



Ghar Ki Baat

Date: June 23, 2021

BSE LISTING

NEAPS

The Secretary BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.	The Manager, Listing Department National Stock Exchange of India Limited 'Exchange Plaza', C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Scrip Code: 540173	Symbol: PNBHOUSING

Dear Sir,

Sub : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Summary of proceedings of Extra-Ordinary General Meeting held on June 22, 2021

Pursuant to Regulation 30, Part A of Schedule - III of the Listing Regulations, we are submitting herewith the proceedings of the Extra Ordinary General Meeting ('EGM') of PNB Housing Finance Limited ("the Company") held on Tuesday, June 22, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") as an **Annexure A**. The EGM duly commenced at 3:00 p.m. IST and concluded at 3:51 p.m. IST.

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

Thanking you,

Yours faithfully,

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: investor.services@pnbhfl.com, Website: www.pnbhousing.com
CIN: L65922DL1988PLC033856



Summary of the Proceedings of the Extra-Ordinary General Meeting of the Company held on Tuesday, June 22, 2021:

1. The EGM of the Members of the Company was held on Tuesday, June 22, 2021 at 3:00 p.m. (IST) through two way Video Conferencing/ Other Audio Video means in compliance with the General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 (referred as "MCA circulars") and SEBI circular dated May 12, 2020 and SEBI circular no. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI circulars") and other provisions of the Companies Act, 2013 read with Rules made thereunder and Listing Regulations.
2. Mr. Sanjay Jain, Company Secretary of the Company welcomed all the Members and the Board of Directors of the Company at the Meeting held through VC/OAVM. The Company Secretary of the Company introduced the Directors present in the Meeting. The Chairperson of the Audit Committee, the Nomination and Remuneration Committee, Stakeholders Relationship Committee, Credit Committee of Board, Risk Management Committee and Corporate Social Responsibility Committee and all the Directors including Independent Directors were present at the EGM.
3. The Company Secretary checked and confirmed the presence of quorum at the EGM. He shared some important information about the meeting with the Shareholders. Below are the details regarding the attendance of Members present at the meeting:

Details of presence of the members and directors at the EGM		
Sr. No.	Particulars	Details
A.	Date of the EGM	Extra-ordinary General Meeting Tuesday, June 22, 2021
B.	Total number of shareholders as on record date	As of Cut-off date i.e. June 15, 2021 - 1,02,223
C.	No. of Shareholders present in the meeting through Video Conferencing	110
D.	No. of Directors attended the meeting through Video Conferencing:	12 (including Independent Directors)

4. The Company Secretary apprised that the Members who have pre-registered themselves as a speaker will be allowed to speak when their names are announced and requested to speak. The audio and video mode will be opened for them accordingly. Members might ask their queries during the meeting through communication box appearing on their screen. Answers to the queries will be given suitably.

5. The Company Secretary stated the following:

- i. Notice for the EGM was dispatched to the Members of the Company whose email ID was registered with the Company / RTA / Depositories through electronic mode and the same was also available on the website of the Company and Stock Exchanges where the securities of the Company are listed;
- ii. The Facility for joining this meeting through video conference or other audio-visual means was made available for the Members on a first come first serve basis.
- iii. The Company had received requests from a few Members to register them as Speakers at the meeting. Accordingly, Members who have pre-registered themselves as a speaker will be allowed to speak on the announcement of the floor for questions and answers.
- iv. Also, Members who had missed the opportunity to drop their queries at the registered email address as given in the Notice earlier or getting themselves registered, now may ask their queries during the meeting through communication box appearing on their screen. Answers to the queries will be given suitably.
- v. He mentioned that results of the resolutions will be declared as per the order of the Hon'ble Securities Appellate Tribunal (SAT) dated June 21, 2021. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pnbhousing.com and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited.

He requested Mr. CH. S.S. Mallikarjuna Rao, Chairman of the Company to take the proceedings further.

6. The Chairman addressed the Members about the proposed ten (10) special business items for approval of shareholders of the Company. It was mentioned that raising of capital will support future growth of the Company by augmenting its capital base, improving leverage ratio, capital adequacy ratio and amendment of Articles of Association of the Company shall provide operational efficiency to the Board. The Chairman apprised that the existing directors/ new directors recommended for appointment are eminent persons, considering their knowledge, experience,

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performance and their contribution on the Board and are best suited to guide the Board. Then he requested Company Secretary to proceed further.

7. Upon obtaining the permission of the Members present, Company Secretary took the Notice of EGM dated May 31, 2021 as already circulated as read. He, then, briefed Business(es) set out in the EGM notice and took up the Agenda. The following Agenda items were transacted at the EGM:

Sr. No.	Agenda	Type of Resolution required (Ordinary/Special)
1	Issue of Securities of the Company and matters related therewith	Special
2	Amendment Articles of Association of the Company	Special
3	Appointment of Mr. Hardayal Prasad (DIN 08024303) as Managing Director and Chief Executive Officer of the Company	Ordinary
4	Appointment of Mr. Neeraj Madan Vyas (DIN 07053788) as a Non-Executive Non-Independent Director	Ordinary
5	Appointment of Mr. Sudarshan Sen (DIN 03570051) as an Independent Director	Ordinary
6.	Appointment of Mr. Kapil Modi (DIN 07055408) as a Non-Executive Nominee Director	Ordinary
7.	Re-appointment of Mr. Chandrasekaran Ramakrishnan (DIN 00580842) as an Independent Director for a second term of 5 (five) years	Special
8.	Appointment of Mr. Rajneesh Karnatak (DIN 08912491) as a Non-Executive Nominee Director	Ordinary
9	Re-appointment of Mr. Nilesh S Vikamsey (DIN 00031213) as an Independent Director for a second term of 5 (five) years	Special
10.	Appointment of Ms. Gita Nayyar (DIN 07128438) as an Independent Director	Ordinary





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8. Company Secretary briefed the Members about the voting facility that was available to the Members during the EGM who have not cast their votes electronically yet and who were participating in the EGM through the e-voting system provided by NSDL and also informed the details of scrutinizer appointed for scrutinizing the electronic voting process, in a fair and transparent manner and declaration of combined results of the resolutions will be declared as per the order of SAT dated June 21, 2021.
9. The detailed response was provided to the queries raised by the Members on the special business items proposed, Company's operations and matters related therewith, by Chairman of the Company.
10. The Chairman concluded by thanking all the Members and all the stakeholders for their continued support. Further, Company Secretary proposed a vote of thanks to the Chair and the attendees for attending the EGM and declared the meeting as closed at 3:51 pm (IST).
11. The Members were informed that who had not cast their vote through remote e-voting, may cast their vote through e-voting platform provided by NSDL within next one hour on the resolution as laid in the Notice of EGM. Time ticker was displayed for one hour. Thereafter, an announcement was made for closing of voting at 4:51 p.m. (IST).

For PNB Housing Finance Limited


Sanjay Jain
Company Secretary & Head Compliance
Membership No FCS 2642



