

May 28, 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

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report**

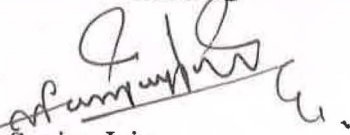
Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report dated May 28, 2019 for the financial year 2018-19.

The report has been issued by Mr. Sanjay Grover from Sanjay Grover and Associates, Company Secretaries (Firm Registration No.: P2001DE052900).

This is for your information and records.

Thanking You,

For PNB Housing Finance Limited

  
Sanjay Jain

Company Secretary & Head Compliance

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

### Secretarial Compliance Report

#### **PNB Housing Finance Limited for the year ended 31 March, 2019**

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, have examined:

- (a) all the documents and records made available to me and explanation provided by **PNB Housing Finance Limited** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2019** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) \*Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) \*Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

\*No event took place under these regulations during the audit period.



- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 29(1)(d) of SEBI LODR	Prior intimation to the stock exchanges was not given for the board meeting held on August 09, 2018 for issuance of secured and unsecured non-convertible debentures aggregating upto an amount Rs. 7,000 crore in tranches	The intimation to stock exchanges were given as a <u>outcome of Board meeting</u> for issuance of secured and unsecured non-convertible debentures, though prior intimation to the stock exchanges about the meeting of Board of Directors should have been given
2.	Regulation 60(2) of SEBI LODR	<p>The Company has not given advance 7 (Seven) working days notice of record date to Stock exchange for redemption of Non-convertible debentures of Series - XVII A</p> <p>The Company has not given advance 7 (Seven) working days notice of record date to Stock exchange for payment of interest and principal of Non-convertible debentures of series XXXIX and XLII</p>	<p>The record date fixed for redemption of Non-convertible debentures of Series -XVII A was January 16, 2019, however the Company has intimated the same to stock exchanges on January 09, 2019 which should have been intimated to stock exchanges in advance of atleast seven working days from the record date.</p> <p>The Company has fixed March 04, 2019 as record date for payment of interest and principal of Non-convertible debentures of series XXXIX and February 28, 2019 as record date for payment of interest and principal of Non-convertible debentures of series XLII and both of record dates were intimated to stock exchanges on February 22, 2019 which should have been intimated to stock exchanges in advance of atleast seven working days from the record date.</p>



**SANJAY GROVER & ASSOCIATES**

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
				None

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports is not applicable.**



New Delhi  
May 28, 2019

For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No.: P2001DE052900

A handwritten signature in black ink, appearing to read "Sanjay Grover".

Sanjay Grover  
Managing Partner  
CP No.: 3850, M.No. 4223