

August 7, 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)

The 32nd Annual General Meeting (‘AGM’) of PNB Housing Finance Limited (‘the Company’) was held on Wednesday, August 5, 2020 through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).

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

1. Combined voting results in the prescribed format
2. Scrutinizer Report signed by Mr. Rupesh Agarwal, Managing Partner, Chandrasekaran Associates

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

Resolution 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. (As an Ordinary Resolution)

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	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		54914840	54914840	100.00	54914840	0	100.000
Public- Institutions	E-Voting	44289064	29689511	67.04	29689511	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		44289064	29689511	67.04	29689511	0	100.000
Public- Non Institutions	E-Voting	68983004	55119971	79.90	55119276	695	99.999	0.001
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		68983004	55119971	79.90	55119276	695	99.999



Resolution 2 : To appoint Mr. Sunil Kaul (DIN: 05102910) as Non-executive director, who retires by rotation and, being eligible, offers himself for reappointment (As an Ordinary Resolution)

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	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		54914840	54914840	100.00	54914840	0	100.000
Public- Institutions	E-Voting	44289064	29716762	67.10	29516319	200443	99.325	0.675
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		44289064	29716762	67.10	29516319	200443	99.325
Public- Non Institutions	E-Voting	68983004	55119940	79.90	55118142	1798	99.997	0.003
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		68983004	55119940	79.90	55118142	1798	99.997



Resolution 3 : Appointment of Mr. CH S S Mallikarjuna Rao (DIN 07667641) as Non-executive Director. (As an Ordinary Resolution)

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	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		54914840	54914840	100.00	54914840	0	100.000
Public- Institutions	E-Voting	44289064	29716762	67.10	29481756	235006	99.209	0.791
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		44289064	29716762	67.10	29481756	235006	99.209
Public- Non Institutions	E-Voting	68983004	55119942	79.90	55118741	1201	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		68983004	55119942	79.90	55118741	1201	99.998



Resolution 4: Appointment of Dr. Tejendra Mohan Bhasin (DIN 03091429) as an Independent Director (As an Ordinary Resolution)

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	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		54914840	54914840	100.00	54914840	0	100.000
Public- Institutions	E-Voting	44289064	29716762	67.10	29716762	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		44289064	29716762	67.10	29716762	0	100.000
Public- Non Institutions	E-Voting	68983004	55119942	79.90	55118248	1694	99.997	0.003
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		68983004	55119942	79.90	55118248	1694	99.997



Resolution 5: Appointment of Mr. Neera Madan Vyas (DIN 07053788) as an Interim Managing Director and Chief Executive Officer of the Company. (As an Ordinary Resolution)

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	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		54914840	54914840	100.00	54914840	0	100.000
Public- Institutions	E-Voting	44289064	29716762	67.10	29716762	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		44289064	29716762	67.10	29716762	0	100.000
Public- Non Institutions	E-Voting	68983004	55119942	79.90	55118733	1209	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		68983004	55119942	79.90	55118733	1209	99.998



Resolution 6: Approval of material related party transactions with Punjab National Bank. (As an Ordinary Resolution)

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	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		0	0.00	0	0	0.000	0.000
Public- Institutions	E-Voting	44289064	29716762	67.10	22865549	6851213	76.945	23.055
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		29716762	67.10	22865549	6851213	76.945	23.055
Public- Non Institutions	E-Voting	68983004	55119922	79.90	55118806	1116	99.998	0.002
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		55119922	79.90	55118806	1116	99.998	0.002



Resolution 7: To borrow funds and issue of bonds/ nonconvertible debentures and other debt securities. (As an Special Resolution)

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	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		54914840	54914840	100.00	54914840	0	100.000
Public- Institutions	E-Voting	44289064	29716762	67.10	29532290	184472	99.379	0.621
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		44289064	29716762	67.10	29532290	184472	99.379
Public- Non Institutions	E-Voting	68983004	55120342	79.90	55118852	1490	99.997	0.003
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.00	0	0	0.000	0.000
	Total		68983004	55120342	79.90	55118852	1490	99.997



**Scrutinizer's Report on remote e-voting and e-voting at the 32nd Annual General Meeting of
PNB Housing Finance Limited**

The Chairman
PNB HOUSING FINANCE LIMITED
9th Floor, Antriksh Bhavan,
22 Kasturba Gandhi Marg,
New Delhi, Delhi, 110001

Date of Meeting: August 5, 2020
Day of Meeting: Wednesday
Time of Meeting: At 3:00 p.m.

