



Ref No.: PNBHFL/SE/EQ/FY25/140

Date: March 20, 2025

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

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

Dear Sir/Madam,

**Sub: Voting Results of Postal Ballot along with Scrutinizer’s Report – Reg. 44(3) of SEBI (LODR), 2015**  
**Ref: Our letter No. PNBHFL/SE/EQ/FY24/129 dated February 18, 2025**

With reference to the above and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, please find enclosed the following:

S. No.	Enclosures	Annexure
1	e-Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the prescribed format.	I
2	Report on e-Voting results dated March 20, 2025 issued by the Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules 2014.	II

We also wish to inform you that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had availed the services of National Securities Depository Limited (NSDL) for providing e-Voting facility to its members. The e-voting period for casting the vote had commenced on Wednesday, February 19, 2025 (09:00 A.M.) and ended on Thursday, March 20, 2025 (05:00 P.M.)

The resolutions as proposed in the Postal Ballot notice has been passed by the members by e-voting process with requisite majority.

The above intimation/document will also be made available on the website of the Company viz. <https://www.pnbhousing.com/>

Kindly take the above intimation on record.

Thanking You,  
Yours faithfully,  
**For PNB Housing Finance Limited**

**Veena G Kamath**  
**Company Secretary**

*Encl: As above*

## Voting Results

[Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

General information about the company	
Name of the company	PNB HOUSING FINANCE LIMITED
Type of meeting	Postal Ballot
Date of Postal Ballot Notice	16-02-2025
Voting Start Date	19-02-2025
Voting End Date	20-03-2025
Total number of Members as on record date/ Cut-off date i.e. February 17,2025	1,90,251
<b>No. of Members present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
<b>No. of Members attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of resolution passed in the meeting/Postal Ballot	1

Resolution Details(1)								
Resolution required: (Ordinary / Special)						Special Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Description of resolution considered						Re-appointment of Dr. Tejendra Mohan Bhasin (DIN:03091429) as an Independent Director for the second tenure upto April 01, 2030.		
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	73051205	73051205	100	73051205	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>73051205</b>	<b>73051205</b>	<b>100</b>	<b>73051205</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	132826014	114260890	86.0230	84561434	29699456	74.0073	25.9927
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>132826014</b>	<b>114260890</b>	<b>86.0230</b>	<b>84561434</b>	<b>29699456</b>	<b>74.0073</b>	<b>25.9927</b>
Public Non-Institutions	E-voting	53977940	27573344	51.0826	27402657	170687	99.3810	0.6190
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	<b>Total</b>	<b>53977940</b>	<b>27573344</b>	<b>51.0826</b>	<b>27402657</b>	<b>170687</b>	<b>99.3810</b>	<b>0.6190</b>
<b>Total</b>		<b>259855159</b>	<b>214885439</b>	<b>82.6943</b>	<b>185015296</b>	<b>29870143</b>	<b>86.0995</b>	<b>13.9005</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	
<b>For PNB Housing Finance Limited</b>								
<b>Veena G Kamath</b> <b>Company Secretary</b>								

**SCRUTINIZERS' REPORT**

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

**Sub: Scrutinizers' Report on Postal Ballot by way of electronic voting process conducted in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated February 16, 2025**

