



January 22, 2021

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 December 18, 2020 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 item:

Item No.	Description of Resolution
1.	Approval of Restricted Stock Unit Scheme 2020 of the Company : Special Resolution

Pursuant to the aforesaid Postal Ballot, Scrutinizer has submitted his report dated January 22, 2021.

As per the aforesaid Scrutinizer’s Report, the shareholders of the Company have duly approved the Resolution as embodied in the Postal Ballot Notice with the requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Thursday, January 21, 2021.

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 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	22.01.2021
Total number of shareholders on cut-off date (i.e. 18.12.2020)	105638
No. of shareholders present in the meeting either in person or through proxy:	N.A.
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	
Public:	
Resolution required: (Ordinary/ Special)	Special Resolution: Approval of Restricted Stock Unit Scheme 2020 of the Company
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	5,49,14,840.00	5,49,14,840.00	100.00	5,49,14,840.00	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal ballot		-	-	-	-	-	-
	Total		5,49,14,840.00	5,49,14,840.00	100.00	5,49,14,840.00	0	100.00
Public- Institutions	E-Voting	4,71,18,379.00	2,86,07,140.00	60.71	2,14,84,875.00	71,22,265	75.10	24.90
	Poll		-	-	-	-	-	-
	Postal ballot		-	-	-	-	-	-
	Total		4,71,18,379.00	2,86,07,140.00	60.71	2,14,84,875.00	71,22,265	75.10
Public- Non Institutions	E-Voting	6,61,59,189.00	5,42,28,021.00	81.97	5,42,26,202.00	1,819.00	99.997	0.003
	Poll		-	-	-	-	-	-
	Postal ballot		-	-	-	-	-	-
	Total		6,61,59,189.00	5,42,28,021.00	81.97	5,42,26,202.00	1,819	99.997
Grand Total		16,81,92,408.00	13,77,50,001.00	81.90	13,06,25,917.00	71,24,084.00	94.83	5.172

SCRUTINIZERS' REPORT

To,
The Chairman,
PNB Housing Finance Limited
CIN: L65922DL1988PLC033856
9th Floor Antriksh Bhawan,
22 K G Marg New Delhi – 110001, India

Sub: Scrutinizers' Report on postal ballot conducted by way of electronic voting 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 contained in the Notice dated December 18, 2020.

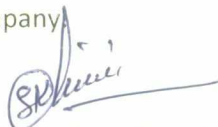
Dear Sir,

I, Rupesh Agarwal, Managing Partner of M/s. Chandrasekaran Associates, Practicing Company Secretaries was appointed as Scrutinizer by the Board of Directors of PNB Housing Finance Limited ("the Company") for scrutinizing postal ballot process conducted by way of electronic voting in respect of passing of the resolution as set out in the Notice dated December 18, 2020 ("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 (i) the Companies Act, 2013 and the rules made thereunder including circular nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively ("MCA Circulars") issued by Ministry of Corporate Affairs ("MCA"); and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as relevant circular) relating to postal ballot by way of electronic voting.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution as set out in the Notice, based on the data downloaded from website of National Securities Depository Limited ('NSDL') i.e. <https://www.evoting.nsdl.com/>, the authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. on Thursday, January 21, 2021.
3. The Members of the Company as on the "cut-off date" i.e. Friday, December 18, 2020 were entitled to vote on the proposed resolution to be passed through postal ballot by way of electronic voting as set-out in the Notice of Postal Ballot dated December 18, 2020.

4. The e-voting period remained open from Wednesday, December 23, 2020 at 9.00 A.M. and will end on Thursday, January 21, 2021, at 5:00 P.M. on the designated website of NSDL i.e.(www.evoting.nsdl.com).
5. On Tuesday, December 22, 2020 the Company has completed the dispatch of Postal Ballot notice(s), by way of electronic mode only to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the Cut-off date i.e. Friday, December 18, 2020 and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the Circulars nos. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 ('MCA Circulars'), respectively issued by MCA and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as relevant circular), the Company has dispatched the notice through e-mails. The Company has not dispatched the postal ballot notice(s)/form(s) to those members whose e-mail IDs were not registered/available with the Company and Depositories. However, the Company has also given an additional option to members to register their e-mail ids with RTA ("Link Intime India Private Limited") and post successful registration of the email, the shareholder would get soft copy of the postal ballot notice and the procedure for E-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.
6. Due to ongoing COVID - 19 pandemic and in view of relaxation given by MCA through circular no. 33/2020 and 39/2020 dated September 28, 2020 and December 31, 2020 respectively; physical postal ballot has not been dispatched.
7. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in Business Standard (English) and Business Standard (Hindi) on December 23, 2020 informing about the completion of dispatch of Postal Ballot notice(s)/ form(s), to the Members, who have registered their E-mail ids with the Company, Registrar and Transfer Agent ("RTA") or depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses Mr. Shashikant Tiwari and Ms. Mehak Monga, who are not in the employment of the Company



