



## Dewan Housing Finance Corporation Limited

Corporate Identification Number (CIN) – L65910MH1984PLC032639

Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai – 400 098, Tel. : (022) 6600 6999, Fax: (022) 6600 6998

Registered Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

Toll Free No. 1800 22 3435, Customer Care No. : (0124) 4092750,

Visit us at : [www.dhfl.com](http://www.dhfl.com) , email – [response@dhfl.com](mailto:response@dhfl.com)

## NOTICE OF THIRTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty First Annual General Meeting (AGM) of the Members of Dewan Housing Finance Corporation Limited, will be held on Thursday, 23<sup>rd</sup> July, 2015 at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium, (NSE Building), Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the Reports of the Directors and Joint Statutory Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare the Final Dividend on equity shares.
3. To appoint a Director in place of Mr. Dheeraj Wadhawan (DIN:00096026), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. **To Ratify the appointment of Joint Statutory Auditors of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the resolution passed by the Members of the Company at the 30<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> July, 2014 and pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for ratification of the appointment of M/s. T. R. Chadha & Co., Chartered Accountants, (FRN 006711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN 006543C), as Joint Statutory Auditors of the Company, to hold office from the conclusion of Thirty First Annual

General Meeting until the conclusion of Thirty Fourth Annual General Meeting of the Company, subject to ratification of the appointment by the Members at every subsequent Annual General Meeting, as per the provisions of Companies Act, 2013, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Joint Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation thereto.

**RESOLVED FURTHER THAT** Board and / or any committee thereof be and is / are hereby authorized to appoint Branch Auditor(s) of the Company, in consultation with the Company's Joint Statutory Auditors, to audit the accounts of the Company's Circles / Clusters and branch offices, present and future, on such terms and conditions including remuneration as may be deemed fit and expedient.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution."

### SPECIAL BUSINESS

5. **To re-appoint Mr. Kapil Wadhawan (DIN: 00028528) as the Managing Director [designated as Chairman & Managing Director] of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company; and subject to such other approval(s), permission(s) and sanction(s), as may be required, consent of the Members of the Company be

and is hereby accorded for the re-appointment of and remuneration payable to Mr. Kapil Wadhawan, as the Managing Director of the Company, (designated as Chairman & Managing Director) being liable to retire by rotation, for a period of five years commencing from 4<sup>th</sup> October, 2015 upon the terms and conditions including terms as to payment of remuneration & other perquisites/ benefits, as set out in the explanatory statement annexed to the Notice and the draft Agreement, copy whereof duly initialled by the Company Secretary of the Company for the purpose of identification, as placed before this Annual General Meeting .

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the forgoing resolution, including inter-alia, approving on behalf of the Company, any changes or modifications from time to time in the draft agreement to be executed with Mr. Kapil Wadhawan setting out the terms and conditions of his appointment and remuneration as the Chairman & Managing Director of the Company."

**6. To appoint Ms. Vijaya Sampath (DIN: 00641110) as a Director of the Company and as an Independent Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Ms. Vijaya Sampath, who was appointed by the Board of Directors, as an Additional Director of the Company, with effect from 26<sup>th</sup> August, 2014, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") , the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing along with the requisite deposit from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company"

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement with Stock Exchange(s); Ms. Vijaya Sampath, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and being eligible for

appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 26<sup>th</sup> August, 2014."

**7 To approve payment of commission to Non-Executive Directors (including Independent Directors) of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Listing Agreement with Stock Exchange(s) and subject to such other approval(s), permission(s) and sanction(s) as may be required, consent of the Members of the Company be and is hereby accorded to the payment of commission (in addition to the sitting fee(s) for attending the meetings of the Board of Directors or Committees thereof), for a period of 5 (five) years, commencing from 1<sup>st</sup> April, 2015 to the Non-Executive Directors of the Company (i.e. Directors other than Managing Director/ Whole-time Directors), as the Board of Directors may from time to time determine, provided that the total commission payable to the Non-Executive Directors, per annum shall not exceed one percent of the Net Profits of the Company for that financial year, as computed in the manner laid down in section 198 of the Act, with the authority to the Board to determine the manner and proportion in which the amount be distributed among the Non-Executive Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**8. Issuance of Non – Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, and in accordance with the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008; the Simplified Listing Agreement for Debt Securities; the Securities Contracts (Regulation) Act, 1956; the Memorandum and Articles of Association of the

Company; Housing Finance Companies Issuance of Non-Convertible Debentures on Private Placement Basis (NHB) Directions, 2014 and subject to such other approval(s), permission(s) and sanction(s), as may be required and as per the Housing Finance Companies (NHB) Directions, 2010, (including any statutory amendment(s), modification(s) or re-enactment(s) to any of the forgoing), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), to issue securities during a period of one year, commencing from the date of this Meeting, by way of (a) Non-Convertible Secured Debentures, upto an amount of ₹ 20,000 crore, (b) Non-Convertible Subordinated Unsecured Debentures, upto an amount of ₹ 1,000 crore, (c) Non-Convertible Perpetual Unsecured Debentures, upto an amount of ₹ 300 crore, (d) Any other hybrid instrument(s) which can be classified as being Tier II Capital under the provisions of Housing Finance Companies (NHB) Directions, 2010, for cash either at par or premium or discount to such investors including but not limited to Scheduled Commercial Banks; Financial Institutions, Insurance Companies, Primary/ State/ District/Central Co-operative Banks (subject to permission from RBI), Regional Rural Banks, Mutual Funds, Companies, Bodies Corporate authorized to invest in Debentures, Provident Funds, Superannuation & Pension Funds, subject to their Investment guidelines, Trust and any other investor category eligible to invest subject to current applicable rules, act, laws, etc. the subscriber(s) on Private Placement Basis, inter-alia, from time to time, in one or more combination, as may be deemed appropriate by the Board, and such issue and allotment to be made at such time or times, in one or more tranches or series, under one or more shelf disclosure document(s) and/ or one or more offer letter(s), at such price or prices, at such rate of interest, as may be decided by and deemed appropriate by the Board as per the applicable laws and depending

upon the prevailing yields, systematic liquidity, tenure and market conditions including the discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made also considering other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency(ies), as the Board may in its absolute discretion deem fit and appropriate.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable to the issue of aforesaid Non – Convertible Debentures and/or other hybrid instruments and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient for any offer, issue, allotment of the aforesaid Non – Convertible Debentures and/ or other hybrid instruments, including but not limited to listing with the Stock Exchanges and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of the aforesaid Non – Convertible Debentures and/or other hybrid instruments, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to delegate such powers to the Finance Committee of the Board as it may deem necessary or appropriate in relation to allotment of aforesaid Non – Convertible Debentures and/or Other Hybrid Instruments issued on private placement basis."

**Registered Office:**

Warden House, 2<sup>nd</sup> Floor,  
Sir P. M. Road,  
Fort, Mumbai - 400 001.  
Dated: 29<sup>th</sup> April, 2015.

By Order of the Board

**Niti Arya**  
Company Secretary  
(FCS - 5586)

## NOTES

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy should be deposited at the Registered office of the Company not later than FORTY-EIGHT HOURS before the commencement of the AGM.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business under item number 5 to 8 to be transacted at the AGM is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 17<sup>th</sup> July, 2015 to Thursday, 23<sup>rd</sup> July, 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the AGM.
5. The Board of Directors have recommended a final dividend of ₹ 2/- per equity share in addition to interim dividend of ₹ 4/- per equity share paid during the financial year 2014-15. The dividend on equity shares, as recommended by the Board for the financial year ended 31<sup>st</sup> March, 2015, if declared at the Meeting, will be payable to those eligible members whose names appear on the Company's Register of Members, after giving effect to all the valid transfers as received by the Company or its Registrar and Share Transfer Agent on or before 16<sup>th</sup> July, 2015. In respect of the shares held in dematerialized form, the dividend will be paid to the beneficial owners of the shares as on 16<sup>th</sup> July, 2015, as per the list provided by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd.(CDSL) for this purpose. The dividend, if declared at the AGM shall be paid within a

period of 30 days from the date of the declaration, as per the provisions of Companies Act, 2013.

6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd. ("Link Intime") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates or for change in their address. Such changes are to be advised only to the Depository Participant by the Members. Thus, Members holding shares in electronic form are hereby requested to inform immediately of any change in the Bank details or address to their Depository Participants. The Members holding shares in physical form and desirous of registering change in their address or bank details already registered against their respective folios are requested to write to the Company or to the Registrar and Share Transfer Agent.
7. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956 (which are still applicable, as the relevant sections under the Companies Act, 2013 are yet to be notified) the Company has transferred on due dates, unclaimed final dividend of ₹ 9.34 lakh for the financial year 2006-07 and ₹ 4.62 lakh unclaimed Interim Dividend for the financial year 2007-08 to Investor Education and Protection Fund (IEPF) established by the Central Government.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24<sup>th</sup> July, 2014 (i.e. date of last AGM) on the website of the Company ([www.dhfl.com](http://www.dhfl.com)) and has also filed the same with the Ministry of Corporate Affairs.

Information in respect of such unclaimed dividend for the three years which are due for transfer to the said fund are given below:

Financial Year ended	Date of Declaration	Due for Transfer on
2007-2008 (Final)	28/07/2008	03/09/2015
2008-2009 (Final)	28/07/2009	03/09/2016
2009-2010 (Final)	27/07/2010	02/09/2017

8. Members are requested to claim their unclaimed dividend, if any, and for the purpose may correspond with the Company Secretary or the Registrar and



Share Transfer Agent. Members are requested to note that the dividend not claimed within seven (7) years from the date of transfer to the Companies unpaid dividend account, will be transferred to the Investor Education and Protection Fund, as per the provisions of Companies Act.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
10. In support of the Green Initiative announced by the Government of India and in terms of Clause 32 of the Listing Agreement with the Stock Exchange(s), electronic copy of the Annual Report for the financial year 2014-15, along with the Notice of Thirty First AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent to all the Members of the Company, whose e-mail-id is registered with Registrar and Share Transfer Agent or Depository Participant, unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail-id, physical copies of Annual Report for the financial year 2014-15, along with the Notice of Thirty-First AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent by other permissible mode.
11. Members may also note that the Notice of the Thirty First AGM and the Annual Report for financial year 2014-15 will also be available on the Company's website at URL - <http://www.dhfl.com/investors/financials/annual-reports-notices-of-agm-eogm/> for download.
12. Even after registering for e-communication, members are entitled to receive such communication/ documents in physical form, upon making a request for the same, by post, free of cost. For any communication/ information, the members may also send requests to the Company at: [secretarial@dhfl.com](mailto:secretarial@dhfl.com).
13. All relevant documents referred in the Notice and the Explanatory Statement shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of AGM of the Company
14. The relevant details of the Directors seeking appointment/re-appointment under Item Nos. 3, 5 and 6 of the accompanying Notice, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchange(s) is annexed hereto. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/reappointment.
15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
16. The certificate from the Joint Statutory Auditors certifying that the Employees Stock Options Schemes and Employee Stock Appreciation Rights Plan are being implemented in accordance with the provisions of Securities & Exchange Board of India Regulations and the resolutions passed by the Members of the Company, shall be available for inspection by the Members at the AGM of the Company.
17. Members/Proxy are requested to bring their Annual Report alongwith attendance slips duly completed and signed, mentioning therein the details of their DP id and Client id or Folio Number to the AGM.
18. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
19. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website at URL - <http://www.dhfl.com/investors/investor-information/nomination-form/>. Members who hold shares singly in Dematerialised form are advised to make a nomination through their Depository Participant.
20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
21. Non – Resident Indian Members are requested to inform Registrar and Share Transfer Agents, immediately of :
  - a. Change in their residential status on return in India for permanent settlement.
  - b. Particulars of their bank account maintained in

India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22. Members who wish to seek any information on the financial statements of the Company or have any query(ies) relating thereto may write to the Company at [secretarial@dhfl.com](mailto:secretarial@dhfl.com) or to the Company Secretary at the Corporate Office of the Company, at an early date to enable the management to keep the information ready.

## 23. VOTING PROCESS

### A. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the ensuing AGM by electronic means i.e. "Remote e-voting". The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by National Securities Depository Limited (NSDL). The details of the process and manner of Remote e-voting is explained herein below:

- I. In case a Member receives an e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
  - (i) Open the e-mail containing the PDF file viz; "DHFL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share

your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of DHFL .
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [jayshreedagli@gmail.com](mailto:jayshreedagli@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- II. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is being provided as below; at the bottom of the Attendance Slip for the AGM :  
  
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - III. The Remote e-voting period commences on Monday, 20th July, 2015 (9.00 a.m. IST) and ends on Wednesday, 22nd July, 2015 (5.00 p.m. IST). During this period, the Members of the Company holding shares either in physical form or in dematerialized form as on the "cut-off date" being Thursday, 16th July, 2015, may cast their vote through remote e-voting. The remote e-voting module shall be disabled/blocked by NSDL for

voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.

paper for all those members who are present at the AGM but have not cast their votes by availing the Remote e-voting facility.

- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - V. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 16th July, 2015 may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./ DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- B. Voting at the Annual General Meeting:**
- I. Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also offering the facility for voting by way of ballot paper at the AGM.
  - II. The Members attending the AGM, who are entitled to vote, but have not cast their vote by remote e-voting shall be able to exercise their voting rights at the AGM through ballot paper. A member may attend the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast their vote again at the AGM.
  - III. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the Remote e-voting facility.
24. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on cut-off date being, Thursday, 16<sup>th</sup> July, 2015. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of Remote e-voting or voting at the AGM through ballot paper.
  25. Mrs. Jayshree S. Joshi (FCS No. 1451), Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner.
  26. The Scrutiniser shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall not later than 25<sup>th</sup> July, 2015, submit a scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
  27. The results as declared by the Chairman or a person authorised by him in writing along with the Scrutiniser's Report shall be immediately placed on the website of the Company i.e. [www.dhfl.com](http://www.dhfl.com) and NSDL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited and National Stock Exchange of India Ltd.
  28. The resolutions listed in the Notice of the Thirty First AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 5.

#### **Re-appointment of Mr. Kapil Wadhawan (DIN – 00028528) as the Managing Director [designated as Chairman & Managing Director] of the Company**

The Members of the Company had vide ordinary resolution passed at the Twenty Sixth (26<sup>th</sup>) Annual General Meeting ('AGM') held on 27<sup>th</sup> July, 2010 re-appointed Mr. Kapil Wadhawan as the Managing Director of the Company (designated as the Chairman & Managing Director) for a period of five years with effect from 4<sup>th</sup> October, 2010. As per the subject approval, the current tenure of Mr. Kapil Wadhawan is upto 3<sup>rd</sup> October, 2015.

Under the leadership of Mr. Kapil Wadhawan, the Company has witnessed growth, both in terms of revenues and profits. Thus, the Board of Directors of the Company considering his rich experience and contribution made to the Company on the recommendation of Nomination and Remuneration Committee and pursuant to Sections 196, 197 and other applicable provisions of Companies Act, 2013 ("the Act"), read with Schedule V thereof, proposed to re-appoint Mr. Kapil Wadhawan as the Managing Director (designated as the Chairman & Managing Director) of the Company for a further period of 5 years, effective from 4<sup>th</sup> October, 2015. In terms of the provisions of Section 152 of the Act, it is proposed to make Mr. Kapil Wadhawan as liable to retire by rotation.

Mr. Kapil Wadhawan joined DHFL in September 1996 as a Director. Since his appointment as, Chairman and Managing Director of the Company, he has led DHFL into becoming a world class financial services Company. Under his leadership, the Company commenced its transformational journey, reaching out to customers across the length and breadth of the country. He was instrumental behind DHFL setting up representative offices globally – at Dubai and London. He spearheaded the acquisition of the housing finance arm of ING Vysya Bank Ltd. in 2003 and the acquisition of First Blue Home Finance Ltd. (erstwhile Deutsche Postbank Home Finance Ltd.) in 2011. He also established India's low income segment specific Company, Aadhar Housing Finance Ltd., in association with IFC, a member of the World Bank group. Mr. Kapil Wadhawan also led the foray of DHFL into the education loans sector through Avanse Financial Services Limited in 2013 and in life insurance through DHFL Pramerica Life Insurance

Company Ltd. in 2014. Mr. Kapil Wadhawan is a MBA in Finance from Edith Cowan University, Australia.

