

December 15, 2017

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 Sir,

Sub: Intimation of Result of Postal Ballot

The Company had issued Postal Ballot Notice dated October 25, 2017 under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the consent of the shareholders of the Company in respect of the following items:

Item No.	Description of Resolution
1.	Approval of ex-gratia payment to the senior management team: Ordinary Resolution
2.	Approval of payment of commission to independent directors: Ordinary Resolution

Pursuant to the aforesaid Postal Ballot, Scrutinizer has submitted his report dated December 14, 2017.

As per the aforesaid Scrutinizer's Report, the shareholders of the Company have duly approved the Resolutions as embodied in the Postal Ballot Notice with the requisite majority. The aforesaid resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Wednesday, December 13, 2017.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of voting results in the prescribed format is enclosed for your information and records. The same is also uploaded on the website of the Company i.e. www.pnbhousing.com.

A copy of the Scrutinizer's Report in this regard is also enclosed.

Thanking You,

For PNB Housing Finance Limited


Sanjay Jain
Company Secretary & Head Compliance

Encl: A/a

Results of Postal Ballot

Details of Postal ballot and remote e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of declaration of result of Postal Ballot	15.12.2017
Total number of shareholders on record date	1,02,285
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A

Resolution No. 1 Approval of ex-gratia payment to the senior management team (Ordinary Resolution)

Category	Mode of Voting	No. of shares held as on record date i.e. 3.11.2017 (1)	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes Against (5)	No	
							% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	E-voting		-	-	-	-	0.0000	0.0000
	Postal Ballot	647,30,700	-	0.0000	0.0000	-	0.0000	0.0000
	Total		118,32,041	37.9972	113,55,935	4,76,106	95.9761	4.0239
Public-Institutions	E-voting		-	0.0000	-	-	0.0000	0.0000
	Postal Ballot	311,39,242	118,32,041	37.9972	113,55,935	4,76,106	95.9761	4.0239
	Total		3,48,560	0.4929	3,28,853	19,707	94.3462	5.6538
Public-Non Institutions	E-voting		622,01,888	87.9595	622,00,043	1,845	99.9970	0.0030
	Postal Ballot	707,16,540	625,50,448	88.4524	625,28,896	21,552	99.9655	0.0345
	Total	1,665,86,482	743,82,489	44.6510	738,84,831	4,97,658	99.3309	0.6691



Resolution No. 2 Approval of payment of commission to Independent Directors (Ordinary Resolution)

Whether promoter/ promoter group are interested in the Agenda/resolution										
Category	Mode of Voting	No. of shares held as on record date i.e. 3.11.2017	No of Valid 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	No	
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100		
Promoters and Promoter Group	E-voting		647,30,700	100.0000	647,30,700	-	100.0000	0.0000		
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000		
	Total	647,30,700	647,30,700	100.0000	647,30,700	-	100.0000	0.0000		
Public-Institutions	E-voting		118,32,041	37.9972	108,28,299	10,03,742	91.5167	8.4833		
	Postal Ballot		-	0.0000	-	-	0.0000	0.0000		
	Total	311,39,242	118,32,041	37.9972	108,28,299	10,03,742	91.5167	8.4833		
Public-Non Institutions	E-voting		5,02,030	0.7099	4,82,325	19,705	96.0749	3.9251		
	Postal Ballot		622,14,387	87.9771	622,12,550	1,837	99.9970	0.0030		
	Total	707,16,540	627,16,417	88.6871	626,94,875	21,542	99.9657	0.0343		
Total		1665,86,482	1392,79,158	83.6077	1382,53,874	10,25,284	99.2639	0.7361		



Handwritten signature in blue ink.

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Scrutinizer Report

To,
The Chairman
PNB Housing Finance Limited
9th Floor Antriksh Bhawan,
22 K G Marg, New Delhi-110001

Dear Sir,

1. In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved by the Central Government and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), I have been appointed as Scrutinizer by the Board of Directors of PNB Housing Finance Limited ('the Company') in their meeting held on October 25, 2017 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution:

S.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	Approval of ex-gratia payment to the senior management team
2.	Ordinary Resolution	Approval of payment of commission to Independent Directors



[Handwritten signature]

I submit my report as under:

2. The Company completed the dispatch of postal ballot notice and forms along with all requisite documents on Monday, November 13, 2017 to its Members whose names appeared in the Register of Members as on Friday, November 03, 2017, in the following manner:
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ the Depositories; and
 - b) through physical mode, along with a self-addressed postage prepaid business reply envelope to the other members (whose e-mail addresses were not registered with the Company/ the Depositories).
3. The Company published an advertisement regarding dispatch of postal ballot forms, notices etc. in "Business Standard" Hindi and English on November 14, 2017.
4. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders who opted for e-voting facility have cast their votes on the e-voting platform provided by Central Depository Securities Limited (CDSL) at <https://www.evotingindia.com>.
5. The physical Postal Ballots forms received by post/courier were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The e-voting was maintained by CDSL in electronic registry.
6. I monitored the process of electronic voting through the scrutinizer's secured link provided by CDSL on its designated website viz. <https://www.evotingindia.com>.
7. The e-votes were unblocked on Wednesday, December 13, 2017 after 05:00 P.M. in the presence of two witnesses, Mr. Viresh Luthra R/o C-41, Hari Nagar Clock Tower, New Delhi-110064 and Ms. Neeru Saini R/o 67 Masjid Moth South Ex – II, New Delhi-110049, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Viresh Luthra


