



September 06, 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 Sirs,

Sub: Intimation under Regulation 30 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

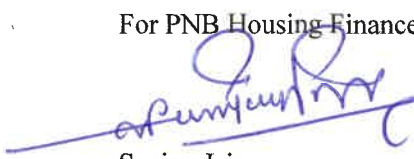
The 33rd Annual General Meeting ('AGM') of PNB Housing Finance Limited ("the Company") was held on Friday, September 03, 2021 through Video Conferencing ("VC") I Other Audio Visual Means ("OA VM").

In this connection and as required under the Listing Regulations and the applicable provisions of Companies Act, 2013, we submit the following:

1. Combined voting results in the prescribed format
2. Scrutinizer Report signed by Mr. Rupesh Agarwal, Managing Partner, Chandrasekaran Associates

Thanking You,

For PNB Housing Finance Limited


Sanjay Jain
Company Secretary & Head Compliance
Membership No. : F2642

Encl: a/a

Details of 33rd Annual General Meeting 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 the AGM | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | To receive, consider and adopt: a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Report of the Auditors thereon (Ordinary Resolution) |
| 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 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 2,81,35,885 | 57.62 | 2,81,18,606 | 17,279 | 99.939 | 0.061 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 2,81,35,885 | 57.62 | 2,81,18,606 | 17,279 | 99.939 | 0.061 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,42,904 | 83.68 | 5,42,41,680 | 1,224 | 99.998 | 0.002 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,42,904 | 83.68 | 5,42,41,680 | 1,224 | 99.998 | 0.002 |
| Grand Total | | 16,85,60,755 | 13,72,93,629 | 81.45 | 13,72,75,126 | 18,503 | 99.987 | 0.013 |



Details of 33rd Annual General Meeting 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 Annual General Meeting | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | To appoint Mr. CH SS Mallikarjuna Rao (DIN: 07667641) as Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution) |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes |

| Category | Mode of Voting | Number of shares held (1) | Number of votes polled (2) | % of Votes Polled on outstanding shares | No. of Votes – in favour (4) | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|------------------------------|-------------------------------|--|---------------------------------|---------------------------|---|---------------------------------------|
| Promoter and Promoter Group | E-Voting | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,66,94,830 | 14,80,555 | 94.745 | 5.255 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,66,94,830 | 14,80,555 | 94.745 | 5.255 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,42,861 | 83.68 | 5,42,39,280 | 3,581 | 99.993 | 0.007 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,42,861 | 83.68 | 5,42,39,280 | 3,581 | 99.993 | 0.007 |
| Grand Total | | 16,85,60,755 | 13,73,33,086 | 81.47 | 13,58,48,950 | 14,84,136 | 98.919 | 1.081 |



Details of 33rd Annual General Meeting 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 Annual General Meeting | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | To appoint Mr. Sunil Kaul (DIN: 05102910) as Non-executive Director, who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution) |
| 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 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,79,98,973 | 1,76,412 | 99.374 | 0.626 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,79,98,973 | 1,76,412 | 99.374 | 0.626 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,42,842 | 83.68 | 5,42,39,161 | 3,681 | 99.993 | 0.007 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,42,842 | 83.68 | 5,42,39,161 | 3,681 | 99.993 | 0.007 |
| Grand Total | | 16,85,60,755 | 13,73,33,067 | 81.47 | 13,71,52,974 | 1,80,093 | 99.869 | 0.131 |



Details of 33rd Annual General Meeting 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 Annual General Meeting | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | To appoint M/s. T R Chadha & Co, LLP, Chartered Accountants as a Joint Statutory Auditors of the Company (Ordinary Resolution) |
| 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 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,81,58,106 | 17,279 | 99.939 | 0.061 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,81,58,106 | 17,279 | 99.939 | 0.061 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,42,861 | 83.68 | 5,42,41,092 | 1,769 | 99.997 | 0.003 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,42,861 | 83.68 | 5,42,41,092 | 1,769 | 99.997 | 0.003 |
| Grand Total | | 16,85,60,755 | 13,73,33,086 | 81.47 | 13,73,14,038 | 19,048 | 99.986 | 0.014 |



