



August 6, 2020

The BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited,
Listing Department
“Exchange Plaza”
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 540173

Symbol: PNBHOUSING

Dear Sir,

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

Pursuant to Regulation 30, Part A of Schedule - III of the Listing Regulations, we are submitting herewith the proceedings of the 32nd Annual General Meeting (“AGM”) of PNB Housing Finance Limited (“the Company”) held on Wednesday, August 5, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) as an **Annexure A**. The AGM was delayed by 7 minutes due to some technical issues and duly commenced at 3:07 p.m. and concluded at 5:27 p.m.

The AGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) was convened in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April 2020, 13 April 2020 and 5 May 2020 respectively, issued by Ministry of Corporate Affairs (MCA) and SEBI circular dated May 12, 2020 and other provisions of the Companies Act, 2013 read with Rules made thereunder and Listing Regulations.

You are requested to take note of the above.

Thanking you,

For PNB Housing Finance Limited

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

Annexure A

Summary of the Proceedings of the 32nd Annual General Meeting of the Company held on Wednesday, August 5, 2020:

1. The 32nd AGM of the Members of the Company was held on Wednesday, August 5, 2020 at 3:07 p.m. (IST) through two way Video Conferencing/ Other audio video means in compliance with the General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) and SEBI circular dated May 12, 2020 and other provisions of the Companies Act, 2013 read with Rules made thereunder and Listing Regulations.
2. Mr. Sanjay Jain, Company Secretary of the Company welcomed all the Members and the Board of Directors of the Company at the Meeting held through VC/OAVM. The Company Secretary of the Company introduced the Directors and Key Managerial Personnel, present in the Meeting. The Chairperson of the Audit Committee, the Nomination and Remuneration Committee, Stakeholders Relationship Committee, Credit Committee of Board, Risk Management Committee and Corporate Social Responsibility Committee and all the Directors including Independent Directors were present at the AGM and further confirmed the presence of authorized representatives of Statutory and Secretarial Auditors of the Company.
3. The Company Secretary checked & confirmed the presence of quorum at the AGM. He shared important information about the meeting with the shareholders. Below are the details regarding the attendance of Members present at the meeting:

Details of presence of the members, directors and auditors at the AGM		
Sr. No.	Particulars	Details
A.	Date of the AGM/EGM	Annual General Meeting - Wednesday, August 5, 2020.
B.	Total number of shareholders as on record date	As of Cut-off date i.e. July 29, 2020 - 112877
C.	No. of Shareholders present in the meeting through Video Conferencing:	84
D.	No. of Directors and Auditors attended the meeting through Video Conferencing:	
	Directors including Independent Director :	10 (including Independent Directors)
	Auditor :	Auditors- 2 (1 Representative of Statutory, 1 Representative of Secretarial)

4. The Company Secretary apprised the members that members who have pre-registered themselves as a speaker will be allowed to speak when their names are announced and requested to speak. The audio and video mode will be opened for them accordingly. Members might ask their queries during the meeting through communication box appearing on their screen. Answers to the queries will be given suitably.
5. The Company Secretary stated the following:

- i. Annual Report for the financial year 2019-20 along with Notice for the AGM was dispatched to the Members of the Company whose email ID was registered with the Company / RTA / Depositories through electronic mode and the same was also available on the website of the Company and Stock Exchanges where the securities of the Company are listed;
- ii. The Facility for joining this meeting through video conference or other audio-visual means was made available for the members on a first come first serve basis.
- iii. The Company had received requests from a few members to register them as Speakers at the meeting. Accordingly, Members who have pre-registered themselves as a speaker will be allowed to speak on the announcement of the floor for questions and answers.
- iv. Also, members who had missed the opportunity to drop their queries at the registered email address as given in the Notice earlier or getting themselves registered, now may ask their queries during the meeting through communication box appearing on their screen. Answers to the queries will be given suitably.
- v. He drew attention of the members to the fact that the requisite registers and all other documents as referred in the Notice are available for inspection electronically during the AGM.

He requested Mr. CH. S.S. Mallikarjuna Rao, Chairman of the Company, to take the proceedings further.

6. The Chairman addressed the members about the significant developments of the Company. He shared his views on the unprecedented situation of COVID 19 and briefed the impact of the same on the industry, corporates and world. The Chairman, then requested Mr. Neeraj Vyas, Managing Director and CEO of the Company to brief about the performance of the Company during the Financial Year 2019-20 and prospects of the industry and the Company.
7. After, Mr. Neeraj Vyas, Managing Director briefed about the performance of the Company during the financial year 2019-20, he concluded his speech by thanking the Members and all the stakeholders for their continued support. Then he requested Mr. Sanjay Jain, to proceed further.
8. Mr. Sanjay Jain, Company Secretary then informed the members that there was no qualification or adverse remark, observations or comments in the Auditors' Report which can have any adverse effect on the functioning of the Company. He took the Auditor's report as read after taking the permission of Members present.
9. Upon obtaining the permission of the Members present, Mr. Sanjay Jain, Company Secretary of the Company took the Notice of AGM as already circulated as read. He, then, briefed Business(es) set out in the AGM notice and took up the agenda. The following Agenda items were transacted at the AGM:

Sr. No.	Agenda	Type of Resolution required (Ordinary/Special)
1	To receive, consider and adopt: a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 and the Report of the Auditors thereon.	Ordinary

2	To appoint Mr. Sunil Kaul (DIN: 05102910) as Non-executive director, who retires by rotation and, being eligible, offers himself for reappointment	Ordinary
3	Appointment of Mr. CH S S Mallikarjuna Rao (DIN 07667641) as Non-executive Director	Ordinary
4	Appointment of Dr. Tejendra Mohan Bhasin (DIN 03091429) as an Independent Director	Ordinary
5	Appointment of Mr. Neeraj Madan Vyas (DIN 07053788) as an Interim Managing Director and Chief Executive Officer of the Company	Ordinary
6.	Approval of material related party transactions with Punjab National Bank	Ordinary
7.	To borrow funds and issue of bonds/ nonconvertible debentures and other debt securities	Special

10. Mr. Sanjay Jain, Company Secretary of the Company briefed the Members about the voting facility that was available to the Members during the AGM who have not cast their votes electronically yet and who were participating in the AGM through the e-voting system provided by NSDL and also informed the details of scrutinizer appointed for scrutinizing the electronic voting process, in a fair and transparent manner and declaration of combined results of the remote e-voting and e-voting at the AGM.
11. The detailed response was provided to the queries raised by the Members on the Company's operations and financial statements for the year ended March 31, 2020, by Chairman/Managing Director and CEO of the Company respectively.
12. The Chairman concluded by thanking all the Members all the stakeholders for their continued support. Further, Company Secretary proposed a vote of thanks to the Chair and the attendees for attending the AGM and declared the meeting as closed at 4:57 pm (IST).
13. The Members were informed that who had not cast their vote through remote e-voting, may cast their vote through e-voting platform provided by NSDL within next 30 minutes on the resolution as laid in the Notice of AGM. Time ticker was displayed for 30 minutes.
14. Thereafter, an announcement was made for closing of voting at 5:27p.m. (IST).

For PNB Housing Finance Limited

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