The Company has received from Mr. Kapil Wadhawan, his consent to act as Managing Director of the Company and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. Mr. Kapil Wadhawan satisfies all the conditions set out in Part-I of Schedule V of the Act, as also conditions set out under sub-section (3) of Section 196 of the Act, for being eligible for re-appointment.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Kapil Wadhawan are as under:

#### **I. Details of Remuneration are as under:**

Particulars	₹ in lakh	
	Amount (p.a.)	
Basic Salary	100	
Perquisites/ Allowances	85	
<b>Total</b>	<b>185</b>	
Commission	As may be decided by Nomination and Remuneration Committee/ Board of Directors of the Company	

#### **a. Perquisites/Allowances:**

The Perquisites and allowances, as aforesaid, shall include (a) Rent-free accommodation (furnished or otherwise) or House Rent Allowance, in lieu thereof; (b) House maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing & repairs, (c) Leave Travel Concession for self and family including dependents, (d) Fees for Club Membership, (e) Payment of Insurance Premium on policies relating to Health Insurance, Personal Accident Insurance and Others, (f) Reimbursement of Medical Expenses. The valuation of perquisites and allowances shall be as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these, singly or together, are not taxable under the Income Tax law, gratuity payable and



encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

The expenses incurred by him for travelling, boarding and lodging during business trips; provision of cars for official use and his telephone expenses shall be reimbursed at actuals and not considered as perquisites.

#### **b. Commission**

In addition to the basic salary, perquisites/ allowances payable to Mr. Kapil Wadhawan, he shall also be entitled to payment of commission, per annum, which shall be equivalent to such sum as may be fixed by the Nomination and Remuneration Committee / Board of Directors of the Company, in conformity with the applicable provisions of the Act and rules made there under. The said commission shall be payable based on the set goals and performance criteria's/ parameters as defined by Nomination & Remuneration Committee and/ or the Board of Directors of the Company.

The overall remuneration payable every year to Mr. Kapil Wadhawan – Chairman & Managing Director by way of basic salary, perquisites/ allowances and commission shall not exceed in aggregate, 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act and the rules made there under or any statutory modification(s) or re-enactment(s) thereof.

In the event of any loss, or absence or inadequacy of profits in any financial year, during the term of office of Mr. Kapil Wadhawan, the remuneration payable to him by way of salary, allowances, commission and perquisites shall not be paid in excess of the limits prescribed in Schedule V of the Act or with the approval of the Central Government.

#### **II. Other Broad Terms and Conditions:**

i. The Chairman & Managing Director, shall (i) have the general control of the business of the Company and be vested with the Management and day-to-day affairs of the Company, (ii) have the authority to enter into contracts on behalf of the Company in

the ordinary course of business, (iii) have the authority to perform all other acts and things which in the ordinary course of business the Chairman & Managing Director may consider necessary or proper in the best interests of the Company and (iv) the Chairman & Managing Director shall be considered as a Key Managerial Personnel pursuant to the provisions of Section 203 of the Act read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- ii. The Chairman & Managing Director shall perform to the best of his skills and abilities and shall endeavour to promote the best interests and welfare of the Company and to confirm to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given by the Board of Directors of the Company.
- iii. The Chairman & Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of Directors. The Chairman & Managing Director shall adhere to the Company's Code of Conduct for the Board of Directors and the Senior Management Personnel.
- iv. The office of the Chairman & Managing Director may be terminated either by the Company or by him, by way of giving 3 (three) months' prior notice in writing.
- v. The Chairman & Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
- vi. The Chairman & Managing Director shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.
- vii. The terms and conditions of his appointment and remuneration may be varied, altered, increased, enhanced or widened from time to time by the Board (basis the recommendation of Nomination & Remuneration Committee) as it may in its

discretion deem fit, within the maximum amount payable in accordance with the provisions of the Act, read with Schedule V and The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, or any amendments made hereafter in this regard.

The draft of Agreement to be entered into between the Company and Mr. Kapil Wadhawan setting out the terms & conditions of his re-appointment and remuneration is available for inspection by the Members at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days (except Saturdays) upto the date of the Annual General Meeting.

Brief resume, nature of expertise in specific functional areas, names of companies in which Mr. Kapil Wadhawan holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships amongst Directors, inter-se, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are as mentioned in the Annexure to this Notice.

Accordingly, the Board recommends the passing of an ordinary resolution in relation to the re-appointment of Mr. Kapil Wadhawan as the Managing Director [designated as Chairman & Managing Director] of the Company as set out at Item No.5 of the Notice, for the approval of the members of the Company.

Except, Mr. Kapil Wadhawan to whom the resolution relates, and his brother Mr. Dheeraj Wadhawan, Director and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

#### **ITEM NO. 6**

##### **Appointment of Ms. Vijaya Sampath (DIN – 00641110) as a Director of the Company and as an Independent Director**

On the basis of the recommendation of Nomination & Remuneration Committee, the Board of Directors appointed Ms. Vijaya Sampath, as an Additional Director, with effect

from 26<sup>th</sup> August 2014 under Section 161(1) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the Articles of Association of the Company in the category of Independent Director of the Company. Ms. Vijaya Sampath is a Member of Nomination & Remuneration Committee of the Board.

Ms. Vijaya Sampath is a reputed senior legal professional with over thirty years of corporate and legal experience. Ms. Vijaya Sampath holds degrees in Literature and Law. She is also a fellow member of the Institute of Company Secretaries of India. She has attended the Advanced Management Program at Harvard Business School and the Strategic Alliances Program at Wharton, USA. She has worked both as a Partner in a law firm and as an in-house Legal Counsel and Company Secretary for large Indian corporations like the Bharti Group and Indian Aluminium Company Ltd. She has also served on the Boards of several Companies in the Bharti Group (including Bharti Infratel Ltd, Bharti AXA General Insurance Co Ltd). Ms Sampath currently heads the corporate practice for the law firm Lakshmikumaran Sridharan. She is also the Ombudsperson for the Bharti Group. In her role as the Group General Counsel and Company Secretary at Bharti Enterprises, she played a key role in managing legal matters related to strategic initiatives like international M&As, contracts, litigation, financing and regulatory matters. She has dealt with several large and complex transactions, including the Zain deal, a major complex transaction in the Indian telecom sector. She also managed the legal and compliance elements of all the joint ventures that the Bharti Group got into, including the Bharti-Wal-Mart, Vodafone and AXA deals.

A brief profile of Ms. Vijaya Sampath, the nature of her expertise, and the names of companies in which she holds Directorships along with the details of Membership / Chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship amongst the Directors, inter-se, is annexed to this Notice.

Ms. Vijaya Sampath continues to hold office as an Additional Director until the conclusion of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit of Rupees One lakh, proposing the candidature of Ms. Vijaya Sampath for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149

of the Companies Act, 2013. The Company has received from Ms. Vijaya Sampath her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for the appointment of Ms. Vijaya Sampath as an Independent Director for a term of five consecutive years, with effect from 26<sup>th</sup> August, 2014 and she shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Vijaya Sampath fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter of appointment of Ms. Vijaya Sampath as an Independent Director setting out the terms and conditions of her appointment alongwith the notice received under the provisions of Section 160 of the Companies Act, 2013, would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours i.e. between 10.00 a.m. to 6.00 p.m. on all working days, (except Saturday) upto the date of Annual General Meeting. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Vijaya Sampath as an Independent Director.

Accordingly, the Board recommends the passing of ordinary resolution in relation to appointment of Ms. Vijaya Sampath as an Independent Director as set out at Item No. 6 of the Notice, for the approval of the members of the Company.

Except, Ms. Vijaya Sampath to whom the resolution relates, and her relatives (to the extent of their shareholding interest in the Company), none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

## ITEM NO. 7

### **Payment of commission to Non- Executive Directors (including Independent Directors) of the Company**

The Members had, at the 26<sup>th</sup> (Twenty Sixth) Annual General Meeting of the Company held on 27<sup>th</sup> July, 2010, passed a Special Resolution under Sections 198 and 309(4) of the Companies Act, 1956, approving the payment of commission to Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 (1) of the Companies Act, 1956. The approval of the Members of the Company is valid upto 31<sup>st</sup> March, 2015.

Under the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges, the approval of the Members of the Company is required for the payment of commission / fees (other than the sitting fees within the permissible limit) to the Non – Executive Directors including Independent Directors (Directors other than Managing Director and Whole Time Director), “Non-Executive Directors”.

The responsibilities and duties of the Directors have been considerably enhanced under the Companies Act, 2013 and the new Corporate Governance regime. As your Company is on its growth path, it requires strategic guidance of Directors and greater engagement in terms of their attention and involvement in the decision making process. Accordingly, it is proposed to seek fresh approval of the members of the Company as required under Section 197 of the Companies Act, 2013 and also under the Listing Agreement by way of an Ordinary Resolution for payment of commission to Non – Executive Directors for a period of 5 years commencing from 1st April, 2015, at the rate not exceeding 1% (one percent) per annum of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013. The said commission shall be distributed in the manner and proportion amongst the Non – Executive Directors, as may be decided by Board of Directors of the Company. The above payment of commission shall be over and above the sitting fees paid to the Non – Executive Directors for attending the meeting of the Board and/or Committee thereof.

The Board recommends the resolution in relation to payment of commission to Non- Executive Directors as set out at item No. 7 of the Notice, for approval of the members of the Company.

Except, Non-Executive Directors to whom the resolution relates, to the extent of commission that may be received by them, and their relative to the extent of their shareholding interest in the Company, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 7.

#### **ITEM NO. 8**

##### **Issuance of Non – Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis**

The Company has been issuing Non-Convertible Secured Debentures, Non-Convertible Subordinated Unsecured Debentures, and Non Convertible Perpetual Unsecured Debentures, on private placement basis for raising funds.

As per the provisions of Section 42 of the Companies Act, 2013 read with the Rules made there under ("the Act"), a Company issuing, offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the prior approval of the Members of the Company by way of a Special Resolution.

The Members of the Company had through Postal Ballot resolutions, the result of which was declared on 12<sup>th</sup> June, 2014 and 10<sup>th</sup> September, 2014, respectively, approved issuance of NCDs within the total limits of Non-Convertible Secured Debentures upto an amount of ₹ 20,000 crore; Non-Convertible Subordinated Unsecured Debentures upto an amount of ₹ 1,000 crore; Non Convertible Perpetual Unsecured Debentures upto an amount of ₹ 500 crore; and other hybrid instrument which can be classified as Tier-II, as per the limits prescribed by NHB guidelines.

In terms of approval of the Members by way of said special resolutions, the Company has issued Non-Convertible Secured Debentures for an amount of ₹4163.20 crore, on private placement basis, during the financial year 2014-2015.

##### **Registered Office:**

Warden House, 2<sup>nd</sup> Floor,  
Sir P. M. Road,  
Fort, Mumbai - 400 001.  
Dated: 29<sup>th</sup> April, 2015.

The Rules also provide that for all the issues, offers or invitations of Non-Convertible Debentures (NCDs) to be issued during the year, approval can be obtained once in a year. Thus, in terms of Sections 42, 71 of Companies Act, 2013 and rules made thereunder, consent of the Members is sought by way of a Special Resolution for enabling the Board of Directors of the Company to issue securities on private placement basis for a period of one year commencing from the date of this meeting by way of – (i) Non-Convertible Secured/Unsecured Debentures upto an amount of ₹ 20,000 crore (ii) Non-Convertible Subordinated Unsecured Debentures upto an amount of ₹ 1,000 crore, (iii) Non-Convertible Perpetual Unsecured Debentures upto an amount of ₹ 300 crore, (iv) Other hybrid instrument which can be classified as Tier II, as per the limits prescribed by NHB Guidelines, for cash either at par or premium or at a discount depending upon the prevailing market conditions, in one or more tranches or series, under one or more shelf disclosure document(s) and/ or one or more offer letter(s), at such price or prices, at such rate of interest, as may be decided by and deemed appropriate by the Board. The issue of the above mentioned securities shall also be in compliance with the provisions of Housing Finance Companies Issuance of Non-Convertible Debentures on Private Placement Basis (NHB) Directions, 2014, as amended from time to time.

Accordingly, the Board of Directors recommends the passing of special resolution in relation to issue of Non – Convertible Debentures and/or other Hybrid Instruments on private placement basis as set out at Item No. 8 of the notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 8.

By Order of the Board

**Niti Arya**  
Company Secretary  
(FCS - 5586)



## ANNEXURE TO ITEM NOS. 3, 5 & 6 OF THE NOTICE

**Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting  
(as per Clause 49 of the Listing Agreement with the Stock Exchanges)**

Sr. No.	Name of the Directors	Mr. Dheeraj Wadhawan	Mr. Kapil Wadhawan
1	Date of Birth	10-11-1978	18-10-1973
2	Age	36 years	41 years
3	Date of Appointment	12 <sup>th</sup> May, 2008	04 <sup>th</sup> October, 2010
4	Permanent Account Number (PAN)	AAOPW4517G	AAOPW6145L
5	Director Identification Number (DIN)	00096026	00028528
6	Expertise in specific functional areas	He has over 14 years of experience in the real estate / developers and construction industry.	He has over 19 years of experience in Housing Finance Industry
7	No. of equity shares held in the Company (as on 31st March 2015)	9,00,000	9,00,000
8	Qualifications	Graduate in construction Management from. the University of London	MBA in Finance from Edith Cowan University, Australia.
9	List of other directorships ( <i>excluding Foreign Company</i> )	<ol style="list-style-type: none"> <li>1. Township Developers India Ltd.</li> <li>2. Rochester Wadhawan Foundation for Learning</li> <li>3. R K Wadhawan Institute for Universal Learning Pvt. Ltd.</li> <li>4. RKW Developers Pvt Ltd.</li> <li>5. Wadhawan Sports Pvt. Ltd.</li> <li>6. Wadhawan Mega Infrastructure Pvt. Ltd.</li> <li>7. Wadhawan Techspaces Pvt. Ltd.</li> <li>8. WGC Management Services Pvt. Ltd.</li> <li>9. Wadhawan Global Capital Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. DHFL Vysya Housing Finance Ltd.</li> <li>2. Aadhar Housing Finance Ltd.</li> <li>3. Avanse Financial Services Ltd.</li> <li>4. DHFL Pramerica Life Insurance Company Ltd.</li> <li>5. Rochester Wadhawan Foundation for Learning</li> <li>6. Arthveda Fund Management Pvt. Ltd.</li> <li>7. DHFL Ventures Trustee Company Pvt. Ltd.</li> <li>8. R K Wadhawan Institute for Universal Learning Pvt. Ltd.</li> <li>9. Wadhawan Global Capital Pvt. Ltd.</li> <li>10. Wadhawan Techspaces Pvt. Ltd.</li> <li>11. WGC Management Services Pvt. Ltd.</li> </ol>
10	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	NIL	<p>Mr. Kapil Wadhawan is Member of the Audit Committee in below named Public Companies:</p> <ol style="list-style-type: none"> <li>1. Aadhar Housing Finance Ltd. -Member</li> <li>2. Avanse Financial Services Ltd.- Member</li> </ol>
11	Relationships, if any, between Directors inter se	He is the brother of Mr. Kapil Wadhawan	He is the brother of Mr. Dheeraj Wadhawan

Sr. No.	Name of the Directors	Ms. Vijaya Sampath
1	Date of Birth	26-05-1953
2	Age	62 years
3	Date of Appointment	26 <sup>th</sup> August, 2014
4	Pan No.	AHEP56523K
5	Director Identification Number (DIN)	00641110
6	Expertise in specific functional areas	Over 30 years of Corporate and Legal experience.
7	No. of equity shares held in the Company (as on 31st March 2015)	NIL
8	Qualifications	She holds degrees in Literature and Law and is a fellow member of the Institute of Company Secretaries of India
9	List of other directorships (excluding Foreign Company)	<ol style="list-style-type: none"> <li>1. L &amp; T – MHPS Turbine Generators Pvt. Ltd.</li> <li>2. L &amp; T- MHPS Boilers Private Limited</li> <li>3. L &amp; T Power Development Limited</li> <li>4. Nabha Power Limited</li> <li>5. Safari Industries (India) Limited</li> <li>6. GVS Envicon Technologies Pvt Ltd.</li> </ol>
10	Membership/ Chairmanship of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee).	NIL
11	Relationships, if any, between Directors inter- se	NIL



## Dewan Housing Finance Corporation Limited

Corporate Identification Number (CIN) – L65910MH1984PLC032639

Registered Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

Form No. MGT - 11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member/s	
Registered Address	
E-mail Id	
Folio No./ Client Id	
DP Id.	