Mr. Shashikant Tiwari



Ms. Mehak Monga



11. Votes cast by the members through e-voting, were reconciled with the records maintained by the RTA of the Company and authorizations lodged with the Company.
12. This report is based on vote cast through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com.
13. After ascertaining the votes cast by e-voting, we hereby submit the result as under:

A. Approval of Restricted Stock Unit Scheme 2020 of the Company (Special Resolution)

“RESOLVED THAT pursuant to provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended, modified or re-enacted from time to time (hereinafter referred to as “SEBI ESOP Regulations”) and any other Regulations/Guidelines/Circulars/Notifications prescribed by the Securities and Exchange Board of India, the Reserve Bank of India or any relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such permissions and sanctions, approval of the members of the Company be and is hereby accorded to the formulation and implementation of ‘PNB Housing Employees Restricted Stock Unit Scheme 2020’ (hereinafter referred to as “RSU Scheme 2020”) and the Board of Directors of the Company (hereinafter referred to as “the Board” which shall be deemed to include any Committee including the Nomination and Remuneration Committee of the Board or any other committee which the Board may constitute from time to time, to exercise its powers, including the powers conferred by the Board) be and is hereby authorized to create, issue, offer and allot to or to the benefit of such person(s), who are permanent employees of the Company (present or future) working in India or out of India, or Whole-time Director or Executive Director of the Company including the Managing Director but excluding Independent Directors and to such other persons as may from time to time be allowed/eligible under applicable laws (hereinafter referred to as ‘employees’), such number of Restricted Stock Units, in one or more tranches, exercisable into not more than 5,00,000 (‘Five Lakh Only) Equity Shares of INR 10/- each of the Company under RSU Scheme 2020, on such terms and conditions including performance and time conditions as may be decided by the Board in accordance with applicable laws.

RESOLVED FURTHER THAT each option would be exercised for one equity share of the face value of Rs. 10/- each fully paid-up on payment of the requisite exercise price to the Company; provided that in case the Equity Shares are either sub-divided or consolidated, then the number of shares to be allotted under the Scheme shall automatically be adjusted to ensure there is no change in the economic value for the option holder, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make all such changes as may be required for the purpose of making fair and reasonable adjustments to the number of options



exercise price or other terms and conditions consequent to any corporate action(s) such as right issue/ bonus issue/ merger/ de-merger/ sub-division/ splitting etc. of Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Scheme and such Equity Shares shall rank pari- passu with all the existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Scheme on the Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the consent and authority be and is hereby given to the Board to do all acts, deeds, matters and things and execute all such deeds, documents and writings as it may in its discretion deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Scheme and to the Shares issued herein without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors/Directors/any other Officer(s) of the Company, to give effect to this Resolution.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	484	137,750,001
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	0	0
	No. of Valid Votes Cast	484	137,750,001



Particulars	E-VOTING		% of total number of valid votes cast
	Number of members voted	Votes held by them	
Favour	375	130,625,917	94.83
Against	110	7124084	5.17
Total	485*	137,750,001	100.00

**One shareholder holding 10,892 equity shares of Rs.10/- each have partially for 5,054 shares voted in favour and 5,838 shares against.*

Based on the aforesaid results, the resolution as mentioned in the notice dated December 18, 2020 is deemed to be passed with requisite majority/votes on January 21, 2021 as a Special Resolution.

Thanking You,
Yours faithfully

For Chandrasekaran Associates,
Company Secretaries


Rupesh Agarwal
Managing Partner
Membership No. A16302
Certificate of Practice No. 5673
UDIN: A016302B002158310



For PNB Housing Finance Limited

Date: January 22, 2021
Place: Delhi

Countersigned by:
Chairman or any other person authorised by him