

Date: June 25, 2021

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 Sirs,

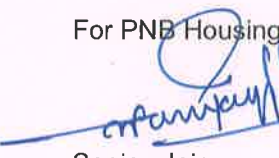
Sub: Intimation under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

1. The Extra-Ordinary General Meeting (EGM) of PNB Housing Finance Limited (“the Company”) was held on Tuesday, June 22, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM) at 3:00 p.m.
2. In compliance with the regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results in the prescribed format for the special business items 3 to 10 transacted in the EGM along with the Scrutinizer Report dated June 25, 2021. The resolutions pursuant to Item No 3 to 10 of EGM Notice dated May 31, 2021 have been passed with requisite majority.
3. Results for Item No 1 of EGM Notice dated May 31, 2021 will be declared as per Order dated June 21, 2021 of Hon’ble Securities Appellate Tribunal.
4. Results for Item No 2 of EGM Notice dated May 31, 2021 is related to Item No 1 and in the spirit of Order of Securities Appellate Tribunal dated June 21, 2021, the Company will declare the result of Item No 2 along-with Item No 1.

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



**SCRUTINIZER'S REPORT FOR THE AGENDA ITEM NO 3 TO 10 OF REMOTE E-
VOTING AND E-VOTING AT THE EXTRAORDINARY GENERAL MEETING OF PNB
HOUSING FINANCE LIMITED**

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

Date of Meeting: June 22, 2021
Day of Meeting: Tuesday
Commencement Time of Meeting: 3.00 P.M. (IST)

Dear Sir,

I, Rupesh Agarwal, ACS A16302, 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 ("the Company") for remote e-voting and e-voting (hereinafter referred to as the "electronic voting" / E-voting) at the Extraordinary General Meeting ("EGM" or "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 May 31, 2021.

Pursuant to the General Circular No. 14/2020, 17/2020, 22/2020, 33/2020 and 39/2020 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 (collectively referred as "MCA Circulars") respectively, issued by Ministry of Corporate Affairs ("MCA") and Circular No. 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 (collectively referred as "SEBI Circulars") respectively, issued by Securities and Exchange Board of India ("SEBI"), the Company has dispatched the Notice of the EGM dated May 31, 2021 only through e-mails.

The Company could not send physical Notice of the EGM to those members whose e-mail IDs were not registered/ available with the Link Intime India Private Limited, Registrar Transfer Agent ("RTA") of the Company, Company and Depositories. However, as per Sub Rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with MCA Circulars a public notice by way of advertisement, immediately on completion of despatch of notices was published in Business Standard (English and Hindi) on June 01, 2021.



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The Company has availed the electronic voting facility offered by National Securities Depository (India) Limited ("NSDL") for conducting the remote e-voting facility ("remote e-voting") and facility of e-voting system during the EGM ("e-voting") (collectively referred as "electronic voting") by its members for the EGM of the Company.

The remote e-voting period commenced on Friday, June 18, 2021 at 09:00 a.m. (IST) and concluded on Monday, June 21, 2021 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter and then reopened during the EGM and kept opened during the EGM.

Further, the e-voting was announced and members attending the meeting were informed that who had not cast their vote through remote e-voting, may cast their vote through e-voting provided by NSDL.

The members holding shares as at the close of business hours on Tuesday, June 15, 2021 ("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.

Subsequently, the remote e-voting was unblocked on June 23, 2021 around 2:05 P.M in the presence of two witnesses, Ms. Mehak Monga R/o, H.N. 1337 Mukherjee Nagar, Delhi-110009 and Mr. Ashish Verma R/o H.N. 4218, Ajit Nagar, Gandhi Nagar, Delhi 110031 who are not in the employment of the Company.

The votes cast through e-voting, which were incomplete and / or otherwise found defective, if any, have been treated as invalid.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules made thereunder relating to electronic voting on the resolutions contained in the Notice of the Meeting.