Neeru Saini



8. The particulars of all Postal Ballot forms received from the members as well as e-voting report generated from electronic registry of CDSL have been entered in a separate register maintained for that purpose.
9. All Postal Ballot forms received on or before Wednesday, December 13, 2017 i.e. the last date fixed by the Company for casting votes through Postal Ballot forms were considered and none of the envelopes containing Postal Ballot forms received after Wednesday, December 13, 2017, were considered for the purpose of this report.
10. The Postal Ballot forms received and e-votes cast on or before Wednesday, December 13, 2017, were matched with the Register of Members/ beneficiary data of the Company as on Friday, November 03, 2017, as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot forms and RTA records, the shareholding as per the RTA records as on Friday, November 03, 2017, were considered; there was no case of mis-match in shareholding. Further, if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.
11. I did not find any defaced or mutilated ballot paper(s).
12. The shareholders exercised their voting either by e-voting or physical mode and there was no shareholder who opted for both the facilities.
13. The total issued and paid up Equity Share Capital of the Company as on Friday, November 03, 2017 was Rs.1,66,58,64,820/- (Rupees One Hundred Sixty Six Crore Fifty Eight Lakh Sixty Four Thousand Eight Hundred and Twenty Only) divided into 16,65,86,482 (Sixteen Crore Sixty Five Lac Eighty Six Thousand Four Hundred Eighty Two) Equity Shares of Rs.10/- (Rupees Ten Only) each.



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14. A summary of the postal ballots/ e-voting are as under:

I. Approval of ex-gratia payment to the senior management team

Ordinary Resolution				
Particulars	Number of Valid Votes			
	e-Votes	Postal-Ballot	Total	Percentage
Assent	1,16,84,788	6,22,00,043	7,38,84,831	99.3309
Dissent	4,95,813	1845	4,97,658	0.6691
Total	1,21,80,601	6,22,01,888	74,382,489	100.0000

In terms of Regulation 26(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting done by promoter of the Company and by 9 (Nine) employees who are covered under senior management team of the Company holding 1,65,970 (One Lakh Sixty Five Thousand Nine Hundred Seventy) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 16,59,700/- (Rupees Sixteen Lakh Fifty Nine Thousand Seven Hundred Only) have been considered as invalid for the above mentioned item no. 1.

The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure A'.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.

II. Approval of payment of commission to Independent Directors

Ordinary Resolution				
Particulars	Number of Valid Votes			
	e-Votes	Postal-Ballot	Total	Percentage
Assent	76041324	62212550	138253874	99.2639
Dissent	1023447	1837	1025284	0.7361
Total	77,064,771	62214387	139279158	100.0000

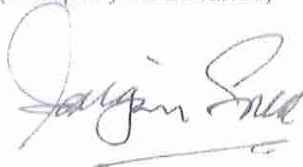
The detailed break up of voting through e-voting and voting through postal ballot forms in respect of the above Resolution is attached to this report and marked as 'Annexure B'.

Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.



15. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
16. You may accordingly declare the result of the voting by Postal Ballot.

For Sanjay Grover & Associates
(Company Secretaries)



Sanjay Grover
Managing Partner
Scrutinizer
C.P. No.:3850



14th December, 2017
New Delhi

Annexure-A

A detailed summary of the postal ballot result is given herein below:

A1. VOTING THROUGH E-VOTING:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total Votes	259	7,70,64,771	77,06,47,710
(b) Less: Abstained Votes	0	0	0
(c) Less: Invalid votes	10	6,48,84,170	64,88,41,700
(c) Total Valid Votes Received	249	1,21,80,601	12,18,06,010
(d) Votes with Assent	166	1,16,84,788	11,68,47,880
(e) Votes with dissent	83	4,95,813	49,58,130

A 2. VOTING THROUGH POSTAL BALLOT FORM:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total Votes	388	6,22,15,170	62,21,51,700
(b) Less: Abstained Votes	0	0	0
(c) Less: Invalid Votes	40	13,282	132,820
(c) Net Valid Votes	348	6,22,01,888	62,20,18,880
(d) Votes with assent	279	6,22,00,043	62,20,00,430
(e) Votes with dissent	69	1845	18,450



Annexure-B

A detailed summary of the postal ballot result is given herein below.

B 1. VOTING THROUGH E-VOTING:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total Votes	259	7,70,64,771	77,06,47,710
(b) Less: Abstained Votes	0	0	0
(c) Less: Invalid votes	0	0	0
(d) Total Valid Votes Received	259	7,70,64,771	77,06,47,710
(e) Votes with Assent	173	7,60,41,324	76,04,13,240
(f) Votes with dissent	86	10,23,447	1,02,34,470

B 2. VOTING THROUGH POSTAL BALLOT FORM:			
Particulars	No. of share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a) Total Votes	388	6,22,15,169	62,21,51,690
(b) Less: Abstained Votes	0	0	0
(c) Less: Invalid Votes	39	782	7820
(c) Net Valid Votes	349	6,22,14,387	62,21,43,870
(d) Votes with assent	281	6,22,12,550	62,21,25,500
(e) Votes with dissent	68	1837	18,370