I / We, being the member(s) of \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint :

1	Name	
	Address	
	E-mail Id	
	Signature	
	Or failing him	
2	Name	
	Address	
	E-mail Id	
	Signature	
	Or failing him	
3	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty First Annual General Meeting of the Company, to be held on Thursday, 23<sup>rd</sup> July, 2015 at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium (NSE Building) Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional*	
Ordinary Business		For	Against
1	Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Joint Statutory Auditors thereon.		
2	Confirmation of the payment of Interim Dividend and declaration of the Final Dividend on equity shares.		
3	Appointment of a Director in place of Mr. Dheeraj Wadhawan (DIN:00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
4	Ratification for appointment of Joint Statutory Auditors of the Company.		
Special Business			
5	Re-appointment of Mr. Kapil Wadhawan (DIN: 00028528) as the Managing Director (designated as Chairman & Managing Director) of the Company.		
6	Appointment of Ms. Vijaya Sampath (DIN: 00641110) as a Director of the Company and as an Independent Director		
7	Approval for payment of commission to Non- Executive Directors (including Independent Directors) of the Company		
8	Issuance of Non – Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2015 .

Signature of the Member : \_\_\_\_\_

Signature of the Proxy holder/s : \_\_\_\_\_

Affix  
Revenue  
Stamp of  
₹ 1/-

#### Note

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", **not later than 48 hours before the commencement of the AGM.**
- A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

\* it is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.







## DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identification Number (CIN) – L65910MH1984PLC032639

Corporate Office : TCG Financial Centre, 10<sup>th</sup> Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai – 4000098,

Tel. : (022) 6600 6999, Fax: (022) 6600 6998.

Registered Office : Warden House, 2<sup>nd</sup> Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

Toll Free No. 1800 22 3435, Customer Care No. (0124) 4092750.

Visit us at : [www.dhfl.com](http://www.dhfl.com), email – [response@dhfl.com](mailto:response@dhfl.com)

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

1. Name(s) of Member(s) including :  
joint holders, if any (in Block Letter(s))
2. Registered Address of the Sole/First :  
named Member
3. Name of Proxyholder :
4. Registered Folio No./\*DP ID No. and :  
Client ID No.  
(\* Applicable to Members holding shares in  
dematerialized form)
5. Number of Shares held :

I/We hereby record my/our presence at the Thirty First Annual General Meeting of the Members of Dewan Housing Finance Corporation Limited held on Thursday, 23<sup>rd</sup> July, 2015 at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium, (NSE Building), Ground Floor, Bandra – Kurla Complex, Bandra (East), Mumbai 400051.

x \_\_\_\_\_  
Signature of Member / Proxy

### Electronic Voting Particulars -

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note : – Please read the instructions printed at Note No. 23 (A). of the Notice of Thirty First Annual General Meeting dated 29<sup>th</sup> April, 2015, before casting your vote through electronic mode.

# **WE VALUE THE TRUST**

## **OUR CUSTOMERS PLACE IN US**

**Dewan Housing Finance Corporation Limited**  
Annual Report 2014 -15

**-TRUST-**



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## WE VALUE THE TRUST OUR CUSTOMERS PLACE IN US

Trust is the cornerstone of every relationship. It is the bedrock of success and the most valuable commodity in any business.

At DHFL, we have taken the path less travelled. DHFL's Founder Chairman, Late Shri Rajesh Kumar Wadhawan, laid down the Vision for the Company: **to enable every Indian to own a home of his own**. This Vision enabled a unique relationship of trust between DHFL and its Customer.

Over the last 31 years, DHFL has reached out to millions of customers across the country and helped them fulfil their dreams. Our Customers have bestowed their trust in us, as we have partnered with them in making their dreams come true. Our Investors have supported us

since inception, with a keen understanding of our *socially inclusive sustainable profitable business* model. Our partners have demonstrated their trust through their ongoing support in leveraging the DHFL Vision and enabling financial access.

As DHFL metamorphosises into a financial services conglomerate, we will ensure we continue building value for our customers, our shareholders, our employees and society at large. DHFL will continue to live up to this trust and confidence by providing its stakeholders with an opportunity for long term wealth creation.

As DHFL enters the fourth decade of its operations, the Company will raise the bar and continue the promise of trust, as it endeavours to make dreams come true.



OUR VISION

To transform the lives of  
Indian households by  
enabling access to  
home ownership.

The portrait of DHFL's Founder Chairman has been  
created using signatures of hundreds of customers.



Late Shri Rajesh Kumar Wadhawan

# DHFL AT A GLANCE

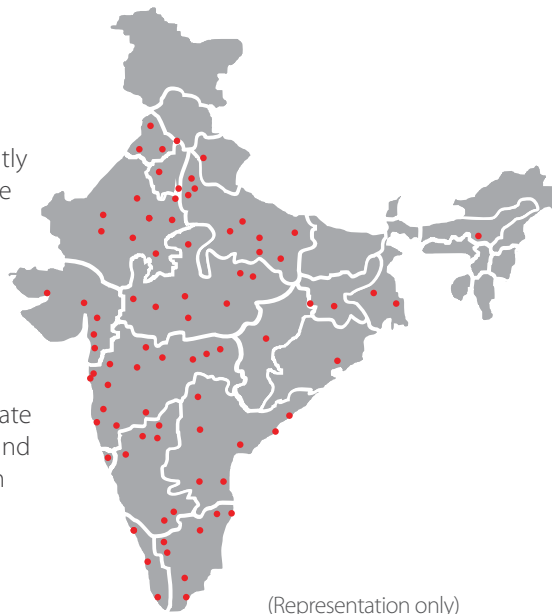
DHFL is one of India's leading housing finance company and the preferred financial partner and home loan provider. The Company has earned a deep insight to serve the affordable home loan segment, one of the largest and fastest-growing segment of the country.

## FY2015 Highlights

- Assets under management increased to ₹ 56,884.41 crore, up from ₹ 44,676.48 crore in FY2014
- Loan portfolio increased to ₹ 51,039.65 crore, up from ₹ 40,451.04 crore
- Disbursed loans stood at ₹ 19,821.54 crore, up from ₹ 16,647.45 crore
- Sanctioned loans shot up to ₹ 28,497.08 crore, up from ₹ 22,377.61 crore

## DHFL's Pan India Coverage

With a deep sense of social responsibility, DHFL is competently placed to serve its customers. The Company ensures this through a strong pan-India distribution network of 188 Branches, 150 Service Centres, 19 Circles/Clusters, 2 Disbursement Hubs, and 1 Collection Centre in India. Additionally, DHFL has its corporate and national offices in Mumbai and overseas representative offices in London and Dubai.



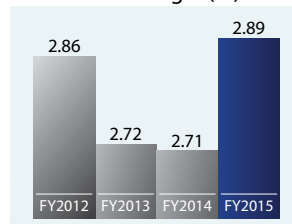
**362**  
CUSTOMER  
TOUCHPOINTS

**Assets Under Management**  
₹ **56,884.41** crore  
FY2015

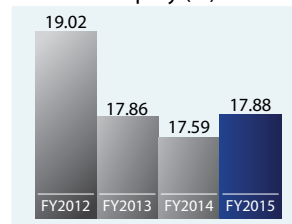
**Employees**  
**2,375**  
FY2015

## Financial Highlights

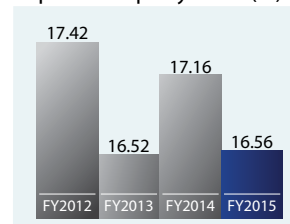
### Net Interest Margin (%)



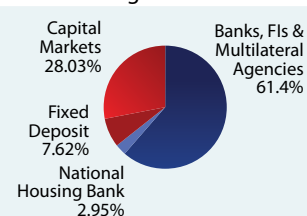
### Return on Equity (%)



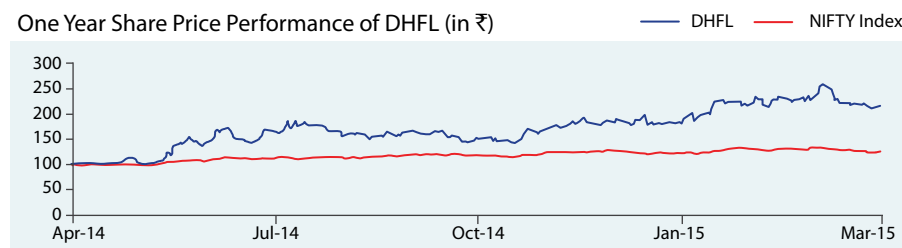
### Capital Adequacy Ratio (%)



### Borrowing Profile



### One Year Share Price Performance of DHFL (in ₹)



**38**  
Associations with Banks in our  
Lending Consortium

**16.56%**  
Capital Adequacy Ratio

Through its efficient systems, transparent processes and persistent dedication, DHFL fulfils the dreams of aspiring home buyers across the country through affordable home finance and inculcates the pride of home ownership amongst thousands of Indians. DHFL enjoys over a three-decade presence in India's home finance industry, resulting in superior brand recall and trust.

DHFL has emerged as a one-stop-shop for its customers' financial needs, extending beyond home loans. The Company's comprehensive service suite comprises of housing loans, loans to SME, mortgage loans and on the liability

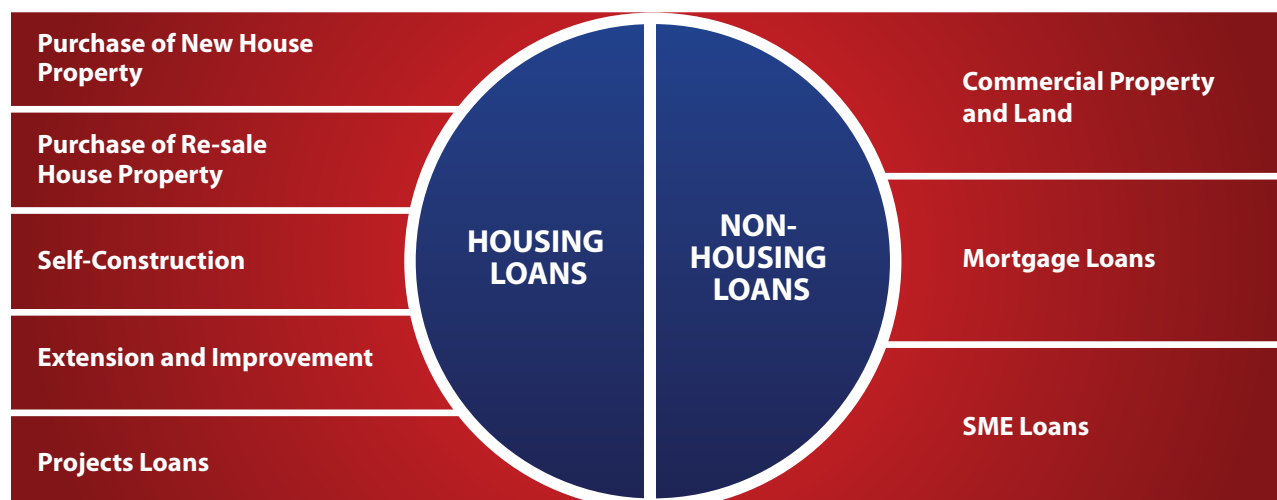
product side, a range of fixed deposit products. It offers life insurance products through DHFL Pramerica Life Insurance Company Ltd., a joint venture with Prudential Financial Inc. of USA. Education loans is yet another offering through an associate company named Avanse Financial Services Ltd.

As DHFL enters its fourth decade of operations, it remains committed to live by the Vision laid down by the Founder Chairman, Late Shri Rajesh Kumar Wadhawan, through the Company's holistically sustainable business model.

## DHFL's SERVICE SUITE

DHFL's comprehensive suite of products caters to different segments in various geographical territories of India, with a Vision to transform the lives of Indian households by enabling access to home ownership.

### Key Business Verticals





# CORPORATE INFORMATION

## Board of Directors

Mr. Kapil Wadhawan - Chairman & Managing Director  
 Mr. Dheeraj Wadhawan - Non-Executive Director  
 Mr. G. P. Kohli - Independent Director  
 Mr. V. K. Chopra - Independent Director  
 Mr. Mannil Venugopalan - Independent Director  
 Ms. Vijaya Sampath - Additional (Independent) Director

## Committees of Board of Directors

### Audit Committee

Mr. Mannil Venugopalan - Chairman  
 Mr. G. P. Kohli - Member  
 Mr. V. K. Chopra - Member

### Stakeholders' Relationship Committee

Mr. G. P. Kohli - Chairman  
 Mr. Kapil Wadhawan - Member

### Finance Committee

Mr. Kapil Wadhawan - Chairman  
 Mr. Dheeraj Wadhawan - Member  
 Mr. G. P. Kohli - Member

### Nomination and Remuneration Committee

Ms. V. K. Chopra - Chairman  
 Mr. G. P. Kohli - Member  
 Ms. Vijaya Sampath - Member

### Corporate Social Responsibility Committee

Mr. G. P. Kohli - Chairman  
 Mr. V. K. Chopra - Member  
 Mr. Kapil Wadhawan - Member

### Risk Management Committee

Mr. Kapil Wadhawan - Chairman  
 Mr. V. K. Chopra - Member  
 Mr. Mannil Venugopalan - Member

### Chief Executive Officer

Mr. Harshil Mehta

### Chief Financial Officer

Mr. Santosh R. Sharma

### Company Secretary

Ms. Niti Arya

## Bankers

Allahabad Bank  
 Andhra Bank  
 Axis Bank Ltd.  
 Bank of Baroda  
 Bank of India  
 Bank of Maharashtra  
 Canara Bank  
 Central Bank of India  
 Corporation Bank  
 DCB Bank Limited  
 Dena Bank  
 Federal Bank Ltd.  
 HDFC Bank Ltd.  
 ING Vysya Bank Ltd.  
 ICICI Bank Ltd.  
 IDBI Ltd.  
 Indian Bank  
 Indian Overseas Bank  
 Karnataka Bank Ltd.  
 Karur Vysya Bank Ltd.  
 Kotak Mahindra Bank Ltd.  
 Oriental Bank of Commerce  
 Punjab & Sind Bank  
 Punjab National Bank  
 South Indian Bank Ltd.  
 State Bank of Bikaner and Jaipur  
 State Bank of Hyderabad  
 State Bank of India  
 State Bank of Mysore  
 State Bank of Patiala  
 State Bank of Travancore  
 Syndicate Bank  
 Tamilnad Mercantile Bank Limited  
 UCO Bank  
 Union Bank of India  
 United Bank of India  
 Vijaya Bank  
 Yes Bank Ltd.

