



Ref: PNBHFL/SE/EQ/FY2025-26/72

Date: August 22, 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,

**Subject: Scrutinizer’s report & Voting results of 37<sup>th</sup> Annual General Meeting (‘AGM’)**

Ref: Our letter no. PNBHFL/SE/EQ/FY2025-26/70 dated August 21, 2025;

The 37<sup>th</sup> Annual General Meeting (AGM) of PNB Housing Finance Limited (‘the Company’) was held on August 21, 2025 at 03:00 P.M. (IST) through two-way Video Conference (VC) and the business mentioned in the Notice dated July 02, 2025 was transacted.

In this regard, as required under the SEBI (Listing Regulations and Disclosures Requirements) Regulations, 2015 (Listing Regulations) and the applicable provisions of the Companies Act, 2013, we submit the following:

1. Voting results as required under Regulation 44 of the Listing Regulations.
2. Report of the Scrutinizer dated August 22, 2025, signed by Mr. Kapil Dev Taneja, Partner, M/s.Sanjay Grover & Associates, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) of the Companies (Management and Administration), Rules 2014.

The above documents and information are also made available on website of the Company <https://www.pnbhousing.com/>

Kindly take the above documents on record.

Thanking you,

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

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

Encl: As above.



**PNB Housing Finance Limited**

**Voting Results of 37<sup>th</sup> Annual General Meeting**

**Details of e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:**

<b>Date of the AGM</b>	August 21, 2025
<b>Voting Start Date</b>	August 17, 2025
<b>Voting End Date</b>	August 20, 2025
<b>Total number of shareholders on Cut-off date i.e. August 14, 2025</b>	2,54,327
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> Promoters and Promoter Group: Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	0
Public	241
<b>No. of Resolutions passed in the meeting</b>	9



1. **Ordinary Resolution:** To receive, consider and adopt the;

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with 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, 2025, together with the Report of the Auditors thereon.

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	7,30,51,205	100.0000	7,30,51,205	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>7,30,51,205</b>	<b>100.0000</b>	<b>7,30,51,205</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,84,07,932	86.4171	12,84,07,932	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,84,07,932</b>	<b>86.4171</b>	<b>12,84,07,932</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	3,88,10,242	3,88,116	1.0000	3,86,365	1,751	99.5488	0.4512
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,88,116</b>	<b>1.0000</b>	<b>3,86,365</b>	<b>1,751</b>	<b>99.5488</b>	<b>0.4512</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>20,18,47,253</b>	<b>77.4987</b>	<b>20,18,45,502</b>	<b>1,751</b>	<b>99.9991</b>	<b>0.0009</b>



2. Ordinary Resolution: To declare a dividend of INR 5/- per equity share of face value of INR 10/- each for the financial year ended March 31, 2025.

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of Share held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	7,30,51,205	100.0000	7,30,51,205	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>7,30,51,205</b>	<b>100.0000</b>	<b>7,30,51,205</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,86,54,266	86.5829	12,86,53,187	1,079	99.9992	0.0008
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,86,54,266</b>	<b>86.5829</b>	<b>12,86,53,187</b>	<b>1,079</b>	<b>99.9992</b>	<b>0.0008</b>
Public-Non Institutions	E-voting	3,88,10,242	3,88,361	1.0007	3,88,049	312	99.9197	0.0803
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,88,361</b>	<b>1.0007</b>	<b>3,88,049</b>	<b>312</b>	<b>99.9197</b>	<b>0.0803</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>20,20,93,832</b>	<b>77.5934</b>	<b>20,20,92,441</b>	<b>1391</b>	<b>99.9993</b>	<b>0.0007</b>



**3. Ordinary Resolution: To re-appoint Mr. Dilip Kumar Jain (DIN: 06822012) as a Non-Executive Nominee Director, who retires by rotation at the ensuing meeting and being eligible, offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013.**

