



December 23, 2022

The BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 540173

National Stock Exchange of India Limited,
Listing Department
“Exchange Plaza”
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
Symbol: PNBHOUSING

Dear Sir(s),

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

The Company had issued Postal Ballot Notice dated November 21, 2022 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(s):

Item No.	Description of Resolution(s)
1.	Appointment of Mr. Girish Kousgi (DIN 08524205) as Managing Director and Chief Executive Officer of the Company: Ordinary Resolution
2.	Appointment of Mr. Pavan Kaushal (DIN 07117387) as an Independent Director: Special Resolution
3.	Appointment of Mr. Dilip Kumar Jain (DIN 06822012) as a Non-Executive Nominee Director on the Board of the Company: Ordinary Resolution

Pursuant to the aforesaid Postal Ballot, Scrutinizer has submitted his report dated December 23, 2022.

As per the aforesaid Scrutinizer's Report, the Shareholders of the Company have duly approved the Resolution(s) 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 Thursday, December 22, 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 displayed 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

Sanjay Jain
Company Secretary & Head Compliance

Enclosed: A/a

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

PNB HOUSING FINANCE LIMITED

Details of E-Voting Results by Postal Ballot as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:

Date of AGM/EGM passing of resolution through Postal Ballot	December 22, 2022
Total number of shareholders on cut-off date (i.e. November 18, 2022)	121392
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. Girish Kousgi (DIN: 08524205) as Managing Director and Chief Executive Officer of the Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 1

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	5,49,14,840	5,49,14,840	100.00	5,49,14,840	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal ballot(if applicable)		-	-	-	-	-	
	Total		5,49,14,840	5,49,14,840	100.00	5,49,14,840	0	100.00
Public-Institutions	E-Voting	4,47,49,920	4,30,78,598	96.27	4,26,44,584	4,34,014	98.99	1.01
	Poll		-	-	-	-	-	
	Postal ballot(if applicable)		-	-	-	-	-	
	Total		4,47,49,920	4,30,78,598	96.27	4,26,44,584	4,34,014	98.99
Public- Non Institutions	E-Voting	6,91,16,275	5,43,31,341	78.61	5,43,26,199	5,142	99.99	0.01
	Poll		-	-	-	-	-	
	Postal ballot(if applicable)		-	-	-	-	-	
	Total		6,91,16,275	5,43,31,341	78.61	5,43,26,199	5,142	99.99
Grand Total		16,87,81,035	15,23,24,779	90.25	15,18,85,623	4,39,156	99.71	0.29



PNB HOUSING FINANCE LIMITED

Details of E-Voting Results by Postal Ballot as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:	
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Total number of shareholders on cut-off date (i.e. November 18, 2022)	121392
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)	Special Resolution: Appointment of Mr. Pavan Kaushal (DIN 07117387) as an Independent Director.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 2

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	5,49,14,840	5,49,14,840	100.00	5,49,14,840	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal ballot(if applicable)		-	-	-	-	-	
	Total		5,49,14,840	5,49,14,840	100.00	5,49,14,840	0	100.00
Public- Institutions	E-Voting	4,47,49,920	4,30,78,598	96.27	4,30,78,598	0	100.00	0.00
	Poll		-	-	-	-	-	
	Postal ballot(if applicable)		-	-	-	-	-	
	Total		4,47,49,920	4,30,78,598	96.27	4,30,78,598	-	100.00
Public- Non Institutions	E-Voting	6,91,16,275	5,43,31,053	78.61	5,43,24,387	6,666	99.99	0.01
	Poll		-	-	-	-	-	
	Postal ballot(if applicable)		-	-	-	-	-	
	Total		6,91,16,275	5,43,31,053	78.61	5,43,24,387	6,666	99.99
Grand Total		16,87,81,035	15,23,24,491	90.25	15,23,17,825	6,666	99.99	0.01



PNB HOUSING FINANCE LIMITED

Details of E-Voting Results by Postal Ballot as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:	
Date of AGM/EGM/ passing of resolution through Postal Ballot	December 22, 2022
Total number of shareholders on cut-off date (i.e. November 18, 2022)	121392
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. Dilip Kumar Jain (DIN: 06822012) as a Non-Executive Nominee Director on the Board of the Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Resolution 3

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	5,49,14,840	5,49,14,840	100.00	5,49,14,840	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	Total		5,49,14,840	5,49,14,840	100.00	5,49,14,840	0	100.00
Public-Institutions	E-Voting	4,47,49,920	4,30,78,598	96.27	4,27,71,291	3,07,307	99.29	0.71
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	Total		4,47,49,920	4,30,78,598	96.27	4,27,71,291	3,07,307	99.29
Public- Non Institutions	E-Voting	6,91,16,275	5,43,30,703	78.61	5,43,24,498	6,205	99.99	0.01
	Poll		-	-	-	-	-	-
	Postal ballot(if applicable)		-	-	-	-	-	-
	Total		6,91,16,275	5,43,30,703	78.61	5,43,24,498	6,205	99.99
Grand Total		16,87,81,035	15,23,24,141	90.25	15,20,10,629	3,13,512	99.79	0.21



SCRUTINIZERS' REPORT

To
Managing Director
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 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(s) contained in the Notice dated November 21, 2022.

