

May 3, 2018

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: Outcome of Board Meeting

We wish to inform you that the Board of Directors of the Company at its meeting held today i.e., May 3, 2018, which commenced at 12.30 p.m. and concluded at **3.00** p.m., inter-alia:

a) Approved Audited Standalone and Consolidated Financial Results of the Company for the quarter and year ended March 31, 2018 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

A copy of the said results along with the report issued by the Statutory Auditors of the Company is enclosed herewith and the same are being uploaded on the website of the Company i.e. www.pnbhousing.com. The results will also be published in the newspapers as prescribed under the Listing Regulations.

We would like to state that Messrs B.R. Maheswari & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, have issued Audit Report on Standalone and Consolidated Financial Results with unmodified opinion. The declaration pursuant to Regulation 33(3) (d) of Listing Regulations is annexed herewith.

We also enclose herewith the disclosures in accordance with Regulation 52(4) of the Listing Regulations. A copy of the same duly signed by the Debenture Trustee under Regulation 52(5) of the Listing Regulations will be sent to you in due course.

b) Recommended a final dividend of Rs. **9/-** per equity share of face value of Rs 10 each for the financial year 2017-18. The dividend will be paid/despached to the shareholders within 30 days from the date of declaration by the members at the ensuing Annual General Meeting.

Please note that in terms of the Insider Trading Policy of the PNB Housing Finance Limited and the SEBI (Prohibition of Insider Trading) Regulations, 2015, the window for dealing in the shares of the Company will open from Monday, May 7, 2018.





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

Thanking You,

For PNB Housing Finance Limited



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

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

Encl : a/a

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2018

(₹ in crore)

Particulars	Quarter ended 31.03.2018	Quarter ended 31.12.2017	Year ended 31.03.2018
	(Audited)	(Unaudited)	(Audited)
Income:			
Revenue from operations	1,569.98	1,438.49	5,516.40
Other Income	0.23	0.14	0.56
Total Income	1,570.21	1,438.63	5,516.96
Expenditure:			
Finance Cost	1,016.78	925.03	3,530.80
Employee Benefit Expenses	40.22	34.86	137.08
Other Expenses	119.44	82.06	347.43
Depreciation Expense	7.03	6.77	24.13
Provisions and Write-offs	44.43	56.06	198.83
Total Expenditure	1,227.90	1,104.78	4,238.27
Profit Before Tax	342.31	333.85	1,278.69
Tax Expenses	123.10	116.39	449.28
Profit After Tax	219.21	217.46	829.41
Earning Per Share (of ₹ 10/- each)			
-Basic (₹)	13.16	13.05	49.82
-Diluted (₹)	13.01	12.89	49.24
Paid up Equity Share Capital (Face value of ₹ 10/- each)	166.59	166.59	166.59
Reserves excluding Revaluation Reserves as at 31st March			6,138.95

Notes:

- During the year ended March 31, 2018, PHFL Home Loans and Services Limited ('PHFL') was incorporated as wholly owned subsidiary of PNB Housing Finance Limited ('PNB Housing'). The consolidated audited results of PNB Housing and PHFL are prepared in accordance with the principles and procedure for the preparation and presentation of consolidated accounts as set out in Accounting Standard (AS) 21 "Consolidated Financial Statements" specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
- During the quarter ended March 31, 2018, there were no transactions in the nature of exceptional or extraordinary items.
- Figures of the quarter ended March 31, 2018 are the balancing figures between audited figures in respect of full financial year ended March 31, 2018 and the unaudited year to date figures up to nine months ended December 31, 2017.