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Vote Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	7,30,51,205	100.0000	7,30,51,205	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>7,30,51,205</b>	<b>100.0000</b>	<b>7,30,51,205</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,67,69,221	85.3143	12,22,31,709	45,37,512	96.4207	3.5793
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,67,69,221</b>	<b>85.3143</b>	<b>12,22,31,709</b>	<b>45,37,512</b>	<b>96.4207</b>	<b>3.5793</b>
Public-Non Institutions	E-voting	3,88,10,242	3,87,997	0.9997	2,66,287	1,21,710	68.6312	31.3688
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,87,997</b>	<b>0.9997</b>	<b>2,66,287</b>	<b>1,21,710</b>	<b>68.6312</b>	<b>31.3688</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>20,02,08,423</b>	<b>76.8695</b>	<b>19,55,49,201</b>	<b>46,59,222</b>	<b>97.6728</b>	<b>2.3272</b>



**4. Ordinary Resolution: Appointment of M/s Vinod Kothari & Company, Company Secretaries as Secretarial Auditors of the Company.**

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	7,30,51,205	100.0000	7,30,51,205	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>7,30,51,205</b>	<b>100.0000</b>	<b>7,30,51,205</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,86,48,361	86.5789	12,86,48,361	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,86,48,361</b>	<b>86.5789</b>	<b>12,86,48,361</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	3,88,10,242	3,87,981	0.9997	3,86,647	1,334	99.6562	0.3438
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,87,981</b>	<b>0.9997</b>	<b>3,86,647</b>	<b>1,334</b>	<b>99.6562</b>	<b>0.3438</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>20,20,87,547</b>	<b>77.5910</b>	<b>20,20,86,213</b>	<b>1,334</b>	<b>99.9993</b>	<b>0.0007</b>



5. Ordinary Resolution: Approval for material related party transactions with Punjab National Bank.

Whether promoter/ promoter group are interested in the Agenda/resolution							YES	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		-	<b>0.0000</b>	-	-	0.0000	0.0000
Public-Institutions	E-voting	14,85,90,835	12,86,48,361	86.5789	12,00,18,446	86,29,915	93.2919	6.7081
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,86,48,361</b>	<b>86.5789</b>	<b>12,00,18,446</b>	<b>86,29,915</b>	<b>93.2919</b>	<b>6.7081</b>
Public-Non Institutions	E-voting	3,88,10,242	3,87,944	0.9996	3,87,331	613	99.8420	0.1580
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,87,944</b>	<b>0.9996</b>	<b>3,87,331</b>	<b>613</b>	<b>99.8420</b>	<b>0.1580</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>12,90,36,305</b>	<b>49.5432</b>	<b>12,04,05,777</b>	<b>86,30,528</b>	<b>93.3116</b>	<b>6.6884</b>



**6. Ordinary Resolution: Approval for material related party transactions with PNB Gilts Limited.**

Whether promoter/ promoter group are interested in the Agenda/resolution							YES	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	-	0.0000	-	-	0.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		-	<b>0.0000</b>	-	-	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,86,48,361	86.5789	12,00,18,446	86,29,915	93.2919	6.7081
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,86,48,361</b>	<b>86.5789</b>	<b>12,00,18,446</b>	<b>86,29,915</b>	<b>93.2919</b>	<b>6.7081</b>
Public-Non Institutions	E-voting	3,88,10,242	3,87,980	0.9997	3,85,936	2,044	99.4732	0.5268
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,87,980</b>	<b>0.9997</b>	<b>3,85,936</b>	<b>2,044</b>	<b>99.4732</b>	<b>0.5268</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>12,90,36,341</b>	<b>49.5432</b>	<b>12,04,04,382</b>	<b>86,31,959</b>	<b>93.3104</b>	<b>6.6896</b>



**7. Special Resolution:** Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature up to an amount not exceeding INR 10,000 Crore, on private placement.

