participant.

8. Payment of Dividend Electronically

Dividend will be paid, preferably through NECS, wherever such facility is available, under intimation to the members. In case dividend cannot be paid through NECS, it will be paid through dividend warrants/ demand drafts. In cases where the payments to the members holding shares in dematerialized form are

made by dividend warrants, particulars of bank account registered with their Depository Participants will be considered by the Company for printing the same on dividend warrant.

9. Bank Mandate

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

- Bank account number;
- Account type, whether savings or current;
- Name of the Bank and complete address of the branch with PIN Code;
- MICR and IFSC Codes; and
- Name of Sole/ First holder.

10. The Company has a dedicated E-mail address investor.services@pnbhousing.com for members to mail their queries or lodge complaints, if any. We will endeavour to reply to your queries at the earliest. The Company's website www.pnbhousing.com has a dedicated section on Investors.

11. A Certificate from Statutory Auditors of the Company certifying that the implementation of ESOP Policy is in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, will be available for inspection by Members of the Company at the venue of the AGM.

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

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

Link Intime India Private Limited

C 101, 247 Park,

L B S Marg, Vikhroli West,

Mumbai 400 083

Phone : +91 22 49186000

Fax : +91 22 49186060

E-mail : rnt.helpdesk@linkintime.co.in

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

14. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company

or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.

15. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2016-17 are being sent electronically to the members whose E-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.

16. The Notice of the AGM and the Annual Report for Financial Year 2016-17 will also be available on the Company's website www.pnbhousing.com. Notice will also be available on www.evotingindia.com.

17. All the documents referred to in the Notice will be open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM. Further, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and related rules thereunder will also be available for inspection by Members of the Company at the venue of the AGM.

18. Voting Options:

The instructions for shareholders voting electronically are as under:

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

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility

to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services Limited (CDSL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The process and manner for remote e-voting are as under:
 - (i) The voting period begins on Friday, July 28, 2017 (9:00 am) and ends on Tuesday, August 1, 2017 (5:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 26, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for the PNB Housing Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent

to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited. The results shall be displayed at the Registered Office at 9th Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi-110001.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 5, 6, 7, 8, 9, 10 and 11:

ITEM NO. 5

Mr. Sunil Mehta (DIN: 07430460) was appointed as Additional Director of the Company by the Board of Directors under Section 161(1) of the Companies Act, 2013 on 12th May 2017 and holds Office upto the date of this Annual General Meeting of the Company. Mr. Sunil Mehta is non-executive director of the Company and is also Chairman of the Board of Directors. He is not disqualified from being appointed as a director in terms of Section 164 of the Act and has also given his consent to act as a Director. The Board considers that continued association of Mr. Sunil Mehta would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director. A brief profile and other details required as per SEBI Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.

In the opinion of the Board, Mr. Sunil Mehta fulfils the conditions specified in the Act and the Rules made thereunder, for such appointment.

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

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

ITEM NO. 6

Mr. Ashwani Kumar Gupta (DIN: 00108678) was appointed as Additional Director of the Company by the Board of Directors under Section 161(1) of the Companies Act, 2013, on 12th May 2017 and holds Office upto the date of this Annual General Meeting of the Company. Mr. Ashwani Kumar Gupta, is a non-executive independent Director of the Company and has furnished a declaration to the Company under

Section 149(7) of the Companies Act, 2013 confirming that he meets the criteria prescribed for Independent Directors under Section 149(6) of the said Act. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given his consent to act as a Director. The Board considers that continued association of Mr. Ashwani Kumar Gupta would be of immense benefit to the Company and it is desirable to continue to avail his services as a Director.

A brief profile and other details required as per SEBI Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ashwani Kumar Gupta as an Independent Director is now being placed before the shareholders in the Annual General Meeting for their approval.

The terms and conditions of appointment of Mr. Ashwani Kumar Gupta shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

In the opinion of the Board, Mr. Ashwani Kumar Gupta fulfils the conditions specified in the Act and the Rules made thereunder, for such appointment. In terms of Section 149(13) of the said Act, an independent Director is not liable to retire by rotation. Upon the confirmation of the appointment as Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Director.