4. Statement of Assets and Liabilities:

(₹ in crore)

Particulars	As at 31.03.2018 (Audited)
<u>EQUITY AND LIABILITIES</u>	
Shareholder's Funds	
Share Capital	166.59
Reserves and Surplus	6,138.95
	6,305.54
Non-Current Liabilities	
Long-Term Borrowings	36,388.70
Deferred Tax Liabilities (Net)	57.66
Other Long-Term Liabilities	141.98
Long-Term Provisions	399.82
	36,988.16
Current Liabilities	
Short-Term Borrowings	14,241.96
Trade Payables	121.30
Other Current Liabilities	6,097.66
Short-Term Provisions	44.20
	20,505.12
TOTAL	63,798.82
<u>ASSETS</u>	
Non-Current Assets	
Fixed Assets (including Capital Work in Progress)	85.81
Non-Current Investments	1,161.40
Loans and Advances	54,121.79
Other Non-Current Assets	465.27
	55,834.27
Current Assets	
Current Investments	1,218.51
Cash and Cash Equivalents	2,816.93
Short-Term Loans and Advances	80.97
Other Current Assets	3,848.14
	7,964.55
TOTAL	63,798.82

Note: The classification of Assets and Liabilities into Current and Non-current is carried out on their residual maturity profile as per the requirement of Schedule III to the Companies Act, 2013.

- Previous year figures for the consolidated financial statements has not been provided as the subsidiary company was incorporated during Financial Year 2017-18.
- Previous period figures have been regrouped or reclassified, wherever necessary, to make them comparable with the current period figures.

The Statutory Auditors of the Company have audited the financial results for the year ended March 31, 2018.

The Consolidated financial results for the quarter and year ended March 31, 2018 are reviewed and recommended by the Audit Committee of Directors and subsequently approved by Board of Directors at the meeting held on May 03, 2018.

For PNB Housing Finance Limited

Sanjaya Gupta
Managing Director
DIN 02939128

May 03, 2018
New Delhi

Independent Auditors' Report

**To the Members of
PNB Housing Finance Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of PNB Housing Finance Limited ("the Holding Company") and its subsidiary (the Holding Company and its Subsidiary constitute "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018 and its consolidated profit and its consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the aforesaid consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors of the Holding Company and Subsidiary Company as on March 31, 2018 and taken on record by the Board of Directors of the respective Group Companies, none of the directors of the Group Companies is disqualified as on March 31, 2018 from being appointed as a director in terms of section 164 (2) of the Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'I'.
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 28(i) to the consolidated financial statements;
 - ii. The Group did not have any long term contracts including any derivative contracts for which there were any material foreseeable losses;
 - iii. The Holding Company has generally been regular in depositing the amounts required to be transferred to the Investor Education and Protection Fund.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm's Registration No. 001035N/N500050



Sudhir Maheshwari
Partner
Membership No.081075

Place: New Delhi
Date: May 3, 2018



Annexure 'I' to the Independent Auditors' Report

(Referred to in Paragraph 1(f) under the heading "Report on other legal and regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of PNB Housing Finance Limited ("the Holding Company") and its subsidiary (the Holding Company and its Subsidiary constitute "the Group") as of March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting based on our audit of the Holding Company and its Subsidiary Company. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company and its Subsidiary Company internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company its subsidiary, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018 based on the internal control over financial reporting criteria established by the respective Companies, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **B R Maheswari & Co LLP**

Chartered Accountants

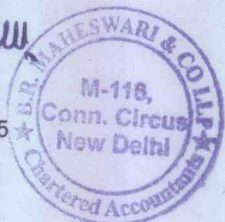
Firm's Registration No: 001035N/N500050



Sudhir Maheshwari
Partner

Membership No: 081075

Place: New Delhi
Date: May 3, 2018



STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2018

(₹ in crore)

Particulars	Quarter ended 31.03.2018	Quarter ended 31.12.2017	Quarter ended 31.03.2017	Year ended 31.03.2018	Year ended 31.03.2017
Income:	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Revenue from operations	1,569.97	1,438.49	1,075.93	5,516.39	3,907.70
Other Income	0.23	0.14	0.05	0.56	0.15
Total Income	1,570.20	1,438.63	1,075.98	5,516.95	3,907.85
Expenditure:					
Finance Cost	1,016.78	925.03	677.90	3,530.80	2,643.65
Employee Benefit Expenses	39.62	34.86	27.59	136.48	101.26
Other Expenses	119.66	82.06	57.36	347.65	237.39
Depreciation Expense	7.01	6.77	4.83	24.11	18.63
Provisions and Write-offs	44.43	56.06	66.66	198.83	102.91
Total Expenditure	1,227.50	1,104.78	834.34	4,237.87	3,103.84
Profit Before Tax	342.70	333.85	241.64	1,279.08	804.01
Tax Expenses	122.25	116.39	89.24	448.43	280.28
Profit After Tax	220.45	217.46	152.40	830.65	523.73
Earning Per Share (of ₹ 10/- each)					
-Basic (₹)	13.23	13.05	9.20	49.89	36.72
-Diluted (₹)	13.08	12.89	9.08	49.32	36.15
Paid up Equity Share Capital (Face value of ₹ 10/- each)	166.59	166.59	165.64	166.59	165.64
Reserves excluding Revaluation Reserves as at 31st March				6,140.19	5,411.67