Dear Sir,

I, Rupesh Agarwal, Managing 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 M/s. PNB Housing Finance Limited ("Company") for remote e-voting and e-voting (hereinafter referred to as the "electronic voting") at the 32nd Annual General Meeting ("the Meeting") convened through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in respect of the below mentioned resolutions considered at the Meeting of the equity shareholders of the Company as per notice dated June 13, 2020.


Pursuant to the 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 date May 12, 2020 (hereinafter referred to as "relevant circulars"), the Company has dispatched the Annual Reports including Notice of the 32nd AGM only through e-mails. The Company has not dispatched the Annual Reports and Notice of the AGM to those members whose e-mail IDs were not registered/available with the Link Intime India Private Limited, Registrar Transfer Agent ("RTA"), Company and Depositories. However, the Company has also given an additional option to members to register their e-mail ids with the RTA, Company or their depository participants by giving newspaper advertisements dated July 8, 2020 in the Business Standard. The Notice dated June 13, 2020 convening the Meeting was sent to the shareholders on July 11, 2020 in respect of the proposed resolutions considered at the Meeting of the Equity Shareholders of the Company held on August 5, 2020.

The Company has availed the electronic voting facility offered by National Securities Depository (India) Limited ("NSDL") for conducting electronic voting by the shareholders as for the AGM of the Company.

The remote e-voting period commenced on Sunday, August 2, 2020 at 9:00 (IST) a.m. and concluded on Tuesday, August 4, 2020 at 5:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter and then reopened during the AGM and kept opened during the AGM.

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

The shareholders holding shares as at the close of business hours on Wednesday, July 29, 2020 ("Cut-off date") were entitled to vote on the proposed resolutions as set out in the Notice of the Meeting of the Company, 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.


Page 1 of 10

Subsequently, the remote e-voting was unblocked on August 5, 2020 around 6:10 P.M in the presence of two witnesses, Mr. Shashikant Tiwari R/o, C-242A, Pandav Nagar, Delhi-92 and Ms. Varuna Mittal R/o A-14, Naya Bazar, Najafgarh, New Delhi-43 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 there-under relating to electronic voting on the resolutions contained in the Notice of the Meeting.

My responsibility as scrutinizer for electronic voting is restricted to making a scrutinizer report of the votes cast in favour or against the resolution.

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



A circular stamp with the text "CHANDRASEKARAN ASSOCIATES" at the top, "NEW DELHI" in the center, and "COMPANY SECRETARIES" at the bottom. A handwritten signature is written across the stamp.

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, 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. (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		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	413	139723569	9	753	422	139724322
Less:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less:	Number of Members & abstained from voting	0	0	0	0	0	0
Less:	Number of Members & Votes not exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	413	139723569	9	753	422	139724322

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	389	139722874	9	753	398	139723627	99.999503
Against	24	695	0	0	24	695	0.0004974
Total	413	139723569	9	753	422	139724322	100.00



2. To appoint Mr. Sunil Kaul (DIN: 05102910) as Non-executive director, who retires by rotation and, being eligible, offers himself for reappointment (As an Ordinary Resolution).

	Particulars	REMOTE E-VOTING		E-VOTING		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	412	139750789	9	753	421	139751542
Les s:	Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Les s:	Number of Members & abstained from voting	0	0	0	0	0	0
Les s:	Number of Members & Votes not exercised	0	0	0	0	0	0
	No. of Valid Votes Cast	412	139750789	9	753	421	139751542

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	351	139548548	9	753	360	139549301	99.855285
Against	61	202241	0	0	61	202241	0.1447147
Total	412	139750789	9	753	421	139751542	100.00



3. Appointment of Mr. CH S-S Mallikarjuna Rao (DIN 07667641) as Non-executive Director. (As an Ordinary Resolution):

Particulars	REMOTE E-VOTING		E-VOTING		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	412	139750791	9	753	421	139751544
Les s: Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Les s: Number of Members & abstained from voting	0	0	0	0	0	0
Les s: Number of Members & Votes not exercised	0	0	0	0	0	0
No. of Valid Votes Cast	412	139750791	9	753	421	139751544