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

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

ITEM NO. 7

Mrs. Shubhalakshmi Panse (DIN: 02599310) has been appointed as an Additional Director of the Company by the Board of Directors under Section 161(1) of the Companies Act, 2013, on 7th July, 2017 and holds office upto the date of this Annual General Meeting of the Company. Mrs. Shubhalakshmi Panse, is a non-executive independent Director of the Company

and has furnished a declaration to the Company under Section 149(7) of the Companies Act, 2013 confirming that she meets the criteria prescribed for Independent Directors under Section 149(6) of the said Act. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given her consent to act as a Director. The Board considers that continued association of Mrs. Shubhalakshmi Panse would be of immense benefit to the Company and it is desirable to continue to avail her services as a Director.

A brief profile and other details required as per SEBI Listing Regulations and Secretarial Standards-2 of Institute of Company Secretaries of India is given below in this notice.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Shubhalakshmi Panse as an Independent Director is now being placed before the shareholders in the Annual General Meeting for their approval.

The terms and conditions of appointment of Mrs. Shubhalakshmi Panse shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

In the opinion of the Board, Mrs. Shubhalakshmi Panse fulfils the conditions specified in the Act and the Rules made thereunder, for such appointment. In terms of Section 149(13) of the said Act, an independent Director is not liable to retire by rotation. Upon the confirmation of the appointment as Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Director.

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

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

ITEM NO. 8

Section 180 (1) (c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the powers to borrow money, where the money to be borrowed together with the money already borrowed by the company (excluding temporary loans obtained from the company's bankers in the ordinary course of

business) shall exceed aggregate of its paid-up share capital and free reserves, only with the consent of the members of the company by a special resolution.

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

Due to the nature of Company's business, the financial assistances availed by the Company from various banks/ financial institutions/ debenture-holders/ depositors exceed the aggregate of paid-up share capital and free reserves of the Company and the same should be secured by way of mortgage and/or charge of the assets of the Company, both present and future, it is necessary for the members to pass a special resolution under Section 180 of the Companies Act, 2013. It is therefore proposed that the members authorize the Board to borrow money up to ₹ 80,000 crores.

The Company is engaged into the business of providing housing and non-housing loans. One of the main constituents of the Company's borrowings is in form of bonds/ non-convertible debentures, rupee term loans from banks and financial institutions etc.

As on March 31, 2017, bonds/ non-convertible debentures constitute ₹ 14,571 crore of the total borrowings of the Company. Borrowing through bonds/ non-convertible debentures not only work out cost effective but also facilitate the raising of resource in a highly flexible and requirement driven manner. The Company intends to raise long term funds through bonds in the current year as well to meet lending requirements.

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

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

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

ITEM NO. 9

The shareholders of the Company had amended Article 86 (b) of the Articles of Association of the Company through a special resolution on October 4, 2016.

Article 86 (b) gives rights to any Shareholder whose shareholding in the Company;

- (i) is 26% (Twenty-six per cent) or more, shall have the right to nominate 2 (Two) Directors on the Board and 1 (One) Director as member on each committee of the Board (statutory or otherwise) other than the audit committee;
- (ii) is 10% (Ten per cent) or more but less than 26% (Twenty six per cent), shall have the right to nominate only 1 (one) Director on the Board and shall have no right of nomination of any member on any committee of the Board
- (iii) falls below 10% (Ten per cent), shall neither have any right to nominate any Director on the Board nor any member on any committee of the Board,

In case, where the shareholding of any Shareholder falls below 26% (Twenty-six per cent) but not less than 10% (Ten per cent), then such Shareholder shall immediately offer to the Board to withdraw the nomination of one of its director and member on the committee of the Board in its discretion whose decision shall be binding on the concerned member/director.

In case, where the shareholding of any Shareholder falls below 10% (Ten per cent), then such Shareholder shall immediately offer to the Board to withdraw the nomination of its director, whose decision shall be binding on the concerned director.

