

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv) 

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

AGM is scheduled to be held on July 26, 2022

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	PHFL HOME LOANS AND SERV	U67200DL2017PLC322468	Subsidiary	100
2	PEHEL FOUNDATION	U85320DL2019NPL356152	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	500,000,000	168,598,555	168,598,555	168,598,555
Total amount of equity shares (in Rupees)	5,000,000,000	1,685,985,550	1,685,985,550	1,685,985,550

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	500,000,000	168,598,555	168,598,555	168,598,555
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	5,000,000,000	1,685,985,550	1,685,985,550	1,685,985,550

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	17	168,268,106	168268123	1,682,681,2	1,682,681,	
<b>Increase during the year</b>	0	330,442	330442	3,304,320	3,304,320	108,189,571
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	330,432	330432	3,304,320	3,304,320	108,189,571
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	10	10	0	0	
Dematerialisation and Rematerialisation of shares						
<b>Decrease during the year</b>	10	0	10	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	10	0	10	0	0	
Dematerialisation of shares						
<b>At the end of the year</b>	7	168,598,548	168598555	1,685,985,5	1,685,985,	
<b>Preference shares</b>						

<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE572E01012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	76,537	10,00,000	76,537,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			76,537,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	118,717,000,000	4,550,000,000	46,730,000,000	76,537,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

61,459,200,000

**(ii) Net worth of the Company**

98,005,400,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	54,914,840	32.57	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	54,914,840	32.57	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	11,997,848	7.12	0	
	(ii) Non-resident Indian (NRI)	505,137	0.3	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	1,060	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,135,359	1.27	0	
4.	Banks	300,000	0.18	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	40,394,985	23.96	0	
7.	Mutual funds	1,441,456	0.85	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	55,924,921	33.17	0	
10.	Others AIFs, NBFCs, Trusts, Clearing	982,949	0.58	0	
	<b>Total</b>	113,683,715	67.43	0	0

**Total number of shareholders (other than promoters)**

119,186

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

119,187

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
INVESTMENT OPPORT	STANDARD CHARTERED BANK Sec			16,687,956	9.89
GENERAL ATLANTIC SI	KOTAK MAHINDRA BANK LIMITED			16,593,240	9.84
MALABAR SELECT FUN	HSBC SECURITIES SERVICES 11TH F			1,074,566	0.63
VANGUARD EMERGIN	JPMORGAN CHASE BANK N.A. IND			848,982	0.5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
VANGUARD TOTAL IN	JPMORGAN CHASE BANK N.A. IND			794,055	0.47
MALABAR INDIA FUN	HSBC SECURITIES SERVICES 11TH F			788,554	0.46
ISHARES CORE EMERG	CITIBANK N.A. CUSTODY SERVICES			668,011	0.39
VANGUARD FIDUCIAR	JPMORGAN CHASE BANK N.A. IND			313,667	0.18
THE EMERGING MARK	CITIBANK N.A. CUSTODY SERVICES			238,767	0.14
VANGUARD FTSE ALL-	DEUTSCHE BANK AG DB HOUSE, H			212,718	0.12
EMERGING MARKETS S	JPMORGAN CHASE BANK N.A. IND			196,780	0.11
DIMENSIONAL EMERG	CITIBANK N.A. CUSTODY SERVICES			186,149	0.11
EMERGING MARKETS C	CITIBANK N.A. CUSTODY SERVICES			158,265	0.09
ISHARES CORE MSCI E	CITIBANK N.A. CUSTODY SERVICES			135,653	0.08
EMERGING MARKETS S	JPMORGAN CHASE BANK N.A. IND			115,880	0.06
ISHARES INDIA SC MA	CITIBANK N.A. CUSTODY SERVICES			93,061	0.05
STATE STREET GLOBAL	HSBC SECURITIES SERVICES 11TH F			84,737	0.05
ISHARES CORE TOTAL	CITIBANK N.A. CUSTODY SERVICES			76,427	0.04
WISDOMTREE INDIA I	CITIBANK N.A. CUSTODY SERVICES			66,919	0.03
CALIFORNIA STATE TE	HSBC SECURITIES SERVICES 11TH F			60,080	0.03
PUB EQUITIES EMERGI	JPMORGAN CHASE BANK N.A. IND			59,467	0.03
COLLEGE RETIREMENT	DEUTSCHE BANK AG DB HOUSE, H			59,304	0.03
NORTHERN TRUST CO	CITIBANK N.A. CUSTODY SERVICES			57,158	0.03
SPDR S AND P EMERG	HSBC SECURITIES SERVICES 11TH F			43,517	0.02
CITY OF NEW YORK GF	HSBC SECURITIES SERVICES 11TH F			39,500	0.02