## Financial Institutions / Multilateral Agencies / Other Lenders

National Housing Bank (NHB)  
 Asian Development Bank (ADB)  
 Deutsche Investitions-und  
 Entwicklungsgesellschaft (DEG)  
 International Finance Corporation (IFC)

### Joint Statutory Auditors

M/s. T. R. Chadha & Co., Chartered Accountants  
502, Marathon Icon, Off. Ganpat Rao Kadam Marg,  
Opp. Peninsula Corporate Park, Lower Parel,  
Mumbai - 400 013

M/s. Rajendra Neeti & Associates, Chartered Accountants,  
144, Jolly Maker Chamber II, Nariman Point,  
Mumbai - 400 021

### Registered Office

2<sup>nd</sup> Floor, Warden House,  
Sir P.M. Road, Fort,  
Mumbai - 400 001  
Tel. No.: +91 22-61066800  
Fax No.: +91 22-22871985

### Corporate Office

10<sup>th</sup> Floor, TCG Financial Centre,  
Bandra Kurla Complex, BKC Road,  
Bandra East,  
Mumbai - 400 098  
Tel. No.: +91 22-66006999  
Fax No.: +91 22-66006998

### Registrar & Transfer Agents (For Equity)

Link Intime India Private Ltd.  
C - 13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (W),  
Mumbai - 400 078  
Tel. No.: +91 22-25946970-78  
Fax No.: +91 22-25946969  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Contact Person: Mr. Mahesh Masurkar

### Registrar & Transfer Agents (For Debentures)

System Support Services  
209, Shivam Industrial Estate,  
Andheri – Kurla Road, Sakinaka,  
Andheri (East),  
Mumbai - 400 072  
Tel. No.: +91 22-28500835  
Fax No.: +91 22-28501438

### Debenture Trustees

GDA Trusteeship Ltd.  
GDA House, Plot No. 85, Bhusari Colony (Right),  
Paud Road,  
Pune - 411 038  
Tel. No.: +91 20-25280081  
Fax No.: +91 20-25280275  
E-mail: [dt@gdatrustee.com](mailto:dt@gdatrustee.com)  
Website: [www.gdatrustee.com](http://www.gdatrustee.com)

IDBI Trusteeship Services Ltd.  
Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai - 400 001  
Tel. No.: +91 22-40807000  
Fax No.: +91 22-66311776  
Email: [itsl@idbitrustee.com](mailto:itsl@idbitrustee.com)  
Website: [www.idbitrustee.com](http://www.idbitrustee.com)

### Details of Stock Exchanges/ NSDL/CDSL

Name	Address	Stock Code / Symbol
BSE Ltd.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	511072
National Stock Exchange of India Ltd	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	DHFL
National Securities Depository India Ltd.	Trade World, 4 <sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	International Security Identification Number (ISIN)–INE-202B01012
Central Depository Services (India) Ltd.	Phiroze Jeejeebhoy Towers, 28 <sup>th</sup> Floor, Dalal Street, Mumbai – 400 001	

# FINANCIAL HIGHLIGHTS

## KEY OPERATIONAL HIGHLIGHTS

	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	(₹ In crore) 2014-15
Sanctions	1,257.02	1,502.89	2,009.55	2,698.18	5,273.96	8,949.48	12,845.31	17,336.85	22,377.61	28,497.08
Disbursements	1,110.30	1,472.87	1,761.53	2,266.02	3,865.56	6,505.54	9,065.24	13,357.73	16,647.45	19,821.54
Cumulative Disbursements	3,868.24	5,341.11	7,102.64	9,368.66	13,234.22	19,739.76	28,805.00	42,162.73	58,810.18	78,631.72

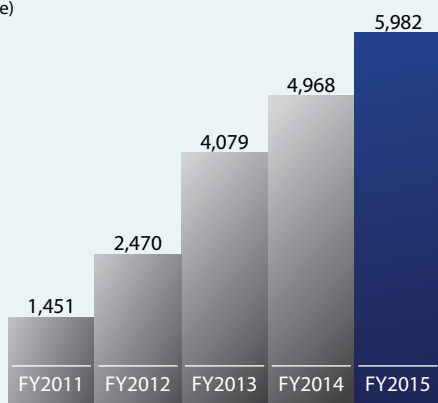
## KEY FINANCIAL HIGHLIGHTS

	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	(₹ In crore) 2014-15
Gross Revenues	226.80	332.29	523.42	693.60	992.55	1,451.24	2,469.68	4,078.94	4,967.68	5,981.64
Profit After Tax	41.71	48.40	82.58	91.76	150.69	265.13	306.36	451.85	529.00	621.29
Shareholders' Funds	270.66	365.27	445.07	513.54	873.44	1,548.43	2,032.72	3,237.09	3,574.96	4,635.78
Share Capital										
Equity	50.12	50.12	60.52	60.52	82.03	104.42	116.84	128.22	128.42	145.68
Preference	17.66	24.16	7.00	3.00	3.00	--	--			
Others	2.50	2.50	-	56.00	--	--	--			
Reserves and Surplus	200.37	288.49	377.55	394.02	788.41	1,444.01	1,915.88	3,108.87	3,446.54	4,490.10
Borrowings from NHB, Banks, FIs & Others	2192.67	3,157.66	3,922.52	5,829.51	8,744.63	14,292.78	18,209.80	30,134.68	36,891.43	45,192.44
Deposits	76.93	57.05	46.90	46.87	182.16	557.29	938.81	1,923.72	2,595.46	3,728.30
Housing & Other Loan Outstanding	2288.75	3,301.97	4,158.07	5,806.62	8,758.40	14,121.98	19,355.38	33,901.72	40,451.04	51,039.65
Dividend (%)										
Equity	25.00	25.00	25.00	25.00	30.00	35.00	35.00	50.00	80.00 *	60.00
Book Value per Share (₹) (Equity)	50.0	56.00	59.19	70.67	102.86	148.32	174.04	252.47	278.38	319.73
Earnings per Share (₹) (Basic)	8.32	9.22	14.43	15.15	19.78	26.43	28.97	38.47	41.23	47.82
Earnings per Share (₹) (Diluted)					19.58	26.12	28.67	38.30	41.11	47.19

Note: Includes one time special 30% dividend to mark 30<sup>th</sup> Anniversary.

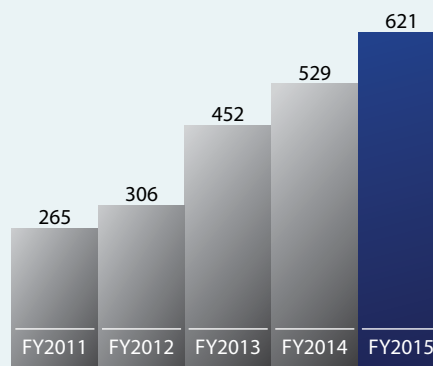
### Gross Revenues

(₹ in crore)



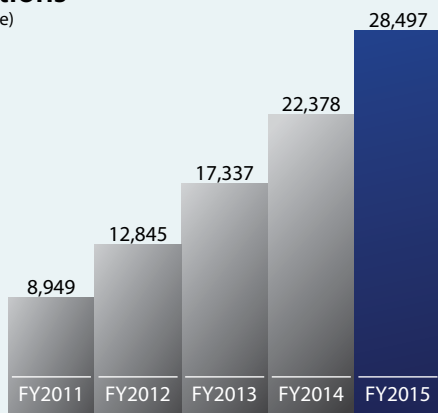
### Net Profit

(₹ in crore)



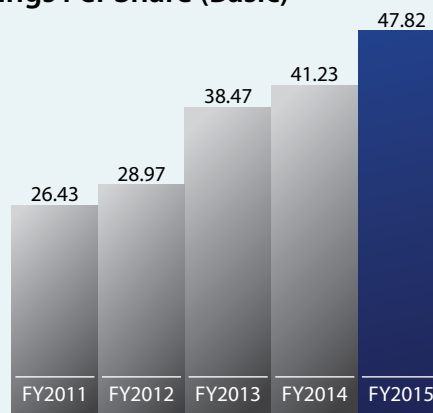
### Sanctions

(₹ in crore)



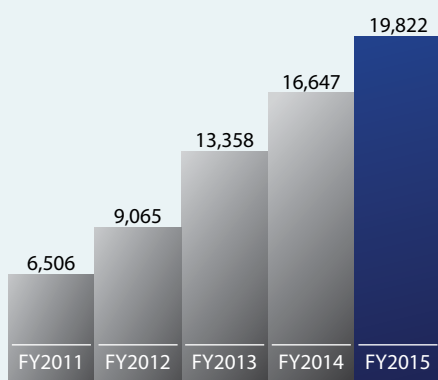
### Earnings Per Share (Basic)

(₹)



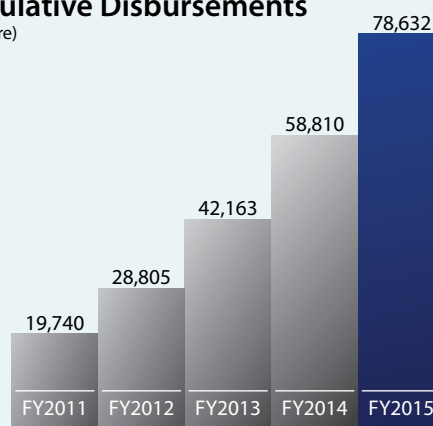
### Disbursements

(₹ in crore)



### Cumulative Disbursements

(₹ in crore)



# OPERATIONAL HIGHLIGHTS

## A. Operational Performance

- Assets under Management increased to ₹ 56,884.41 crore, up from ₹ 44,676.48 crore in FY2015
- Loan portfolio increased to ₹ 51,039.65 crore, up from ₹ 40,451.04 crore
- Disbursements of loan stood at ₹ 19,821.54 crore, up from ₹ 16,647.45 crore
- Sanctioned loans shot up to ₹ 28,497.08 crore, up from ₹ 22,377.61 crore

## B. Organisational Restructuring

During the year, DHFL created separate business verticals enabling each vertical to focus on its core business, to drive profitability and customer satisfaction.

Housing Loans Segment includes loans offered for:

- Purchase of new house property
- Purchase of re-sale house property
- Self-construction
- Extension and improvement
- Project loans

Non-housing Loans Segment to include:

- Mortgage Loans
- SME Loans
- Commercial Property and Land

## C. Distribution Network

- Increased our distribution network to 188 Branches, 150 Service Centres, 19 Circles/Clusters, 2 Disbursement Hubs, 1 Collection Centre and 2 International representative offices - Total 362 Customer Touchpoints
- Launched *Parivartan*, a field productivity enhancement initiative, to improve sales force productivity



## D. Brand Building

- Engaged Indian film actor Shah Rukh Khan as Brand Ambassador to create brand awareness
- Leveraged online sourcing platform providers, direct sourcing, channel partners, builder tie-ups, and advertisements to emerge as first "point of recall"
- Strengthened presence on digital social media platforms including Facebook, Twitter, LinkedIn and YouTube and enhanced customer engagement on website through live chats
- Enhanced call-centre set up for prospective and existing customers



# COMPETITIVE ADVANTAGES



# CHAIRMAN & MANAGING DIRECTOR'S MESSAGE



**Mr. Kapil Wadhawan**  
Chairman & Managing Director

**Dear Members,**

DHFL was established with a profound sense of responsibility and optimism towards enabling home ownership and a better lifestyle to the lower and middle income (LMI) segment of the country. As your Company enters the fourth decade of its operations, its purpose is further fortified with the immense trust and conviction of its stakeholders and custodians. Let me take this privilege to share with you my thoughts on opportunities for growth and the path we have defined to move ahead.

## **The National Aspiration**

The most remarkable story of our Nation has been the growth and valuations of Online Retail business, followed by a whole range of online businesses relating to property, housing, used cars, insurance and many more. This clearly is a single major gain of demographic dividend we have

been talking about for quite some time, which mirrors the aspirations, consumption style and purchasing power of the real India. To see in it an urban centricity or a class segment is to completely misread the falling barriers between urban and rural India. It is the real market that is spreading like wild fire and policy makers will do well to align with this trend rather than seeing in it a threat to traditional markets. Financial Sector players, such as banks and retail lenders like us, will have larger opportunities to grow through product customisation and strategic alliances in the online space.

We started the year on the backdrop of widespread enthusiasm and optimism after a strong mandate for the Government at the centre. Right or wrong, a sense of urgency for action has crept in the air. This calls for concerted steps on the policy front with focus on areas

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Today, DHFL has mastered the art of knowing how to measure, manage and allocate risk particularly for the LMI segment. This differentiates DHFL superbly for value creation and enables it with the expertise to visualise the needs of this segment.

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which can create wider and faster impact. The 'Make in India' campaign is an important call and so are the initiatives on Defence productions, Railways related manufacturing and leasing of Mines. I feel there are opportunities to bring momentum to this move for some visible gains. For example, by upgrading few languishing industrial parks with quick fix requirements or setting up manufacturing hubs by diverting a part of large tracks of land held by non performing SEZs, we can gain some pace while working side by side on a consensus on the Land Acquisition Act. Another area is the retrospective enforcement of taxation law or its interpretation which has been a major dampener on investment sentiment. There is unanimity that it goes against the grains of a modern society. The sooner we show our resolve to firmly put an end to it, better it will be.

### **The year under review**

The greatest action of India's economic growth continues to be nested within this rapidly expanding and dynamic lower and middle income segment. With a keen understanding of this consumer segment, your Company has achieved significant milestones and has chalked a robust roadmap ahead. The campaign 'Ghar Jaisa Loan' with Shah Rukh Khan as the brand ambassador is aimed to reinforce our connect with the growing aspiration of the neo LMI segment.

The Company laid down the ground work of forming a team of experienced professionals, creating a holistic product portfolio and enhancing its credit and risk policies for scalability and profitability. While the retail home loan business vertical was fortified to capitalise on new opportunities in the expanding affordable home loan segment, the Company also launched the SME

vertical to tap the large self employed group in the small and medium enterprises. Retail Liability was also given a renewed focus as a business vertical to strengthen the resource diversification strategy. We would like to be known in the market for our deposits offering and the launch of Wealth2Health an innovative deposit product with liquidity to meet medical emergency is the beginning of such a positioning.

DHFL demonstrated superior performance on all operational and financial parameters. Revenues showed a robust growth of 20.41% at ₹ 5,981.64 crore. Operational profits (net) stood at ₹ 621.29 crore, up by 17.45%. Outstanding loan portfolio stood at ₹ 51,039.65 crore as on March 31, 2015. Your Company's credit rating was also upgraded to the highest order of rating 'CARE AAA' (Triple A) by CARE.

### **Energising people power**

DHFL is a very people-focussed and a proficient enterprise, operating in a multi-cultural environment. To achieve competitive superiority and scalable growth, your Company has aligned competencies of its human capital in line with its business strategies, empowered them with relevant trainings and behavioural improvements. Your Company's single-minded aim behind this is to improve its organisational capability and vitality. I am pleased to inform you that we have appointed a new CEO, Harshil Mehta, who will support me in driving DHFL's ambitious plans and prepare the organisation for the future, while maintaining growth rate and excellent portfolio quality. Your Company is also making significant investment into its IT infrastructure to advance to the next-generation scalable and flexible technology landscape. This will help us to improve productivity and sustain growth.

## CHAIRMAN & MANAGING DIRECTOR'S MESSAGE

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Led by the fundamentals of integrity, commitment to performance and innovation our faith remains unflinching on financial inclusion from where your Founder started the journey.

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### Ensuring long term value

In a key development, your Company successfully concluded a qualified institution placement and raised ₹ 809.61 crore. The issuance witnessed overwhelming response from marquee, long term global investors, reflecting the confidence enjoyed by your Company as a long term value creator. DHFL will remain conscious of this trust and constantly endeavour building its business capabilities and strategies with sound skills in risk management and capital preservation, to earn the respect of Investors, Lenders, Regulators and Partners.

### Enabling synergies for growth

Your Company forayed into life insurance through DHFL Pramerica Life Insurance Co. Ltd., a joint venture (JV) with Prudential Financial Inc. of USA, a leading multinational in the life insurance business in FY2014. Making this JV profitable in the very first full year of operation, has come as a big confidence booster in recognising our potentials as a multi product retail financial service provider. Taking this understanding forward, your Company has also entered into definitive agreements with Pramerica Asset Managers Pvt. Ltd. and Pramerica Trustees Pvt. Ltd., entities of Pramerica Mutual Fund. This will enable DHFL to include the Mutual Fund products into our retail offerings. General Insurance is yet another area we are bringing as a value

addition to our home loan borrowers, initially under a distribution arrangement. Your Company is thus clearly on the path to strengthen its existing customer relationships and to further entrench itself and emerge as a one-stop-shop within the financial services landscape of India. This gives your Company the confidence on building a loyal retail franchise and be equipped to perform the role of a full-fledged bank, whenever that opportunity is given.

### Going forward

DHFL is indeed well poised to enter a new growth trajectory going forward – by customer category, region and an expanding product portfolio. Led by the fundamentals of integrity, commitment to performance and innovation our faith remains unflinching on financial inclusion from where your Founder started the journey. Your Company will continue to drive innovation in India's housing finance space as it stands firm in its commitment to build a sustainable business, deliver value to all stakeholders and serve India's vibrant economy.

Regards,

**Kapil Wadhawan**  
Chairman & Managing Director

# CEO'S MESSAGE

Your Company is continuously broadening its client base and tapping growing markets to maintain high-quality loan portfolio.

## Dear Members,

During FY2015, DHFL continued to scale new heights through customer centric product and service innovations, aimed at driving customer satisfaction, profitability and sustainability.

Your Company maintained its competitive advantage with its interest rates at par with the best in the industry, extension of its product line with SME loans for self-employed customer base and one-of-its-kind fixed deposit scheme Wealth2Health to provide its customers with high liquidity, returns, safety and certain health-check benefits during a medical exigency. DHFL has emerged as a complete financial solutions provider for its consumers and has deliberated its focus towards the lower and middle income (LMI) segment, in line with its overarching vision of transforming lives through financial inclusion.

