

July 28, 2022

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code: 540173

National Stock Exchange of India Limited Listing Department "Exchange Plaza" Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: PNBHOUSING

Dear Sir(s),

Subject: Intimation under Regulation 30 of the SEBI (Listing Regulations and Disclosures Requirements) Regulations, 2015 (Listing Regulations)

The 34th Annual General Meeting ('AGM') of PNB Housing Finance Limited ("the Company") was held on Tuesday, July 26, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OA VM").

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

1. Combines voting results in the prescribed format

2. Scrutinizer Report signed by Mr. Shashikant Tiwari, Partner, Chandrasekaran Associates

You are requested to take note of the above.

For PNB Housing Finance Limited G FI

Sanjay Jain

Company Secretary & Head Compliance

Membership No. F2642

Encl: a/a

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: July 26, 2022 Date of AGM Total number of shareholders on cut-off date 1,22,506 No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** Not Applicable Public: No. of Shareholders attended the meeting through Video Conferencing 119 **Promoters and Promoter Group:** Public: 118 Resolution required: (Ordinary/ Special) Ordinary Resolution Whether promoter/ promoter group are interested in the agenda/resolution? No 1. To receive, consider and adopt: a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, Resolution 1 2022 and the Report of the Board of Directors and Auditors thereon; and b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon. % of Votes in % of Votes % of Votes Polled on No. of Votes - in No. of Votes favour on votes against on votes Invalid Votes Category Mode of Voting No. of shares held (1) No. of votes polled (2) outstanding shares favour (4) against (5) polled polled (3)=[(2)/(1)]* 100 (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 E-Voting 54914840 100.00 54914840 100.00 0.00 0.00 Promoter and Poll 0.00 0.00 54914840 Promoter Group Postal Ballot (if 0.00 0.00 0.00 applicable) Total 54914840 54914840 100.00 54914840 100.00 0.00 41999003 94.83 41999003 100.00 0.00 E-Voting 0.00 0.00 Poll 0 ol 0.00 **Public-Institutions** 44290383 Postal Ballot (if 0.00 0.00 0.00 applicable) Total 44290383 41999003 94.83 41999003 100.00 0.00 E-Voting 54841756 79.01 54839652 2104 100.00 0.00 Public- Non Poll 0.00 0.00 0.00 69408275 Institutions Postal Ballot (if 0.00 0.00 0.00 applicable) Total 0.00 69408275 54841756 79.01 54839652 2104 100.00 Total 168613498 151755599 90.00 151753495 2104 100.00 0.00

Details of Po	ostal Ballot and e-	voting Results as per	100	EBI (Listing Obligation		osure Requiren	nents) Regulatio	ns, 2015 in						
Date of AGM			respect of the fi						-					
200000000000000000000000000000000000000	areholders on cut-off	data		July 26, 2022					-					
The Charles Comment of the Comment o	PROPERTY AND ADDRESS OF THE PROPERTY OF THE PR			1,22,506										
Promoters and Pro		ng either in person or throu	gn proxy:	- Not Applicable										
Public:	moter Group:			Not Applicable										
		- 4b		110										
Promoters and Pro		g through Video Conferenc	119											
Promoters and Pro	moter Group:			1										
				118										
Resolution require	d: (Ordinary/ Special)			Ordinary Resolution										
Whether promoter	/ promoter group are	interested in the agenda/re	solution?	No		7.		Y	1					
				To appoint Mr. Neeraj Madan Vyas (DIN: 07053788) as Non-Executive Director, who retires by										
Resolution 2				rotation and being eligible, offers himself for re-appointment.										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	vour (4) against (5) polled polled		against on votes	Invalid Votes					
	E-Voting		54914840	100.00	54914840	0	100.00	0.00						
Promoter and	Poli	T	0	0.00	0	0	0.00	0.00						
Promoter Group	Postal Ballot (if applicable)	54914840	0	0.00	o	0	0.00	0.00						
	Total	54914840	54914840	100.00	54914840	0	100.00	0.00						
	E-Voting		42099665	95.05	40189735	1909930	95.46	4.54						
Dublis (matter)	Poll	1	0	0.00	0	0	0.00	0.00						
Public- Institutions	Postal Ballot (if applicable)	44290383	0	0.00	, 0	0	0.00							
	Total	44290383	42099665	95.05	40189735	1909930	95.46	4.54						
	E-Voting		54841628	79.01	54837308	4320	99.99	0.01						
Public- Non	Poll	C040007F	0	0.00	, 0	. 0	0.00	0.00						
Institutions	Postal Ballot (if applicable)	69408275	0	0.00	. • '0	0								
	Total	69408275	54841628	79.01	54837308	4320	99.99	0.01						
100	Total	168613498 151856133 90.06 149941883 1914250 98.74 1.26												