Notes:

- The Company is engaged in the business of providing loans for purchase or construction of residential houses. All other activities of the Company revolve around the main business and accordingly, there are no separate reportable segments as per the Accounting Standard on 'Segment Reporting' (AS 17) issued by the Institute of Chartered Accountants of India.
- Assets under management (AUM) have increased from ₹ 41,492 crores as on March 31, 2017 to ₹ 62,252 crores as on March 31, 2018 registering a growth of 50%. Loan Assets have increased from ₹ 38,531 crores as on March 31, 2017 to ₹ 57,014 crores as on March 31, 2018 registering a growth of 48%.
- The Revenue from Operations for the year ended March 31, 2018 include Interest Income of ₹ 5,123.39 crores (₹ 3,678.47 crores for the year ended March 31, 2017) and Fees and Other Operating Income of ₹ 393.00 crores (₹ 229.23 crore for the year ended March 31, 2017).
- The Gross NPAs, as on March 31, 2018, of the Company are 0.33% of the Loan Assets as against 0.22% as on March 31, 2017. Net NPAs of the Company are 0.25% of the Loan Assets as on March 31, 2018, as against 0.15% as on March 31, 2017.

पंजीकृत कार्यालय: 9वीं मंजिल, अंतरिक्ष भवन, 22, कस्तूरबा गाँधी मार्ग, न्यू दिल्ली - 110001

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

Phone: 011-23736857, Email: loans@pnbhousing.com, Website: www.pnbhousing.com

CIN: L65922DL1988PLCO33856



5. Statement of Assets and Liabilities:

(₹ in crore)

Particulars	As At	
	31.03.2018	31.03.2017
	(Audited)	(Audited)
<u>EQUITY AND LIABILITIES</u>		
Shareholder's Funds		
Share Capital	166.59	165.64
Reserves and Surplus	6,140.19	5,411.67
	6,306.78	5,577.31
Non-Current Liabilities		
Long-Term Borrowings	36,388.70	24,083.96
Deferred Tax Liabilities (Net)	57.66	46.86
Other Long-Term Liabilities	141.98	103.90
Long-Term Provisions	399.79	242.45
	36,988.13	24,477.17
Current Liabilities		
Short-Term Borrowings	14,241.96	7,947.41
Trade Payables	125.36	93.56
Other Current Liabilities	6,095.17	4,836.06
Short-Term Provisions	44.18	28.04
	20,506.67	12,905.07
TOTAL	63,801.58	42,959.55
<u>ASSETS</u>		
Non-Current Assets		
Fixed Assets (including Capital Work in Progress)	85.65	60.43
Non-Current Investments	1,161.65	961.35
Loans and Advances	54,121.79	36,443.79
Other Non-Current Assets	468.13	278.43
	55,837.22	37,744.00
Current Assets		
Current Investments	1,218.46	2,318.21
Cash and Cash Equivalents	2,816.87	151.47
Short-Term Loans and Advances	81.31	39.94
Other Current Assets	3,847.72	2,705.93
	7,964.36	5,215.55
TOTAL	63,801.58	42,959.55

Note: The classification of Assets and Liabilities into Current and Non-current is carried out on their residual maturity profile as per the requirement of Schedule III to the Companies Act, 2013.