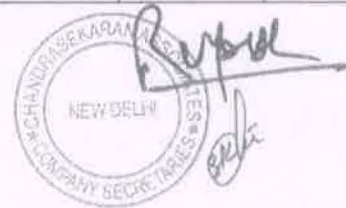
Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	363	139514584	9	753	372	139515337	99.830981
Against	49	236207	0	0	49	236207	0.1690192
Total	412	139750791	9	753	421	139751544	100.00



4. Appointment of Dr. Tejendra Mohan Bhasin (DIN 03091429) as an Independent Director (As an Ordinary Resolution):

Particulars	REMOTE E-VOTING		E-VOTING		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	412	139750791	9	753	421	139751544
Les s: Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Les s: Number of Members & abstained from voting	0	0	0	0	0	0
Les s: Number of Members & Votes not exercised	0	0	0	0	0	0
No. of Valid Votes Cast	412	139750791	9	753	421	139751544

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	369	139749097	9	753	378	139749850	99.998788
Against	43	1694	0	0	43	1694	0.0012122
Total	412	139750791	9	753	421	139751544	100.00



5. Appointment of Mr. Neeraj Madan Vyas (DIN 07053788) as an Interim Managing Director and Chief Executive Officer of the Company. (As an Ordinary Resolution):

Particulars	REMOTE E-VOTING		E-VOTING		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	412	139750791	9	753	421	139751544
Les s: Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Les s: Number of Members & abstained from voting	0	0	0	0	0	0
Les s: Number of Members & Votes not exercised	0	0	0	0	0	0
No. of Valid Votes Cast	412	139750791	9	753	421	139751544

Particulars	REMOTE E-VOTING		E-VOTING		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	370	139749582	9	753	379	139750335	99.999135
Against	42	1209	0	0	42	1209	0.0008651
Total	412	139750791	9	753	421	139751544	100.00



6. Approval of material related party transactions with Punjab National Bank. (As an Ordinary Resolution):

	Particulars	REMOTE E-VOTING		E-VOTING		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	411	139750772	9	753	420	139751525
Less :	Number of Members & Invalid/Rejected Votes	1 [#]	54914840 [#]	0	0	1 [#]	54914840 [#]
Less :	Number of Members & abstained from voting	0	0	0	0	0	0
Less :	Number of Members & Votes not exercised	1 [*]	1 [*]	0	0	1 [*]	1 [*]
	No. of Valid Votes Cast	409	84835931	9	753	418	84836684

1 (one) members holding 54914840 equity shares, being a related party and interested in the aforesaid resolution, votes cast by the member has not been considered and hence, rejected.

* 1 (one) members holding 10 equity shares in total partially exercised their voting rights for 9 equity shares in against only and not exercised voting right for 1 equity share.

Particulars	REMOTE E-VOTING		E-VOTING		TOTAL		% of total number of valid votes cast
	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	Number of members voted	Votes Cast by them	
Favour	317	77983602	9	753	326	77984355	91.922917
Against	93	6852329	0	0	93	6852329	8.0770826
Total	410	84835931	9	753	419	84836684	100

7. To borrow funds and issue of bonds/ nonconvertible debentures and other debt securities. (As an Special Resolution):

Particulars	REMOTE E-VOTING		E-VOTING		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	414	139762083	9	753	423	139762836
Less : Number of Members & Invalid/Rejected Votes	0	0	0	0	0	0
Less : Number of Members & abstained from voting	0	0	0	0	0	0
Less : Number of Members & Votes not exercised	2*	10892*	0	0	2*	10892*
No. of Valid Votes Cast	412*	139751191*	9	753	421*	139751944*

* 2 (Two) members holding 21784 equity shares in total partially exercised their voting rights for 5838 equity shares in favour and 5054 equity shares in against only and not exercised voting rights for 10892 equity shares respectively.


Particulars	REMOTE E-VOTING		E-VOTING		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	372	139565229	9	753	381	139565982	99.86693423
Against	42	185962	0	0	42	185962	0.13306577
Total	414	139751191	9	753	423	139751944	100.00



- 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.

Thanking you,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries


Rupesh Agarwal
Managing Partner
Membership No.: A16302
CP No.: 5673
UDIN: A016302B000559328

Place: 07.08.2020
Date: Delhi



Counter-signed by Company Secretary
(Authorised by the Chairman of the Company)