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Details of 33rd Annual General Meeting 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 Annual General Meeting | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | To appoint M/s. Singhi & Co., Chartered Accountants as a Joint Statutory Auditors of the Company (Ordinary Resolution) |
| 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 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,81,58,106 | 17,279 | 99.939 | 0.061 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,81,58,106 | 17,279 | 99.939 | 0.061 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,42,861 | 83.68 | 5,42,41,111 | 1,750 | 99.997 | 0.003 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,42,861 | 83.68 | 5,42,41,111 | 1,750 | 99.997 | 0.003 |
| Grand Total | | 16,85,60,755 | 13,73,33,086 | 81.47 | 13,73,14,057 | 19,029 | 99.986 | 0.014 |



Details of 33rd Annual General Meeting 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 Annual General Meeting | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | To borrow funds and issue of bonds/ non-convertible debentures and other debt securities. (Special Resolution) |
| 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 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 1,14,87,429 | 23.53 | 1,14,67,678 | 19,751 | 99.828 | 0.172 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 1,14,87,429 | 23.53 | 1,14,67,678 | 19,751 | 99.828 | 0.172 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,42,899 | 83.68 | 5,42,39,489 | 3,410 | 99.994 | 0.006 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,42,899 | 83.68 | 5,42,39,489 | 3,410 | 99.994 | 0.006 |
| | Grand Total | 16,85,60,755 | 12,06,45,168 | 71.57 | 12,06,22,007 | 23,161 | 99.981 | 0.019 |



Details of 33rd Annual General Meeting 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 Annual General Meeting | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | Approval of material related party transactions with Punjab National Bank (Ordinary Resolution): |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes |

| 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 | 0 | 0 | 0 | 0 | #DIV/0! | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,79,49,161 | 2,26,224 | 99.197 | 0.803 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,79,49,161 | 2,26,224 | 99.197 | 0.803 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,43,170 | 83.68 | 5,42,39,034 | 4,136 | 99.992 | 0.008 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,43,170 | 83.68 | 5,42,39,034 | 4,136 | 99.992 | 0.008 |
| Grand Total | | 16,85,60,755 | 8,24,18,555 | 48.90 | 8,21,88,195 | 2,30,360 | 99.720 | 0.280 |



Details of 33rd Annual General Meeting 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 Annual General Meeting | 03.09.2021 |
| Total number of shareholders on cut-off date (i.e. August 27, 2021) | 104698 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | 1 |
| Public: | 111 |
| Resolution required: (Ordinary/ Special) | Approval for payment of commission to the Independent Directors and Non-executive Non-Nominee Directors of the Company (Ordinary Resolution) |
| 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 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 5,49,14,840 | 5,49,14,840 | 100.00 | 5,49,14,840 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,09,32,240 | 72,43,145 | 74.293 | 25.707 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 4,88,26,355 | 2,81,75,385 | 57.71 | 2,09,32,240 | 72,43,145 | 74.293 | 25.707 |
| Public- Non Institutions | E-Voting | 6,48,19,560 | 5,42,42,849 | 83.68 | 5,42,36,806 | 6,043 | 99.989 | 0.011 |
| | Poll | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Postal ballot | | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Total | 6,48,19,560 | 5,42,42,849 | 83.68 | 5,42,36,806 | 6,043 | 99.989 | 0.011 |
| Grand Total | | 16,85,60,755 | 13,73,33,074 | 81.47 | 13,00,83,886 | 72,49,188 | 94.721 | 5.279 |



Scrutinizer's Report on remote e-voting and e-voting at the 33rd
Annual General Meeting ("AGM") of PNB Housing Finance Limited

The Chairman

PNB HOUSING FINANCE LIMITED
9th Floor Antriksh Bhawan,
22 K G Marg, New Delhi-110001

Date of Meeting: September 03, 2021

Day of Meeting: Friday

Time of Meeting: 03.00 P.M. (IST)

Dear Sir/Ma'am,

I, Rupesh Agarwal, Managing Partner of M/s. Chandrasekaran Associates, Company Secretaries having office at 11F, Pocket IV, Mayur Vihar, Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s. **PNB Housing Finance Limited** ("Company") for remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 33rd Annual General Meeting ("the Meeting") convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in respect of the below mentioned resolutions considered at the Meeting of the equity shareholders of the Company as per notice dated August 04, 2021.