6. The Board of Directors have recommended a dividend of ₹ 9/- per equity share (Previous year ₹ 6.00 per equity share). This is subject to the approval of members at the ensuing Annual General Meeting.
7. During the quarter ended March 31, 2018, the Company has granted 1,00,000 Stock Options to eligible employees under Employee Stock Option Scheme - 2016.
8. During the quarter ended March 31, 2018, there were no transactions in the nature of exceptional or extraordinary items.
9. Figures of the quarter ended March 31 are the balancing figures between audited figures in respect of full financial year and the published unaudited year to date figures upto nine months ended December 31 of the respective year.
10. Previous period/year figures have been regrouped or reclassified, wherever necessary, to make them comparable with the current period/year figures.



The Statutory Auditors of the Company have audited the financial results for the year ended March 31, 2018.

The standalone financial results for the quarter and year ended March 31, 2018 are reviewed and recommended by the Audit Committee of Directors and subsequently approved by Board of Directors at the meeting held on May 03, 2018.

For PNB Housing Finance Limited

A handwritten signature in black ink, appearing to read 'Sanjaya Gupta'.

Sanjaya Gupta
Managing Director
DIN 02939128

May 03, 2018
New Delhi

Independent Auditors' Report

**To the Members of
PNB Housing Finance Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of PNB Housing Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the



Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

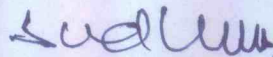
1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'I' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'II'.



(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28(i) to the financial statements;
- ii. The Company did not have any long term contracts including any derivative contracts for which there were any material foreseeable losses;
- iii. The Company has generally been regular in depositing the amounts required to be transferred to the Investor Education and Protection Fund.

For B R Maheswari & Co LLP
Chartered Accountants
Firm's Registration No. 001035N/N500050



Sudhir Maheshwari
Partner
Membership No.081075



Place: New Delhi
Date: May 3, 2018

Annexure 'I' to the Independent Auditors' Report

(Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

- 1) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As informed, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
 - (c) Based upon the audit procedure performed and according to the records of the Company, the title deeds of all the immovable properties are held in the name of the Company
- 2) The provisions of paragraph (ii) of the order are not applicable to the Company, as the Company is engaged in the financial services sector.
- 3) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act for the financial year 2017-18, and accordingly clauses (a), (b) and (c) of para (iii) of the order are not applicable.
- 4) As informed, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of loans, investments, guarantees and security.
- 5) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India, provisions of section 73 to 76 and other relevant provisions of the Act, the Companies (Acceptance of Deposit) Rules, 2014 to the extent applicable, and The Housing Finance Companies (NHB) Directions, 2010, with regard to acceptance of deposits from the public. No order has been passed by the Company Law Board or the National Company Law Tribunal or Reserve Bank of India or by any other court or tribunal with regard to such deposits.
- 6) Since the Company is engaged in the financial services sector, provisions of sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the Company.
- 7) (a) According to the information and explanations given to us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, value Added Tax,



Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, the details of disputed amount of Income Tax, Value Added Tax, Sales Tax, Excise Duty, Custom Duty, Service Tax and Cess not deposited by the Company are as follows :

Name of the statute	Nature of the dues	Amount under dispute (Rs. in Crores)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income tax Act	Income tax	1.06	2014-15	Commissioner of Income Tax (Appeals)
Income tax Act	Income tax	1.96	2013-14	ITAT, Delhi
Income tax Act	Income tax	0.43	2012-13	ITAT, Delhi
Income tax Act	Income tax	0.43	2011-12	ITAT, Delhi
Income tax Act	Income tax	0.35	2010-11	ITAT, Delhi
Income tax Act	Income tax	14.88	2009-10	ITAT, Delhi
Income tax Act	Income tax	0.53	2008-09	ITAT, Delhi
Income tax Act	Income tax	0.40	2007-08	ITAT, Delhi
Income tax Act	Income tax	0.75	2006-07	ITAT, Delhi
Income tax Act	Income tax	0.51	2005-06	ITAT, Delhi
Total		21.30		

- 8) Based on the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans and borrowings to the financial institutions, banks or debenture holders. The Company did not have any outstanding loans and borrowings from government during the year.
- 9) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of public offer during the year. In our opinion, amount raised by way of term loans have been applied for the purpose for which they were obtained.
- 10) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year, although there have been few instances of loans becoming doubtful of recovery consequent upon fraudulent misrepresentation by borrowers, the amounts whereof are not material in the context and size of the Company and the nature of its business and which have been provided for.
- 11) In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.