During the year under consideration, the Company established a robust communication with its customers, through live-chats on website, enhanced call-centre set-up for existing and prospective customers and standardised consumer connect initiatives.

Your Company has also invested into a new technology platform and a centralised processing set-up, with the aim to further embed the best business practices within each level of operation. With this, your Company intends to prepare itself for the future by maintaining productivity across multiple parameters and maintaining cost competitiveness. Your Company intends to be an enduring financial services business that continuously rewards investors with strong earnings growth.

Your Company is confidently prepared to penetrate with its improved product and service offerings and



**Mr. Harshil Mehta**  
Chief Executive Officer

capitalise on the vast opportunity in the lower and middle income (LMI) segment. DHFL intends to scale its business to new levels of market depth, without compromising on the quality of each transaction.

Your Company is continuously broadening its client base and tapping growing markets to maintain high-quality loan portfolio through comprehensive risk assessment procedures, diligent risk monitoring and remediation procedures as it advances in its journey and enters into the fourth decade of its services in an important industry to the Nation.

Regards,

**Harshil Mehta**  
Chief Executive Officer



# BOARD OF DIRECTORS



**Standing (Left to Right):**

**Ms. Vijaya Sampath** - Additional (Independent) Director; **Mr. Vijay Kumar Chopra** - Independent Director; **Mr. Dheeraj Wadhawan** - Non-Executive Director; **Mr. G. P. Kohli** - Independent Director; and **Mr. Mannil Venugopalan** - Independent Director

**Sitting:**

**Mr. Kapil Wadhawan** - Chairman & Managing Director

### **Mr. Kapil Wadhawan**

#### **Chairman & Managing Director**

Mr. Kapil Wadhawan joined DHFL in September 1996 as a Director. He became the Chairman and Managing Director of the Company in July 2009, and has since then led DHFL into becoming a world class financial services Company. Under his leadership, the Company commenced its transformational journey, reaching out to customers across the length and breadth of the country. He has been instrumental behind DHFL setting up representative offices globally – at Dubai and London. He also spearheaded the acquisition of the housing finance arm of ING Vysya Bank Ltd. in 2003 and that of First Blue Home Finance Ltd. (erstwhile Deutsche Postbank Home Finance Ltd.) in 2011. He also established India's low income segment specific Company, Aadhar Housing Finance Ltd., in association with IFC, a member of the World Bank group. Mr. Kapil Wadhawan also led the foray of DHFL into the education loans segment through Avanse Financial Services Ltd. in 2013 and into the life insurance sector through DHFL Pramerica Life Insurance Company Ltd. in 2014. Mr. Kapil Wadhawan is an MBA in Finance from Edith Cowan University, Australia.

### **Mr. Dheeraj Wadhawan**

#### **Non - Executive Director**

Mr. Dheeraj Wadhawan is also the Promoter and Shareholder of the Company. He is the son of Late Mr. Rajesh Kumar Wadhawan and brother of Mr. Kapil Wadhawan, Chairman & Managing Director. He has graduated in Construction Management from the University of London. He has over 14 years of experience in the real estate and construction industry. He joined the Board as a Non-Executive Director on May 12, 2008.

### **Mr. Guru Prasad Kohli**

#### **Independent Director**

Mr. G. P. Kohli is the former Managing Director of Life Insurance Corporation of India (LIC). He has vast experience in the fields of insurance, housing, human resource development, information technology and marketing, having worked at different positions at LIC. He holds a Masters' Degree in English Literature - MA. (Hons) and has acquired a Diploma in Labour Laws, Labour Welfare and Personnel Management - LLD. Mr. G. P. Kohli is on the Board of the Company as an Independent Director since May 23, 2001.

### **Mr. Vijay Kumar Chopra**

#### **Independent Director**

Mr. V. K. Chopra is a Fellow Member of the Institute of Chartered Accountants of India (FCA) by profession. He has had a long and illustrious career in banking, having served the sector for over 37 years in different capacities. He was earlier the Chairman and Managing Director of Corporation Bank and SIDBI and the Executive Director with Oriental Bank of Commerce for a long

tenure. His last assignment has been with the Securities and Exchange Board of India (SEBI), where he served as a Whole-time Member for two years until March, 2008. He is a Non-Executive and Independent Director on the Boards of several listed companies. He joined the DHFL Board as an Independent Director on May 12, 2008.

### **Mr. Mannil Venugopalan**

#### **Independent Director**

Mr. M. Venugopalan holds a degree in Bachelor of Commerce from Kerala University. He has worked as a Commercial Banker for nearly four-and-a-half decades. He started his career as a Probationary Officer with Bank of India in 1966. In 2000, he joined Union Bank as an Executive Director. In 2003, he returned to Bank of India as its Chairman and Managing Director. In May 2005, he joined Federal Bank as the Managing Director & Chief Executive Officer. He has also been a runner-up for the E & Y Entrepreneur of the Year 2009 award. He joined the Board of the Company as an Independent Director on February 25, 2013.

### **Ms. Vijaya Sampath**

#### **Additional (Independent) Director**

Ms. Vijaya Sampath is a reputed senior legal professional with over thirty years of corporate and legal experience. She has worked both as a Partner in a law firm and as an in-house Legal Counsel and Company Secretary for large Indian Corporations such as the Bharti Group and Indian Aluminium Company Ltd. She has served on the Boards of several Companies in the Bharti Group (including Bharti Infratel Ltd., Bharti AXA General Insurance Co Ltd.). Ms. Sampath currently heads the corporate practice for the law firm Lakshmikumaran Sridharan. She is also the Ombudsperson for the Bharti Group. In her role as the Group General Counsel and Company Secretary at Bharti Enterprises, she played a key role in managing legal matters related to strategic initiatives such as international M&As, contracts, litigation, financing and regulatory matters. She has dealt with several large and complex transactions, including the Zain deal, a major complex transaction in the Indian telecom sector. She also managed the legal and compliance elements of all the joint ventures that the Bharti Group got into, including Bharti-WalMart, Vodafone and AXA deals. Ms. Sampath holds degrees in Literature and Law. She is also a fellow member of the Institute of Company Secretaries of India. She has attended the Advanced Management Program at the Harvard Business School and the Strategic Alliances Program at Wharton, USA.

# BUSINESS PERFORMANCE

₹ **56,884** CRORE  
ASSETS UNDER MANAGEMENT

₹ **78,632**  
CRORE

CUMULATIVE  
DISBURSEMENT (SINCE INCEPTION)

₹ **51,040**  
CRORE

LOAN PORTFOLIO

₹ **19,822**  
CRORE

TOTAL DISBURSEMENT (2014-15)

**2.89%**

NET  
INTEREST  
MARGIN

CAPITAL  
ADEQUACY  
RATIO

**16.56%**

# AWARDS & ACCOLADES

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With its robust foundation, DHFL envisages emerging as an industry model of agility, profitability and sustainability.

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During FY2015, your Company's business excellence was also recognised at various award forums:

- The Brand Trust Report India Study 2015 ranked DHFL as India's Most Trusted Housing Finance Brand in a study covering 19,000 brands across 16 cities
- DHFL ranked 271<sup>st</sup> amongst FE 500 India's Finest Companies by market capitalisation
- DHFL won my FM stars of the Industry award for Excellence in Home Loan Banking (NBFC)
- Mr. Kapil Wadhawan was featured amongst the Business Today's India's Top 100 CEOs
- DHFL won The Most Promising Brand of the Year [NRI Home Loan Services] in the Finance & Banking Sector (UAE)
- DHFL was listed amongst Business World's India's 50 Biggest Financial Companies
- DHFL received a Certificate of Appreciation from the NHB for its commitment and support in making the regulator's "Energy Efficient Homes" Program a success



# DEFINING THE TONE FOR CORPORATE GOVERNANCE

DHFL understands sound corporate governance and its importance in retaining and enhancing investors trust. DHFL's strict adherence to regulatory and supervisory norms, systems-driven framework of supervisory committees and a diligent Board are a few examples of how the culture, policies and relationships reflect its strong corporate governance.

As a listed housing finance company (HFC) with 31 years of compliant history, DHFL has a strong institutional framework to meet the regulatory oversight of the National Housing Bank (NHB), SEBI, Reserve Bank of India and the Ministry of Corporate Affairs. DHFL believes that the culture of good governance stems from the top. At the core of its management is an active, capable and diligent Board, which sets the tone for good corporate governance.

DHFL's experienced Board maintains an overview on the Company through a robust, systems-driven framework of Supervisory Committees. In addition to bringing valuable perspective to the Board, DHFL's independent directors contribute meaningfully through their roles within the six committees – namely the

Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee, the Risk Management Committee, the Finance Committee and the Corporate Social Responsibility (CSR) Committee. With their focus through these Committees, the Board serves and protects the long-term interests of its stakeholders and guides the Company's robust processes. The Company provides the Board with adequate and timely information on performance for review on a regular basis. Apart from the required four meetings held in a year, the Board actively convenes additional meetings to address specific requirements of the Company, as and when needed.

The Asset Liability Management Committee (ALCO), a Management Committee, lays down policies and





quantitative limits to manage enterprise level risks, involving the assessment of various types of risk factors and shifts in assets and liabilities. The ALCO Committee further oversees liquidity and interest-rate risks and ensures that the Company functions within the Asset Liability Management Guidelines prescribed by NHB.

The Company has in place processes and systems like Vigil Mechanism in the form of Whistle Blower Policy and has a Code of Conduct aimed towards prohibition of insider trading practice, laying down the process of dealing in securities and another Code of Conduct for the Board of Directors and Senior Management Personnel and Code of Business Ethics for the employees of the Company.

DHFL is a people-focussed, professionally-run, growth-oriented and innovation-driven organisation. The Chairman & Managing Director provides overall leadership to the organisation. The Chief Executive Officer plays a leadership role of leading the management in day-to-day functioning of the Company and handling strategic issues, besides implementing long and short-term plans.

The Company's commitment to values and performance is driven by transparency and integrity, which goes a long way in making it a financial conglomerate. It adheres to the core values of credibility and accountability to serve its stakeholders with passion and commitment. Its values and transparent processes act as a catalyst in growth.

# CREATING A DYNAMIC ENVIRONMENT FOR CUSTOMERS

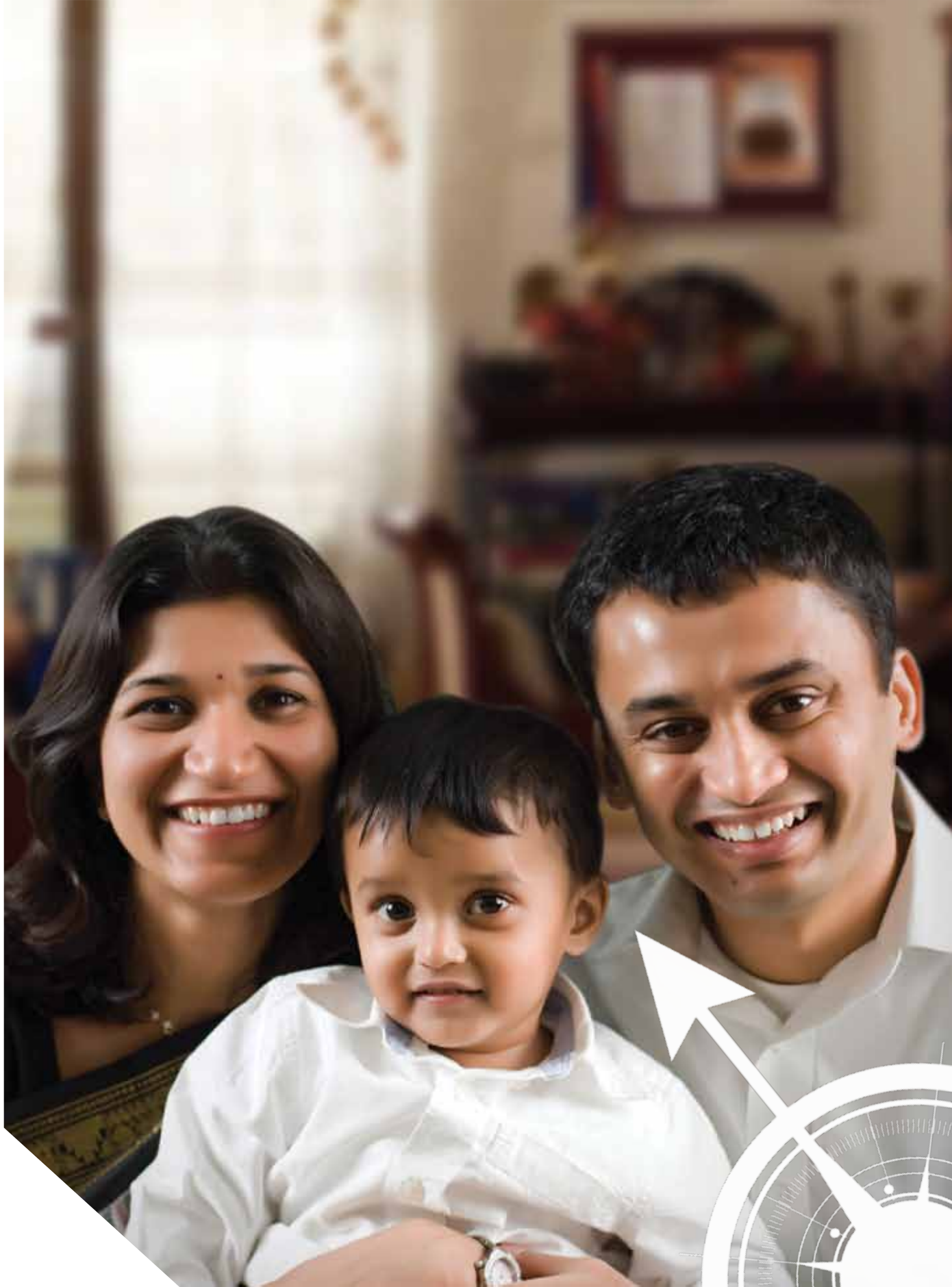
## ALIGNING THOUGHT AND ACTION

Customers are at the heart of DHFL's business strategy. With years of experience behind it, the Company has earned the trust of its customers, as it partners with them in making their dreams come true.

Customers are the *raison d'être* of DHFL. Customers validate their confidence in the Company's business model, even as it builds value for them through best-in-class service and operational transparency. As a facilitator of credit, the Company's grounded qualities of trust and credibility form the core of its business operations. This calls for close alignment of promise and performance - synchronising thought and action.

The Company is reciprocating trust by being where its customers are. It is committed to hold their hands through their entire life-cycle. It is fully dedicated to them and is able to pre-empt and be more responsive to their needs. The Company grows together with its customers and helps them achieve their personal goals. Its overarching strategy is to commit a full spectrum of financial products to its large customer base.

Through a differentiated and superior business model, the Company also offers other financial products to its existing customer base, complementing the core business. A focus on their expectations helps it build a Financial Services Conglomerate, with a strong product portfolio aimed towards providing a broad array of financial services. By establishing distinct business verticals — housing loans, SME loans, mortgage loans, project loans and retail liability — the Company reinforced its focus and commitment to serve better. DHFL indeed prides itself in anticipating customers' needs and pro-actively innovating products they will need through their life-cycle, thereby building powerful relationships and invaluable loyalty with them.



# ADAPTABILITY OF OUR HUMAN CAPITAL FOR SCALEABLE AND SUSTAINABLE GROWTH

DHFL realises there is huge potential for it to grow, but its key objective is to grow responsibly. It is engaging in business process re-engineering by leveraging its human capital and also institutionalising the risk mitigation processes. The Company's strategy is to accomplish sustainable and scalable growth by enhancing productivity and efficiency, without compromising on costs and asset book quality in any way.

The commitment, competence and dedication of DHFL's human capital is largely responsible for its business growth, productivity enhancement and robust loan book quality. To achieve scalable and sustainable growth as it moves forward, the Company is creating stronger depth by focusing on skill-building efforts. It is aligning the competencies of its human capital with business strategies and empowering them enough through training intervention so as to make them deliver improved quality of service. Besides improving its organisational capability and vitality, this will position the Company for competitive superiority and ambitious growth.

The Company has established a strong foundation of integrity, control and stewardship and its actions are governed by purpose, values and principles. Its human capital is continuously creating a platform delivering skilled services to the customers. The Company trains its people to encourage values and good principles in making decisions impacting the organisation. The Company delivers on financial stewardship by ensuring that its employees, through appropriate training and value systems, understand their fiduciary responsibilities to the stakeholders.