The SEBI while granting approval for the initial public offer (IPO) has directed that the Company to use the provisions of this Article only after approval by the shareholders of the Company by special resolution, post listing of its equity shares. Therefore, the Company is seeking approval from the shareholders by a special resolution, so that provisions of this Article becomes operational.

Presently, Punjab National Bank and Quality Investment Holding (Carlyle Group) hold more than 26% shares in the Company. The directors representing Punjab National Bank are Mr Sunil Mehta and Dr Ram S Sangapure. The director representing Carlyle Group is Mr Sunil Kaul.

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

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

ITEM NO. 10

The Company had formulated PNBHFL ESOP Scheme 2016 pursuant to a resolution passed by the members at their meeting held on 22nd April, 2016. The shareholders by Special resolution had authorized the Board or any other committee which the Board may constitute from time to time to issue, offer and allot to the permanent employees of the Company (present or future) working in India or out of India; options exercisable into not more than 41,88,459 Equity Shares of ₹ 10/- each of the Company under the Scheme, on such terms and conditions as may be fixed in accordance with applicable law.

- a. *Each option would be exercised for one equity share of the face value of ₹ 10/- each fully paid-up on payment of the requisite exercise price to the Company. In case, the Equity Shares are either sub-divided or consolidated, then the number of shares to be allotted under the Scheme shall automatically be adjusted to ensure there is no change in the economic value for the option holder, without affecting any other rights or obligations of the said allottees.*
- b. *The Board is authorized to make all such changes as may be required for the purpose of making fair and reasonable adjustments to the number of options, exercise price or other terms and conditions consequent to any corporate action(s) such as right issue/ bonus issue/ merger/ de-merger/ sub-division/ splitting etc. of Equity Shares of the Company.*
- c. *The maximum number of options granted pursuant to the Scheme was 41,88,459 (face value of ₹ 10/- each) in number which shall be convertible into equal number of Equity Shares. The entire pool is categorized in the following manner:*
 - i. *38,07,690 Equity Shares for the current employees as on 22nd April, 2016 ("Plan A"); and*

- ii. 3,80,769 Equity Shares for the new hires/promotions/additional allocation for superior performing staff at the discretion of the Nomination and Remuneration Committee (“Plan B”).

The Company reserves the right to increase or reduce such number of shares as it deems fit subject to the shareholders’ approval, in accordance with Applicable Laws.

- d. Employees from Senior Manager-1 and above grade including Managing Director are eligible to participate in the Scheme.
- e. The entire vesting schedule in the scheme is further divided into 2 plans as specified herein-

Plan A

The options to the existing employees will be vested over a period of four years from the date of grant @ 25% of grant each year. The first date of vesting was one year from the date of grant i.e. 22nd April, 2016.

Plan B

1. 20% of the options granted will vest after 1 year from the date of the grant;
 2. 20% of the options granted will vest after 2 years from the date of the grant;
 3. 20% of the options granted will vest after 3 years from the date of the grant;
 4. 20% of the options granted will vest after 4 years from the date of the grant; and
 5. 20% of the options granted will vest after 5 year from the date of the grant.
- f. The consideration to be paid for the shares to be issued upon exercise of options, including the method of payment, shall be determined by the Nomination and Remuneration Committee. The exercise price will be decided by the Nomination and Remuneration Committee on the basis of the fair market value as prescribed in the Scheme and will be in conformity with Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The exercise price shall not go below the par value of the Equity Shares.
 - g. Grant before IPO: Exercise price of each ESOP was the Fair Market Value of each share on the date of

the ESOP grant as approved by the Nomination and Remuneration Committee based on independent valuation report, precedent transactions and any applicable regulatory requirements. It was fixed at ₹ 338/- per share by the Nomination and Remuneration Committee.