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 AGM July 26, 2022 Total number of shareholders on cut-off date 1,22,506 No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Not Applicable Public: No. of Shareholders attended the meeting through Video Conferencing 119 Promoters and Promoter Group: Public: 118 Ordinary Resolution Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? To appoint Mr. Kapil Modi (DIN: 07055408) as Non-Executive Director, who retires by rotation and Resolution 3 being eligible, offers himself for reappointment. % of Votes in % of Votes % of Votes Polled on No. of Votes - in No. of Votes favour on votes against on votes Category Mode of Voting No. of shares held (1) No. of votes polled (2) outstanding shares Invalid Votes favour (4) against (5) polled polled (3)=[(2)/(1)]* 100 (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100E-Voting 54914840 100.00 54914840 0 100.00 0.00 Promoter and 0.00 Poll 0.00 0.00 54914840 Promoter Group Postal Ballot (if 0.00 0.00 0.00 applicable) Total 54914840 54914840 100.00 54914840 100.00 0.00 E-Voting 42099665 95.05 40257818 1841847 95.63 4.37 0.00 0.00 0.00 0 0 Public- Institutions 44290383 Postal Ballot (if 0.00 0.00 0.00 applicable) Total 44290383 42099665 95.05 40257818 1841847 95.63 4.38 E-Voting 54836820 4760 99.99 54841580 79.01 0.01 Public- Non Poll 0.00 0.00 0.00 69408275 Institutions Postal Ballot (if 0.00 0.00 0.00 applicable) Total 69408275 54841580 79.01 54836820 4760 99.99 0.01 1846607 Total 168613498 151856085 90.06 150009478 98.78 1.22



Details of Po	stal Ballot and e	-voting Results as per		EBI (Listing Obliga ollowing resolution		osure Requiren	nents) Regulatio	ns, 2015 in						
Date of AGM				July 26, 2022					1					
Total number of sl	areholders on cut-o	ff date		1,22,506					1					
No. of shareholde	s present in the mee	ting either in person or thr	ough proxy:						1					
Promoters and Pro	moter Group:			Not Applicable										
Public:														
No. of Shareholde	s attended the meet	ing through Video Confere	ncing	119										
Promoters and Pro	moter Group:			1					1					
Public:				118										
Resolution require	d: (Ordinary/ Specia	1)		Ordinary Resolution										
Whether promoter	promoter group are	interested in the agenda/r	esolution?	No										
Resolution 4				Appointment of Mr. Atu Director.	ppointment of Mr. Atul Kumar Goel (DIN 07266897) as a Non-Executive Nominee irector.									
Category	Mode of Voting	No. of shares held (1)	No. 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	Invalid Votes					
	E-Voting		54914840	100.00	54914840	0	100.00	0.00						
Promoter and	Poll	F4014040	0	0.00	0	0	0.00	0.00						
Promoter Group	Postal Ballot (if applicable)	54914840	(0.00	0	0	0.00	0.00						
	Total	54914840	54914840	100.00	54914840	0	100.00	0.00						
	E-Voting		42099665	95.05	41451576	648089	98.46	1.54						
n 10 1 1 1	Poll		0	0.00	0	0	0.00	0.00						
Public- Institutions	Postal Ballot (if applicable)	44290383	0	0.00	0	o	0.00	0.00						
	Total	44290383	42099665	95.05	41451576	648089	98.46	1.54						
	E-Voting		54841244	79.01	54837283		99.99							
Public- Non	Poll ·		0				0.00	0.00						
Institutions	Postal Ballot (if applicable)	69408275	0	0.00	0	0	0.00	0.00						
	Total	69408275	54841244	79.01	54837283	3961	99.99	0.01						
	Total	168613498	151855749	90.06	151203699	652050	99.57	0.43						