The implementation of a comprehensive and multi-functional Risk Management policy also helps ensure an appropriate balance between risk and return and the sustainability of higher Return on Capital Employed (RoCE). DHFL's risk strategy helps foster a disciplined culture of risk management and control. Diligent risk remediation procedures helps it maintain loan quality and optimise the risk-adjusted return on capital. It enables maintaining high standards of asset quality through process consistency driven by time tested systems.



# ADVANCING TO THE NEXT-GENERATION IT LANDSCAPE

To accelerate its organisational efficiency and attain scalable growth, DHFL is redesigning its IT systems and integrating them with new business practices and processes. Leapfrogging to the next-generation scalable and flexible technology landscape will further drive customer centricity and enable faster decision-making by way of process automation, without compromising on the quality of its asset book.

DHFL has been actively pursuing a culture of technology adoption and advancements to improve efficiency and drive customer satisfaction. The Company's constant priority is to implement the latest and most advanced IT tools to ensure operational excellence and timely dissemination of business information.

During the year, the Company initiated a Technology Transformation Program (Tech2.0) to support growth, improve operational efficiency and optimise costs. It is aimed towards establishing a scalable and flexible technology landscape, improving customer centricity

and enabling faster decision making through automation and analytics, thereby taking the existing technology landscape to a new level.

DHFL's IT legacy systems and business application platforms are being replaced with proven commercial off-the-shelf products, providing best-fit solutions to business functions. While Tech2.0 is advancing to the next level, the existing infrastructure is being simultaneously upgraded to improve performance of the core application in use currently.





Moving forward, the Company will continue to assess new technology in keeping with the business needs. Advancement to a scalable and flexible technology landscape, supported by process automation and analytics, strong processes, systems and best business practices, will support DHFL's outlook and asset book quality.

# COMMITTED TO LONG-TERM RELATIONSHIP

## ENABLED BY TRANSPARENCY, ENGAGEMENT AND INFORMATION SHARING

DHFL endeavours to diversify its resource base to achieve an appropriate maturity structure and maintain an optimal average cost of funds. The Company also targets a wider borrowing base – one that extends beyond banks and market instruments.

The Company, through a consortium approach for credit arrangement, obtains funds through 38 banks and financial institutions in the lending consortium, with Union Bank of India being the lead bank for assessing the line of credit.

The Company is diversifying its resource profile and tapping a variety of new and innovative instruments to tap the market as its resource mobilisation techniques for its expanding needs. Issue of non-convertible debentures, public fixed deposits, securitisation of receivables, refinancing from National Housing Bank, commercial papers, subordinated and perpetual debt are the avenues it leverages to raise funds at reasonable cost.

DHFL accesses funds from multi-lateral agencies such as International Finance Corporation (IFC), Asian Development Bank (ADB) and Deutsche Investitions-und Entwicklungsgesellschaft, Germany (DEG) (part of KfW Group) in the form of External Commercial Borrowings (ECB). During the year, DHFL successfully raised ₹ 784.25 crore from ADB and ₹ 311.34 crore from DEG-Germany through ECBs. In addition to this, it raised another ₹ 809.61 crore, valued at ₹ 478.18 per equity share, by way of a qualified institutional placement. The QIP witnessed strong preference from marquee long term global investors.

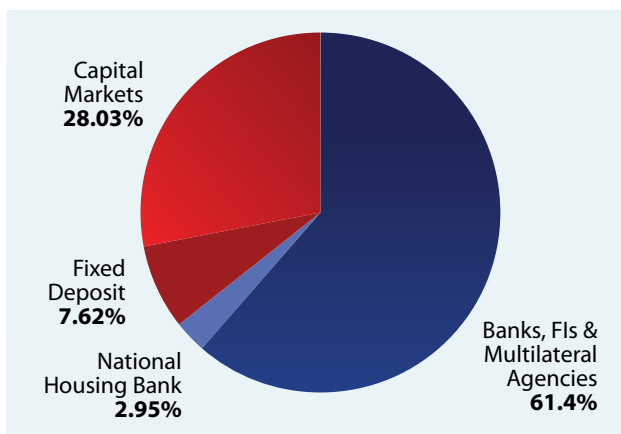
The Company's strategy behind having a diversified funding portfolio is to optimise its funding costs and protect interest margins, with the aim of achieving funding stability and liquidity. Its market borrowings were







### Borrowing Profile



facilitated through the issue of commercial papers, bonds and NCDs which enabled it to reduce interest cost on the working capital.

Such a large and constant raising of resources is possible only through a long term relationship approach with lenders and investors. As part of the Company's good governance practices, it goes a step further and maintains a strong commitment to market participants and stakeholders. It engages with them frequently and fulfils its commitment to enhance transparency at all levels.

# MANAGEMENT DISCUSSION & ANALYSIS

## ECONOMIC OVERVIEW

Global growth was a modest 3.4% in 2014 as per the estimates of the International Monetary Fund (IMF, WEO 2015), reflecting a pick-up in growth in the advanced economies relative to the previous year and a slowdown in the emerging markets and developing economies.

What stood out in 2014 was the appreciation of the US dollar versus all other currencies and a sharp decline in global commodity prices. This was supported by a stronger than expected economic activity in the US and subsequent expectations of normalisation of monetary policy by the US Federal Reserve. The benchmark CRB Commodities Index fell 17.9% in 2014, led by crude oil which declined approximately 50% to below \$60 a barrel. The decline in oil prices was mainly due to slower growth, especially in China, and the decision of the OECD to maintain its production levels despite increased supply from new producers, such as the US.

Overall, global growth is expected to be 3.5% in 2015 (IMF, WEO April 2015). Relative to last year, the outlook for advanced economies is improving, while growth in the emerging markets and developing economies is projected to be lower. This primarily reflects weaker prospects for some large emerging market economies and oil-exporting countries.

India started the year on a positive note with a significant improvement in market and business sentiment, following the general elections. Thereafter, the economy was supported by a fall in crude prices. According to the new series, the Indian economy grew by 7.5% in FY2015, compared to 6.9% in FY2014. The growth was fairly broad based, barring agriculture, mining, trade and transport. Inflation, as measured by Consumer Price Index (CPI), showed a substantial decline and was below 6% for the better part of the year. The disinflationary momentum was also evident in the WPI which averaged 2.1% in FY2014 and has remained in negative territory since November 2014. (Source: RBI's Annual Report 2013-14)

With a high growth potential, India is seen as a bright spot in the global economic landscape. This growth is expected from an improvement in investment climate with better

governance, transparent, effective and efficient regulatory and legal regimes, improvement in technical efficiency, institutional improvements, improved labour mobility, and other such reforms. Lower policy rates and stable commodity prices will further strengthen India's position as an attractive destination, among its peers.

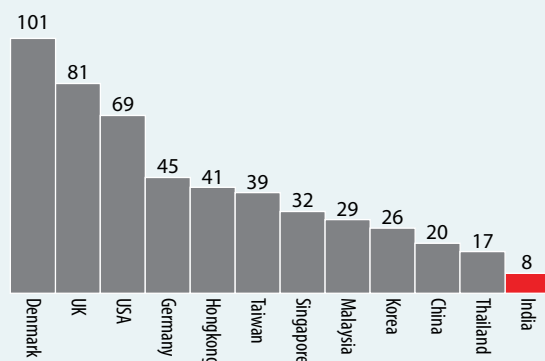
(Source: CIA Factbook)

## HOUSING INDUSTRY OUTLOOK

The housing sector in India remains on course with double-digit growth, attributed mainly to a large population base, rising income levels and rapid urbanisation. It is the second-largest employment generating sector after agriculture, contributing about 5% to 6% to India's GDP share and capital formation. It is perceived as the third-most impactful industry in India in terms of its effects on other industries. It directly impacts over 250 ancillary industries such as cement, steel, transport, construction, paint, brick, building materials, and consumer durables. It is expected to soon overtake other industrial sectors in terms of its GDP contribution. Even then the housing finance market remains relatively under-developed by global standards.

(Source: NHB Report on Trend and Progress of Housing in India, 2013)

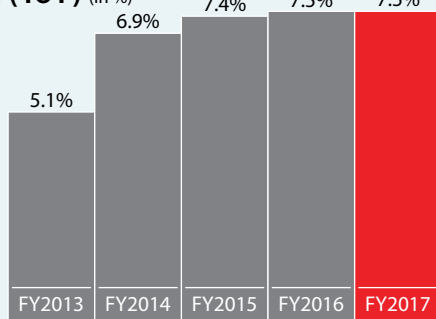
### Country-wise comparison of Mortgage to GDP Ratio (in %)



Source: NHB Report on Trend and Progress of Housing in India, 2013



### Actual and Projected GDP Growth in India (YoY) (in %)



Source: Asian Development Bank

## AFFORDABLE HOUSING FOR ALL

"Affordable Housing for All" has been an important policy agenda of the government, as it seeks to create an enabling and supportive environment for expanding credit flow and increasing home ownership. This will help create an ecosystem of opportunities for every potential home buyer.

The affordable housing policy has introduced an interest subvention scheme for housing loans, which is implemented through scheduled commercial banks and housing finance companies (HFC). This came under the purview of the Jawaharlal Nehru National Urban Renewal Mission (JNNURM) programme, the flagship scheme of the Ministry of Urban Development. In addition, the Government also promotes rural housing finance in the lower and middle income (LMI) segment through the Ministry of Finance. The schemes are conducted through the Rural Housing Fund, Golden Jubilee Rural Housing Refinance Scheme and Special Refinance for Urban Poor Scheme. These are aimed at providing affordable housing finance to the under-served, low income segments in India's rural and urban parts.

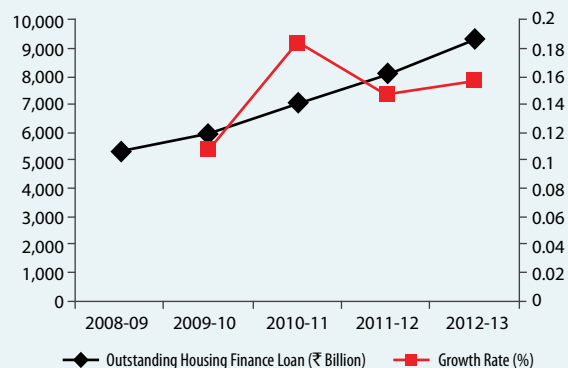
## HOUSING FINANCE COMPANIES

Housing finance companies (HFCs) have been on a strong footing, with a keen focus on the large affordable housing segment. Over the years, HFCs have come to play a vital role in the Indian economy and are gaining

market share in the housing loan segment. They are at the forefront in catering to the financial needs of the under-banked masses in the rural and semi-urban areas through strong linkages with these segments. (Source: CRISIL Research, NBFCs in India, March 2014)

Mortgage lending has significantly contributed to growth in housing construction and consumption activities. The Indian home loan market witnessed a 20% lised growth in FY2014 with total housing credit dues at ₹ 900,000 crore, as compared to 19% growth in FY2013 with credit dues at ₹ 750,000 crore, according to rating agency ICRA. Retail home loans reported an 18% growth in FY2014, compared to 15% in FY2013.

### Trend in Outstanding Housing Finance Loans in India



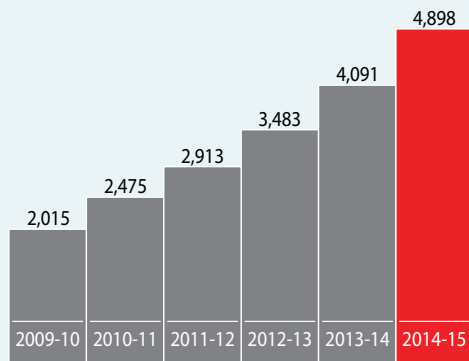
Source: CRISIL Research, NBFCs in India, March 2014

### Rising Share (%) of NBFCs in Housing Finance Market

Year	Share of Banks	Share of NBFCs	Total
FY 2008-09	69	31	100
FY 2009-10	66	34	100
FY 2010-11	65	35	100
FY 2011-12	64	36	100
FY 2012-13	63	37	100

Source: NHB Report on Trend and Progress of Housing in India, 2013

### Outlook on Housing Finance Disbursement by NBFCs (₹ in Billion)

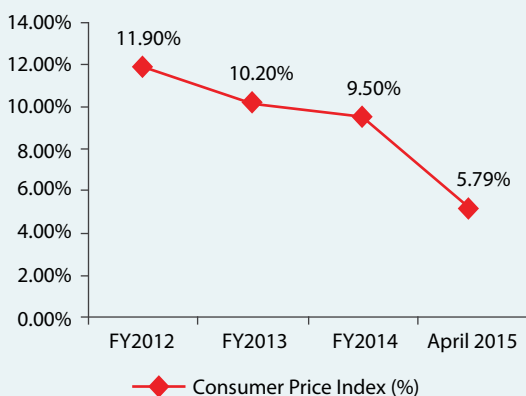


Source: CRISIL Research, NBFCs in India, March 2014

## DECELERATING INFLATION AND INTEREST RATE SCENARIO

The Consumer Price Index (CPI) has been easing since July 2014 and has been below the expected trajectory. The decline in inflation and subdued commodity prices provided enough headroom for the Reserve Bank of India (RBI) to cut interest rates. Home loan rates settled at 10% for general borrowers by FY2015 end, down from over 11% in FY2014. Further easing of interest rates is expected to spur housing loan demand and drive the end-user market.

### Receding Inflation in India (YoY)



Source: RBI Website

## OPPORTUNITIES & CHALLENGES FACING INDIA'S HOUSING SECTOR

India's housing sector has a strong growth potential in the coming decade, as it thrives upon tremendous growth opportunities linked with the country's development cycle and socio-economic transformation. (Source: NHB Report on Trend and Progress of Housing in India, 2013) Few of these opportunities have been discussed below:

### Population Growth

India's population grew at a CAGR of 1.6% from 2001 to 2011. Any increase in population will have a direct bearing on requirement of housing units. Increase in working population will lead to greater demand for housing. The requirement for households is likely to rise with a change in age mix, growing number of nuclear families, continuous urbanisation and growing penetration of finance. (Source: CIA Factbook)

### Housing for All

The Indian government is committed towards Housing for All by 2022, involving construction of 20 million houses in urban India and 40 million houses in rural India. During FY2014, projects worth ₹ 4,17,231.3 million were sanctioned by the National Housing Bank (NHB) for building 15,69,000 houses and dwelling units for economically weaker and lower income portion of the population. (Source: Working Group on Rural Housing Shortage)

### Rural Demand

Rural India accounts for 55.6% of the nation's total income, higher than urban India's contribution of 44.6%. Rural markets have become a powerful economic engine. Since 2000, per capita Gross Domestic Product (GDP) has grown faster in rural areas than the urban centres. Between 2009 and 2012, spending in rural India reached \$69 billion, significantly higher than \$55 billion spent by urban India during the same period.

### Working Population

India is expected to see a significant rise in its working age population. In 2010, about 781 million made up the working-age population of 15-62 years. By 2020, this working age population is expected to reach 916 million; and by 2030, this will touch an impressive 1.02 billion. This is when India will have the youngest median age of 31.2 years.

### Housing Shortage

Rapid pace of urbanisation owing to rural-urban migration is putting a strain on urban infrastructure in India and leading to substantial housing shortage. The Technical Group on Housing Shortage estimated housing shortage in urban India to be at 18.78 million by 2012, with 95% shortage in the Economically Weaker Sections (EWS)/ Low Income Group segments. Besides urban areas, there is also a looming housing shortage in rural India, where approximately 68% of India's population resides. Rural housing shortage is estimated at 43.9 million in 2012 by the Working Group on Rural Housing Shortage. More than 90%

of this lies with the lower income and marginalised groups. (Source: NHB, Report on Trend and Progress of Housing in India, 2013)

### Urbanisation

The CAGR growth rate of India's urban population from 2001 to 2011 was higher at 2.8%, compared to 1.6% for India's overall population. The share of urban population has been increasing steadily from approximately 28.5% in 2003 to approximately 31.6% in 2013. Urban population is expected to increase to 59 crore in 2030, up from 34 crore in 2008. By 2030, approximately 40.76% of India's population is expected to reside in urban areas.

