

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


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:

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:	1
Public:	118
Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 1									
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.									
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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44290383	41999003	94.83	41999003	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	41999003	94.83	41999003	0	100.00	0.00
Public- Non Institutions	E-Voting	69408275	54841756	79.01	54839652	2104	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		69408275	54841756	79.01	54839652	2104	100.00	0.00
Total		168613498	151755599	90.00	151753495	2104	100.00	0.00	




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:	1
Public:	118
Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 2		To appoint Mr. Neeraj Madan Vyas (DIN: 07053788) as Non-Executive Director, who retires by 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)	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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44290383	42099665	95.05	40189735	1909930	95.46	4.54	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	42099665	95.05	40189735	1909930	95.46	4.54
Public- Non Institutions	E-Voting	69408275	54841628	79.01	54837308	4320	99.99	0.01	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		69408275	54841628	79.01	54837308	4320	99.99	0.01
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:	1
Public:	118
Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 3									
To appoint Mr. Kapil Modi (DIN: 07055408) as Non-Executive Director, who retires by rotation and being eligible, offers himself for reappointment.									
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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44290383	42099665	95.05	40257818	1841847	95.63	4.37	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	42099665	95.05	40257818	1841847	95.63	4.38
Public- Non Institutions	E-Voting	69408275	54841580	79.01	54836820	4760	99.99	0.01	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		69408275	54841580	79.01	54836820	4760	99.99	0.01
Total		168613498	151856085	90.06	150009478	1846607	98.78	1.22	




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:	1
Public:	118
Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 4		Appointment of Mr. Atul Kumar Goel (DIN 07266897) as a Non-Executive Nominee Director.							
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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44290383	42099665	95.05	41451576	648089	98.46	1.54	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	42099665	95.05	41451576	648089	98.46	1.54
Public- Non Institutions	E-Voting	69408275	54841244	79.01	54837283	3961	99.99	0.01	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		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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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:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	119
Promoters and Promoter Group:	1
Public:	118
Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

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

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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	54914840	54914840	100.00	54914840	0	100.00	0.00	
Public- Institutions	E-Voting	44290383	42099665	95.05	41848922	250743	99.40	0.60	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	44290383	42099665	95.05	41848922	250743	99.40	0.60	
Public- Non Institutions	E-Voting	69408275	54841599	79.01	54838128	3471	99.99	0.01	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total	69408275	54841599	79.01	54838128	3471	99.99	0.01	
Total		168613498	151856104	90.06	151601890	254214	99.83	0.17	



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:		1							
Public:		118							
Resolution required: (Ordinary/ Special)		Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Resolution 6		Approval of material related party transactions with Punjab National 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	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
Promoter and Promoter Group	E-Voting	54914840	0*	0.00	0	0	0.00	0.00	54914840
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	44290383	42099665	95.05	37563530	4536135	89.23	10.77	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	42099665	95.05	37563530	4536135	89.23	10.77
Public- Non Institutions	E-Voting	69408275	54841225	79.01	54837092	4133	99.99	0.01	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	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



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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:		Not Applicable							
Promoters and Promoter Group:									
Public:									
No. of Shareholders attended the meeting through Video Conferencing		119							
Promoters and Promoter Group:		1							
Public:		118							
Resolution required: (Ordinary/ Special)		Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Resolution 7		Approval of material related party transactions 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)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	54914840	0*	0.00	0	0	0.00	0.00	54914840
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		0	0.00	0	0	0.00	0.00	
Public- Institutions	E-Voting	44290383	42099665	95.05	42099665	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		42099665	95.05	42099665	0	100.00	0.00	
Public- Non Institutions	E-Voting	69408275	54841244	79.01	54837111	4133	99.99	0.01	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54841244	79.01	54837111	4133	99.99	0.01	
Total	Total	168613498	96940909	57.49	96936776	4133	100.00	0.00	

* 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 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:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	119
Promoters and Promoter Group:	1
Public:	118
Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No
Resolution 8	Approval of Restricted Stock Unit Scheme 2022 of the Company.

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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44290383	42099665	95.05	37979130	4120535	90.21	9.79	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	42099665	95.05	37979130	4120535	90.21	9.79
Public- Non Institutions	E-Voting	69408275	54841216	79.01	54827427	13789	99.97	0.03	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		69408275	54841216	79.01	54827427	13789	99.97	0.03
Total		168613498	15185721	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:		1							
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							
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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44290383	42099665	95.05	40600410	1499255	96.44	3.56	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	42099665	95.05	40600410	1499255	96.44	3.56
Public- Non Institutions	E-Voting	69408275	54841460	79.01	54825949	15511	99.97	0.03	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	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:		1							
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.							
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
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44290383	42099665	95.05	40600410	1499255	96.44	3.56	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		44290383	42099665	95.05	40600410	1499255	96.44	3.56
Public- Non Institutions	E-Voting	69408275	54841460	79.01	54826367	15093	99.97	0.03	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
	Total		69408275	54841460	79.01	54826367	15093	99.97	0.03
Total		168613498	151855965	90.06	150341617	1514348	99.00	1.00	



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**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.

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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):

	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	572	15,17,55,501	8	98	580	15,17,55,599
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	572	15,17,55,501	8	98	580	15,17,55,599

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CHANDRASEKARAN ASSOCIATES

Continuation.....

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	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	15,17,55,599	100.00

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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 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	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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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	495	14,99,41,804	7	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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CHANDRASEKARAN ASSOCIATES

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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):

	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	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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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	498	15,00,09,399	7	79	505	15,00,09,478	98.78
Against	73	18,46,588	1	19	74	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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4. Appointment of Mr. Atul Kumar Goel (DIN 07266897) as a Non-Executive Nominee Director (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	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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CHANDRASEKARAN ASSOCIATES

Continuation.....

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	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):

	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	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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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	526	15,16,01,811	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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6. 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	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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CHANDRASEKARAN ASSOCIATES

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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	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):**

	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	568	15,18,55,651	8	98	576	15,18,55,749
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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CHANDRASEKARAN ASSOCIATES

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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	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):**

	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	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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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	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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9. Approval of Employees Stock Option Scheme (ESOP Scheme III 2022) of the Company (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	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		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	501	15,03,41,120	7	79	508	15,03,41,199	99.00
Against	69	15,14,747	1	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):**

	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	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		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	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)