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			respect of the fo	ollowing resolution	n:										
Date of AGM				July 26, 2022					1						
Total number of s	hareholders on cut-o	ff date		1,22,506					1						
No. of shareholde	rs present in the mee	ting either in person or the	ough proxy:	Not Applicable											
Promoters and Pr	omoter Group:														
Public:															
No. of Shareholde	rs attended the meet	ing through Video Confere	ncing	119											
Promoters and Pr	omoter Group:			1											
Public:				118											
Resolution require	ed: (Ordinary/ Special	1)		Ordinary Resolution											
Whether promoter	/ promoter group are	interested in the agenda/r	esolution?	Yes											
Resolution 6				Approval of material re	elated party transacti	ons with Punjab Na	itional Bank								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	% of Votes Polled on outstanding shares (3)=[/2)/(1)]* 100 No. of Votes – in favour (4) No. of Votes – favour on votes polled against (5) polled		% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes							
	E-Voting		0*	0.00	0	0	0.00	0.00	5491484						
Promoter and	Poll	54914840	0	0.00	0	0	0.00	0.00							
Promoter Group	Postal Ballot (if applicable)	34314040	0	0.00	- 0	0	0.00	0.00	,						
	Total	54914840	0	0.00	0	0	0.00	0.00							
	E-Voting		42099665	95.05	37563530	4536135	89.23	10.77							
Public- Institutions	Poll	44290383	0	0.00	0	0	0.00	0.00	,						
Public- Institutions	Postal Ballot (if applicable)	44290383	0	0.00	o	0	0.00	0.00	,						
	Total	44290383	42099665	95.05	37563530	4536135	89.23	10.77							
	E-Voting		54841225	79.01	54837092	4133	99.99	0.01							
Public- Non	Poll	60400375	0	0.00	0	0	0.00	0.00							
Institutions	Postal Ballot (if applicable) 69408275		0	0.00	0	0	0.00	0.00	1						
	Total	69408275	54841225	79.01	54837092	4133	99.99	0.01							
	Total	168613498	96940890	57.49	92400622	4540268	95.32	4.68							

^{*} Voted casted by 1(one) Member(Promoter and Promoter Group) holding 5,49,14,840 Equity Shares of INR 10/- each, being related party and interested in the aforesaid resolution, has not been considered



			respect of the fo	ollowing resolution	n:									
Date of AGM		ì		July 26, 2022					1					
Total number of sh	areholders on cut-of	f date		1,22,506			Mary Control		1					
No. of shareholder	s present in the meet	ting either in person or throu	gh proxy:				7							
Promoters and Pro	moter Group:			Not Applicable										
Public:]					
No. of Shareholder	s attended the meet	ing through Video Conferenc	ing	119										
Promoters and Pro	moter Group:			1										
Public:				118										
Resolution require	d: (Ordinary/ Special			Ordinary Resolution										
Whether promoter	/ promoter group ar	e interested in the agenda/re	solution?	Yes										
Resolution 7				Approval of material re	elated party transact	ions with PNB Gilts	Limited							
Category	Mode of Voting	No. of shares held (1)	No. 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)	favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes					
	E-Voting		0*	0.00	0	0	0.00	0.00	5491484					
Promoter and	Poll	54914840	0	0.00	0	0	0.00	0.00						
Promoter Group	Postal Ballot (if applicable)	31321818	0	0.00	0	0	0.00	0.00						
	Total	54914840	0	0.00	0	0	0.00	0.00						
	E-Voting		42099665	95.05	42099665	0	100.00	0.00						
Public- Institutions	Poll	44200202	0	0.00	0	0	0.00	0.00						
Public- Institutions	Postal Ballot (if applicable)	44290383	0	0.00	o	o	0.00	0.00						
	Total	44290383	42099665	95.05	42099665	0	100.00	0.00						
	E-Voting		54841244	79.01	54837111	4133	99.99	0.01						
Public- Non	Poll	50400075	0	0.00	0	0	0.00	0.00						
Institutions	Postal Ballot (if applicable)	69408275	69408275 0		0	0	0.00	0.00						
	Total	69408275	54841244	79.01	54837111	4133	99.99	0.01						
		168613498							-					