- h. Grant after IPO: Exercise price of each ESOP will be the Fair Market Value of each share on the date of the ESOP grant as approved by the Nomination and Remuneration Committee which shall be the Market Price of the shares of the company on the stock Exchange where the shares of the company get listed, immediately prior to the date of the meeting of the Committee wherein the grant will be made.
- i. While deciding the Quantum of the Stock options to be given to the Eligible Employees, the Nomination and Remuneration Committee (NRC) will consider the following parameters:-
 - (i) Tenure.
 - (ii) Employee’s performance during the previous three financial years on the basis of the parameters decided by the management;
 - (iii) Employee’s HR grade as per the HR Policy of the Company;
 - (iv) The present and potential contribution of the employee to the success of the Company;
 - (v) High market value/difficulty in replacing the employee;
 - (vi) High risk of losing the employee to competition; and
 - (vii) Value addition by the new entrant if any.
- j. The Company shall use the intrinsic value method to value its options. The difference between the employee compensation cost computed under intrinsic value method and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors’ Report and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors’ Report.
- k. In the event of death of an optionee while in employment, all the unvested options granted to him till such date shall vest, immediately, in his legal heirs within the specified period. Vested options would be exercisable within 6 months from the

date of death or before expiry of exercise period as per the scheme (whichever is lesser), failing which all the unexercised options shall lapse irrevocable and the rights there under shall be extinguished. Unvested options shall vest immediately but shall be exercisable only during the exercise period as per the scheme.

- l. In the event of permanent incapacity of an employee, all options granted to him as on the date of permanent incapacitation, shall vest upon him or his nominees on that day. The options would be exercisable within 6 months from the date of permanent incapacity or before expiry of the exercise period (whichever is lesser). Unvested options shall vest immediately but shall be exercisable only during the exercise period as per the Scheme.*
- m. There would not be any lock-in period for the shares issued consequent upon exercising the options under the Scheme.*

Based upon the approval given by the shareholders by way of special resolution passed on 22nd April 2016, the Company has acted upon the scheme and options were given as under;

1	Maximum no. of options that may be issued pursuant to the ESOP scheme	41,88,459
2	Options Granted to the existing employees on 22nd April 2016	38,07,690
3.	Options yet to be granted	3,80,769
4.	Option lapsed till date	38,125

In terms of the approval given by the shareholders on 22nd April 2016, the Board can grant 3,80,769 options which have not been granted as mentioned at serial number 3. In addition there will be forward flow out of 38,07,690 options, which are not exercised due to any reason including resignation, dismissal or disciplinary action against an employee.

The shareholders' approval is sought to permit the Board or a Committee designated by the Board to grant 3,80,769 options and forward flow out of 38,07,690 options which are not exercised due to any reason including resignation, dismissal or disciplinary action against an employee.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned

or interested, financially or otherwise, in the proposed resolution, except to the extent of the stock options that may be granted to them under ESOP Scheme.

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

ITEM NO. 11

The Company raises long term funds from time to time by issuance of Non-Convertible Debentures (NCDs) through private placement. These debentures are both secured and unsecured (subordinated tier II capital). Issuance of debentures through private placement are regulated by SEBI (Issue and Listing of Debt Securities) Regulation, 2008. In addition, the issuance of NCDs are also governed by National Housing Bank circular.

NCDs are one of the most preferred means of raising long term finance for the Company as well as for raising of subordinated debts. For some time, SEBI has been contemplating restricting the number of International Securities Identification Number (ISINs) issued to a corporate for raising of money through NCDs. SEBI had found that in the past, many Companies have issued large number of securities through NCDs and there was bunching of such securities issued in a quarter. With the result, many of these securities were not traded on the stock exchanges and these remained illiquid.

SEBI has recently come out with the circular on 30th June 2017 restricting issuance of ISINs in a year and consolidation of ISIN for securities issued under multiple ISIN. Now, the Companies are allowed a maximum of 12 ISINs maturing per financial year for plain vanilla debt securities for issue both secured and unsecured debt securities. Issuance of tier II NCDs are not covered in the restriction. The Company might in future consolidate NCDs issued under different ISINs into one ISIN (after complying with other conditions stipulated by SEBI and others). This would require an enabler in the existing Articles of Association of the Company. Therefore, approval of the shareholders is sought for a new Article 119A, which would enable the Board of Directors to consolidate NCDs issued under different ISINs into one or more ISINs.