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 "**the Company**") for scrutinizing the Postal Ballot process by way of voting by electronic means in respect of passing of the resolution contained in the Notice dated February 16, 2025 ("Postal Ballot 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 the Companies Act, 2013 and the rules made thereunder including General Circular Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing regulations**") with the Stock Exchanges including Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 issued by the Securities and Exchange Board of India (the "**SEBI Circulars**"), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") relating to postal ballot by way of electronic voting.
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 Postal Ballot Notice, based on the data downloaded from the e-voting system of National Securities Depository Limited ("**NSDL**"), authorised agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. (IST) on Thursday, March 20, 2025.
3. The Members of the Company as on the "cut-off date" i.e Monday, February 17, 2025, 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 Postal Ballot Notice 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 9:00 A.M (IST) on Wednesday, February 19, 2025 till 5:00 P.M (IST) on Thursday, March 20, 2025, on the designated website of NSDL i.e. on [www.evoting.NSDL.com](http://www.evoting.NSDL.com)
5. On Tuesday, February 18, 2025, 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 MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ('Registrar and Transfer Agent') as on the Cut-off date i.e., Monday, February 17, 2025 and whose e-mail IDs were registered with the Company and Depositories and Registrar and Transfer Agent. Pursuant to MCA Circulars, the Company had dispatched the Postal Ballot Notice through e-mails only to those members whose e-mail IDs were registered with Company and Depositories and Registrar and Transfer Agent.
6. However, the Company had also given an option to the members to register their e-mail ids with the Company and/ or their depository participants, in the Postal Ballot Notice dated February 16, 2025, which was uploaded on the website of the Company [www.pnbhousing.com](http://www.pnbhousing.com), on the website of NSDL [www.evoting.NSDL.com](http://www.evoting.NSDL.com) and also published newspaper advertisements on Wednesday, February 19, 2025 in Business Standard(English) and Business Standard(Hindi) for registration of e-mail ids and post successful registration of the email, the shareholders would get soft copy of Postal Ballot Notice and the procedure for electronic voting.
7. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballots were not dispatched and accordingly, voting was done through electronic voting only.
8. 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 Business Standard (Hindi), on February 19, 2025 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have registered their e-mail ids with the Company/depositories/ Registrar and Transfer Agent along with other related matters mentioned therein.
9. I had monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL through its designated website.
10. After completion of electronic voting process, votes cast by the Members, were unblocked on Thursday, March 20, 2025 at 05:05 P.M. in the presence of two witnesses, Mr. Mohit Varshney R/o. Gaur Siddhartham Society, Siddhartham Vihar- 201009, Ghaziabad and Ms. Antika Mukherjee R/o. Pocket-I, Mayur Vihar Phase I -110091, Delhi, who are not in the employment of the Company as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules,2014.
11. The particulars of report downloaded from the website of NSDL have been entered in a separate register maintained for the purpose of Postal Ballot.
12. Votes cast by the members through electronic voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any lodged with the Company/its Agents .



- 13. This report is based on votes cast through electronic voting, which was downloaded from the e-voting website of NSDL i.e. ([www.evoting.NSDL.com](http://www.evoting.NSDL.com))
- 14. After ascertaining the votes cast through electronic voting, I hereby submit the result as under:

**Item No. 1:**

**Re-appointment of Dr. Tejendra Mohan Bhasin (DIN:03091429) as an Independent Director of the Company**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Appointment Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Tejendra Mohan Bhasin (DIN:03091429), who holds the office as an Independent Director of the Company upto April 01, 2025 and is eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and other relevant disclosures/ declarations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years commencing from April 02, 2025 up to April 01, 2030 (both days inclusive) and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any Officer(s) / Authorized Representative(s) of the Company and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	912	21,53,41,919
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/ Less voted	6*	4,56,480
	<b>No. of Valid Votes Cast</b>	<b>912*</b>	<b>21,48,85,439</b>

\*Note: 3 (Three) members holding 456480 equity shares voted twice. Firstly, such members partially exercised their votes for 417496 equity shares in favour and not exercised vote for 38984 equity shares.



Thereafter, such members exercised their votes for 38984 equity shares in against. Accordingly, such members and their votes have been counted twice.

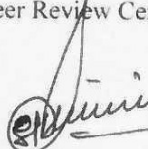

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favor	737	18,50,15,296	86.0995
Against	175	2,98,70,143	13.9005
<b>Total</b>	<b>912</b>	<b>21,48,85,439</b>	<b>100.00</b>

15. Based on the aforesaid results, the resolution as mentioned above shall be deemed to have been passed with requisite majority, on Thursday, March 20, 2025, being the last date of E-voting for the Members of the Company. Therefore, the Chairperson or the Managing Director & CEO or the Company Secretary may accordingly declare the result thereof as authorised.
16. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairperson signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary.

Thanking You,

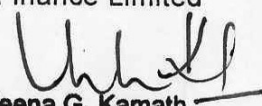
Yours faithfully,

Chandrasekaran Associates  
 Company Secretaries  
 FRN: P1988DE002500  
 Peer Review Certificate No.: 5715/2024

  
  
 Shashikant Tiwari  
 Partner  
 Membership No.: F11919  
 Certificate of Practice No.: 13050  
 UDIN: F011919F004129494

Place: Delhi  
 Date: March 20, 2025

Countersigned by:  
 For and on behalf of  
 PNB Housing Finance Limited  
**For PNB Housing Finance Limited**

  
**Veena G. Kamath**  
**Company Secretary**  
 Chairperson /Managing Director  
 CEO/Company Secretary or any other person  
 Authorised by the Chairperson of the Company