Dear Sir,

PNB Housing Finance Limited ("the Company") had appointed Dr. S. Chandrasekaran, Senior Partner (Membership No FCS 1644, COP No 715 failing him, Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302, CP NO. 5673), failing him, Mr. Shashikant Tiwari (Membership No, FCS 11919, CP. No. 13050), Partners of M/s Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer for scrutinizing Postal Ballot by way of voting by electronic means in respect of passing of the resolution(s) contained in the Notice dated November 21, 2022 ("Notice") in a fair and transparent manner.

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries, 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 , 20/2021 and 03/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 5, 2022 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(s) 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-voting facilities till the time fixed for closing of the voting process i.e. by 05:00 P.M. (IST) on Thursday, December 22, 2022.

3. The Members of the Company as on the "cut-off date" i.e. November 18, 2022, were entitled to vote on the proposed resolution(s) to be passed through Postal Ballot by way of electronic voting means as set-out in the Notice dated November 21, 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 facility remained open from 09:00 A.M. (IST) on Wednesday, November 23, 2022 and ended at 05:00 P.M. (IST) on Thursday, December 22, 2022, on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Tuesday, November 22, 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) as received from Link Intime India Private Limited ("Registrar and Transfer Agent" or "RTA") as on the Cut-off date i.e. November 18, 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-mail only. The Company has not dispatched the Notice to those Members whose e-mail IDs were not registered with the Company and/or Depositories.

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 as mentioned in the Notice, 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 November 23, 2022 in Business Standard (English and 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, the Company has sent the Postal Ballot Notice only through email.
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 and Hindi), All Editions, on Wednesday, November 23, 2022 informing about the completion of dispatch of notice to the Members on November 22, 2022, who have registered their e-mail id's with the Company/Depositories/RTA 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, Mr. Aakarshit Jai R/o D-372, Near Laxmi Sweets, Laxmi Nagar, Delhi-110092 and Mr. Abhinav Bhardwaj R/o C-38, Shyam Park Extension, Sahibabad, Ghazibad-201005, 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 the RTA of the Company and authorizations, if any 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. GIRISH KOUSGI (DIN 08524205) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY (ORDINARY RESOLUTION)

	Particulars	E-VOTING	
		Number of Member(s) voted	Votes held by them
	Number of Members & Shares held by them	829	152,324,779
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ Partially exercised	0	0
	No. of Valid Votes Cast	829	152,324,779

Particulars	E-VOTING		
	Number of Members voted	Votes cast by them	% of total number of valid votes cast
Favour	754*	151,885,623	99.71
Against	77*	439,156	0.29
Total	831*	152,324,779	100.00

*2 (Two) Shareholders holding 315,336 equity shares have partially exercised their 297,968 votes in favor and 17,368 votes in against on the resolution. There are total 829 Shareholders who have voted on the resolution, however 2 (Two) Shareholders have voted "for" and "against" both and therefore, the total number of Members voted has been increased by 2 (Two) Shareholders and appearing as 831 in above mentioned result.

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TIWARI SHASHIKANT
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Item No. 2:**APPOINTMENT OF MR. PAVAN KAUSHAL (DIN 07117387) AS AN INDEPENDENT DIRECTOR (SPECIAL RESOLUTION)**

	Particulars	E-VOTING	
		Number of Member(s) voted	Votes held by them
	Number of Members & Shares held by them	825	152,324,491
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ Partially exercised	0	0
	No. of Valid Votes Cast	825	152,324,491

Particulars	E-VOTING		
	Number of Members voted	Votes cast by them	% of total number of valid votes cast
Favour	752	152,317,825	99.99
Against	73	6,666	0.01
Total	825	152,324,491	100.00

Item No. 3:**APPOINTMENT OF MR. DILIP KUMAR JAIN (DIN 06822012) 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 & Shares held by them	824	152,324,141
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ Partially exercised	0	0
	No. of Valid Votes Cast	824	152,324,141

Particulars	E-VOTING		
	Number of Members voted	Votes cast by them	% of total number of valid votes cast
Favour	749	152,010,629	99.79
Against	75	313,512	0.21
Total	824	152,324,141	100.00

14. Based on the aforesaid results, the resolution(s) as mentioned above deemed to have been passed with requisite majority, on Thursday, December 22, 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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Date: 2022.12.23
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Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 13050
UDIN: F011919D002790662

Place: Delhi
Date: 23.12.2022

SANJAY
JAIN

Digitally signed by SANJAY JAIN
DN: cn=Sh. Jay Prakash,
2.5.4.20=SANJAY JAIN, o=22968880713,
#02004021380004e19e1904480002,
serial=110000, cf=Shank,
email=shank@sanjayjain.com,
#02004021380004e19e1904480002,
cn=SANJAY JAIN,
Date: 2022.12.23 18:51:27 +05'30'

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