pnb Housing Finance Limited
Ghar Ki Baat

25th January, 2017

The BSE Limited,

Listing Department,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai – 400 001

Scrip Code: 540173

National Stock Exchange of India Limited,

Listing Department

"Exchange Plaza"

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 051

Symbol: PNBHOUSING

Kind Attention

Dear Sirs,

Sub: Code of practices and procedures for fair disclosure of unpublished price sensitive information in terms of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015

We enclose herewith Code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information (UPSI) as approved by our Board of Directors in their meeting held on 24th January 2017.

In terms of the Code, PNB Housing's Chief Financial Officer (CFO) serves as its Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. In the absence of CFO, the Company Secretary shall deal with dissemination of information and disclosure of UPSI.

You are requested to take note of the above and arrange to bring this to the notice of all concerned.

Thanking You,
For PNB Housing Finance Limited

Sanjay Jain
Company Secretary & Head Compliance
Encl : As above

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

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION IN TERMS OF REGULATION 8 OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

I. PURPOSE

The purpose of this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code") is to clearly outline procedures and practical guidelines that would be followed by PNB Housing Finance Limited ("Company") for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements.

II. APPLICABILITY

This Code shall be applicable and binding on all the employees, officers, directors and those persons authorized to speak on behalf of the Company.

III. INFORMATION COVERED BY THIS CODE

A. Unpublished Price Sensitive Information(UPSI)

"Unpublished Price Sensitive Information" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the Securities and shall generally include information relating to the following:

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel; and
- Material events in accordance with the listing regulations

B. Material Information as stipulated under Regulation 30 of the Listing Regulations. Material information means any information relating to the business or affairs of the Company that results in, or would reasonably be expected to result in a significant change in the market price or value of the securities of the Company or that would reasonably be expected to have a significant influence on any reasonable investor's investment decisions. Material Information includes, without limitation, information regarding:

- Change in general character of business of the Company.
- Material disruption of operations due to natural calamity.
- Un-audited or audited financial results of the Company.

- Proposed issue of bonus/ rights shares or issue of securities on a private placement basis.
- Corporate action relating to dividend, split, consolidation of securities.
- Action pursuant to regulatory/ statutory amendments that is material to the operations of the Company.
- Proposed material acquisitions/ divestments of other companies or entering into new joint venture/ technical services/ collaboration agreements.
- Changes in rating of securities issued by the Company.
- Changes in the Board of Directors or Key Managerial Personnel.
- Details of litigation/ dispute/ regulatory action having a material impact on the present or future operations of the Company.
- Any material acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling of any material divisions of the Company.

This list is not exhaustive, but is intended to provide examples of information that may require public disclosure.

For the purpose of this Code, all the above information including unpublished price sensitive information would be referred to as "Material Information".

IV. CHIEF INVESTOR RELATIONS OFFICER

PNB Housing's Chief Financial Officer (CFO) serves as its Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

In the absence of CFO, the Company Secretary shall deal with dissemination of information and disclosure of UPSI.

Any other employees must not respond under any circumstances to inquiries from the stock exchanges, the media or others, unless authorized to do so.

V. BASIC PRINCIPLES OF DISCLOSURES

Procedures governing the disclosure of Material Information required to be disclosed shall provide that such disclosure shall be made in accordance with the following principles:

- Information should be disclosed immediately through the stock exchanges and press release.

- No selective disclosure. Previously undisclosed unpublished price sensitive information must not be disclosed to selected individuals. If previously undisclosed information is inadvertently disclosed to an analyst or any other person, such information must then be disclosed to the stock exchanges immediately.

- Under certain circumstances, the Company may determine that such disclosure would be unduly detrimental to the Company (for example if release of the information would cause prejudice to negotiations in a corporate transaction), in which case, the information shall be kept confidential until the Company determines it may be publicly disclosed. Information should be disclosed only once there is credibility to the information and the information has concretized.

- Disclosures should be made in a timely manner.

- Disclosure must be complete in all material respects and should not be misleading.

• Unfavourable Material Information must be disclosed as promptly and completely as favourable information.

• Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.

VI. DISCLOSURE OF MATERIAL INFORMATION

The Company shall disclose Material Information concerning its business and affairs to the public immediately, except when otherwise required for the purpose of maintaining the confidentiality of the information. This Code is to enable all persons investing in the securities of the Company to have the opportunity for equal and timely access to information that may affect their investment decisions regarding those securities.