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	105,902	119,186
Debenture holders	1,549	1,311

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	1	0	0
<b>B. Non-Promoter</b>	1	9	1	7	0	0
(i) Non-Independent	1	3	1	1	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	2	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	11	1	10	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NILESH SHIVJI VIKAM	00031213	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHANDRASEKARAN R	00580842	Director	0	
TEJENDRA MOHAN BH	03091429	Director	0	
SUDARSHAN SEN	03570051	Director	0	
SUNIL KAUL	05102910	Nominee director	0	
NEERAJ MADAN VYAS	07053788	Director	0	
KAPIL MODI	07055408	Nominee director	0	
GITA NAYYAR	07128438	Director	5,814	
BINOD KUMAR	07361689	Nominee director	0	
HARDAYAL PRASAD	08024303	Managing Director	0	
SANJAY JAIN	AFEPJ2190P	Company Secretar	0	
KAPISH JAIN	ACTPJ7747C	CFO	19	07/04/2022
ASHWANI KUMAR GUJ	00108678	Director	0	11/05/2022
HARDAYAL PRASAD	ABEPP9257D	CEO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

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Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
GOURAV VALLABH	02972748	Director	21/04/2021	Cessation
NILESH SHIVJI VIKAM:	00031213	Additional director	22/04/2021	Re-Appointment
GITA NAYYAR	07128438	Additional director	29/05/2021	Appointment
NILESH SHIVJI VIKAM:	00031213	Director	22/06/2021	Change in designation
RAJNEESH KARNATAI	08912491	Nominee director	22/06/2021	Change in designation
CHANDRASEKARAN R	00580842	Director	22/06/2021	Change in designation
KAPIL MODI	07055408	Nominee director	22/06/2021	Change in designation
SUDARSHAN SEN	03570051	Director	22/06/2021	Change in designation
NEERAJ MADAN VYAS	07053788	Director	22/06/2021	Change in designation
GITA NAYYAR	07128438	Director	22/06/2021	Change in designation
RAJNEESH KARNATAI	08912491	Director	21/10/2021	Cessation
BINOD KUMAR	07361689	Additional director	12/01/2022	Appointment
CH S.S. MALLIKARJUN	07667641	Director	01/02/2022	Cessation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	22/06/2021	102,223	111	90.52
Annual General Meeting	03/09/2021	104,698	112	81.47

### B. BOARD MEETINGS

\*Number of meetings held

20

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2021	11	10	90.91
2	31/05/2021	12	12	100
3	17/06/2021	12	10	83.33
4	19/06/2021	12	12	100
5	20/06/2021	12	10	83.33
6	24/06/2021	12	8	66.67
7	05/07/2021	12	10	83.33
8	06/07/2021	12	10	83.33
9	04/08/2021	12	12	100
10	23/08/2021	12	12	100
11	03/09/2021	12	9	75
12	05/09/2021	12	8	66.67

