



April 11, 2022

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(s),

Sub: Result of Postal Ballot by remote e-voting process

The Company had issued Postal Ballot Notice dated March 09, 2021 under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, seeking consent of the shareholders of the Company in respect of the following item:

Item No.	Description of Ordinary Resolution
1.	Appointment of Mr. Binod Kumar (DIN: 07361689) as a Non-Executive Nominee Director on the Board of the Company

Pursuant to the aforesaid Postal Ballot, Scrutinizer has submitted his report dated April 11, 2022.

As per the aforesaid Scrutinizer's Report, the shareholders of the Company have duly approved the Resolution as embodied in the Postal Ballot Notice with the requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Friday, April 08, 2022.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of voting results in the prescribed format is enclosed for your information and records. The same is also uploaded on the website of the Company i.e. www.pnbhousing.com.

A copy of the Scrutinizer's Report in this regard is also enclosed.

This is for your information and records.

Thanking you

For PNB Housing Finance Limited


Sanjay Jain
Company Secretary & Head Compliance
Membership Number: F2642

Regd. Office: 9th Floor, Antriksh Bhavan, 22 Kasturba Gandhi Marg, New Delhi – 110 001

Phone: 011 – 23736857, E-mail: loans@pnbhfl.com, Website: www.pnbhfl.com

CIN: L65922DL1988PLC033856

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 declaration of result of Postal Ballot				April 08, 2022				
Total number of shareholders on cut-off date (i.e. March 04, 2022)				119796				
No. of shareholders present in the meeting either in person or through proxy:				N.A.				
Promoters and Promoter Group:				-				
Public:				-				
No. of Shareholders attended the meeting through Video Conferencing				N.A.				
Promoters and Promoter Group:				-				
Public:				-				
Resolution required: (Ordinary/ Special)				Ordinary Resolution: Appointment of Mr. Binod Kumar (DIN: 07361689) as a Non-Executive Nominee Director on the Board of the Company.				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	Number of shares held (1)	Number of votes polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=(4)/(2)*100	% of Votes against on votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	54914840	54914840	100.00	54914840	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total	54914840	54914840	100.00	54914840	0	100.00	0.00
Public- Institutions	E-Voting	44459805	25626104	57.64	25524559	101545	99.60	0.40
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total	44459805	25626104	57.64	25524559	101545	99.60	0.40
Public- Non Institutions	E-Voting	69211410	54858666	79.26	54838781	19885	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal ballot		0	0.00	0	0	0.00	0.00
	Total	69211410	54858666	79.26	54838781	19885	99.96	0.04
Grand Total		168586055	135399610	80.31	135278180	121430	99.91	0.09



SCRUTINIZERS' REPORT

To,
The Chairperson,
PNB Housing Finance Limited
9th Floor Antriksh Bhawan, 22 K G Marg
New Delhi-110001

Sub: Scrutinizers' Report on Postal Ballot by way of electronic voting process ("remote e- voting") means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated March 09, 2022.

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of PNB Housing Finance Limited (hereinafter referred to as "Company") for scrutinizing Postal Ballot by way of voting by electronic means in respect of passing of the resolution contained in the Notice dated March 09, 2022 ("Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and No. 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively issued by the Ministry of Corporate Affairs ("hereinafter collectively referred as MCA Circulars") and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (the 'SEBI Circulars'), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ('SS-2') relating to Postal Ballot by way of electronic voting means.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of National Securities Depository Limited ('NSDL') i.e. www.evoting.nsdl.com, authorised agency engaged by the Company to provide e-

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voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. IST on Friday, April 08, 2022.

3. The Members of the Company as on the "cut-off date" i.e. March 04, 2022 were entitled to vote on the proposed resolution to be passed through Postal Ballot by way of electronic voting means as set-out in the Notice of Postal Ballot dated March 09, 2022 and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.
4. The e-voting period remained open from at 9:00 A.M. (IST) on Thursday, March 10, 2022 and ended at 5:00 P.M. (IST) on Friday, April 08, 2022, on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Wednesday, March 09, 2022, the Company had completed the dispatch of Postal Ballot Notice, to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Link Intime India Private Limited ("Registrar and Transfer Agent" or "RTA") as on the Cut-off date i.e. Friday, March 04, 2022 and whose e-mail IDs were registered with the Company and Depositories. Pursuant to the MCA Circulars, the Company had dispatched the Notice through e-mails only. The Company has not dispatched the Postal Ballot Notice to those members whose e-mail IDs were not registered with the Company and/or Depositories.

However, the Company had also given an option to the members to register their e-mail id's with the Company and/ or their depository participants in the Postal Ballot Notice dated March 09, 2022, which was uploaded on the website of the Company (<https://www.pnbhousing.com>), on the website of National Securities Depository Limited (www.evoting.nsdl.com) and also published by way of newspaper advertisements dated March 10, 2022 in Business Standard (English & Hindi), All Editions,.

6. Due to COVID-19 pandemic and in view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballot were not dispatched.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in Business Standard (English & Hindi) All Editions on March 10, 2022 informing about the completion of dispatch of Postal Ballot Notice, to the Members, those registered their e-mail id's with the Company RTA/ depositories along with other related matters mentioned therein.
8. I had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by NSDL through its designated website.

9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses, Ms. Deepti Arora R/o. 9/54, First Floor, Subhash Nagar-110027 and Ms. Pallavi Kapoor R/o. 412-414/7, Bada Bazaar, Shahdara, Delhi-110032 who are not in the employment of the Company.
10. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by Link Intime India Private Limited i.e. RTA of the Company and authorizations lodged with the Company.
12. This report is based on votes casted through e-voting, which was downloaded from the website of NSDL i.e. www.evoting.nsdl.com .
13. After ascertaining the votes casted by e-voting, I hereby submit the result as under:

Item No. 1:

Appointment of Mr. Binod Kumar (DIN: 07361689) as a Non-Executive, Nominee Director on the Board of the Company (Ordinary Resolution)

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members and Shares held by them	1004	135,399,610
Less:	Number of Members and Invalid/Rejected Votes	0	0
Less:	Number of Members and abstained from voting	0	0
Less:	Number of Members and Votes not exercised/ partially exercised	0	0
	No. of Valid Votes Cast	1004	135,399,610

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Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	896	13,52,78,180	99.91
Against	108	1,21,430	0.09
Total	1004	135,399,610	100.00

14. Based on the aforesaid results, the resolution as mentioned above deemed to have been passed with requisite majority, on Friday, April 08, 2022, being the last date of remote e-voting for the members of the Company. Therefore, the Chairman or any other person authorised by him may accordingly declare the result of the above said Postal Ballot.

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.: A28994
Certificate of Practice No.: 13050
UDIN: A028994D000062676

Place: Delhi
Date: 11.04.2022

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Countersigned by:
For and on behalf of
PNB Housing Finance Limited
Chairman or Director / Company Secretary
authorised by him