

May 20, 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 April 13, 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:

Item No.	Description of Ordinary Resolution
1.	Approval of material related party transactions with Punjab National Bank and PNB Gilts Limited

Pursuant to the aforesaid Postal Ballot, Scrutinizer has submitted his report dated May 19, 2022.

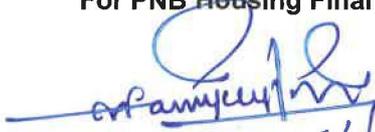
As per the aforesaid Scrutinizer's Report, the Shareholders of the Company have duly approved the Resolution as embodied in the Postal Ballot Notice with the requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Wednesday, May 18, 2022.

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 will also be displayed on the website of the Company i.e. on www.pnbhousing.com and on the website of National Securities Depository Limited i.e. on www.evoting.nsdl.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



SCRUTINIZERS' REPORT

To,
The Chairman
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 April 13, 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 April 13, 2022 ("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 (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-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. (IST) on Wednesday, May 18, 2022.
3. The Members of the Company as on the "cut-off date" i.e. Wednesday, April 13, 2022 were entitled to vote on the proposed resolution to be passed through

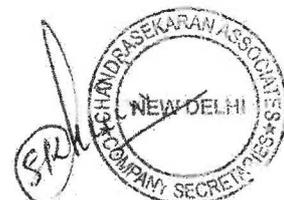


postal ballot by way of electronic voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the postal ballot.

4. The e-voting period remained open from Tuesday, April 19, 2022 at 9:00 A.M. (IST) and ended at the close of working hours i.e. 5:00 P.M. (IST) on Wednesday, May 18, 2022, on the designated website of NSDL i.e. www.evoting.nsdl.com.
5. On Monday, April 18, 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. Wednesday, April 13, 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 April 13, 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, April 19, 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, 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 and Hindi), on Tuesday, April 19, 2022 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have 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 through the scrutinizer's secured link provided by NSDL through its designated website.
9. After completion of e-voting, votes casted 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 the RTA of the Company and authorizations, if any lodged with the Company.



12.This report is based on voting pattern/ data downloaded from the website of NSDL i.e. evoting@nsdl.co.in.

13.After ascertaining the votes casted by e-voting, I hereby submit the result as under:

Item No. 1:

Approval of material related party transactions with Punjab National Bank and PNB Gilts Limited (Ordinary Resolution)

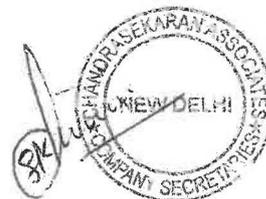
	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	902	13,52,28,102.00
Less:	Number of Members & Invalid/Rejected Votes	1*	5,49,14,840.00
Less:	Number of Members & abstained from voting	0	0
Less:	Number of Members & Votes not exercised/ partially exercised	0	-
	No. of Valid Votes Cast	901	8,03,13,262.00

*1(one)member holding 5,49,14,840 equity shares being a related party and interested in the aforesaid resolution, vote casted by the said member has not been considered and hence rejected.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favour	782	7,70,54,694	95.94
Against	120	32,58,568	4.06
Total	902*	8,03,13,262	100.00

*One shareholder holding 10,892 equity shares of Rs.10/- each have partially voted for 5,838 shares in favour and 5,054 shares in against.

14.Based on the aforesaid results, the Resolution as mentioned above deemed to have been passed with requisite majority, on Wednesday, May 18, 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 above said Postal Ballot.

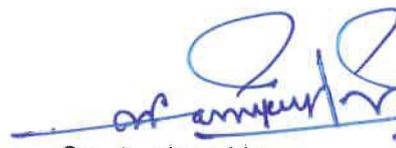
Thanking You,
Yours faithfully,

Chandrasedkaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 1428/2021




Shashikant Tiwari
Partner
Membership No.: A28994
Certificate of Practice No.: 13050
UDIN: A028994D000350249

Place: Delhi
Date: 19.05.2022




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

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 the AGM/ECM/Passing of resolution through Postal Ballot				May 18, 2022				
Total number of shareholders on cut-off date (i.e. April 13, 2022)				121555				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:				N.A.				
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:				N.A.				
Resolution required: (Ordinary/Special)				Ordinary Resolution: Approval of material related party transactions with Punjab National Bank and PNB Gilts Limited.				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. 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	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	54914840	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	44282289	25421585	57.41	22216143	3205442	87.39	12.61
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	44282289	25421585	57.41	22216143	3205442	87.39	12.61
Public- Non Institutions	E-Voting	69401426	54891677	79.09	54838551	53126	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	69401426	54891677	79.09	54838551	53126	99.90	0.10
	Grand Total	168598555	80313262	47.64	77054694	3258568	95.94	4.06

*Vote casted by 1 (one) member (Promoter and Promoter Group) holding 5,49,14,840 Equity Shares of INR 10/- each, being a related party and interested in the aforesaid resolution, has not been considered.