### C. COMMITTEE MEETINGS

Number of meetings held

39

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Stakeholders F	23/11/2021	4	4	100
2	Stakeholders F	25/01/2022	4	4	100
3	Stakeholders F	04/02/2022	3	3	100
4	Stakeholders F	02/03/2022	3	3	100
5	Corporate Soc	24/07/2021	4	3	75
6	Corporate Soc	12/01/2022	4	4	100
7	Risk Manager	20/05/2021	5	5	100
8	Risk Manager	25/08/2021	5	5	100
9	Risk Manager	15/12/2021	4	4	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	Risk Manager	14/02/2022	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	NILESH SHIV	20	19	95	14	14	100	
2	CHANDRASE	20	18	90	7	7	100	
3	TEJENDRA M	20	20	100	17	17	100	
4	SUDARSHAN	20	19	95	13	11	84.62	
5	SUNIL KAUL	20	11	55	11	11	100	
6	NEERAJ MAD	20	20	100	17	17	100	
7	KAPIL MODI	20	11	55	2	2	100	
8	GITA NAYYAF	19	18	94.74	0	0	0	
9	BINOD KUMA	3	3	100	0	0	0	
10	HARDAYAL P	20	20	100	25	25	100	
11	ASHWANI KU	20	20	100	17	17	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Mr. HARDAYAL PR	Executive Direct	18,718,370	0	0	10,437,575	29,155,945
	Total		18,718,370	0	0	10,437,575	29,155,945

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sanjay Jain	Company secret	5,110,849	0	0	1,468,401	6,579,250
2	Mr. Kapish Jain	Chief Financial C	9,433,241	0	0	3,922,574	13,355,815
	Total		14,544,090	0	0	5,390,975	19,935,065

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. CHANDRASEKHAR	Non-Executive -	0	1,500,000	0	1,140,000	2,640,000
2	MR. NILESH S VIKRAM	Non-Executive -	0	1,500,000	0	1,400,000	2,900,000
3	MR. ASHWANI KUMAR	Non-Executive -	0	1,500,000	0	1,540,000	3,040,000
4	MR. TEJENDRA M	Non-Executive -	0	1,500,000	0	1,540,000	3,040,000
5	MR. NEERAJ VYAS	Non-Executive -	0	0	0	1,510,000	1,510,000
6	MR. SUDARSHAN	Non-Executive -	0	750,000	0	1,310,000	2,060,000
7	MS. GITA NAYYAR	Non-Executive -	0	0	0	930,000	930,000
	Total		0	6,750,000	0	9,370,000	16,120,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

3

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
PNB Housing Fina	BSE Limited	21/08/2021	As per proviso to Re	Penalty amounting	Penalty has been paid by the C
PNB Housing Fina	National Stock Exc	21/08/2021	As per proviso to Re	Penalty amounting	Penalty has been paid by the C
PNB Housing Fina	National Housing E	11/06/2021	National Housing B	Monetary Penalty c	Penalty has been paid.



(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Vishal Lochan Aggarwal

Whether associate or fellow

Associate  Fellow

Certificate of practice number

7622

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

24

dated

25/10/2017

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

08024303

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

PNBHFL_MGT-8_21-22.pdf
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**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**B. BOARD MEETINGS**

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
13	18.09.2021	12	10	83.33
14	14.10.2021	12	10	83.33
15	22.10.2021	11	11	100.00
16	01.11.2021	11	11	100.00
17	02.11.2021	11	11	100.00
18	20.01.2022	12	12	100.00
19	02.02.2022	11	11	100.00
20	09.03.2022	11	10	90.91

**Note:** Mr Sunil Kaul and Mr Kapil Modi recused themselves from 9 Board Meetings and on certain agenda items of 2 other Board Meetings where matters related to Preferential Issue and its termination were discussed. They are nominees of the Carlyle Group on the Board of the Company

