



Ghar Ki Baat

July 29, 2019

The BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,
Listing Department
“Exchange Plaza”
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 540173

Symbol: PNBHOUSING

Dear Sirs,

Sub: Intimation under Regulation 30 of the SEBI(Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

We wish to inform you that the 31st Annual General Meeting (AGM) of the Members of the Company was held today i.e. on Monday, July 29, 2019, at 3.00 p.m. at the “The Stein Auditorium” Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003. The members present at the AGM transacted the businesses mentioned in the Notice dated May 9, 2019.

In this connection and as required under the Listing Regulations and the applicable provisions of Companies Act, 2013, we submit the summary of the proceedings of the said AGM.

You are requested to take note of the above and arrange to inform your constituents accordingly.

Thanking You,

For PNB Housing Finance Limited


Sanjay Jain
Company Secretary & Head Compliance
Membership No. : F2642

Encl : a/a

Regd. Office: 9th Floor, Antriksh Bhavan, 22 Kasturba Gandhi Marg, New Delhi – 110 001

Phone: 011 – 23736857, E-mail: loans@pnbhfl.com, Website: www.pnbhfl.com

CIN: L65922DL1988PLC033856



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Summary of the Proceedings of the 31st Annual General Meeting of the Company

The 31st Annual General Meeting (AGM) of the Members of the Company was held on Monday, July 29, 2019 at 3.00 p.m. at the “The Stein Auditorium” Habitat World, at India Habitat Centre, Lodhi Road, New Delhi-110003. The meeting was attended by 211 Members in person or by proxy. The requisite quorum was present.

Directors Present:

Mr. Sunil Mehta	Chairman
Mr. Sunil Kaul	Non-Executive Director
Mr. Shital Kumar Jain	Independent Director
Mr. R Chandrasekaran	Independent Director
Mr. Gourav Vallabh	Independent Director
Mr. Nilesh Shivji Vikamsey	Independent Director
Mr. Ashwani Kumar Gupta	Independent Director
Mrs. Shubhalakshmi Panse	Independent Director
Mr. Neeraj Vyas	Independent Director
Mr. Sanjaya Gupta	Managing Director

In attendance

Mr. Sanjay Jain Company Secretary and Head Compliance

Members' attendance

Total 211 members were present in person or through proxy.

Chairman of Committees of Board of Directors

Chairman of following committee were present at AGM:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Auditors

Representatives of the Auditors attended the AGM.

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Chairman of AGM

Mr. Sunil Mehta, Hon'ble Chairman of the Company, chaired the proceedings of the meeting.

Quorum for the AGM:

The requisite quorum was present in terms of Section 103 of the Companies Act, 2013.

Proceedings of the meeting are given hereunder:

1. The Company Secretary extended a warm welcome to the Members, Directors and others present in the meeting. Thereafter, he introduced each member of the Board to the shareholders and others present.
2. The Chairman and the Managing Director delivered their speeches. The Chairman then advised the Company Secretary to start the proceedings of the meeting.
3. The Company Secretary informed that Statutory Registers, Proxy registers, attendance, annual reports and other relevant documents were made available for inspection by the Members.
4. The Company Secretary informed that the Notice convening the AGM and Annual Report for the Financial Year 2018-19 were sent to all the members and others entitled thereto through e-mail and registered post on July 4, 2019.
5. The Company Secretary then informed the members that in terms of the provisions of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and the rules made thereunder, the Company had provided remote e-voting facility to its Members to cast votes electronically, on all the resolutions set out in the Notice and the same commenced at 9.00 a.m. on Thursday, July 25, 2019 and ended at 5.00 p.m. on Sunday, July 28, 2019.

He further informed that the Company had engaged the services of Central Depository Services Limited (CDSL) to provide remote e-voting facility.

He further informed that the facility for voting through ballot paper is also available at the meeting for members who had not cast their vote through remote e-voting.

6. Thereafter, he invited the members for their queries. The following agenda items were transacted at the meeting:



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A. Ordinary Business

1. To receive, consider and adopt:
 - a) Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Auditors thereon.
2. To declare dividend on Equity Shares at the rate of Rs. 9/- per share for the financial year 2018-19.
3. To appoint Mr. Sunil Kaul (DIN: 05102910) as non-executive director, who retires by rotation and, being eligible, offers himself for re-appointment.

B. Special Business

4. To appoint Mr. L V Prabhakar (DIN 08110715) as Non-Executive Director.
5. To appoint Mr. Neeraj Vyas (DIN 07053788) as an Independent Director for a term of (5) five years.
6. To ratify/ approve the continuation of the directorship of Mr. Shital Kumar Jain (DIN 00047474) who has attained the age of seventy five years and re-appoint him as an Independent Director for a second term of 1 (One) year
7. Ratification and approval of material related party transactions with Punjab National Bank
8. To borrow money not exceeding Rs. 1,05,000 crore at any point of time and to issue non-convertible debentures of face value aggregating up to Rs. 45,000 crores

The members were informed that the Board of Directors had appointed Mr. Sanjay Grover, Practising Company Secretary as Scrutinizer for the purpose of scrutinizing the remote e-voting and ballot process in a fair and transparent manner.

The members were informed that the results of e-voting will be declared within 48 hours and shall be submitted to the Stock Exchanges and also uploaded on the website of the Company (www.pnbhousing.com) and Central Depository Services Limited (www.cdsl.com).

The Chairman ordered the poll requesting all members to cast their votes using polling papers handed over to them. The Chairman thanked the shareholders for attending the meeting.

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The Company Secretary proposed a vote of thanks to the Chair and the meeting concluded at 3:55 p.m.

For PNB Housing Finance Limited

Sanjay Jain

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

Company Secretary and Head Compliance

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