(Source: NHB, Report on Trend and Progress of Housing in India, 2013)

### Nuclearisation

Nuclearisation refers to formation of nuclear families from joint families and is primarily driven by employment-related migration. This will increase the overall number of households, thereby increasing the demand for housing units. The break-up of joint families into formation of nuclear families is largely triggering the need for new homes and benefiting the housing sector.

### Make in India

The Government's "Make in India" initiative, which seeks to make India a manufacturing hub, will have a rub-off effect on the key sectors. It seeks to invite the world's top companies to explore investment possibilities in India. The central objective of the initiative is to take the economy to a sustainable high growth path and follow a new model of urbanisation by the creation of various industrial corridors.

### Rising Per Capita Income

Increase in per capita income leads to creation of increasing wealth and positively impacts disposable incomes. This results in a significant investment multiplier effect on the Indian economy, further leading to increasing consumerism and wealth creation and positively impacting savings.

### Tax Benefits

For individual borrowers, tax deductions are available for home loans interest and principal payment. The tax deduction limit on interest on housing loans for self-occupied constructed property has been increased from ₹ 1.5 lakh to ₹ 2 lakh. In addition to this, the tax exemption limit under section 80C of the Indian Income Tax Act has been increased from ₹ 1 lakh to ₹ 1.5 lakh for principal repayment.

### Government Initiatives

The Government has been at the forefront in pushing India's housing sector. Many new initiatives and policies have been introduced, specifically focussed on lending for housing. The biggest highlight was to bring housing loans of up to ₹ 50 lakh under Affordable Housing and bringing housing loans up to ₹ 28 lakh in urban and ₹ 25 lakh in other centres under Priority Sector Lending. It abolished the pre-payment penalty on floating rate housing loans in 2014, thus giving the best option to housing loan borrowers. Increase in tax deduction limit on interest of home loans to ₹ 2 lakh also gives prospective home buyers and the industry more reason to cheer. Steps towards an enabling framework and defined tax structure for monetising commercial rentals through Real Estate Investment Trusts (REITs) will provide another source of funds mobilisation for developers engaged in commercial real estate and will be a definite game-changer, going forward for mixed usage developers. The Government allocated ₹ 4,000 crore to NHB for lending to the urban poor population, EWS and LIG sections and ₹ 8,000 crore for rural housing. The Government also relaxed foreign direct investment (FDI) norms in construction and housing sector as well as easing exit norms for global investors. Overall there is a definitive and visual effort being put to establish policies, standards and framework to support growth.

### Regulatory Framework

Regulatory changes to bring about a level-playing field between private HFCs and banks will benefit the former. A regulatory framework to mitigate risks, improve disclosures and strengthen governance standards will also reduce the perceived risks of private housing finance companies (HFCs). Correspondingly, a stronger framework on risk mitigation, disclosure norms and governance standards will minimise the general risk perception on private HFCs in the backdrop of a spurt in the new entrants in the HFC space.

### New Policies under Consideration

The Government is considering a proposal that the Employees Provident Fund Organisation (EPFO) should deploy 15% funds towards HFCs in order to fund low-cost housing. According to Economists, this deployment will imply a credit flow of nearly ₹ 2.3 lakh crore that will help build 11.5 lakh low-cost homes. Accordingly, the Central Board of Trustees of the EPFO is considering a proposal to deploy some part of its investment towards HFCs to fund low-cost housing.

With the RBI cutting interest rates, there is more spending expected in the housing sector. Improved market sentiments, projected growth in real estate construction market at 20% (between 2015 and 2017) and Government efforts to reduce bottlenecks in transactions will pave way for positive trends. The Government's focus on affordable housing and favorable regulations has the potential to push growth in the overall housing credit to 20-22% in FY2016. It is expected that price will also be a favourable factor in the form of softening of property prices and funding cost due to lower interest rates. This will transform into higher penetration of mortgage on favourable demand side potential.

## KEY CHALLENGES

Some of the key challenges to overcome supply side constraints are sourcing of long term bulk finance at lower rates, institutional framework to deliver housing finance to economically weaker sections (EWS) and lower income group (LIG) section, leveraging on technology to achieve scale and reach in a cost effective manner. On the demand side, poor availability and reliability of land records, realigning laws and regulations at the state level to minimise regional disparities are some of the challenges of HFCs.

## THREATS

Primary threat to housing finance arises from the economic downturn and a slowdown in employment opportunities or rise in unemployment. Interest rate scenario is yet another major factor significantly affecting the home loan prospects.

The demand for home loan being rate sensitive, it can witness post-ponelement in new demand, when rates harden. It may even impact repayment commitment of existing loans, when repriced. From the borrowing side for HFCs, it could pose significant threat to sustain growth.

Adverse developments in the real estate sector causing delay and default in completion of projects may cause a set-back to disbursement of new loans. Likewise, growing prices act as a barrier to end user affordability and demand resistance may trigger inventory build-up and overall slowdown in the housing sector.

Spurt in competition, coupled with an intensive fight for market share between HFCs and Commercial Banks within the same space can heighten the risk profile with aggressive underwriting standards. Over reliance on takeover of loans as an easier option to build size and price war, and squeezing margins to undesirable levels are other areas of possible threats.

## BUSINESS & OPERATIONAL OVERVIEW

### Competitive Strengths

Your Company – under the brand name of DHFL – has established a strong foundation and is poised for future growth. Your Company is a deposit-taking housing finance company registered with the National Housing Bank and focussed on providing financing products to the lower and middle income (LMI) segments in India, primarily in Tier II and Tier III cities and towns. It has been active in the housing finance sector in India since 1984 and is a leading financial services provider. The Company is admired for high level of customer service, and respected for ethics, values and corporate governance.

Your Company has a record of consistent growth and profitability, supported by a comprehensive product suite to meet the multiple financial needs of its customers, including SME lending. Maintaining high standards of corporate governance, transparency, robust processes and controls continue to be an integral part of its values. The Company continues to finance the growing consumption needs of the Indian consumers, which is driven by increased affluence, growing aspirations and favourable demographics.

During financial year ending March 31, 2015, your Company witnessed a steady increase in profits every sequential quarter. The year gone by has been one characterised by tight control, prudent resource management and growth in its overall performance.

During FY2015, the Company grew its Loan Assets under Management steadily, while continuing to focus on its asset quality.

A snapshot of its performance during FY2015 is given below:

- Assets Under Management increased by 27.33% to ₹ 56,884.41 crore
- Total Revenue grew by 20.41% to ₹ 5,981.64 crore
- Profit Before Tax (before exceptional items) increased by 28.29% to ₹ 943.04 crore
- Gross NPA stood at 0.95% and Net NPA stood at 0.68%, substantially lower than industry benchmarks
- Networth increased by 29.67% to ₹ 4,635.78 crore
- Capital Adequacy Ratio (CAR) as on March 31, 2015 was at 16.56%

## STRONG PAN INDIA PRESENCE

Your Company has a strong marketing and distribution network, with a presence across 360 locations throughout India. This includes 188 branches, 150 service centres, 19 circles/cluster offices, two disbursement hubs and one collection center, as at March 31, 2015. In addition to the network within India, it has international representative offices located in London and Dubai. To broaden its client base and to penetrate further geographically, it has entered into tie-ups with public and private sector banks, including United Bank of India for eastern India, Central Bank of India for central India, and with Dhanlaxmi Bank and Yes Bank Limited for pan-India.

### Company's Business Model

Distribution Model	Dual channel distribution strategy – Predominantly sales through own branch network, supplemented by Direct Selling Agents
Target	Customers across the spectrum with clear focus on Tier 2 and 3 cities
Operations	Dedicated processing centres for greater efficiency and risk management
Appraisal	Inhouse credit and legal team for appraising each application
Technical Evaluation	Inhouse team of civil engineers for technical evaluation
Collection	Collection of EMIs mainly through ECS/ Post-dated cheques and strong follow-up mechanism through call centres and ground level recovery team

## PRODUCTS & SERVICES

Your Company provides a range of home-related loans which it offers to customers depending on their demand and needs. In November 2014, separate business verticals were created for housing loans and segments under non-housing loans. This verticalisation of business was aimed towards enabling each vertical to focus on its core business and use the expertise in underwriting of loans.

## END-TO-END BUSINESS MODEL

Your Company services the individual consumers and developers through an end-to-end business model, offering them a one-stop-shop as a single financial services provider. It identifies pockets of customer demand, assists in technical and legal assessment of properties, offers financing for purchase of selected property and facilitates in acquisition of third-party insurance products to insure property loans. Under this end-to-end model, employees are involved throughout the entire loan process and also consult with customers – right from loan origination to disbursement.

## PRODUCT PORTFOLIO

Product differentiation is the most competitive edge at DHFL. Through a diverse base of products and domain expertise, your Company understands the credit worthiness of its customers and offers customised products suiting their requirements. It constantly builds strategies to widen its portfolio and expand its customer base by leveraging its experience across a range of mortgage backed loans.

### Housing Loans

Your Company's prime objective is *"Every Indian should have a home of his own by providing affordable housing loans"*. It is focussed on providing home loan products to the under-served, lower and middle income (LMI) segment in India for more than 30 years. Housing loans include finance for purchase of built-up or under-construction flats, home renovation, extension and improvement of flats/homes, and self-construction or purchase of plots.

### Project Loans

Your Company offers Project Loans to real estate developers to finance construction of residential and predominantly mixed-usage complexes. Lending is based on cost of construction, while loan is disbursed in installments benchmarked against the schedule of construction progress. This ensures exposure to any single project doesn't exceed a certain percentage of the developer's equity. The primary security in this segment is a registered or equitable mortgage on the project land or construction thereon and hypothecation of receivables from the project. The Project Loans vertical acts as a feeder to DHFL's housing finance business. This is because it provides an inventory of low risk and well-developed properties financed,



which can be onward sold to retail mortgage customers with simple procedures and faster processes. Through backward and forward linkages, it provides a complete and holistic solution to the developer. By financing housing loans in the same project where DHFL has funded the developer, it is mitigating and diminishing its risk.

### **Mortgage Loans/Loan Against Property**

Your Company offers loans against mortgage of residential and commercial properties. It provides loans valuing up to 65% of the market value of such properties. It also provides lease rental discounting loans against rentals of corporate entities. About 36 markets have been identified for mortgage loans which are expected to contribute 80% of the total business under this vertical.

### **SME Funding**

Under SME financing, your Company provides loans to small and medium enterprises (SME) in sectors of wholesale, retail, manufacturing and services. These loans are backed by property (residential, commercial or industrial) as the main security. Unsecured business loans are also provided to the SME segment. These are aimed towards businessmen who face short-term working capital gap. Your Company also provides loans for Plant & Machinery to manufacturing units and medical equipment loans to doctors, hospitals etc.

### **Retail Liability**

Your Company offers fixed deposit (FD) schemes catering to various classes of investors. DHFL's Fixed Deposits provide attractive interest rates and are backed by robust processes and technology that make customers experience the 'wow' factor. Despite rising equity markets, the fixed deposit portfolio of DHFL grew to ₹ 3,728.30 crore during the year, indicating a rise of 43.65%. During the year, your Company undertook concerted efforts to expand its distribution network and make its presence felt in the remotest corners of India.

As part of its efforts to constantly seek customer delight, your Company launched a new path-breaking product during the year, termed as "Wealth2Health Fixed Deposit". This is a unique deposit that enables instant liquidity in case of a health emergency, besides offering attractive interest rates. The scheme is bundled with attractive features such as cashless hospitalisation benefit, discounts ranging from 5% to 25% on various medical services, 24/7 doctor-on-call, free second opinion from a panel of specialists, and all other existing benefits received by DHFL's deposit-holders.

### **Life Insurance**

In a bid to look at something beyond housing finance, your Company acquired 50% stake in DHFL Pramerica Life Insurance business during the financial year 2014, in a joint venture with U.S. based Prudential Financial Inc. (Pramerica). Life Insurance and Home Loans complement each other as they provide the convenience of mortgage and life coverage to borrowers linked to the loan outstanding for the entire term. It gives great relief to dependents in the unfortunate event of death of the borrower. Your Company also promotes a range of life insurance products through its pan-India distribution network.

### **CREDIT EVALUATION**

Effective credit appraisal mechanisms provide your Company a significant competitive advantage. Through a combination of financial documents based assessment and personal interview, the assessment system is customised to capture the credit worthiness of applicants from different segments – the salaried class, self employed, practicing professionals or those engaged in the informal sector.

### **EFFECTIVE RECOVERY PROCEDURES**

DHFL has established a robust collection machinery supported by a strong commitment to timely action in defending asset quality right from the grass root level. A structured early warning system and analytical tools based on past trends and experiences has helped your Company in developing a strong intervention to minimise default and respond with quick recovery action. Robust internal process controls are set up whereby information on cheque bounces and returns are received real-time. Your Company is further streamlining this process through a centralised framework to ensure a unified approach and control on recovery.

### **Key Strategies in Play**

#### **Brand Evolution**

Your Company is making use of various mediums including print, radio and outdoors to promote its brand, products and services. With continuous brand evolution, DHFL is being recognised as one of the largest players in India's housing finance sector. It continues to invest in brand building exercises to enhance corporate and product awareness. To create further visibility and customer awareness, it is focussed on using online sourcing platform



providers, direct sourcing, channel partners, builder tie-ups, and advertisements. These are done with the objective of building the brand and emerging as the first “point of recall”.

To fortify DHFL as a brand, your Company recently engaged Shah Rukh Khan, an Indian Film Actor, as its Brand Ambassador. Besides the Actor offering instant recall, customers resonate with the brand for the trust factor. Your Company has been using the digital and print media extensively to connect with potential customers from all parts of the society. It is also enhancing its presence on platforms such as Facebook, Twitter, LinkedIn and YouTube to create a strong presence in the digital media. Its call center also plays a key role in business generation, besides offering a live chat service on its website. Your Company's *Ghar Jaisa Loan* Campaign with Shah Rukh Khan has received recognition for the best use of celebrity endorsement by Asian Customer Engagement Forum (ACEF).

### Expanding Distribution Network

Besides going deeper into existing Tier II and III locations with micro branches, your Company is aiming towards

expansion in new territories. The strong network coverage gives an ability to increase penetration to cater to evolving needs of existing customers and tapping a growing potential base pan India.

The distribution network is complemented by third-party Direct Selling Agents (DSA) and the online sourcing platform. To improve productivity of its sales force, *Parivartan*, a field productivity enhancement initiative, has been launched, which is a scientific method and a structured way to analyse and map the markets. Also, the implementation of its Standard Operating Procedures (SOP) grants a definite roadmap and places DHFL on a higher growth trajectory, ensuring replicability and scalability of its processes.

### Maintaining a Healthy Asset Quality

Your Company seeks to maintain high-quality loan portfolios by continually expanding the customer base, comprehensive risk assessment procedures, diligent risk monitoring and remediation procedures. It will continue to maintain strong asset quality appropriate to the loan portfolio composition, while achieving steady earnings growth through disciplined risk management strategies and with controlled cost of funding.

## Going Digital

Your Company is constantly adding value to its customers. Going ahead, for FY2016, it has embarked upon an Information Technology (IT) journey as its next wave to elevate itself to a new level of efficiency and productivity. It is on its path to establish a scalable and flexible technology landscape, align it with its evolving business needs and improve customer centricity. Moving with the changing environment, it foresees its digital platform to become a significant avenue for processing loans faster. Your Company is enabling digital channels to enable effective interaction between itself and its customers and business partners. It is in the process of identifying and implementing best-fit solutions in areas such as the creation of a customer portal and an agent portal.

## Asset-Liability Management

Your Company follows a well-defined Asset Liability Management system, supported by ALCO, to monitor and take policy initiatives. Structural liquidity positions are examined across time buckets to assess and manage mismatches. Its ALM policy and practices are in keeping with the regulatory guidelines and best practices to remain well funded at best cost at all times to meet its growth aspirations.

Your Company is an active player in the securitisation market, which also enables it to generate liquidity through periodic off-loading of asset pools.