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

With respect to agenda item No.1 in the EGM Notice dated May 31, 2021, the Securities Exchange Board of India vide its letter dated June 18, 2021 ("SEBI Letter") had communicated to the Company not to act upon the said agenda item No. 1 in the EGM Notice i.e. "Issue of Securities of the Company and matters related therewith", until compliance with certain condition(s) mentioned in the said SEBI Letter.



The Company filed an appeal before the Securities Appellate Tribunal ("SAT") on June 21, 2021. The SAT, after hearing an appeal in the said matter (Appeal no. 423 of 2021), passed an order dated 21.06.2021 (SAT Order), which inter alia directed the following:

"8. In the meanwhile, we direct that the EGM would be held on June 22, 2021 and the members of the Company would consider agenda no. 1. However, the results would not be declared and would be kept in a sealed cover. In this regard the Company would issue specific directions to NSDL who is in-charge of the electronic voting not to reveal the results and keep the same in a sealed cover till further orders of this Tribunal."

As the electronic voting was not revealed by NSDL for the agenda item no. 1 as per the SAT order, Hence, the Scrutinizers Report on agenda item no. 1 of the EGM Notice would be submitted as per the further directions of SAT.

Based on the outcome of E-voting as downloaded from official website of NSDL for the electronic voting on the agenda item no. 2 to 10, we now submit our consolidated report thereon. We have to add that on account of the abundant caution view taken by the Company that even though the announcing of the Result of agenda item No.1 of the EGM Notice dated 31st May 2021 alone had been stayed by the SAT Order, since agenda item No.2 too is connected to agenda item No.1, the Company prefers on its own not to declare the results of agenda item No.2 of the EGM Notice dated 31st May 2021. Towards this purpose, the Company has requested us to prepare two Scrutinizer Reports of agenda item No. 2 to 10 separately, i.e. one for agenda item no. 2 and another for agenda item no. 3 to 10. Since NSDL has released the results of outcome of E-Voting for all the agenda items of the EGM Notice dated 31st May 2021 other than the result pertaining to agenda item No.1 alone, I am furnishing the Scrutinizer Report of voting, one for agenda item No. 2 and another for Agenda Item No. 3 to 10 separately in two separate sealed covers. Accordingly, this Scrutinizer Report pertains to agenda item No. 3 to 10 of the EGM Notice dated 31st May 2021 other than agenda items No.1 and 2 thereto.



A blue circular stamp with the text "CHANDRASEKARAN ASSOCIATES" around the top edge, "NEW DELHI" in the center, and "COMPANY SECRETARY" around the bottom edge. A handwritten signature in blue ink is written over the stamp, and the name "Mehar" is written below it.

3. APPOINTMENT OF MR. HARDAYAL PRASAD (DIN 08024303) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY (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	664*	97605084*	22*	54966089*	686*	152571173*
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	1*	896*	1*	21000*	2*	21896*
	No. of Valid Votes Cast	664*	97604188*	22*	54945089*	686*	152549277*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	583	97464359	19	54945027	602	152409386	99.91
Against	81	139829	3	62	84	139891	0.09
Total	664	97604188	22	54945089	686	152549277	100.00



4. APPOINTMENT OF MR. NEERAJ MADAN VYAS (DIN 07053788) AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR (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	664*	97605084*	22*	54966089*	686*	152571173*
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	1*	896*	1*	21000*	2*	21896*
	No. of Valid Votes Cast	664*	97604188*	22*	54945089*	686*	152549277*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	586	97595357	19	54945027	605	152540384	99.99
Against	78	8831	3	62	81	8893	0.01
Total	664	97604188	22	54945089	686	152549277	100.00



5. APPOINTMENT OF MR. SUDARSHAN SEN (DIN 03570051) AS AN INDEPENDENT DIRECTOR (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	664*	97604976*	22*	54966089*	686*	152571065*
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	1*	896*	1*	21000*	2*	21896*
No. of Valid Votes Cast	664*	97604080*	22*	54945089*	686*	152549169*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	587	97595292	19	54945027	606	152540319	99.99
Against	77	8788	3	62	80	8850	0.01
Total	664	97604080	22	54945089	686	152549169	100.00



