

May 30, 2019

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

Dear Sir

Subject: Intimation of result of Postal Ballot

The Company had issued Postal Ballot Notice dated April 24, 2019 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 shareholders of the Company in respect of the following item:

Item No.	Description of Resolution
1.	Amendment in Article 86 (b) of the Articles of Association of Company : Special Resolution

Pursuant to the aforesaid Postal Ballot, Scrutinizer has submitted his report dated May 30, 2019. As per the Scrutinizer's Report, the resolution is not approved as embodied in the Postal Ballot Notice with the requisite majority as on the last date of e-voting and receipt of postal ballot forms i.e. on May 29, 2019.

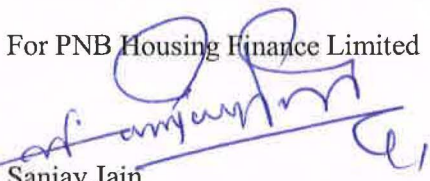
Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of voting results in the prescribed format is enclosed for your information and records. The same is also uploaded on the website of the Company i.e. www.pnbhousing.com.

A copy of the Scrutinizer's Report on remote e-voting and poll is also enclosed.

Out of the total shareholding of the Company, 55.60% have participated in voting.

Thanking You.

For PNB Housing Finance Limited


Sanjay Jain

Company Secretary and 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	30.05.2019
Total number of shareholders on cut-off date (i.e. 19.04.2018)	93,162
No. of shareholders present in the meeting either in person or through proxy:	NA
No. of Shareholders attended the meeting through Video Conferencing	NA

1 Special Resolution: Amendment in Article 86 (b) of the Articles of Association of Company.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	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
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	5,49,14,840	5,49,14,840	100.0000	0	5,49,14,840	0.0000	100.0000
	Postal ballot		0	0.0000	0	0	0	0
	Total		5,49,14,840	100.0000	0	5,49,14,840	0.0000	100.0000
Public-Institutions	E-voting	4,71,96,856	3,68,62,503	78.1037	3,68,62,503	0	100.0000	0.0000
	Postal ballot		0	0.0000	0	0	0	0
	Total		3,68,62,503	78.1037	3,68,62,503	0	100.0000	0.0000
Public-Non Institutions	E-voting	6,53,57,320	13,37,706	0.0205	13,37,366	340	99.9746	0.0254
	Postal ballot		10,405	0.0159	10,069	336	96.7708	3.2292
	Total		13,48,111	2.0627	13,47,435	676	99.9499	0.0501
Total		16,74,69,016	9,31,25,454	55.6076	3,82,09,938	5,49,15,516	41.0306	58.9694



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

CIN: L65922DL1988PLC033856

9th Floor, Antriksh Bhawan,

22 K G Marg,

New Delhi- 110001

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s. Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi- 110024, was appointed as Scrutinizer by the Board of Directors of **PNB HOUSING FINANCE LIMITED** ('the Company') on April 23, 2019 for the purpose of scrutinizing the remote e-voting process and postal ballot process in a fair and transparent manner under 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, 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 other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of the following resolution as mentioned in the Notice of Postal Ballot dated April 24, 2019:



S.No.	Type of Resolution	Particulars
1.	Special Resolution	Amendment in Article 86 (b) of the Articles of Association of Company.

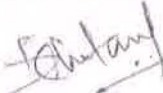
I submit my report as under:


1. The Company completed dispatch of Postal Ballot Notice and forms on Monday, April 29, 2019 to its Members, whose names appeared in the Register of Members as on Friday, April 19, 2019 ("cut- off date") in the following manner:
 - a) through e-mail to the members whose e-mail addresses were registered with the Company/ Registrar and Transfer Agent; 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 Registrar and Transfer Agent.
2. The Company published an advertisement regarding dispatch of Postal Ballot forms, notice etc. in English Daily Newspaper "Business Standard", all editions and in Hindi Daily Newspaper "Business Standard", Hindi edition on Tuesday, April 30, 2019.
3. The Members of the Company holding shares as on Friday, April 19, 2019 were entitled to vote on the resolution as contained in the Notice and had an option to vote either through the postal ballot form or through the remote e-voting facility. Members who opted for remote e-voting facility have cast their votes on the designated website of Central Depository Services (India) Limited ("CDSL") remote e-voting platform viz., www.evotingindia.com.
4. The physical postal ballot forms received by post/ courier/ by hand were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms. The remote e-voting was maintained by CDSL in electronic registry.