^{*} Voted casted by 1(one) Member(Promoter and Promoter Group) holding 5,49,14,840 Equity Shares of INR 10/- each, being related party and interested in the aforesaid resolution, has not been considered



Details of Po	ostal Ballot and e	-voting Results as per		EBI (Listing Obligated)		osure Requiren	nents) Regulatio	ons, 2015 in						
Date of AGM				July 26, 2022					1					
Total number of sh	areholders on cut-off	date		1,22,506										
No. of shareholder	s present in the meet	ing either in person or throu	gh proxy:											
Promoters and Pro	moter Group:			Not Applicable										
Public:														
No. of Shareholder	s attended the meeti	ng through Video Conferenc	ing	119										
Promoters and Pro	moter Group:			1										
Public:		,	<i>y</i>	118					Ī					
Resolution require	d: (Ordinary/ Special)			Special Resolution										
Nhether promoter	/ promoter group are	interested in the agenda/re	esolution?	No										
Resolution 8		y		Approval of Restricted	Stock Unit Scheme	2022 of the Compa	ny.							
Category	Mode of Voting	No. of shares held (1)	No. 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		Invalid Votes					
	E-Voting		54914840	100.00	54914840	0	100.00	0.00						
Promoter and	Poll	F4044040	0	0.00	C	0	0.00	0.00						
Promoter Group	Postal Ballot (if applicable)	54914840	o	0.00	c	0	0.00	0.00						
	Total	54914840	54914840	100.00	54914840	0	100.00	0.00						
	E-Voting		42099665	95.05	37979130	4120535	90.21	9.79						
S. Ellis Lisatin at	Poll	44200202	0	0.00	C	0	0.00	0.00						
Public- Institutions	Postal Ballot (if applicable)	44290383	0	0.00	c	0	0.00	0.00						
	Total	44290383	42099665	95.05	37979130	4120535	90.21	9.79						
	E-Voting		54841216	79.01	54827427	13789	99.97	0.03						
Public- Non	Poll	C040037F	0	0.00	C	0	0.00	0.00						
nstitutions	Postal Ballot (if applicable)	69408275	0	0.00	С	0	0.00							
	Total	69408275	54841216	79.01	54827427	13789	99.97	0.03						
Division of the last	Total	168613498	151855721	90.06	147721397	4134324	97.28	2.72						



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 AGM July 26, 2022 Total number of shareholders on cut-off date 1,22,506 No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Not Applicable Public: No. of Shareholders attended the meeting through Video Conferencing 119 **Promoters and Promoter Group: Public:** 118 Resolution required: (Ordinary/ Special) Special Resolution Whether promoter/ promoter group are interested in the agenda/resolution? No Resolution 9 Approval of Employees Stock Option Scheme (ESOP Scheme III 2022) of the Company % of Votes in % of Votes % of Votes Polled on No. of Votes - in No. of Votes favour on votes against on votes Invalid Votes Category Mode of Voting No. of shares held (1) No. of votes polled (2) outstanding shares favour (4) against (5) polled polled (3)=[(2)/(1)]*100(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 54914840 E-Voting 54914840 100.00 0 100.00 0.00 0.00 0 Promoter and Poll 0 0 0.00 0.00 54914840 Postal Ballot (if **Promoter Group** 0.00 0.00 0.00 applicable) 54914840 100.00 54914840 Total 54914840 100.00 0.00 42099665 95.05 40600410 1499255 96.44 3.56 E-Voting 0.00 0.00 0.00 **Public-Institutions** 44290383 Postal Ballot (if 0.00 0.00 0.00 applicable) Total 44290383 42099665 95.05 40600410 1499255 96.44 3.56 E-Voting 54841460 79.01 54825949 15511 99.97 0.03 Poll 0 0.00 0.00 0.00 Public- Non 69408275 Institutions Postal Ballot (if 0.00 0.00 0.00 applicable) Total 69408275 54841460 79.01 54825949 15511 99.97 0.03 Total 168613498 151855965 90.06 150341199 1514766 99.00 1.00