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**C.COMMITTEE MEETINGS**

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Nomination and Remuneration Committee	01.04.2021	4	4	100
12	Nomination and Remuneration Committee	26.07.2021	4	4	100
13	Nomination and Remuneration Committee	08.10.2021	4	3	75
14	IT Strategy Committee	07.10.2021	3	3	100
15	IT Strategy Committee	04.02.2022	3	3	100
16	Credit Committee of Board	01.04.2021	3	3	100
17	Credit Committee of Board	26.05.2021	3	3	100
18	Credit Committee of Board	11.06.2021	3	3	100
19	Credit Committee of Board	18.08.2021	3	3	100
20	Credit Committee of Board	31.08.2021	3	3	100
21	Credit Committee of Board	21.09.2021	3	3	100
22	Credit Committee of Board	29.09.2021	3	3	100
23	Credit Committee of Board	28.10.2021	3	3	100
24	Credit Committee of Board	14.12.2021	3	3	100
25	Credit Committee of Board	22.02.2022	3	3	100
26	Credit Committee of Board	26.02.2022	3	3	100
27	Credit Committee of Board	07.03.2022	3	3	100
28	Credit Committee of Board	25.03.2022	3	3	100
29	Audit Committee	24.04.2021	3	2	66.67
30	Audit Committee	27.04.2021	3	3	100
31	Audit Committee	03.08.2021	3	3	100
32	Audit Committee	04.08.2021	3	3	100
33	Audit Committee	11.08.2021	3	3	100
34	Audit Committee	30.10.2021	3	3	100
35	Audit Committee	02.11.2021	3	3	100
36	Audit Committee	15.11.2021	3	3	100
37	Audit Committee	20.01.2022	3	3	100
38	Audit Committee	29.01.2022	3	3	100
39	Audit Committee	26.03.2022	3	3	100

**VI. c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

<b>S.No.</b>	<b>Name of FII/FPI</b>	<b>Address</b>	<b>No. of shares held</b>	<b>% of holding</b>
27	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	30172	0.0179
28	SOCIETE GENERALE - ODI	SBI-SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA EXTENSION BUILDING GROUND FLOOR S V ROAD SANTACRUZ WEST MUMBAI 400054	29895	0.0177
29	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	29114	0.0173
30	VANGUARD TOTAL WORLD STOCK INDEX FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	28982	0.0172
31	EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	28208	0.0167
32	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	28041	0.0166
33	SPDR S&P EMERGING MARKETS SMALL CAP ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	26410	0.0157
34	ISHARES IV PUBLIC LIMITED COMPANY- ISHARES MSCI EM IMI ESG SCREENED UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	24628	0.0146
35	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	24594	0.0146
36	UPS GROUP TRUST	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	24554	0.0146
37	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	22327	0.0132
38	ALASKA PERMANENT FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	21693	0.0129
39	ISHARES MSCI EM SMALL CAP UCITS ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	21230	0.0126

40	GOVERNMENT PENSION FUND GLOBAL	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	21155	0.0125
41	ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	20301	0.0120
42	EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	19675	0.0117
43	EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	19451	0.0115
44	SPDR PORTFOLIO EMERGING MARKETS ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	18888	0.0112
45	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	18856	0.0112
46	FIDELITY SALEM STREET TRUST FIDELITY TOTAL INTERNATIONAL INDEX FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	17131	0.0102
47	EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	16548	0.0098
48	VANGUARD ESG INTERNATIONAL STOCK ETF	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	15543	0.0092
49	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	15035	0.0089
50	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	13547	0.0080
51	CANSO MASALA FUND	100 YORK BOULEVARD SUITE 550 RICHMOND HILL ONTARIO CANADA 111111	12961	0.0077
52	BVK PERSONALVORSORGE DES KANTONS ZURICH	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	12939	0.0077
53	INTERNATIONAL MONETARY FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	10892	0.0065
54	PUB EQUITIES EMERGING MARKETS 1	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	10437	0.0062

55	DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	10236	0.0061
56	EMERGING MARKETS TARGETED VALUE PORTFOLIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	9491	0.0056
57	THRIVENT CORE EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	8037	0.0048
58	DFA INTERNATIONAL CORE EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	7969	0.0047
59	DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	7715	0.0046
60	STICHTING SHELL PENSIOENFONDS	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	7246	0.0043
61	MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	6742	0.0040
62	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	6714	0.0040
63	AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	6414	0.0038
64	NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHINA INVESTABLE MARKET INDEX FUND - NON-LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	6107	0.0036
65	CITY OF LOS ANGELES FIRE AND POLICE PENSION PLAN	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	5631	0.0033
66	WORLD EX U.S. CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	5256	0.0031
67	COPTHALL MAURITIUS INVESTMENT LIMITED - NON ODI ACCOUNT	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	4732	0.0028
68	STATE STREET GLOBAL ALL CAP EQUITY EX-US INDEX PORTFOLIO	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	4383	0.0026