Pursuant to the General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs ("collectively referred to as **"MCA Circular"**") and Circular issued by Securities Exchange Board of India ("SEBI") dated May 12, 2020 and January 15, 2021 (collectively referred to as **"SEBI Circular"**) has dispatched the Annual Reports including Notice of the 33rd AGM to members only through e-mails. The Company has not dispatched the Annual Reports and Notice of the AGM to those members whose e-mail IDs were not registered/ available with the Link Intime India Private Limited, Registrar Transfer Agent ("**RTA**"), Company and Depositories. However, the Company has also given an additional option to members to register their e-mail ids with the RTA, Company or their depository participants by giving newspaper advertisements dated August 07, 2021 in an English language Newspaper "Business Standard" and principal vernacular language (Hindi) Newspaper "Business Standard" in terms of relevant circulars. The Notice dated August 04, 2021 convening the Meeting was sent to the shareholders on August 11, 2021 to those members only who have registered their e-mail ids with the RTA/Company and respective Depositors in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on September 03, 2021 and also given the newspaper advertisements dated August 12, 2021 in "Business Standard" in English language and "Business Standard" in principal vernacular language (Hindi) as per rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has appointed National Securities Depository (India) Limited ("**NSDL**") for providing the electronic voting facility for conducting Remote e-voting and Voting at AGM ("electronic voting") by the equity shareholders for the AGM of the Company.

It was announced at the 33rd AGM that the e-voting is active and Members who have not exercised their votes through remote e-voting before the meeting, may cast their vote through e-voting platform provided by NSDL, during the meeting and within next 30 minutes post AGM.



The remote e-voting period commenced on Monday, August 30, 2021 (9:00 a.m. IST) and ended on Thursday, September 02, 2021 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM and kept open for 30 minutes post AGM.

The persons who were Members holding shares as at the close of business hours on Friday August 27, 2021, ("Cut-off date") were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, and their shareholding as on that date has been reckoned for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the electronic voting was unblocked on September 03, 2021 around at 05:56 P.M. in the presence of two witnesses, Ms. Mehak Monga R/o, 1337, Mukherjee Nagar, Delhi - 110009 and Mr. Akash Goyal R/o F-197, Prashant Vihar, Sector 14, Rohini, Delhi-110085 who are not in the employment of the Company.

The votes cast through electronic voting, which were incomplete and/ or otherwise found defective, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made there-under, relevant circulars issued by MCA and SEBI time to time relating to electronic voting on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

Based on the data downloaded from official website of NSDL for the electronic voting, we now submit our consolidated report thereon.



1. The result of the voting is as under:

1. To receive, consider and adopt:

- a. Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 and the Report of the Auditors thereon (Ordinary Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 618 | 137287076 | 7 | 6553 | 625 | 137293629 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 618 | 137287076 | 7 | 6553 | 625 | 137293629 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 592 | 137268573 | 7 | 6553 | 599 | 137275126 | 99.987 |
| Against | 26 | 18503 | 0 | 0 | 26 | 18503 | 0.013 |
| Total | 618 | 137287076 | 7 | 6553 | 625 | 137293629 | 100.000 |



2. To appoint Mr. CH SS Mallikarjuna Rao (DIN: 07667641) as Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 616 | 137326533 | 7 | 6553 | 623 | 137333086 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 616 | 137326533 | 7 | 6553 | 623 | 137333086 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 543 | 135842397 | 7 | 6553 | 550 | 135848950 | 98.919 |
| Against | 74 | 1484136 | 0 | 0 | 74 | 1484136 | 1.081 |
| Total | 617* | 137326533 | 7 | 6553 | 624 | 137333086 | 100.000 |

*1(one) shareholder holding 10892 shares had casted its votes for 5054 shares in favour and 5838 shares in against.