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 AGM July 26, 2022 Total number of shareholders on cut-off date 1,22,506 No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoter Group:** Not Applicable Public: No. of Shareholders attended the meeting through Video Conferencing 119 **Promoters and Promoter Group:** Public: 118 Resolution required: (Ordinary/ Special) Special Resolution Whether promoter/ promoter group are interested in the agenda/resolution? No **Resolution 10** Approval of amendment in the Employees Stock Option Scheme 2016. % of Votes in favour on % of Votes against % of Votes Polled on No. of shares held No. of votes polled No. of Votes - in No. of Votes -Mode of Voting Category outstanding shares votes polled on votes polled Invalid Votes favour (4) against (5) (3)=[(2)/(1)]* 100 (7)=[(5)/(2)]*100 (6)=[(4)/(2)]*100 54914840 100.00 54914840 E-Voting 100.00 0.00 Poll 0.00 Promoter and 0.00 0.00 54914840 Promoter Group Postal Ballot (if 0.00 0.00 0.00 applicable) Total 54914840 54914840 100.00 54914840 100.00 0.00 E-Voting 42099665 95.05 40600410 1499255 96.44 3.56 Poll 0.00 0.00 0.00 Public-Institutions 44290383 Postal Ballot (if 0.00 0.00 0.00 applicable) Total 44290383 95.05 40600410 1499255 96.44 3.56 42099665 E-Voting 54841460 79.01 54826367 15093 99.97 0.03 Public- Non Poll 0.00 0.00 0.00 69408275 Institutions Postal Ballot (if 0.00 0.00 0.00 applicable) Total 69408275 54841460 79.01 54826367 15093 99.97 0.03 Total 168613498 151855965 90.06 150341617 1514348 99.00 1.00







COMPANY SECRETARIES

Scrutinizer's Report on remote e-voting and e-voting at the 34th Annual General Meeting of PNB HOUSING FINANCE LIMITED

To,
The Chairman,
PNB HOUSING FINANCE LIMITED
9th Floor, Antriksh Bhawan
22 K G Marg,
New Delhi – 110001

Date of Meeting: July 26, 2022 Day of Meeting: Tuesday

Time of Meeting: 03:00 P.M. (IST)

Dear Sir,

I, Shashikant Tiwari, 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 PNB Housing Finance Limited ("Company") for remote e-voting and e-voting ("electronic voting") at the 34th Annual General Meeting ("the Meeting / AGM") convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in respect of the below mentioned resolutions considered at the AGM of the Company held on July 26, 2022 at 9th Floor, Antriksh Bhawan, 22 KG Marg, New Delhi – 110001 as per Notice dated June 14, 2022.

Pursuant to the General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively, issued by Ministry of Corporate Affairs (MCA) and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 May 13, 2020 (hereinafter referred to as "relevant circulars"), the Company has sent the Annual Report including Notice of the 34th AGM only through e-mail in compliance with above-mentioned relevant applicable circulars to those Members whose names appeared in the register of members of the Company as on June 24, 2022 and whose email IDs registered with the Company/Registrar and Transfer Agent (RTA)/ Depository Participants ("DPs"). The Company has given an additional facility to the Members to register their e-mail addresses with the Company/RTA/DPs by giving newspaper advertisement dated June 27, 2022 in "Business Standard" in English Language and "Business Standard" in Regional Language in terms of relevant circulars. The Company had also given the newspaper advertisement dated July 01, 2022 in "Business Standard" in English Language and in "Business Standard" in Regional language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, confirming on the completion of dispatch of Notice of AGM to the Shareholders.