69	VANGUARD INVESTMENT SERIES PLC - VANGUARD ESG EMERGING MARKETS ALL CAP EQUITY INDEX FUND	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	4344	0.0026
70	DELA DEPOSITARY & ASSET MANAGEMENT B.V. AS RESPONSIBLE ENTITY TO DELA EQUITY FUND 5	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	4316	0.0026
71	SA EMERGING MARKETS VALUE FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	4224	0.0025
72	QIC INTERNATIONAL EQUITIES FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3911	0.0023
73	UTAH STATE RETIREMENT SYSTEMS	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3841	0.0023
74	OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM MANAGED THROUGH DIMENSIONAL FUND ADVISORS LP	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	3544	0.0021
75	JOHN HANCOCK VARIABLE INSURANCE TRUST EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3409	0.0020
76	SHELL PENSIONS TRUST LIMITED AS TRUSTEE OF THE SHELL CONTRIBUTORY PENSION FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	3317	0.0020
77	JOHN HANCOCK FUNDS II EMERGING MARKETS FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	3296	0.0020
78	AVIATOR EMERGING MARKET FUND	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI MAHARASHTRA 400013	3000	0.0018
79	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	2633	0.0016
80	DFA INTERNATIONAL VECTOR EQUITY FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	2333	0.0014
81	VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	2254	0.0013
82	ALLIANZ GLOBAL INVESTORS GMBH ACTING ON BEHALF OF ALLIANZGI-FONDS DSPT	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	2193	0.0013



83	AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS VALUE ETF	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	2180	0.0013
84	WASHINGTON STATE INVESTMENT BOARD MANAGED BY STATE STREET GLOBAL ADVISORS GUARANTEED EDUCATION TUITION-GET	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	2114	0.0013
85	THRIVENT INTERNATIONAL ALLOCATION PORTFOLIO	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	2109	0.0013
86	NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND-NON LENDING	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	1952	0.0012
87	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	1618	0.0010
88	CALYPSO GLOBAL INVESTMENT FUND	C/O ANEX MANAGEMENT SERVICES LIMITED 8TH FLOOR EBENE TOWER 52 CYBERCITY EBENE MAURITIUS 111111	1300	0.0008
89	THRIVENT INTERNATIONAL ALLOCATION FUND	DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001	1112	0.0007
90	SPDR MSCI ACWI IMI ETF	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	862	0.0005
91	BNP PARIBAS ARBITRAGE - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	673	0.0004
92	BOFA SECURITIES EUROPE SA	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	369	0.0002
93	ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND	JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	319	0.0002
94	UBS PRINCIPAL CAPITAL ASIA LTD	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	271	0.0002
95	VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP UCITS ETF	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	134	0.0001
96	AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	64	0.0000

Form No. MGT-8

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies  
(Management and Administration) Rules, 2014]

I have examined the registers, records and books and papers of **PNB HOUSING FINANCE LIMITED** (“the **Company**”) as required to be maintained under the Companies Act, 2013 (“the **Act**”) and the rules made there under for the Financial Year ended on 31<sup>st</sup> March, 2022. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year, the Company has complied with the provisions of the Act & Rules made there under in respect of:

1. **its status under the Act;**

The Company has adhered to the provisions of law to maintain active status as a Public Limited Company (Listed) under the Act.

2. **maintenance of registers / records & making entries therein within the time prescribed therefore;**

The Company has maintained the required registers / records in compliance with the relevant provisions of the Act and has made entries therein within the time prescribed thereof.

3. **filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time;**

The Company has duly filed the requisite forms and returns with the Registrar of Companies, IEPF authority within the prescribed time and those which are beyond the prescribed time, have been filed with the prescribed additional fees.

Further, no forms / returns have been filed with the Regional Director, Central Government, Tribunal, Court or any other authorities

4. **calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the minute book / registers maintained for the purpose and the same have been signed;**

During the financial year under review, the Company has called, convened and held the meetings of the Board of Directors, its Committees and of members on dates, as stated in Annual Return,

in respect of which proper notices were given and the proceedings including the circular resolutions have been recorded in the minute book / registers maintained for that purpose and the same have been signed.