3. To appoint Mr. Sunil Kaul (DIN: 05102910) as Non-executive Director, who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 615 | 137326514 | 7 | 6553 | 622 | 137333067 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 615 | 137326514 | 7 | 6553 | 622 | 137333067 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 553 | 137146421 | 7 | 6553 | 560 | 137152974 | 99.869 |
| Against | 62 | 180093 | 0 | 0 | 62 | 180093 | 0.131 |
| Total | 615 | 137326514 | 7 | 6553 | 622 | 137333067 | 100.000 |



4. To appoint M/s. T R Chadha & Co, LLP, Chartered Accountants as a Joint Statutory Auditors of the Company (Ordinary Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 616 | 137326533 | 7 | 6553 | 623 | 137333086 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 616 | 137326533 | 7 | 6553 | 623 | 137333086 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 580 | 137307485 | 7 | 6553 | 587 | 137314038 | 99.986 |
| Against | 36 | 19048 | 0 | 0 | 36 | 19048 | 0.014 |
| Total | 616 | 137326533 | 7 | 6553 | 623 | 137333086 | 100.000 |



5. To appoint M/s. Singhi & Co., Chartered Accountants as a Joint Statutory Auditors of the Company (Ordinary Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 616 | 137326533 | 7 | 6553 | 623 | 137333086 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 616 | 137326533 | 7 | 6553 | 623 | 137333086 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 581 | 137307504 | 7 | 6553 | 588 | 137314057 | 99.986 |
| Against | 35 | 19029 | 0 | 0 | 35 | 19029 | 0.014 |
| Total | 616 | 137326533 | 7 | 6553 | 623 | 137333086 | 100.000 |



6. To borrow funds and issue of bonds/ non-convertible debentures and other debt securities. (Special Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 617 | 120638615 | 7 | 6553 | 624 | 120645168 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 617 | 120638615 | 7 | 6553 | 624 | 120645168 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 575 | 120615454 | 7 | 6553 | 582 | 120622007 | 99.981 |
| Against | 42 | 23161 | 0 | 0 | 42 | 23161 | 0.019 |
| Total | 617 | 120638615 | 7 | 6553 | 624 | 120645168 | 100.000 |



7. Approval of material related party transactions with Punjab National Bank (Ordinary Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 614 | 82412002 | 7 | 6553 | 621 | 82418555 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 614 | 82412002 | 7 | 6553 | 621 | 82418555 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 557 | 82181761 | 6 | 6434 | 563 | 82188195 | 99.720 |
| Against | 58 | 230241 | 1 | 119 | 59 | 230360 | 0.280 |
| Total | 615 | 82412002 | 7 | 6553 | 622 | 82418555 | 100.000 |

*1(one) shareholder holding 10892 shares had casted its votes for 5054 shares in favour and 5838 shares in against.



8. Approval for payment of commission to the Independent Directors and Non-executive Non-Nominee Directors of the Company (Ordinary Resolution):

| | Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | Total | |
|-------|---|----------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|
| | | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them | Number of member (s) voted | Votes held by them |
| | Number of Members & Shares held by them | 617 | 137326521 | 7 | 6553 | 624 | 137333074 |
| Less: | Number of Members & Invalid/Rejected Votes | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & who abstained from voting | 0 | 0 | 0 | 0 | 0 | 0 |
| Less: | Number of Members & votes exercised partially | 0 | 0 | 0 | 0 | 0 | 0 |
| | No. of Valid Votes Cast | 617 | 137326521 | 7 | 6553 | 624 | 137333074 |

| Particulars | REMOTE E-VOTING | | E-VOTING AT AGM | | TOTAL | | % of total number of valid votes cast |
|-------------|---------------------------|--------------------|----------------------------|--------------------|----------------------------|--------------------|---------------------------------------|
| | Number of member(s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | Number of member (s) voted | Votes Cast by them | |
| Favour | 470 | 130077452 | 6 | 6434 | 476 | 130083886 | 94.721 |
| Against | 147 | 7249069 | 1 | 119 | 148 | 7249188 | 5.279 |
| Total | 617 | 137326521 | 7 | 6553 | 624 | 137333074 | 100.000 |



 CHANDRASEKARAN ASSOCIATES
 NEW DELHI
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Mehala

- 2. The Chairman or any other person authorised by him may accordingly declare the result thereof.
- 3. 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.

Based on the aforesaid results, the resolutions as mentioned in the notice dated August 04, 2021 is deemed to be passed with requisite majority/votes, accordingly the Chairman or any other person authorised by him may declare the result.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries



Rupesh Agarwal
Managing Partner
Membership No: A16302
CP No. 5673
UDIN: A016302C000904354

Place: Delhi
Date: September 06, 2021

For PNB HOUSING FINANCE LTD.

Company Secretary & Head Compliance
Counter-signed by _____
(Chairman or any other person Authorised by the
Chairman of the Company)