TIWARI Digitally signed by TIWARI SHASHIKANT Date: 2022.07.28 15:47:46 +05'30'

Phone: 2271 0514, 2271 3708, E-mail: Info@cacsindla.com, visit us at: www.cacsindla.com

Continuation.....

The Company has appointed National Securities Depository (India) Limited ("NSDL") for providing the electronic voting facility for conducting electronic voting at AGM by the Members of the Company.

The remote e-voting period commenced on Thursday, July 21, 2022 (9:00 A.M. IST) and closed on Monday, July 25, 2022 (5:00 P.M. IST) and the NSDL e-voting platform was blocked thereafter and then reopened and kept open during the AGM till 5:20 p.m.

Further, the e-voting was announced for the Members who attended the Meeting but have not cast their vote through remote e-voting.

The Members holding shares as on "**Cut-off date**" i.e. Tuesday, July 19, 2022 were entitled to vote on the proposed resolutions as set out in the Notice of the AGM, and their shareholding as on that date has been reckoned with for the purpose of arriving at the result of the electronic voting for the Meeting.

Subsequently, the remote e-voting was unblocked on Tuesday, July 26, 2022 around 5:27 P.M. (IST) in the presence of two witnesses, Mr. Ishaan Sharma R/o, N-43, Kirti Nagar, New Delhi-110015 and Mr. Aakarshit Jai R/o D-372, Ground Floor, Laxmi Nagar-110092 who are not in the employment of the Company.

The votes cast through e-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 thereunder relating to electronic voting on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolutions in a fair and transparent manner.

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

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- 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, 2022 and the Report of the Board of Directors and Auditors thereon; and
 - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon (Ordinary Resolution):

		REMOTE	E-VOTING	E-VOTI AG	A CONTRACT DEC POPULA	Total				
8.	Particulars	Number of member(s) voted	Votes held by them	Number of membe r(s) voted	Votes held by them	Number of member (s) voted	Votes held by them			
	Number of Members & Shares held by them	572	15,17,55,501	8	98	580	15,17,55,599			
Less:	Number of Members & Invalid/Reje cted 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 partially exercised their votes	0	0	0	0	0	0			
	No. of Valid Votes Cast	572	15,17,55,501	8	98	580	15,17,55,599			

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Btiul	REMOTE	E-VOTING	E-VOTING A	T AGM	то	TAL	% of total numb
Particulars	Number of member(s) voted	Votes Cast by them	Number of member(s) Cas by the		Number of member(s) voted	Votes Cast by them	er of valid votes cast
Favour	549	15,17,53,416 7 79		556	15,17,53,495	99.99	
Against	23	2,085	1	19	24	2,104	0.01
Total	572	15,17,55,501	8	98	580	15,17,55,59 9	100.0

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2. To appoint Mr. Neeraj Madan Vyas (DIN: 07053788) as Non-Executive Director, who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution):

		REMOT	E E-VOTING	E-VOTING	AT AGM		Total
	Particulars	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	571	15,18,56,035	8	98	579	15,18,56,133
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 partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	571*	15,18,56,035	8 98		579*	15,18,56,133

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	REMOTE	E-VOTING	E-VOTING A	T AGM	тс	% of total number	
Particulars	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	of valid votes cast
Favour	495	14,99,41,804 7 79		79	502	14,99,41,883	98.74
Against	78	19,14,231	1	19	79	19,14,250	1.26
Total	573*	15,18,56,035 8 98		581*	15,18,56,133	100.00	

^{*}Two shareholders have casted their votes partially in favour and partially in against the resolution. Therefore, we have counted these Members as two while counting the total number of Members voted on this resolution.