Your directors recommend this resolution for your approval. None of the Directors, key managerial personnel and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. Sunil Kaul	Mr. Sunil Mehta	Mr. Ashwani Kumar Gupta	Mrs. Shubhalakshmi Panse
Date of Birth	25th March, 1960	19th September, 1959	25th August, 1954	28th January, 1954
Date of Appointment	5th March, 2015	12th May, 2017	12th May, 2017	7th July, 2017
Qualification	Post graduate in management, IIM, Bangalore. B. Tech, IIT, Bombay	M.Sc. (Agri), MBA and CAIIB (Certified Associate of Indian Institute of Bankers)	Chartered Accountant from the Institute of Chartered Accountants of India.	M.Sc., Pune University D.B.M. (Diploma in Business Management) and MMS (Masters in Management Sciences with specialization in Financial Management), Pune University M.B.A. (Master in Business Administration with specialization in Bank Management), Drexel University, USA Members of CAIIB
Expertise in Specific functional areas	<p>He has over 25 years' experience in corporate and consumer banking of which more than 15 years have been in Asia.</p> <p>In his earlier roles, he has served as the Head of Retail Banking for Citi in Asia Pacific. He has also held senior positions in Business Development for Citi's Global Transaction Services based in New York, Transaction Services Head for Citi Japan and Global Cash Business Management Head for ABN Amro, based out of Holland.</p> <p>He is presently the Managing Director of the Carlyle Group, advising and providing oversight for its investments in the financial services sector across Asia and other emerging markets. He is based in Singapore.</p>	<p>He had started his career in Allahabad Bank on 1st May 1982 as an Agriculture Field Officer. He has served Allahabad Bank in various capacities for a period of 33 years. He has served in rural, urban and metro branches including an international branch. He was promoted as General Manager in the year 2012. He was Field General Manager of UP & Uttarakhand for 15 zones and at North & New Delhi for 6 zones.</p> <p>He has served as Zonal Head of 3 zones. He was elevated as Executive Director of Corporation Bank on 22.01.2016. Thereafter, he was elevated as Managing Director and CEO of Punjab National Bank on 5th May 2017.</p>	<p>He has over three decades of experience in managing corporate finance, planning, treasury/resource mobilisation, issue management, merchant banking, company law matters, taxation, implementation of expansion activities and other day to day managerial functions. He has advised and implemented financial restructuring of companies resulting in total turnaround of financial assets & bringing assets of company as performing with Banks & Financial Institutions.</p>	<p>She has 38 years' experience in the field of Banking,</p> <p>She was Chairman & Managing Director of Allahabad Bank from 1st October 2012 to 31st January 2014.</p> <p>She was Executive Director of Vijaya Bank for 34 months.</p> <p>She was General Manager in Bank of Maharashtra. There she had handled almost all the key segments of banking in various capacities – at Branches, Zonal Office, and at Corporate Office.</p> <p>She was also the Chairman of ALLBANK Finance Ltd, a subsidiary of the Allahabad Bank and Director on the Board of Universal Sompo Insurance company, a joint venture company of Allahabad Bank, Indian Overseas Bank, Karnataka Bank, Sompo of Japan and Dabar Company.</p> <p>She is currently one of the member of Banks Board Bureau.</p>
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil
Terms & conditions of reappointment	Non-executive Director (Director retire by rotation)	Non-executive Director (Director retire by rotation)	Independent Director (appointment is for 5 years from 12 th May 2017)	Independent Director (appointment is for 5 years from 7 th July, 2017)
Remuneration last drawn during FY 2016-17	Nil	Nil	Nil	Nil
No. of meetings of Board attended during the year	8	Not applicable	Not applicable	Not applicable

