



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

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS ON 08-08-2014

To appoint Shri Pavan Kumar Gupta, as an independent director of the Company for one term of a period up to five years, as per section 149 and section 152 of the Companies Act, 2013 at a sitting fee and other out of pocket expenses as may be approved by the Board from time to time.

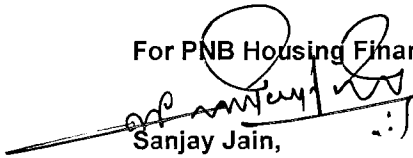
Explanatory statement

S/Shri Pavan Kumar Gupta, Tejinder Singh Laschar and Shital Kumar Jain are the existing independent directors on the Board of the Company. It is proposed to re-appoint them as independent directors on the Board for one term of a period up to five years as per section 149 (10) of the Companies Act, 2013. In terms section 152 (5) of the Companies Act, 2013 the Board has received declaration from these directors that they meet the criteria of an independent director as laid down in section 149(6) of the Companies Act, 2013.

Shri Pavan Kumar Gupta: He started his career in PNB in 1971 and became General Manager. He later on became Executive Director of Corporation Bank in 2001, Chairman & Managing Director of National Housing Bank in 2004 and Chairman & Managing Director of United Bank of India in 2005.

None of the Directors, key management person or their relatives are interested in the proposed resolutions.

For PNB Housing Finance Limited


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



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To appoint Shri Tejinder Singh Laschar, as an independent director of the Company for one term of a period up to five years, as per section 149 and section 152 of the Companies Act, 2013 at a sitting fee and other out of pocket expenses as may be approved by the Board from time to time.

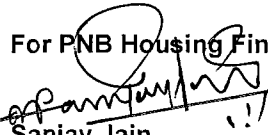
Explanatory statement

S/Shri Pavan Kumar Gupta, Tejinder Singh Laschar and Shital Kumar Jain are the existing independent directors on the Board of the Company. It is proposed to re-appoint them as independent directors on the Board for one term of a period up to five years as per section 149 (10) of the Companies Act, 2013. In terms section 152 (5) of the Companies Act, 2013 the Board has received declaration from these directors that they meet the criteria of an independent director as laid down in section 149(6) of the Companies Act, 2013.

Shri Tejinder Singh Laschar: He joined the Indian Economic Service in 1973 and superannuated as Senior Economic Advisor. He has also held prestigious positions such as Economic Advisor to the Ministry of Chemicals and Fertilizers; Member Secretary of the Working Group on Fertilisers, 10th Five Year Plan; Additional Economic Advisor, Ministry of Finance and Director, Ministry of Home Affairs and Banking Division of the Ministry of Finance.

None of the Directors, key management person or their relatives are interested in the proposed resolutions.

For PNB Housing Finance Limited


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



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CERTIFIED COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS ON 08-08-2014

To appoint Shri Shital Kumar Jain, as an independent director of the Company for one term of a period up to five years, as per section 149 and section 152 of the Companies Act, 2013 at a sitting fee and other out of pocket expenses as may be approved by the Board from time to time.


Explanatory statement

S/Shri Pavan Kumar Gupta, Tejinder Singh Laschar and Shital Kumar Jain are the existing independent directors on the Board of the Company. It is proposed to re-appoint them as independent directors on the Board for one term of a period up to five years as per section 149 (10) of the Companies Act, 2013. In terms section 152 (5) of the Companies Act, 2013 the Board has received declaration from these directors that they meet the criteria of an independent director as laid down in section 149(6) of the Companies Act, 2013.

Shri Shital Kumar Jain: He is an MBA from Indiana University, USA (Dean's List) and a Fulbright scholar. He has put in over 30 years of service with Citibank N.A in various capacities in India and abroad. He was Senior Credit Officer in Hong Kong, Taiwan, Philippines, Thailand and Canada with Citibank before retiring in 2001.

None of the Directors, key management person or their relatives are interested in the proposed resolutions.

For PNB Housing Finance Limited


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