5. The electronic voting process was monitored by me through the scrutinizer's secured link provided by CDSL on its designated website i.e. www.evotingindia.com

6. The remote e-voting was unblocked on Wednesday, May 29, 2019 after 05:00 P.M. in the presence of two witnesses, Ms. Shubhi Khetan and Ms. Apurva Jain who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:


Shubhi Khetan


Apurva Jain

7. The particulars of all postal ballot forms received from the members in physical form(s) as well as remote e-voting report generated from electronic registry of CDSL have been entered in a separate Register maintained for that purpose.

8. All postal ballot forms received and e-votes cast up to 05:00 P.M. on Wednesday, May 29, 2019 i.e. the last date and time fixed by the Company for voting through postal ballot forms or remote e-voting, were considered and none of the envelopes received after that were considered for the purpose of this report.

9. The postal ballot forms and remote e-voting were matched with the Register of members of the Company as on Friday, April 19, 2019 as provided by the Registrar and Share Transfer Agent ('RTA') of the Company. Further, where shareholders have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted has been considered and where the shareholders have voted for higher number of shares as compared to their entitlement, their shareholdings as on the cut-off date has been considered.

10. The postal ballot forms, which were incomplete or which were otherwise found defective or where signature of any member did not match with records or where signature of any member was not found in the records maintained by Registrar &



Share Transfer Agent of the Company, have been treated as invalid and were kept separately.

11. There were Eight Hundred and Forty Five (845) envelopes containing Postal Ballot form(s)/ Notice(s) which were returned undelivered.
12. The Members exercised their voting either by remote e-voting or postal ballot forms. There was one (1) member, holding Nineteen (19) equity shares who opted for both the facilities, hence, the vote cast by him through Postal Ballot has been considered as invalid.
13. The total issued and paid-up Equity Share Capital of the Company as on Friday, April 19, 2019 was Rs. 1,67,46,90,160 (Rupees One Hundred Sixty Seven Crore Forty Six Lakh Ninety Thousand One Hundred Sixty Only) divided into 16,74,69,016 (Sixteen Crore Seventy Four Lakh Sixty Nine Thousand Sixteen Only) equity Shares of Rs. 10/- (Rupees Ten only) each.
14. A consolidated summary of the postal ballots/ remote e-voting areas under:

I. Resolution No. 1- Amendment in Article 86 (b) of the Articles of Association of Company:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	3,81,99,869	10,069	3,82,09,938	41.03
Dissent	5,49,15,180	336	5,49,15,516	58.97
Total	9,31,15,049	10,405	9,31,25,454	100

Therefore, the above-mentioned Proposed Resolution has not been passed with requisite majority.

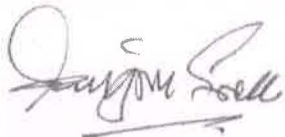


The detailed break up of voting through remote e-voting and postal ballot forms in respect of the above item is attached to this report and marked as 'Annexure A'

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.
16. You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

**FOR SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



Sanjay Grover
Scrutinizer
C.P. No.:3850

Date: May 30, 2019
Place: New Delhi



COUNTERSIGNED BY

For PNB HOUSING FINANCE LTD.

Managing Director

Annexure-A

A detailed summary of the voting through remote e-voting and postal ballot forms is given herein below:

A1. VOTING THROUGH REMOTE E-VOTING:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	257	9,31,15,049	93,11,50,490
b) Less: Invalid votes	0	0	0
c) Net Valid votes cast	257	9,31,15,049	93,11,50,490
d) Votes with assent for the resolution	245	3,81,99,869	38,19,98,690
e) Votes with dissent for the resolution	12	5,49,15,180	54,91,51,800

A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:			
Particulars	No. of Shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	279	10,904	1,09,040
b) Less: Invalid votes	28	499	4,990
c) Net Valid votes cast	251	10,405	1,04,050
d) Votes with assent for the resolution	242	10,069	1,00,690
e) Votes with dissent for the resolution	9	336	3,360