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3. To appoint Mr. Kapil Modi (DIN: 07055408) as Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution):

		REMOTE	E-VOTING	E-VOTING A	T AGM	T	otal
	Particulars	Number of member(s) voted	Votes held by them	Number of member(s) voted	yotes held by them 98 577 0 0 0 0 0		Votes held by them
	Number of Members & Shares held by them	569	15,18,55,987	8	98	577	15,18,56,085
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 partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	569*	15,18,55,987	8	98	577*	15,18,56,085

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	REMOTE	E-VOTING	E-VOTING A	T AGM	тс	% of total number	
Particulars	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	of valid votes cast
Favour	ur 498 15,00,09,399 7		79	505	15,00,09,478	98.78	
Against	73	18,46,588	1 19 74 18,46,6		18,46,607	1.22	
Total	571*	15,18,55,987	8	98	579*	15,18,56,085	100.00

*Two shareholders have casted their votes partially in favour and partially in against the resolution. Therefore, we have counted these Members as two while counting the total number of Members voted on this resolution.

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Appointment of Mr. Atul Kumar Goel (DIN 07266897) as a Non-Executive Nominee Director (Ordinary Resolution):

		REMOTE	E-VOTING	E-VOTING A	T AGM	T	otal
	Particulars	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	568	15,18,55,651	8	98	576	15,18,55,749
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 partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	568*	15,18,55,651	8	98	576*	15,18,55,749

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	REMOTE	E-VOTING	E-VOTING A	T AGM	т	% of total number	
Particulars	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	of valid votes cast
Favour	509	15,12,03,620	7	79	516	15,12,03,699	99.57
Against	60 6,52,031 1 19		61	6,52,050	0.43		
Total	569*	15,18,55,651	8	98	577*	15,18,55,749	100.00

^{*}One shareholder has casted its votes partially in favour and partially in against the resolution. Therefore, we have counted such member as one while counting the total number of member voted on this resolution.

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5. To borrow funds and issue of Non-Convertible Debentures (NCDs) on private placement basis (Special Resolution):

0		REMOTE	E-VOTING	E-VOTING A	T AGM	To	otal
	Particulars	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	570	15,18,56,006	8	98	578	15,18,56,104
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 partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	570*	15,18,56,006	8	98	578*	15,18,56,104

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Daniel de la constant	REMOTE	E E-VOTING	E-VOTIN AGN		то	% of total numbe	
Particulars	Number of member(s) voted Votes Cast by them (s) voted (s)		member	Votes Cast by them	Number of member(s) voted	Votes Cast by them	r of valid votes cast
Favour			7	79	533	15,16,01,890	99.83
Against	45	2,54,195	1	19	46	2,54,214	0.17
Total	571*	15,18,56,006	8	98	579*	15,18,56,104	100.00

^{*}One shareholder has casted its votes partially in favour and partially in against the resolution. Therefore, we have counted such member as one while counting the total number of member voted on this resolution.

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

		REMOTE E-VOTING		E-VOTING	AT AGM	Total		
	Particulars	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	567	15,18,55,632	8	98	575	15,18,55,730	
Less:	Number of Members & Invalid/Rejected Votes	1*	5,49,14,840	0		1	5,49,14,840	
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0	
Less:	Number of Members partially exercised their votes	0	0	0	0	0	0	
	No. of Valid Votes Cast	566	9,69,40,792	8	98	574	9,69,40,890	

^{*}Vote cast by 1(one) member holding 5,49,14,840 Equity Shares of INR 10/- each, being related party and interested in the aforesaid resolution, has not been considered and hence rejected.

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Particulars	REMOTE E-VOTING		E-VOTING AT AGM		то	% of total number	
Particulars	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	of valid votes cast
Favour	471	9,24,00,543	7	79	478	9,24,00,622	95.32
Against	95	45,40,249	1	19	96	45,40,268	4.68
Total	566	9,69,40,792	8	98	574	9,69,40,890	100.00

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7. Approval of material related party transactions with PNB Gilts Limited (Ordinary Resolution):

	,	REMOTE	E-VOTING	E-VOTING A	T AGM	To	otal
	Particulars	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	568	15,18,55,651	8	98	576	15,18,55,74 9
Less:	Number of Members & Invalid/Rejected Votes	1*	54914840	0	0	1	5,49,14,840
Less:	Number of Members & who abstained from voting	0	0	0	0	0	0
Less:	Number of Members partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	567	9,69,40,811	8	98	575	9,69,40,909

^{*}Vote cast by 1(one) member holding 5,49,14,840 Equity Shares of INR 10/- each, being related party and interested in the aforesaid resolution, has not been considered and hence rejected.

