



July 27, 2022

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 SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)- Summary of 34<sup>th</sup> AGM**

Pursuant to Regulation 30, Part A of Schedule III of the Listing Regulations, we are submitting herewith the proceedings of the 34<sup>th</sup> Annual General Meeting ('AGM') of PNB Housing Finance Limited ("the Company") held on Tuesday, July 26, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The AGM commenced at 3:00 p.m. and concluded at 5:20 p.m.

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**



Regd. Office: 9<sup>th</sup> Floor, Antriksh Bhavan, 22 Kasturba Gandhi Marg, New Delhi – 110 001  
Phone: 011 – 23736857, E-mail: [loans@pnbhfl.com](mailto:loans@pnbhfl.com), Website: [www.pnbhfl.com](http://www.pnbhfl.com)  
CIN: L65922DL1988PLC033856

**Summary of the proceedings of the 34<sup>th</sup> Annual General Meeting of the Company held on Tuesday, July 26, 2022**

1. The AGM of the Members was held on Tuesday, July 26, 2022 at 3.00 p.m. (IST) through two way Video Conferencing/ Other audio video means in compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021; Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred as “MCA circulars”) and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, 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 dated May 13, 2022 (“SEBI Circulars”) and other provisions of the Companies Act, 2013 and rules made thereunder and Listing Regulations.

2. Mr. Sanjay Jain, Company Secretary welcomed all the Members and the Board of Directors of the Company at the Meeting held through VC/OAVM. The Company Secretary introduced the Directors present in the meeting. The Chairman of the Audit Committee, the Nomination and Remuneration Committee, Stakeholders Relationship Committee, Credit Committee, Risk Management Committee, Corporate Social Responsibility Committee and IT Strategy Committee of the Board 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:

<b>Details of presence of the Members, Directors and Auditors at the AGM</b>		
S. No.	Particulars	Details
1.	Total number of shareholders as on record date	As on cut-off date of Tuesday, July 19, 2022: 1,22,506
2.	No. of Shareholders present in the meeting through Video Conferencing:	119
3.	No. of Directors and Auditors attended the meeting through Video Conferencing:  Directors including Independent Director: Auditors:	11 (including Independent Directors) Auditors- 4 (2 representative of Joint Statutory Auditors, 2 representative of Secretarial Auditor)

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

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audio and video mode was opened for them accordingly. Members asked their queries during the meeting through communication box appearing on their screen. Answers to the queries were given suitably.

5. The Company Secretary stated the following:

- i. Annual Report for the Financial Year 2021-22 along with Notice for the AGM was dispatched to the Members of the Company whose email IDs were 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 who registered as speakers at the meeting. Accordingly, Members who were pre-registered as a speaker were allowed to speak on the announcement of the floor for questions and answers.
- iv. 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, could ask their queries during the meeting through communication box appearing on their screen. Answers to the queries were given suitably.

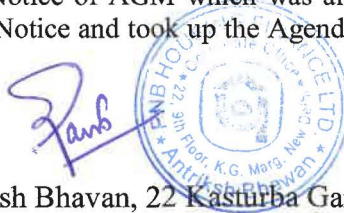
He requested Mr. Atul Kumar Goel to chair the meeting and take the proceedings further.

6. The Chairman addressed the Members about the significant developments of the Company. He shared his views on the impact of COVID 19, inflation, economic impact of Russia Ukraine war and other related issues. He spoke about growing opportunities for Housing Finance Companies. The Chairman requested the Managing Director and CEO of the Company to brief about the performance of the Company during the Financial Year 2021-22 and prospects of the housing sector and the Company

7. The Managing Director and CEO greeted the shareholders and briefed about the performance of the Company during the financial year 2021-22 and concluded his speech. He thanked the Members and all the stakeholders for their continued support.

8. Company Secretary informed the Members that there was no qualification or adverse remarks, observations or comments in the Auditors' Report which could have any adverse effect on the functioning of the Company. The Auditor's report was taken as read.

9. Company Secretary took the Notice of AGM which was already circulated as read. He briefed Business(es) set out in the AGM Notice and took up the Agenda. The following Agenda items were transacted at the AGM:



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S. 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, 2022 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, 2022 and the Report of the Auditors thereon.	Ordinary 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.	Ordinary Resolution
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
4.	Appointment of Mr. Atul Kumar Goel (DIN 07266897) as a Non-Executive Nominee Director.	Ordinary Resolution
5.	To borrow funds and issue of Non-Convertible Debentures (NCDs) on private placement basis.	Special Resolution
6.	Approval of material related party transactions with Punjab National Bank.	Ordinary Resolution
7.	Approval of material related party transactions with PNB Gilts Limited.	Ordinary Resolution
8.	Approval of Restricted Stock Unit Scheme 2022 of the Company.	Special Resolution
9.	Approval of Employees Stock Option Scheme (ESOP Scheme III 2022) of the Company.	Special Resolution
10.	Approval of amendment in the Employees Stock Option Scheme 2016.	Special Resolution

10. Company Secretary briefed the Members about the voting facility that was available to the Members during the AGM for those who could not cast their votes electronically and who had participated in the AGM through the e-voting system provided by NSDL. He informed the details of

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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. Appropriate responses were given by the Chairman to the queries raised by Members on Company's operations and other issues raised.

12. The Chairman concluded the meeting and thanked all the Members for their continued support. A vote of thanks to the Chair and the attendees for attending the AGM was proposed and the Chairman declared the meeting as closed at 4.20 pm (IST).

13. The Members were informed that who had not cast their vote through remote e-voting, could cast their vote through e-voting platform provided by NSDL within next 60 minutes on the resolution as laid in the Notice of AGM. Time ticker was displayed for 60 minutes. Thereafter, an announcement was made for closing of voting at 5:20 p.m. (IST).

For PNB Housing Finance Limited

A handwritten signature in blue ink, appearing to read 'Sanjay Jain', is written over a horizontal line.

Sanjay Jain  
Company Secretary and Head Compliance  
Membership No. FCS 2642