Whether promoter/ promoter group are interested in the Agenda/resolution

NO

Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	7,30,51,205	100.0000	7,30,51,205	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>7,30,51,205</b>	<b>100.0000</b>	<b>7,30,51,205</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,86,48,361	86.5789	12,78,04,319	8,44,042	99.3439	0.6561
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,86,48,361</b>	<b>86.5789</b>	<b>12,78,04,319</b>	<b>8,44,042</b>	<b>99.3439</b>	<b>0.6561</b>
Public-Non Institutions	E-voting	3,88,10,242	3,87,957	0.9996	3,87,059	898	99.7685	0.2315
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,87,957</b>	<b>0.9996</b>	<b>3,87,059</b>	<b>898</b>	<b>99.7685</b>	<b>0.2315</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>20,20,87,523</b>	<b>77.5910</b>	<b>20,12,42,583</b>	<b>8,44,940</b>	<b>99.5819</b>	<b>0.4181</b>



**8. Ordinary Resolution: Approval of Commission to Independent Directors and Non-Executive non-Nominee Director**

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	7,30,51,205	100.0000	7,30,51,205	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>7,30,51,205</b>	<b>100.0000</b>	<b>7,30,51,205</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,86,48,361	86.5789	12,78,54,341	7,94,020	99.3828	0.6172
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,86,48,361</b>	<b>86.5789</b>	<b>12,78,54,341</b>	<b>7,94,020</b>	<b>99.3828</b>	<b>0.6172</b>
Public-Non Institutions	E-voting	3,88,10,242	3,87,966	0.9996	2,74,862	1,13,104	70.8469	29.1531
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,87,966</b>	<b>0.9996</b>	<b>2,74,862</b>	<b>1,13,104</b>	<b>70.8469</b>	<b>29.1531</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>20,20,87,532</b>	<b>77.5910</b>	<b>20,11,80,408</b>	<b>9,07,124</b>	<b>99.5511</b>	<b>0.4489</b>



9. **Special Resolution:** Alteration of the Object Clause of the Memorandum of Association of the Company

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoters and Promoter Group	E-voting	7,30,51,205	7,30,51,205	100.0000	7,30,51,205	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>7,30,51,205</b>	<b>100.0000</b>	<b>7,30,51,205</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	14,85,90,835	12,86,48,361	86.5789	12,86,48,361	-	100.0000	0.0000
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>12,86,48,361</b>	<b>86.5789</b>	<b>12,86,48,361</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	3,88,10,242	3,87,997	0.9997	3,85,875	2,122	99.4531	0.5469
	Poll		-	0.0000	-	-	0.0000	0.0000
	<b>Total</b>		<b>3,87,997</b>	<b>0.9997</b>	<b>3,85,875</b>	<b>2,122</b>	<b>99.4531</b>	<b>0.5469</b>
<b>Total</b>		<b>26,04,52,282</b>	<b>20,20,87,563</b>	<b>77.5910</b>	<b>20,20,85,441</b>	<b>2,122</b>	<b>99.9989</b>	<b>0.0011</b>



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
Website: [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### **Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 37th Annual General Meeting of PNB HOUSING FINANCE LIMITED**

[Pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), as amended]

To,  
The Chairman  
**PNB HOUSING FINANCE LIMITED**  
(CIN: L65922DL1988PLC033856)  
9<sup>th</sup> Floor, Antriksh Bhavan, 22 Kasturba Gandhi Marg,  
New Delhi - 110001

**Date of Meeting:** August 21, 2025

**Day of Meeting:** Thursday

**Time of Meeting:** 03:00 P.M. (IST)

**Mode of Meeting:** Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Kapil Dev Taneja (FCS No. 4019, C.P. No.: 22944), Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi - 110024, was appointed as Scrutinizer by the Board of Directors of PNB Housing Finance Limited ("**the Company**") at its meeting held on Wednesday, July 02, 2025 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting ("electronic voting") pertaining to the 37<sup>th</sup> Annual General Meeting ('**AGM**') under the provisions of Section 108 of the Act read with the Rules made thereunder and General Circular Nos. 14/2020 dated