- 12) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore reporting under clause 3(xiv) of the Order are not applicable.
- 15) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non-cash transaction with directors or persons connected with him.
- 16) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm's Registration No: 001035N/N500050


Sudhir Maheshwari
Partner
Membership No: 081075

Place: New Delhi
Date: May 3, 2018



Annexure 'II' to the Independent Auditors' Report

(Referred to in Paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of PNB Housing Finance Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

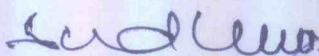
Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

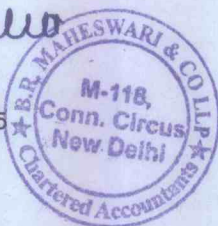
For **B R Maheswari & Co LLP**
Chartered Accountants
Firm's Registration No: 001035N/N500050



Sudhir Maheshwari
Partner

Membership No: 081075

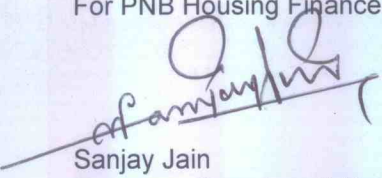
Place: New Delhi
Date: May 3, 2018



Disclosures in compliance with Regulation 52 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2018.

- The Secured Redeemable Non-Convertible Debentures (NCDs) issued by the Company have been assigned highest rating by India Ratings and Research 'IND AAA' with Rating Watch Negative and CARE Rating of 'CARE AAA' with stable outlook.
- Asset cover available as on March 31, 2018, in case of the NCDs issued by the Company: 1.1036 times
- Debt Equity Ratio as on March 31, 2018: 8.60 times
- The Company has paid interest and principal on NCDs on due dates. Details of payment of interest/principal on the Secured Redeemable Non-Convertible Debentures as required under Regulation 52(4)(d) and Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure-A.1
- Debt service coverage ratio as on March 31, 2018: 3.24 times
- Interest service coverage ratio as on March 31, 2018: 1.36 times
- Debenture Redemption Reserve as on March 31, 2018: Rs. Nil
- Net worth as on March 31, 2018: Rs. 6306.76 crore.
- Net Profit after Tax for the half year ended March 31, 2018: Rs.437.91 crore
- Earnings per shares (EPS) as on March 31, 2018: Basic EPS Rs.49.82 and Diluted EPS Rs. 49.24

For PNB Housing Finance Limited


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





Annexure –A.1

Details of payment of interest /principal on the Secured Redeemable Non-Convertible Debentures in accordance with Regulation 52(4)(d) and Regulation 52(4)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No.	NCD Series	ISIN	Previous Due Date (October 1, 2017 to March 31, 2018)		Interest (April 1, 2018 to September 30, 2018)		Principal (April 1, 2018 to September 30, 2018)	
			Due date for Interest payment	Due date for Principal repayment	Due date for Interest payment	Amount (in crore)	Due date for Principal repayment	Amount (in Crore)
1.	Series -VII -A	INE572E09064	31.03.2018	-	30.09.2018	1.38	-	-
2.	Series -VII -A	INE572E09072	31.03.2018	-	30.09.2018	1.38	-	-
3.	Series -VII -A	INE572E09080	31.03.2018	-	30.09.2018	1.38	-	-
4.	Series -VII -A	INE572E09098	31.03.2018	-	30.09.2018	1.38	-	-
5.	Series -VII -A	INE572E09106	31.03.2018	-	30.09.2018	1.38	-	-
6.	Series - XVIII	INE572E09247	21.10.2017	21.10.2017	-	-	-	-
7.	Series - XIX	INE572E09254	24.01.2018	24.01.2018	-	-	-	-
8.	Series -IXB	INE572E09130	31.03.2018	-	30.09.2018	5.55	-	-
9.	Series -X	INE572E09148	31.03.2018	-	30.09.2018	9.53	-	-
10.	Series -XI	INE572E09155	31.03.2018	-	30.09.2018	9.58	-	-
11.	Series -XII	INE572E09163	31.03.2018	-	30.09.2018	13.91	-	-
12.	Series -XIII	INE572E09171	31.03.2018	-	30.09.2018	9.18	-	-
13.	Series -XIV	INE572E09189	31.03.2018	-	30.09.2018	9.02	-	-
14.	Series -XV	INE572E09205	31.03.2018	-	30.09.2018	25.81	-	-
15.	Series -XVII-A	INE572E09221	31.03.2018	-	30.09.2018	14.33	-	-
16.	Series -XVII-B	INE572E09239	31.03.2018	-	30.09.2018	14.26	-	-
17.	Series -XX	INE572E09270	31.03.2018	-	30.09.2018	30.15	-	-
18.	Series -XXI	INE572E09288	31.03.2018	-	30.09.2018	30.04	-	-
19.	Series -XXII	INE572E09296	31.03.2018	-	30.09.2018	46.42	-	-