Name of the Director	Mr. Sunil Kaul	Mr. Sunil Mehta	Mr. Ashwani Kumar Gupta	Mrs. Shubhalakshmi Panse
Directorships held in other Indian public limited Companies	Nil	<ul style="list-style-type: none"> • Punjab National Bank • PNB Gilts Limited • PNB Investment Services Limited 	<ul style="list-style-type: none"> • Dhampur Sugar Mills Ltd. • Mani capitals limited 	<ul style="list-style-type: none"> • Federal Bank Limited • IL&FS Financial Services Ltd. • L&T Infrastructure Development Projects Limited • India Infoline Finance Limited • Cholamandalam MS Insurance Company Ltd. • Utkarsh Microfinance Ltd. • Sudarshan Chemical Industries Ltd. • Atul Ltd.
Relationship with any other Director inter-se and KMPs of the Company	None	None	None	None
Committee Details of other Companies*	Nil	Nil	Dhampur Sugar Mills Limited: <ul style="list-style-type: none"> • Member – Audit Committee • Member – Nomination and Remuneration Committee • Chairman – Stakeholders Relationship Committee • Member - CSR Committee 	The Federal Bank Limited <ul style="list-style-type: none"> • Member – Audit Committee IL&FS Financial Services Limited <ul style="list-style-type: none"> • Member – Audit Committee • Member – Nomination and Remuneration Committee L&T Infrastructure Development Projects Limited <ul style="list-style-type: none"> • Member – Audit Committee • Member – Nomination and Remuneration Committee Cholamandalam MS Insurance Company Limited <ul style="list-style-type: none"> • Member – Audit Committee • Member – Nomination and Remuneration Committee, Utkarsh Microfinance Limited <ul style="list-style-type: none"> • Member – Nomination and Remuneration Committee • Member – CSR Committee

* Details of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of Indian Public Limited Companies.

