



Ref No.: PNBHFL/SE/EQ/FY25/09  
Date: April 27, 2024

**The BSE Limited**  
Listing Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001  
**Scrip Code:** 540173

**The National Stock Exchange of India Limited**  
Listing Department  
“Exchange Plaza”  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400051  
**Symbol:** PNBHOUSING

Dear Sir/Madam,

**Sub: Voting Results of Postal Ballot along with Scrutinizer’s Report – Reg. 44(3) of SEBI (LODR), 2015**  
**Ref: Our letter No. PNBHFL/SE/EQ/FY24/114 dated March 27, 2024**

With reference to the above referred letter and pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, please find enclosed the following:

Sl. No.	Enclosures	Annexure
1	e-Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the prescribed format.	I
2	Report on e-Voting results dated April 27, 2024 issued by the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.	II

We also wish to inform you that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had availed the services of National Securities Depository Limited (NSDL) for providing e-Voting facility to its members. The e-voting period for casting the vote had commenced on Thursday, March 28, 2024, (09:00 A.M.) and ended on Friday, April 26, 2024 (05:00 P.M.).

The resolutions as proposed in the Postal Ballot notice has been passed by the members by e-voting process with requisite majority.

The above intimation/document will also be made available on the website of the Company viz. <https://www.pnbhousing.com/>

Kindly take the above intimation on record.

Thanking You,

Yours faithfully,

**For PNB Housing Finance Limited**

**Veena G Kamath**  
**Company Secretary**

*Encl: As above*

Regd. Office: 9<sup>th</sup> Floor, Antriksh Bhawan, 22 K G Marg, New Delhi – 110 001  
Phone: 011 – 23736857, E-mail: [investor.services@pnbhousing.com](mailto:investor.services@pnbhousing.com), Website: [www.pnbhousing.com](http://www.pnbhousing.com)  
CIN: L65922DL1988PLC033856

Internal



Annexure-I

## Voting Results

[Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

General information about company	
Name of the company	PNB HOUSING FINANCE LIMITED
Type of meeting	Postal Ballot
Date of Postal Ballot Notice	04-03-2024
Voting Start Date	28-03-2024
Voting End Date	26-04-2024
Total number of Members as on record date/ Cut-off date i.e. March 22, 2024	136179
<b>No. of Members present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
<b>No. of Members attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of resolution passed in the meeting/Postal Ballot	1

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Ms. Gita Nayyar (DIN:07128438) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	73051205	73051205	100.0000	73051205	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>73051205</b>	<b>73051205</b>	<b>100.0000</b>	<b>73051205</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-Voting	82861173	48039473	57.9759	47349312	690161	98.5633	1.4367
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>82861173</b>	<b>48039473</b>	<b>57.9759</b>	<b>47349312</b>	<b>690161</b>	<b>98.5633</b>
Public- Non Institutions	E-Voting	103811508	54299560	52.3059	54293999	5561	99.9898	0.0102
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>103811508</b>	<b>54299560</b>	<b>52.3059</b>	<b>54293999</b>	<b>5561</b>	<b>99.9898</b>
<b>Total</b>		<b>259723886</b>	<b>175390238</b>	<b>67.5295</b>	<b>174694516</b>	<b>695722</b>	<b>99.6033</b>	<b>0.3967</b>
<b>Whether resolution is Pass or Not.</b>							Yes	

Note: No invalid votes.

For PNB Housing Finance Limited

Veena G Kamath  
Company Secretary

## SCRUTINIZER'S REPORT

To,  
The Chairman/Managing Director & CEO,  
**PNB Housing Finance Limited**  
9<sup>th</sup> Floor, Antriksh Bhawan  
22 K G Marg, New Delhi – 110001

**Sub: Scrutinizer's Report on Postal Ballot by way of electronic voting process conducted in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution(s) contained in the Notice dated March 04, 2024**

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of PNB Housing Finance Limited (hereinafter referred to as "the Company") for scrutinizing the Postal Ballot process by way of voting by electronic means in respect of passing of the resolution(s) contained in the Notice dated March 04, 2024 ("Postal Ballot Notice") in a fair and transparent manner

**I submit my report as under:**

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing regulations**") with the Stock Exchanges including Circular Nos. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated July 11, 2023 issued by the Securities and Exchange Board of India (the '**SEBI Circulars**'), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ('SS-2') relating to postal ballot by way of electronic voting
2. My responsibility as scrutinizer is restricted to prepare a scrutinizer's report of the votes cast by the members for the resolution(s) contained in the Postal Ballot Notice, based on the data downloaded from the e-voting system of National Securities Depository (India) Limited ("NSDL") authorized agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e., at 05:00 P.M. (IST) on Friday, April 26, 2024.
3. The Members of the Company as on the "cut-off date" i.e., Friday, March 22, 2024, were entitled to vote on the proposed resolution(s) to be passed through Postal Ballot by way of electronic voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.
4. The E-voting period remained open from Thursday, March 28, 2024 at 9:00 A.M (IST) and ended at 5:00 P.M (IST) on Friday, April 26, 2024, on the designated website of NSDL (www.evoting.nsdl.com).