20.	Series -XXIII	INE572E09304	31.03.2018	-	30.09.2018	20.53	-	-
21.	Series -XXIV	INE572E09312	31.03.2018	-	30.09.2018	32.69	-	-
22.	Series -XXV	INE572E09338	31.03.2018	-	30.09.2018	20.88	-	-
23.	Series - XXVI	INE572E07019	31.03.2018	-	30.09.2018	20.08	-	-
24.	Series -XXVII	INE572E09353	31.03.2018	-	30.09.2018	12.20	-	-
25.	Series - XXVIII- A	INE572E09361	31.03.2018	-	30.09.2018	12.53	-	-
26.	Series – XXVIII- B	INE572E09379	31.03.2018	-	-	-	-	-
27.	Series - XXIX	INE572E09395	31.03.2018	24.01.2018	-	-	-	-
28.	Series - XXX	INE572E09403	31.03.2018	-	30.09.2018	9.91	-	-
29.	Series - XXXI	INE572E09411	31.03.2018	-	30.09.2018	38.34	-	-
30.	Series - XXXII	INE572E09429	31.03.2018	-	-	-	-	-
31.	Series - XXXIII	INE572E09437	31.03.2018	-	-	-	-	-
32.	Series - XXXIV- A	INE572E09445	31.03.2018	-	-	-	-	-
33.	Series - XXXIV- B	INE572E09452	31.03.2018	-	-	-	-	-
34.	Series - XXXV	INE572E09460	-	-	14.07.2018	72.49	-	-
35.	Series – XXXVI A	INE572E09478	-	-	31.07.2018	60.66	-	-
36.	Series – XXXVI B	INE572E09486	-	-	31.07.2018	53.71	-	-
37.	Series – XXXVII	INE572E09478	-	-	31.07.2018	15.16	-	-
38.	Series – XXXVIII	INE572E09502	-	-	31.08.2018	71.51	-	-
39.	Series-XXXIX	INE572E09510	19.03.2018	-	-	-	-	-
40.	Series XL	INE572E09528	-	-	26.09.2018	51.69	-	-
41.	Series XLI-B	INE572E09551	31.12.2017	-	-	-	-	-
42.	Series XLII	INE572E09569	15.03.2018	-	-	-	-	-





43.	Series-II-Tier II	INE572E09197	31.03.2018	-	30.09.2018	9.12	-	-
44.	Series-III-Tier II	INE572E09262	31.03.2018	-	30.09.2018	8.72	-	-
45.	Series-IV-Tier II	INE572E09320	31.03.2018	-	30.09.2018	8.87	-	-
46.	Series-V-Tier II	INE572E09346	31.03.2018	-	30.09.2018	12.20	-	-
47.	Series-VI-Tier II	INE572E09387	31.03.2018	-	30.09.2018	21.44	-	-



May 3, 2018

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: Declaration pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

I, Kapish Jain, Chief Financial Officer of PNB Housing Finance Limited, having its Registered Office at 9th Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi-110001, hereby declare that, the Statutory Auditors of the Company, M/s B.R. Maheswari & Co. LLP, Chartered Accountants, have issued Audit Reports on Standalone and Consolidated Financial Results with unmodified opinion for the financial year ended March 31, 2018.

This Declaration is given in compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take this declaration on your records.

Thanking You.

For PNB Housing Finance Limited


Kapish Jain
Chief Financial Officer