BY ORDER OF THE BOARD

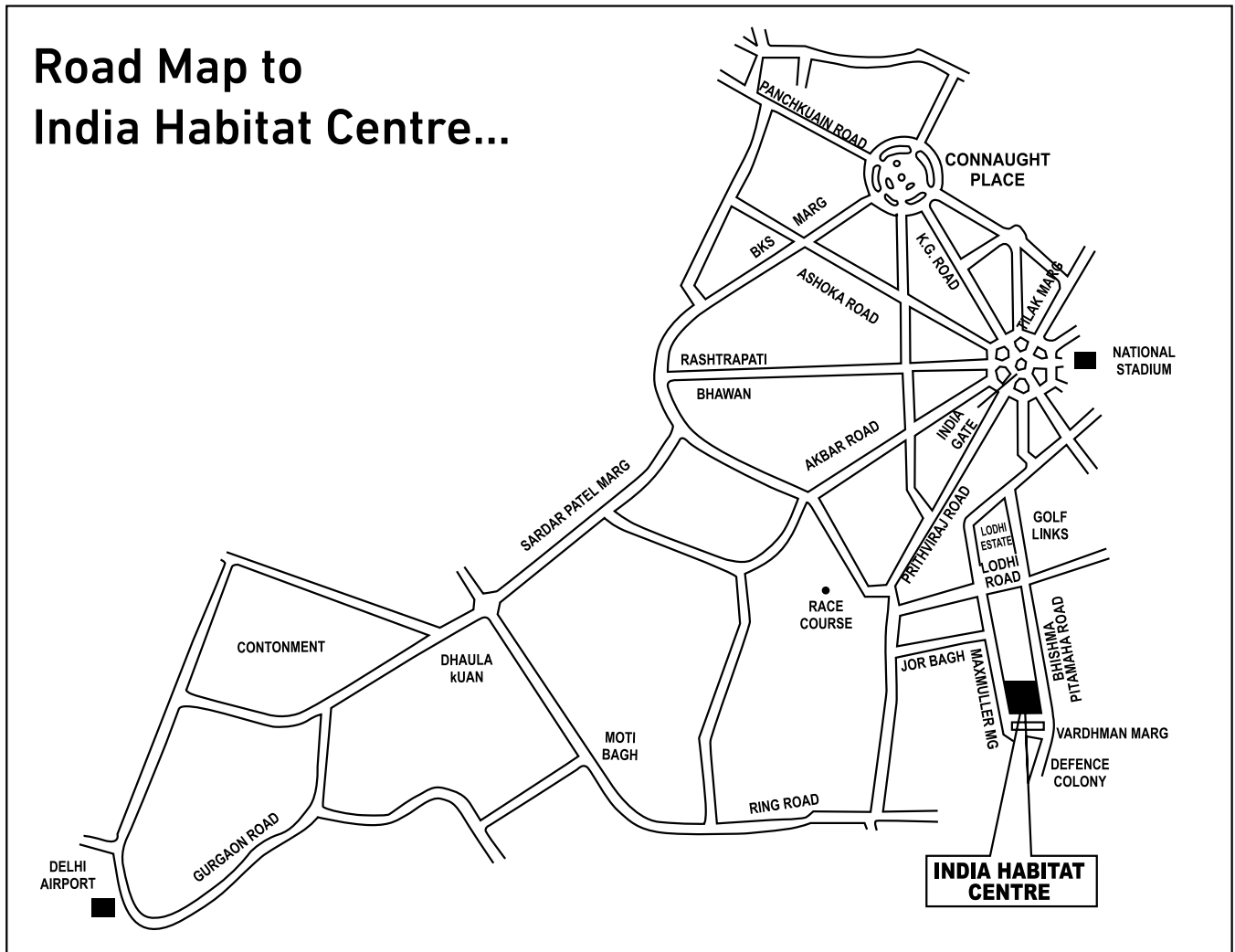
Dated: July 8, 2017
Place: New Delhi

(Sanjay Jain)
Company Secretary & Head Compliance

ROUTE MAP TO AGM VENUE

Date & Time : Wednesday, August 2, 2017 at 3.00 p.m.

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



- Entry to AGM Venue is from Gate No. 3 of India Habitat Centre.



Proxy Form MGT-11

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

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

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

I/We being the member(s) holding _____ equity shares of the above-named Company, hereby appoint:

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Wednesday, August 2, 2017 at 3.00 p.m. at the "The Stein Auditorium" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent#	Dissent#
Ordinary Business			
1.	To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.		
2	To declare dividend on Equity Shares at the rate ₹ 6/- for the financial year 2016-17.		
3	To appoint Mr. Sunil Kaul as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment.		
4	To appoint the Statutory Auditors and to authorise the Board of Directors of the Company to fix their remuneration		

Resolution No.	Description	Assent#	Dissent#
Special Business			
5	To appoint Mr. Sunil Mehta as an non-executive director of the Company liable to retire by rotation		
6	To appoint Mr. Ashwani Kumar Gupta as an Independent Director of the Company for a five years term		
7	To appoint Mrs. Shubhalakshmi Panse as an Independent Director of the Company for a five years term		
8	To borrow money not exceeding Rupees 80,000 crore at any point of time and to issue non-convertible debentures of face value aggregating up to ₹ 35,000 crores		
9	To operationalise Article 86 (b) of Article of Associations of the Company		
10	To ratify PNB Housing Finance Ltd-ESOP Scheme 2016		
11	Addition of Article 119A in the Articles of Association of the Company.		

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Affix One
Rupee
Revenue
Stamp

Signature of Proxy Holder (s) _____

Notes:

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

*Applicable for members holding shares in electronic form.

Please put a "✓" in the box in the appropriate column. If you leave "assent" or "Dissent" column blank in respect of any or all of the resolutions, your proxy will be entitled to vote in the matter as he/she thinks appropriate.



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

ATTENDANCE SLIP

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

DP ID* [grid]

Master Folio No [grid]

Client ID* [grid]

No. of Shares [grid]

NAME AND ADDRESS OF THE MEMBER: _____

I hereby record my presence at the at the 29th Annual General Meeting of the Company held on Wednesday, August 2, 2017 at 3.00 p.m. at the "The Stein Auditorium" Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003, or any adjournment thereof.

Please tick in the box

[checkbox]

Members

[checkbox]

Proxy

Name of the Proxy in Block Letters (if applicable)

Member's Signature

Proxy's Signature

* Applicable for members holding shares in electronic form.

