



Finance Limited

9<sup>th</sup> Floor Antriksh Bhawan, 22 K G Marg, New Delhi-110001  
CIN: U65922DL1988PLC033856

**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD ON 07-10-2015**

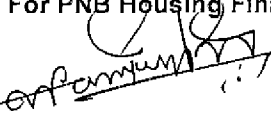
"RESOLVED THAT in terms of the provisions of section 149, section 152 and other applicable provisions of the Companies Act, 2013, read with Articles of Association of the Company Shri Chandrasekaran Ramakrishnan be and is hereby inducted as an independent director on the Board of the Company for one term.

"RESOLVED FURTHER THAT the appointment of Shri Chandrasekaran Ramakrishnan be recommended to the shareholders in the forthcoming Extra Ordinary General Meeting for approval.

"RESOLVED FURTHER THAT Shri Chandrasekaran Ramakrishnan be paid a sitting fee for attending meetings of the Board or a Committee thereof as the Board might fix from time to time. He shall also be entitled for re-imbusement of travel and other out of pocket expenses for attending the meetings of the Board or a Committee thereof.

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to complete necessary legal formalities for induction of Shri Chandrasekaran Ramakrishnan on the Board of the Company."

For PNB Housing Finance Limited

  
Sanjay Jain,  
Company Secretary  
A-72, Priyadarshni Vihar, Delhi-110092  
Membership No. F2642  
Pan No. AFEPJ2190P