## SANJAY GROVER & ASSOCIATES

April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 09/2024 dated September 19, 2024 respectively (“**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”) from time to time and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with circulars issued by SEBI from time to time and other applicable laws and regulations (including any statutory modifications or re-enactment thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated July 02, 2025 (“**AGM Notice**”) for 37<sup>th</sup> AGM of the Company held on Thursday, 21<sup>st</sup> August, 2025 at 03:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (“**VC/OAVM**”) facility.

### I submit my report as under :-

1. The management of the Company is responsible to ensure the compliance with the requirements of - (i) the Act and the Rules made thereunder; (ii) the circulars issued by the MCA; and (iii) the SEBI Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice including the dispatch of Notice to the Members and also for ensuring a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to making a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (“**NSDL**”).
3. The remote e-voting period commenced on **Sunday, August 17, 2025 at 09:00 A.M. (IST)** and ended on **Wednesday, August 20, 2025 at 05:00 P.M. (IST)** via e-voting platform on the designated website viz: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of NSDL, Authorized Agency to provide e-voting facility. The Company provided e-voting facility to the Members who participated/ attended the AGM through VC/OAVM to enable such Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
4. The Members of the Company as on the “**cut-off**” date of Thursday, August 14, 2025 were entitled to avail the facility of remote e-voting as well as e-voting at AGM (hereinafter



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collectively referred as “**e-votes/ e-voting**”) on the proposed resolutions as set out in the AGM Notice.

5. The Company provided an additional facility to its Members to register their e-mail addresses with the Company/RTA/DPs through newspaper advertisements published on Friday, July 25, 2025, in Business Standard (Hindi and English), in compliance with the relevant circulars. Further, in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company published another newspaper advertisement on Tuesday, July 29, 2025, in Business Standard (Hindi and English), confirming the completion of dispatch of the AGM Notice to the Shareholders.
6. The total Paid-up Equity Share Capital of the Company as on the Cut Off date of August 14, 2025 was INR 2,60,45,22,820 (Indian Rupees Two Hundred and Sixty Crore forty Five Lakh Twenty Two Thousand Eight Hundred and Twenty Only) divided into 26,04,52,282 (Twenty Six Crore Four Lakh Fifty Two Thousand Two Hundred and Eighty Two) Equity Shares of INR 10/- (Indian Rupee Ten Only) each.
7. After completion of e-voting at the AGM, the e-votes cast by the members were unblocked on August 21, 2025 around 05:30 P.M. (IST) in the presence of two witnesses i.e. Mr. Ayush Arya R/o C-64, Sudershan Park, New Delhi - 110015 and Mr. Vipin Dhameja R/o A-5/ 158, Sector 17, Rohini, New Delhi-110089 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
**Mr. Ayush Arya**

  
**Mr. Vipin Dhameja**

8. The data of e-voting was diligently scrutinized and reconciled with the records maintained by MUG Intime India Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting at AGM.
9. The consolidated summary of results of e-voting are as under:



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**Resolution No. 1:** To receive, consider and adopt the;

- Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and
- Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	53,641	20,17,91,861	20,18,45,502	99.9991
Dissent	0	1,751	1,751	0.0009
<b>Total</b>	<b>53,641</b>	<b>20,17,93,612</b>	<b>20,18,47,253</b>	<b>100</b>

Therefore, Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in **Annexure-A**.

**Resolution No. 2:** To declare a dividend of INR 5/- per equity share of face value of INR 10/- each for the financial year ended March 31, 2025.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	53,641	20,20,38,800	20,20,92,441	99.9993
Dissent	0	1,391	1,391	0.0007
<b>Total</b>	<b>53,641</b>	<b>20,20,40,191</b>	<b>20,20,93,832</b>	<b>100</b>

Therefore, Resolution No. 2 has been approved with requisite majority and further details of e-votes are given in **Annexure-B**.