5. On Wednesday, March 27, 2024, the Company had completed the dispatch of Postal Ballot Notice to its Members whose name(s) appeared in the Register of Members/List of beneficial owners received from Link Intime India Private Limited ("Registrar and Transfer Agent") as on the Cut-off date i.e., Friday, March 22, 2024 and whose e-mail IDs were registered with the Company and Depositories and Registrar and Transfer Agent. Pursuant to the MCA Circulars, the Company had dispatched the Postal Ballot Notice through e-mails only to those members whose e-mail IDs were registered with the Company and/or Depositories and Registrar and Transfer Agent.
6. However, the Company had also given an option to the members to register their e-mail id's with the Company and/ or their depository participants in the Postal Ballot Notice dated March 04, 2024, which was uploaded on the website of the Company ([www.pnbhousing.com](http://www.pnbhousing.com)), on the website of NSDL ([www.evoting.NSDL.com](http://www.evoting.NSDL.com)) and also published newspaper advertisements on Thursday, March 28, 2024 in Business Standard (English) & Business Standard (Hindi) and post successful registration of the email, the shareholders would get soft copy of Postal Ballot Notice and the procedure for electronic voting.
7. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballots were not dispatched and accordingly, voting was done through electronic voting only.
8. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in Business Standard (English) & Business Standard (Hindi) on March 28, 2024 informing about the completion of dispatch of Postal Ballot Notice to the Members who have registered their e-mail id's with the Company/depositories/ Registrar and Transfer Agent along with other related matters mentioned therein.
9. I had monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL through its designated website i.e. [www.evoting.NSDL.com](http://www.evoting.NSDL.com).
10. After completion of electronic voting process, votes cast by the Members, were unblocked in the presence of two witnesses, Ms. Kanishka Aggarwal R/o C-39, Acharya Kriplani Road, Adarsh Nagar, New Delhi- 110033 and Ms. Ishika Jain R/o 1004, B Block, New Ashok Nagar, Delhi-110096, who are not in the employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management & Administration) Rule 2014
11. The particulars of report downloaded from the e-voting system of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
12. Votes cast by the members through electronic voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any, lodged with the Company/its agents.
13. This report is based on votes cast through electronic voting, which was downloaded from the e-voting system of NSDL @ [www.evoting.nsd.com](http://www.evoting.nsd.com).
14. After ascertaining the votes cast through electronic voting, I hereby submit the result as under:



**Item No. 1:**

**Re-appointment of Ms. Gita Nayyar (DIN:07128438) as an Independent Director of the Company (Special Resolution)**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Appointment Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Gita Nayyar (DIN:07128438), who holds the office as an Independent Director of the Company upto May 28, 2024 and is eligible for re-appointment and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from May 29, 2024 up to May 28, 2029 and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper, or expedient to give effect to the above resolution.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	799	175761803
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ Partially exercised	3*	371565*
	<b>No. of Valid Votes Cast</b>	<b>799*</b>	<b>175390238*</b>

**Note:**

- a. \*1(One) member holding 19 equity shares has partially exercised 18 votes in favour and not exercised for 1 vote on the resolution.
- b. \*1(One) member holding 3,71,564 equity shares has partially exercised 3,64,255 votes in favour and 7,309 votes in against. therefore 1 (One) Shareholder have voted “for” and



“against” both and therefore, the total number of Members voted has been increased by 2 (Two) Shareholders.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	727	174694516	99.60
Against	72	695722	0.40
<b>Total</b>	<b>799</b>	<b>175390238</b>	<b>100.00</b>

15. Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed with requisite majority, on Friday, April 26, 2024, being the last date of E-voting for the Members of the Company. Therefore, the Chairman/Managing Director & CEO/ Company Secretary may accordingly declare the result thereof.
16. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking You,

Yours faithfully,

Chandrasekaran Associates  
 Company Secretaries  
 FRN: P1988DE002500  
 Peer Review Certificate No.: 4186/2023

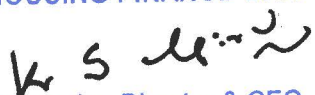
Shashikant Tiwari  
 Partner  
 Membership No.: F11919  
 Certificate of Practice No.: 13050  
 UDIN: F011919F000256438

Place: Delhi  
 Date: 27.04.2024

Countersigned by:  
 For and on behalf of PNB Housing Finance Limited

Chairman/Managing Director & CEO/ Company Secretary

**For PNB HOUSING FINANCE LTD.**

  
**Managing Director & CEO**