VII. PROCESS OF DISCLOSURES OF MATERIAL INFORMATION

In case any Functional Head becomes aware of some Material Information about the Company, the said Functional Head would contact Managing Director of the Company.

The Managing Director would then determine whether the information requires disclosure to the stock exchanges or not in accordance with the Listing Regulations. Thereafter, the CIRO will prepare the content of the disclosure and determine the timing of the disclosures. The Company Secretary will then disclose the said information to the stock exchanges.

VIII. DELAY IN DISCLOSING MATERIAL INFORMATION

Under certain circumstances, the Company may keep Material Information confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or information may not be disclosed due to third-party confidentiality restrictions or uncertainty of events. The determination of when to not disclose Material Information immediately shall be made by the Managing Director of the Company.

IX. INFORMATION TO BE SHARED ON A NEED TO KNOW BASIS

The directors/ employees of the Company shall not discuss the matters or developments regarding the Company which in any way relate to Material Information with any other persons, except that are required to be disclosed in performance of his or her duties or under applicable laws or regulations or in legal proceedings. To protect Material Information from disclosure, the directors/ employees of the Company:

• Should not discuss Material Information in public places where Material Information may be overheard (e.g., elevators, restaurants, airplanes, taxicabs) or participate in, host or link to Internet chat rooms, online social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company's activities or its securities;

• Should not carry, read or discard Material Information in an exposed manner in public places;

• Should not discuss Material Information with any other persons, except as required in performance of his or her duties;

• Shall advise the other persons with whom they are meeting where Material Information may be disclosed, before the meeting, that they must not divulge the Material Information; and

• Should not deal in the securities of the Company until the Material Information is publicly disclosed.

X. UNINTENTIONAL/ INADVERTENT DISCLOSURE

In the event the Company makes an unintentional disclosure of Material Information, it shall forthwith take steps to ensure that the same is disclosed to the stock exchanges immediately. Further, if any official of the Company becomes aware that there has been an inadvertent disclosure of Material Information he/she should immediately contact the CIRO and/ or Company Secretary, who in consultation with Managing Director, shall consider the matter and take appropriate steps.

XI. CONTACTS WITH FINANCIAL ANALYSTS, INVESTORS AND THE MEDIA

The Company communicates with its institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminatory basis. The presentations made to analysts and fund managers are placed on the Company's website. The official news releases are also displayed on the said website.

The main channel of communication to the shareholders is through the annual report. Details relating to quarterly performance and financial results are disseminated to the shareholders through press releases and uploaded on the Company's website. Briefings are given to update the market after each quarterly results are announced through group meetings or teleconference. Meetings with investors (bilateral and general) are being held to ensure that the investment community receives a balanced and complete view of the Company's performance, while always observing applicable rules concerning selective disclosure, equal treatment of shareholders and insider trading. Individual meetings will also be held with the institutional shareholders, fund managers and analysts to share generally available information.

XII. MARKET RUMOURS

The Company shall not comment, affirmatively or negatively, on market rumours. Should a stock exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the securities of the Company, the CIRO and/ or the Company Secretary in consultation with Managing Director shall consider the matter and content of the Company's response, such as confirming "no corporate development at this time".

XIII. MAINTENANCE OF DISCLOSURE RECORDS

The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, Rules made thereunder, SEBI Act, 1992, Rules, Regulations and Guidelines issued there under and the Listing Regulations, for audit and future reference.

XIV. PNB Housing Insider Trading Policy

No Insider including his/her Immediate Relatives shall either on his/ her own behalf or on behalf of any other person, trade or undertake to trade or cause to trade in the Securities of the Company (i) when he/ she is in possession of any Unpublished Price Sensitive Information and (ii) during the Restricted Trading Period.

XV. COMMUNICATION OF THE CODE

A copy of this Code and every amendment thereto shall be promptly intimated to the Stock Exchanges. This Code shall also be posted on the website of the Company www.pnbhousing.com.

XVI. AMENDMENTS AND MODIFICATION

The Company reserves the right to modify and/or amend this Code for Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto shall be promptly intimated to Stock Exchanges where the Securities of the Company are listed.

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