6. APPOINTMENT OF MR. KAPIL MODI (DIN 07055408) AS A NON-EXECUTIVE NOMINEE DIRECTOR (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	662*	97604923*	22*	54966089*	684*	152571012*
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	1*	896*	1*	21000*	2*	21896*
	No. of Valid Votes Cast	662*	97604027*	22*	54945089*	684*	152549116*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	578	97594919	19	54945027	597	152539946	99.99
Against	84	9108	3	62	87	9170	0.01
Total	662	97604027	22	54945089	684	152549116	100.00



7. RE-APPOINTMENT OF MR. CHANDRASEKARAN RAMAKRISHNAN (DIN 00580842) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) YEARS (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	665*	97604995*	22*	54966089*	687*	152571084*
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	1*	896*	1*	21000*	2*	21896*
	No. of Valid Votes Cast	665*	97604099*	22*	54945089*	687*	152549188*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	569	97315258	18	54939027	587	152254285	99.81
Against	96	288841	4	6062	100	294903	0.19
Total	665	97604099	22	54945089	687	152549188	100.00

CHANDRASEKARAN ASSOCIATES
NEW DELHI
SECRETARY

8. APPOINTMENT OF MR. RAJNEESH KARNATAK (DIN 08912491) AS A NON-EXECUTIVE NOMINEE DIRECTOR (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	662*	97604940*	22*	54966089*	684*	152571029*
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	1*	896*	1*	21000*	2*	21896*
	No. of Valid Votes Cast	662*	97604044*	22*	54945089	684*	152549133*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	587	97595159	19	54945027	606	152540186	99.99
Against	75	8885	3	62	78	8947	0.01
Total	662	97604044	22	54945089	684	152549133	100.00



9. RE-APPOINTMENT OF MR. NILESH S VIKAMSEY (DIN 00031213) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5 (FIVE) YEARS (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	662*	97604932*	22*	54966089*	684*	152571021*
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	1*	896*	1*	21000*	2*	21896*
	No. of Valid Votes Cast	662*	97604036*	22*	54945089*	684*	152549125*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	559	96975512	18	54939027	577	151914539	99.58
Against	103	628524	4	6062	107	634586	0.42
Total	662	97604036	22	54945089	684	152549125	100.00



10. APPOINTMENT OF MS. GITA NAYYAR (DIN 07128438) AS AN INDEPENDENT DIRECTOR (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	662*	97604913*	22*	54966089*	684*	152571002*
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	1*	896*	1*	21000*	2*	21896*
	No. of Valid Votes Cast	662*	97604017*	22*	54945089*	684*	152549106*

*Two shareholders holding 1,26,176 equity shares of Rs. 10 each fully paid up have partially exercised their vote in favour and partially not exercised. Out of the same, vote on 1,04,280 equity shares were cast in favour and vote on 21,896 equity shares have not been exercised.

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	588	97595159	18	54939027	606	152534186	99.99
Against	74	8858	4	6062	78	14920	0.01
Total	662	97604017	22	54945089	684	152549106	100.00




The Chairman or any other person authorised by him may accordingly declare the result thereof.


Relevant records pertaining to the electronic voting for agenda item no. 3 to 10 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

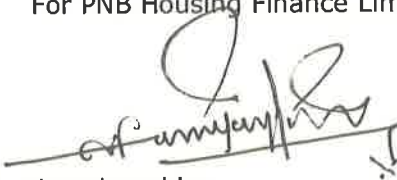

Rupesh Agarwal
Managing Partner
Membership No. A16302
Certificate of Practice No. 5673
UDIN: A016302C000507584



Place: Delhi

Date: 25.06.2021

For PNB Housing Finance Limited



Counter-signed by

Chairman or any other person authorised by him