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	REMOTE E-VOTING		E-VOTING AT AGM		тс	% of total number	
Particulars	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	of valid votes cast
Favour	530	9,69,36,697	7	79	537	9,69,36,776	100.00
Against	37	4,114	1	19	38	4,133	0.00
Total	567	9,69,40,811	8	98	575	9,69,40,909	100.00

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8. Approval of Restricted Stock Unit Scheme 2022 of the Company (Special Resolution):

		REMOTE	E-VOTING	E-VOTING	G AT AGM		Total
	Particulars	Number of member(s) voted	Votes held by them	Number of membe r(s) voted	Votes held by them	Numbe r of membe r(s) voted	Votes held by them
	Number of Members & Shares held by them	566	15,18,55,623	8	98	574	15,18,55,721
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 partially exercised their votes	0	0	0	0	0	0
	No. of Valid Votes Cast	566	15,18,55,623	8	98	574	15,18,55,721

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	REMOTE E-VOTING		E-VOTING AT AGM		тс	% of total	
Particulars	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	of valid votes cast
Favour	. 479	14,77,21,318	, 7	79	486	14,77,21,397	97.28
Against	87	41,34,305	1	19	88	41,34,324	2.72
Total	566	15,18,55,623	8	98	574	15,18,55,721	100.00

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Approval of Employees Stock Option Scheme (ESOP Scheme III 2022) of the Company (Special Resolution):

	REMOTE E-VOTIN		E-VOTING	E-VOTING A	T AGM	Total		
	Particulars	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	568	15,18,55,867	8	98	576	15,18,55,965	
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 partially exercised their votes	0	0	0	0	0	0	
	No. of Valid Votes Cast	568*	15,18,55,867	8	98	576*	15,18,55,965	

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Bardinula an	REMOTE	E-VOTING	E-VOTING A	T AGM	тс	DTAL	% of total
Particulars	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	valid votes cast
Favour	501	15,03,41,120	7	79	508	15,03,41,199	99.00
Against	69	15,14,747	i	19	70	15,14,766	1.00
Total	570*	15,18,55,867	8	98	578*	15,18,55,965	100.00

^{*}Two shareholders have casted their votes partially in favour and partially in against the resolution. Therefore, we have counted these Members as two while counting the total number of Members voted on this resolution.

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10. Approval of amendment in the Employees Stock Option Scheme 2016 (Special Resolution):

		REMOTE	E-VOTING	E-VOTING A	T AGM	Total		
	Particulars	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	568	15,18,55,867	8	98	576	15,18,55,965	
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 partially exercised their votes	0	0	0	0	0	0	
	No. of Valid Votes Cast	568*	15,18,55,867	8	98	576*	15,18,55,965	

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Particulars	REMOTE	E-VOTING	E-VOTING AT AGM		тс	% of total number of valid votes cast		
Particulars	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	500	15,03,41,538	7	79	507	15,03,41,617	99.00	
Against	70	15,14,329	1	19	71	15,14,348	1.00	
Total	570*	15,18,55,867	8	98	578*	15,18,55,965	100.00	

*Two shareholders have casted their votes partially in favour and partially in against the resolution. Therefore, we have counted these Members as two while counting the total number of Members voted on this resolution.

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- 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.
- 4. Based on the aforesaid results, the resolutions as mentioned above and in the Notice of AGM have been passed with requisite majority on Tuesday, July 26, 2022.

Thanking you, Yours faithfully,

Chandrasekaran Associates

Company Secretaries FRN: P1988DE002500

Peer Review Certificate No.: 1428/2021

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Shashikant Tiwari

Partner

Membership No: F11919

CP No. 13050

UDIN: F011919D000698176

Place: Delhi

Date: 28,07,2022

Counter-signed by

(Chairman or any other person Authorised by the Chairman of the Company

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