**5. closure of Register of Members / Security holders, as the case may be;**

During the financial year under review, the Company has closed its Register of Members and the Share Transfer Register from August 28, 2021 till September 03, 2021 (both days inclusive) in compliance with the relevant provisions of the Act.

**6. advances / loans to its directors and / or persons or firms or companies referred in Section 185 of the Act;**

During the financial year under review, the Company has not given any advances / loans to its directors and / or persons or firms or companies referred in Section 185 of the Act.

**7. contracts / arrangements with related parties as specified in Section 188 of the Act;**

During the financial year under review, the Company has entered into contracts / arrangements with related parties on arm's length basis and in ordinary course of business, as specified in Section 188 of the Act, for which the Company has complied with the requirements of the Act.

**8. issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances;**

During the financial year under review, the Company has complied with all the applicable provisions of the Act with respect to issuance and allotment of Non-Convertible Debentures (NCDs), Equity Shares under ESOP to the eligible employees of the Company and redemption of Non-Convertible Debentures.

Moreover, during the financial year under review there was no transfer/transmission/buy back of securities / redemption of preference shares / reduction of share capital / conversion of shares or securities.

**9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;**

There were no instances of keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year under review.

**10. declaration / payment of dividend, transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;**

During the financial year under review, the Company has not declared or paid any dividend.

Further, the Company has transferred deposits remaining unclaimed for a period of seven years from the date they became due for payment to Investor Education and Protection Fund (IEPF) established by the Central Government in accordance with Section 125 of the Act.

**11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - Sections (3), (4) and (5) thereof;**

The audited financial statement and Board's Report for the financial year under review were duly signed in accordance with the provisions of the Act.

**12. constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;**

During the financial year under review, various changes in the composition of the Board of the Company took place and were carried out in compliance with the provisions of the Act.

The disclosures made by the directors and Key Managerial Personnel were taken on record and the remuneration, sitting fees, as applicable, was paid to them in accordance with the provisions of the Act, during the financial year under review.

**13. appointment / reappointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act;**

During the financial year under review, M/s B. R. Maheswari & Co. LLP, Chartered Accountants, (Firm Registration No.:001035N/N50050) ceased to be the Statutory Auditors of the Company with effect from 4<sup>th</sup> August, 2021. The Company had appointed M/s. T R Chadha & Co, LLP, Chartered Accountants (ICAI Firm Registration No. 006711N/N500028) and M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E), as Joint Statutory Auditors of the Company, for a period of three (3) years to hold office from the conclusion of the 33<sup>rd</sup> AGM till 36<sup>th</sup> AGM of the Company.

**14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;**

During the financial year under review, no approval was required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or any such other authority under the provisions of the Act.

**15. acceptance / renewal / repayment of deposits;**

The Company has accepted public deposits as per the Master Directions Non-Banking Financial Company–Housing Finance Company (Reserve Bank) Directions, 2021 dated February 17, 2021 ('RBI Directions') as amended from time to time and in compliance with the relevant applicable provisions of the Act.

Further, there has been no default in repayment of deposits during the financial year under review.

**16. borrowings from its directors, members(s), public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;**

During the financial year under review, the Company has made borrowings from public financial institutions, banks and others and necessary charges have been created, modified and satisfied in this respect in due compliance with the provisions of the Act.

Further, the Company has not borrowed from directors and members of the Company.

**17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;**

Being a Housing Finance Company, the Company is exempt from the related provisions of Section 186 of the Act.

**18. alteration of the provisions of the Memorandum and/or Articles of Association of the Company;**

The Company has not altered the provisions of its Memorandum or Articles of Association of the Company during the financial year under review.

**For VLA & Associates  
Company Secretaries**

**Date: [--]  
Place: New Delhi**

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**Vishal Lochan Aggarwal  
(Proprietor)  
C.P. No. 7622  
Peer Review Cert. No.: S2008DE102700  
ICSI Unique Code: I2007DE587900  
UDIN: [--]**