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**Resolution No. 3:** To re-appoint Mr. Dilip Kumar Jain (DIN: 06822012) as a Non-Executive Nominee Director, who retires by rotation at the ensuing meeting and being eligible, offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	53,631	19,54,95,570	19,55,49,201	97.6728
Dissent	10	46,59,212	46,59,222	2.3272
<b>Total</b>	<b>53,641</b>	<b>20,01,54,782</b>	<b>20,02,08,423</b>	<b>100.0000</b>

Therefore, the Resolution No. 3 has been approved with requisite majority and further details of e-votes are given in **Annexure-C**.

**Resolution No. 4:** Appointment of M/s. Vinod Kothari & Company, Company Secretaries as Secretarial Auditors of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	53,641	20,20,32,572	20,20,86,213	99.9993
Dissent	0	1,334	1,334	0.0007
<b>Total</b>	<b>53,641</b>	<b>20,20,33,906</b>	<b>20,20,87,547</b>	<b>100</b>

Therefore, the Resolution No. 4 has been approved with requisite majority and further details of e-votes are given in **Annexure-D**.





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**Resolution No. 7:** Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature up to an amount not exceeding INR 10,000 Crore, on private placement.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	53,641	20,11,88,942	20,12,42,583	99.5819
Dissent	0	8,44,940	8,44,940	0.4181
<b>Total</b>	<b>53,641</b>	<b>20,20,33,882</b>	<b>20,20,87,523</b>	<b>100</b>

Therefore, the Resolution No. 7 has been approved with requisite majority and further details of e-votes are given in **Annexure-G**.

**Resolution No. 8:** Approval of Commission to Independent Directors and Non-Executive non-Nominee Director

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	53,641	20,11,26,767	20,11,80,408	99.5511
Dissent	0	9,07,124	9,07,124	0.4489
<b>Total</b>	<b>53,641</b>	<b>20,20,33,891</b>	<b>20,20,87,532</b>	<b>100</b>

Therefore, the Resolution No. 8 has been approved with requisite majority and further details of e-votes are given in **Annexure-H**.



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**Resolution No. 9:** Alteration of the Object Clause of the Memorandum of Association of the Company

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote E-voting	Total	
Assent	53,641	20,20,31,800	20,20,85,441	99.9989
Dissent	0	2,122	2,122	0.0011
<b>Total</b>	<b>53,641</b>	<b>20,20,33,922</b>	<b>20,20,87,563</b>	<b>100</b>

Therefore, the Resolution No. 9 has been approved with requisite majority and further details of e-votes are given in Annexure-I.


- The register containing the details of e-voting is under my safe custody and will be handed over to the Chairman of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

  
Kapil Dev Taneja  
Scrutinizer  
CP No.: 22944/ Mem. No. F4019  
UDIN: F004019G001058556  
August 22, 2025  
New Delhi



Countersigned by  
For PNB HOUSING FINANCE LTD.

  
Managing Director & CEO  
(Chairman or any other person  
Authorized by the chairman of the  
Company)

Details of e-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH E-VOTING DURING THE AGM:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,014	20,17,93,612	2,01,79,36,120
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,014	20,17,93,612	2,01,79,36,120
d) Votes with Assent	993	20,17,91,861	2,01,79,18,610
e) Votes with Dissent	21	1,751	17,510



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### Annexure - B

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

#### **B1. VOTING THROUGH E-VOTING DURING THE AGM:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

#### **B2. VOTING THROUGH REMOTE E-VOTING:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,017	20,20,40,191	2,02,04,01,910
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,017	20,20,40,191	2,02,04,01,910
d) Votes with Assent	1,001	20,20,38,800	2,02,03,88,000
e) Votes with Dissent	16	1,391	13,910



**Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:**

**C1. VOTING THROUGH E-VOTING DURING THE AGM:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	29	53,631	5,36,310
e) Votes with Dissent	1	10	100

**C2. VOTING THROUGH REMOTE E-VOTING:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,009*	20,01,54,782	2,00,15,47,820
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,009*	20,01,54,782	2,00,15,47,820
d) Votes with Assent	956	19,54,95,570	1,95,49,55,700
e) Votes with Dissent	59	46,59,212	4,65,92,120

\*Six (6) members voted partially in favour of the resolution and partially against the resolution and accordingly, these Six members are counted under assent as well as dissent.



## SANJAY GROVER & ASSOCIATES

### Annexure - D

Details of e-voting during the AGM & remote e-voting for Resolution No.- 4 are as under:

#### D1. VOTING THROUGH E-VOTING DURING THE AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

#### D2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,011	20,20,33,906	2,02,03,39,060
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,011	20,20,33,906	2,02,03,39,060
d) Votes with Assent	985	20,20,32,572	2,02,03,25,720
e) Votes with Dissent	26	1,334	13,340



**Details of e-voting during the AGM & remote e-voting for Resolution No.-5 are as under:**

**E1. VOTING THROUGH E-VOTING DURING THE AGM:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,009	12,89,82,664	1,28,98,26,640
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,009	12,89,82,664	1,28,98,26,640
d) Votes with Assent	961	12,03,52,136	1,20,35,21,360
e) Votes with Dissent	48	86,30,528	8,63,05,280



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### Annexure – F

Details of e-voting during the AGM & remote e-voting for Resolution No.-6 are as under:

#### F1. VOTING THROUGH E-VOTING DURING THE AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

#### F2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,010	12,89,82,700	1,28,98,27,000
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,010	12,89,82,700	1,28,98,27,000
d) Votes with Assent	957	12,03,50,741	1,20,35,07,410
e) Votes with Dissent	53	86,31,959	8,63,19,590



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### Annexure – G

Details of e-voting during the AGM & remote e-voting for Resolution No.-7 are as under:

#### G1. VOTING THROUGH E-VOTING DURING THE AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

#### G2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,011*	20,20,33,882	2,02,03,38,820
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,011*	20,20,33,882	2,02,03,38,820
d) Votes with Assent	975	20,11,88,942	2,01,18,89,420
e) Votes with Dissent	39	8,44,940	84,49,400

\*Three (3) members voted partially in favour of the resolution and partially against the resolution and accordingly, these three members are counted under assent as well as dissent.



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## Annexure – H

Details of e-voting during the AGM & remote e-voting for Resolution No.-8 are as under:

### H1. VOTING THROUGH E-VOTING DURING THE AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

### H2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,012	20,20,33,891	2,02,03,38,910
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,012	20,20,33,891	2,02,03,38,910
d) Votes with Assent	962	20,11,26,767	2,01,12,67,670
e) Votes with Dissent	50	9,07,124	90,71,240



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### Annexure – I

Details of e-voting during the AGM & remote e-voting for Resolution No.-9 are as under:

#### I1. VOTING THROUGH E-VOTING DURING THE AGM:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	30	53,641	5,36,410
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	30	53,641	5,36,410
d) Votes with Assent	30	53,641	5,36,410
e) Votes with Dissent	0	0	0

#### I2. VOTING THROUGH REMOTE E-VOTING:

<i>Particulars</i>	<i>No. of e-voters</i>	<i>No. of Equity Shares</i>	<i>Paid up value of the Equity Shares (In INR)</i>
a) Total Votes received	1,013	20,20,33,922	2,02,03,39,220
b) Less: Invalid Votes	-	-	-
c) Net Valid votes	1,013	20,20,33,922	2,02,03,39,220
d) Votes with Assent	986	20,20,31,800	2,02,03,18,000
e) Votes with Dissent	27	2,122	21,220

