



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

07 March 2015

Shri Sunil Kaul
2A, Lincoln Road,
29-09 Park Infinia,
Singapore 30836

Dear Sir,

Your Induction on the Board

We are pleased to inform you that the Board of Directors in its meeting held on 5th March 2015 has inducted you on the Board of the Company as shareholder nominee of Destimoney Enterprises Private Limited.

You have also been inducted as member of following Committees of the Board.

1. Audit Committee of the Board
2. Nomination and Remuneration Committee of the Board
3. Corporate Social Responsibility (CSR) Committee of the Board.

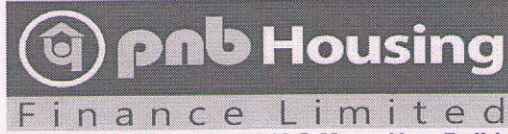
We are completing other formalities as prescribed under the Companies Act, and shall inform you thereafter.

We wish you all the best.

Thanking You,
Yours faithfully

A handwritten signature in blue ink, appearing to read "Sanjay Jain", is written over a horizontal line.

(Sanjay Jain)
CS & Head Compliance



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CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD ON 5TH MARCH 2015

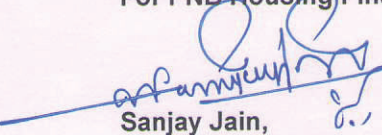
"RESOLVED THAT in terms of the provisions of section 149, section 152 and section 161, sub section (4) of the Companies Act, 2013, Shri Sunil Kaul be and is hereby inducted as director on the Board of the Company in the casual vacancy caused by the resignation of Shri Anand Dorairaj.

"RESOLVED FURTHER THAT Shri Sunil Kaul be also inducted as member of the following Committees of the Board;

1. Audit Committee of the Board
2. Nomination and Remuneration Committee of the Board
3. Corporate Social Responsibility (CSR) Committee of the Board

"RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to complete necessary legal formalities for induction of Shri Sunil Kaul 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