Your Company primarily depends on banks and financial institutions (FIs) to fund its growth requirements. As at March 31, 2015, banks and financial institutions loans accounted for 58.31% of its total borrowings. Your Company aims to reduce its dependence on banks and FIs and increase the share of relatively cheaper funds from Issue of securities/bonds/deposits. A large proportion of your Company's disbursements are to lower income households and such disbursements are eligible for refinancing by NHB. Your Company also aims to raise the share of NCDs (non-convertible debentures) and other money market instruments by FY2016. This targeted diversification of borrowings augurs well for your Company's cost of funds in the medium to long term. Going forward, your Company will increase the pace of securitisation to use this route to create liquidity and reduce the cost of funds. Following relaxation in external commercial borrowings

(ECB) norms, your Company raised up to \$125 million (₹ 784.25 crore) from Asian Development Bank (ADB) and \$50 million (₹ 311.34 crore) from DEG Germany (a part of KFW Group).

## BUSINESS OUTLOOK

During FY2016, your Company intends to grow its loan book, income and profits through the following initiatives:

- Deepening reach in existing regions
- Continuing its key focus on under-penetrated markets and segments
- Strong asset growth supported by sound risk management framework
- Accessing low cost and diversified fund sources
- Optimising operating costs and efficiency through process changes
- Mobilising debt at attractive rates
- Transmitting cost efficiency and remaining competitive in pricing of products
- Improving recovery ratio and containing NPAs
- Leveraging technology to positively impact the working and customer experience

## ROBUST RISK MANAGEMENT

Your Company operates through a differentiated business model with a defined risk management framework. It has a quality loan and investment portfolio through careful targeting of customers, comprehensive risk assessment processes and diligent risk remediation procedures. It places emphasis on risk management measures to ensure an appropriate balance between risk and return. It has taken adequate steps to implement robust and comprehensive policies and procedures to identify, measure, monitor and manage risk. The in-house operations team conducts a credit check and verification procedure on each customer, ensuring consistent quality standards in an effort to minimise future losses. The centralised processing system, through which credit appraisals and monitoring functions are conducted, ensures greater standardisation and consistency in the underwriting quality. The Board, during the year, also constituted a Risk Management Committee which oversees the risk management processes and procedures of the Company.

## Liquidity Risk Management

Your Company may face an asset-liability mismatch caused by difference in maturity profile of its assets and liabilities. This risk may arise from the unexpected increase in the cost of funding an asset portfolio at the appropriate maturity and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

### Risk Mitigation

Your Company actively monitors its liquidity position to ensure it can meet all requirements of the borrowers, while also meeting the requirements of lenders. The ALCO, comprising of senior management, lays down policies and quantitative limits and appraises the Audit Committee/Board periodically on the asset-liability mismatch and liquidity issues. It seeks diverse sources of liquidity to facilitate flexibility in meeting funding requirements. The operations are principally funded by borrowings from banks and financial institutions, while also obtaining funding from NHB, public (fixed) deposits and the domestic debt markets. In addition, due to stable short-term and long-term credit ratings, it gains access to fund raising opportunities in the capital markets. Because of the composition of its credit portfolio, which qualifies for priority sector lending, DHFL is one of the lending participants in the securitisation market. It assigns a pool of housing and non-housing loans and manages servicing of such loan accounts under the securitisation/assignment agreements with buyers/investors.

## Interest Rate Risk Management

HFCs leverage on their capital and largely depend on resources raised from the banking system and market instruments to carry on their operations. They are therefore significantly exposed to interest rate movements in the market and have to closely align with the directions of key benchmark rates.

### Risk Mitigation

Your Company, based on its standing and performance has been able to optimise its borrowing profile between short term loans and long term ones. Its lending and borrowing are largely on floating rate basis, minimising on repricing risk. The funding strategies look to diversified resources raising options to minimise cost and maximise stability of funds. ALCO periodically reviews treasury operations and pricing of

products to align with cost and market conditions. Interest Rate Risk Report is periodically prepared for assessment of interest rate risk and is also submitted to the Regulator.

## Credit Risk Management

Credit risk is a risk of loss due to failure of a borrower/counter-party to meet the contractual obligation of repaying debt as per agreed terms.

### Risk Mitigation

Credit risk is managed by using a set of credit norms and policies, as approved by the Board. DHFL has a structured and standardised credit approval process including customer selection criteria, comprehensive credit risk assessment, which encompasses analysis of relevant quantitative and qualitative information to ascertain the credit worthiness of the borrower.

## Operational Risk Management

Operational risk can result from a variety of factors, including failure to obtain proper internal authorisations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors.

### Risk Mitigation

Operational risk is mitigated by maintaining a comprehensive system of internal controls, establishing systems and procedures to monitor transactions, maintaining key back-up procedures, undertaking regular contingency planning and providing employees with continuous training. The Company has recently introduced a new program to support its growth, improve operational efficiency and optimise costs through the use of technology. The program will establish a scalable and flexible technology landscape, align it with your Company's business needs, improve customer centricity and bring the technology platform to a new level.

The technology platform aims at providing back-up support to set up a disaster recovery site. This will help in retrieval of data to operating units in case of an eventuality or system failure as a part of business continuity plan. A Data Centre has been set up in Mumbai, on the lines of the Bengaluru Centre, as a Disaster Recovery Mechanism to ensure business continuity planning in case of a natural disaster.

## FINANCIAL REVIEW

Your Company has delivered a steady financial and operating performance for Financial Year 2014-15. Your Company has continued to deliver on all key parameters with robust growth in net income, improving net interest margins, stable asset quality and growing liability franchise. This helped your Company generate strong shareholder returns.

### Balance Sheet Movement

(₹ in crore )

Particulars	March 31, 2015	March 31, 2014	Variance (%)
<b>EQUITY AND LIABILITIES</b>			
Share Capital	145.68	128.42	13%
Reserves and Surplus	4,490.10	3,446.54	30%
Long Term Borrowings	36,888.65	32,295.48	14%
Deferred Tax Liabilities on 36(1)(viii) Reserves as per NHB Direction	88.88	-	100%
Deferred Tax Liabilities (Net)	-	1.15	-100%
Other Long Term Liabilities	1.44	1.51	-5%
Long Term Provisions	430.15	331.35	30%
Short Term Borrowings	3,636.94	1,594.72	128%
Trade Payables	0.31	0.26	19%
Other Current Liabilities	8,919.98	5,987.97	49%
Short Term Provisions	35.77	75.13	-52%
<b>Total Liabilities</b>	<b>54,637.90</b>	<b>43,862.53</b>	<b>25%</b>
<b>ASSETS</b>			
Fixed Assets	984.60	987.73	0%
Non-Current Investments	610.53	446.10	37%
Deferred Tax Assets (Net)	23.09	-	100%
Long term Housing and Property Loans	48,694.68	38,601.31	26%
Other Long Term Loans and Advances	94.60	49.84	90%
Other Non-Current Assets	201.63	194.51	4%
Current Investments	395.69	275.39	44%
Trade Receivables	191.92	77.45	148%
Cash and Bank Balances	676.44	983.18	-31%
Short Term Portion of Housing and Property Loans	2,344.97	1,849.73	27%
Other Short Term Loans and Advances	376.65	372.35	1%
Other Current Assets	43.10	24.94	73%
<b>Total Assets</b>	<b>54,637.90</b>	<b>43,862.53</b>	<b>25%</b>



### Authorised Share Capital

The authorised share capital of the Company stood at ₹ 8,28,00,00,000 (divided into 74,80,00,000 Equity Shares of ₹ 10/- each, 7,50,00,000 redeemable non-convertible preference shares of ₹ 10/- each and 5,00,000 redeemable non-convertible preference shares of ₹ 100/- each).

### Issued and Paid-up Capital

Your Company's Share Capital was at ₹ 145.68 crore as at March 31, 2015 as compared to ₹ 128.42 crore as at March 31, 2014. The increase was mainly on account of issuance and allotment of following equity shares :

- (i) 1,69,31,102 (One Crore Sixty Nine Lakh, Thirty One Thousand, One Hundred and Two) Equity Shares of face value ₹ 10 each to Qualified Institutional Buyers (QIB) at a price of ₹ 478.18 per Equity Share (including share premium of ₹ 468.18 per Equity Share) aggregating to ₹ 809,61,14,354 (Rupees Eight Hundred Nine Crore, Sixty One Lakh, Fourteen Thousand, Three Hundred And Fifty Four only) to Qualified Institutional Buyers (QIBs) in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), as amended and
- (ii) Allotment of 3,25,400 equity shares of ₹ 10/- each, in tranches, upon exercise of stock options to the eligible employees of the Company under the Employee Stock Option Schemes – 2008 and 2009

### Reserves and Surplus

Your Company's reserves increased by 30.28% to ₹ 4,490.10 crore from ₹ 3,446.54 crore in the previous year, owing to transfer of profits to the reserves. The Book Value per share increased to ₹ 319.73 as at March 31, 2015 from ₹ 278.38 as at March 31, 2014 on the back of steady growth and earnings retention of approximately 80%. Total shareholder's funds stood at ₹ 4,635.78 crore at March 31, 2015.

Provision for Contingencies stood at 0.82% of the loan book as on March 31, 2015, as against 0.80% in the previous year.

### Fixed Assets

During the year under review, your Company's gross block grew by 2% over the previous year. The additions on fixed assets were at ₹ 29.92 crore, as given below:

- Furniture and fixtures amounted to ₹ 14.28 crore
- Office equipment amounted to ₹ 3.93 crore
- Computer systems amounted to ₹ 9.57 crore
- Other additions amounted to ₹ 2.14 crore

## PROFIT AND LOSS STATEMENT

(₹ in crore)

	FY 2014 -15	FY 2013-14	Variance %
<b>INCOME</b>			
Revenue from Operations	5,978.96	4,965.58	20%
Other Income	2.68	2.10	28%
<b>Total Revenue</b>	<b>5,981.64</b>	<b>4,967.68</b>	<b>20%</b>
<b>EXPENSES</b>			
Interest & Finance Cost	4,459.59	3,782.58	18%
Employees Remuneration & Benefits	196.33	176.42	11%
Administrative & Other Expenses including Provision for Contingencies	357.16	262.66	36%
Depreciation & Amortisation	25.52	10.91	134%
<b>Total Expenses</b>	<b>5,038.60</b>	<b>4,232.57</b>	<b>19%</b>
<b>Profit Before Tax</b>	<b>943.04</b>	<b>735.11</b>	<b>28%</b>
Tax Expense ( including Deferred Tax)	321.75	206.11	56%
<b>Profit For The Year</b>	<b>621.29</b>	<b>529.00</b>	<b>17%</b>

## Income from Operations

Your Company registered a robust growth in the total revenue from operations, which mainly consists of interest on housing loan disbursed to the customers. Income from operations increased from ₹ 4,965.58 crore in the financial year ended March 31, 2014 to ₹ 5,978.96 crore in the financial year ended March 31, 2015, representing a growth of 20.41%. The increase in income from operations was mainly supported by increase in disbursement by 19.07% along with the improved average returns on the loan book.

Your Company has also generated revenue from other miscellaneous receipts. Other revenue constitutes ₹ 2.68 crore during the financial year 2015, as against ₹ 2.10 crore during Financial Year 2014.

## Operating Expenses

Your Company continued to make substantial investments in human capital, information technology and branch expansion to meet its growth targets. As a result, operating expenses increased by 21.52 % from ₹ 369.08 crore for the year ended March 31, 2014 to ₹ 448.49 crore for the year ended March 31, 2015. Employee costs increased by 11.29% from ₹ 176.42 crore for the year ended March 31, 2014 to ₹ 196.33 crore for the year ended March 31, 2015, primarily due to the expansion of the branch network resulting in head count increasing from 1,891 to 2,375. Employee costs accounted for 43.78% of our operating expenses for the year ended March 31, 2015 compared to 47.80% for the year ended March 31, 2014.

## Interest and other Charges

Interest expenses increased by 17.90% from ₹ 3,782.58 crore for the year ended March 31, 2014 to ₹ 4,459.59 crore for the year ended March 31, 2015. The main reason for the increase of interest cost is due to the rise in borrowings required to fund the disbursements.

## Depreciation & Amortisation

Depreciation pertains to the depreciation on Fixed Assets, i.e., Building, Computers, Office Equipments, Vehicles and Furniture & Fixtures. Depreciation charged on fixed assets was ₹ 25.52 crore in fiscal 2015 vis-à-vis ₹ 10.91 crore during the fiscal 2014. Depreciation on fixed assets is provided on straight-line method by considering revised useful lives as specified in part 'C' of schedule II to the Companies Act, 2013.

## Provision for Taxation

During the fiscal 2015, your Company has provided ₹ 321.75 crore i.e. 5.38% of total income for taxation (including Deferred Taxation) vis-à-vis ₹ 206.11 crore i.e. 4.15% of total income in fiscal 2014.

The above tax provisions includes ₹ 47.26 crore deferred tax charge towards creation of DTL on Special Reserve in terms of Section 36(1)(viii) of the Income Tax Act, 1961 read with Section 29C of the National Housing Bank (NHB) Act, 1987, as directed by NHB vide its circular no. NHB(ND)/DRS/Policy Circular 65/2014-15 dated August 22, 2014.

## Net Profit

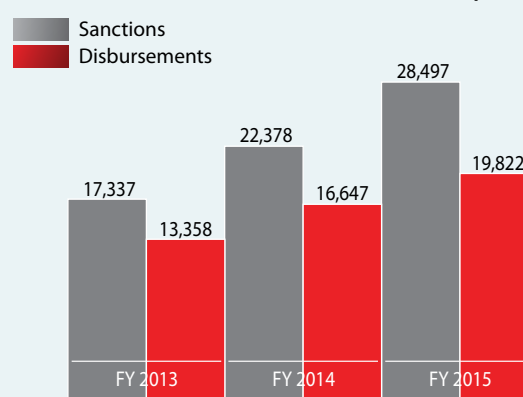
The operating profit before charging depreciation and tax amounted to ₹ 968.56 crore as against ₹ 746.02 crore in the previous year, representing a rise of 29.83%.

The Profit Before Tax (PBT) for the year under review, increased by 28.29% from ₹ 735.11 crore in the previous year to ₹ 943.04 crore during the financial year 2014-15. Profit After Tax (PAT) went up by 17.45 % to ₹ 621.29 crore from ₹ 529 crore in the previous year.

## Lending Operations

In spite of stiff competition the operational performance of your Company was noteworthy in the financial year 2014-15. Loan sanctions during the financial year ended March 31, 2015 was ₹ 28,497.08 crore as against ₹ 22,377.61 crore in the previous financial year, representing a growth of 27.35%, Loan disbursements, during the financial year ended March 31, 2015 was ₹ 19,821.54 crore as against ₹ 16,647.45 crore in the previous financial year, representing a growth of 19.07%.

### Loan Sanctions & Disbursements (₹ crore)



As on March 31, 2015, your Company's loan book stood at ₹51,039.65 crore, as against ₹40,451.04 crore in the previous year representing a growth of 26.18% and the Company's asset under management (AUM) were ₹56,884.41 crore as against ₹44,676.48 crore in the previous financial year with a growth of 27.33%.

### Sale / Assignment of Loans

During the year, your Company has sold/ assigned a pool of housing loans aggregating to ₹1,937.03 crore and other non housing loans aggregating to ₹97.24 crore.

As on March 31, 2015, the balance outstanding in the pool including syndication and assignments aggregates to ₹5,844.76 crore, as against the previous financial year ₹4,225.44 crore. These assets have been de-recognised in the books of the Company. The Company is responsible for collection and getting servicing of this loan portfolio on behalf of buyers / investors. In terms of the said securitisation/assignment agreements, the Company pays to buyer/investor on a monthly basis the prorata collection amount as per individual agreement terms.

### Investments

The investment/disinvestment decisions are in line with the limits as set out by the Board. As at March 31, 2015, the investment portfolio stood at ₹1,006.22 crore as against ₹721.49 crore in the previous year.

Housing Finance Companies (HFCs) are required to maintain a Statutory Liquidity Ratio (SLR) in respect of public deposits raised. Currently the SLR requirement is 12.50% of public deposits. As on March 31, 2015, your Company has invested ₹228.33 crore in bank deposits and ₹216.46 crore in approved securities (book value-gross) comprising government securities and Government guaranteed bonds.

During the year, your Company has subscribed to 1,68,43,092 number of shares @ ₹10 each for ₹16.84 crore of DHFL Pramerica Life Insurance Company Limited and maintained its holding at 50%.

Your Company made further investment in its associate company, Avanse Financial Services Ltd., to the tune of ₹19.64 crore, by way of subscription to 42,69,639 equity shares of ₹10/- each at price of ₹46/- per share.

During the year under review, your Company disinvested its entire equity stake from Arthveda Fund Management Pvt. Ltd.

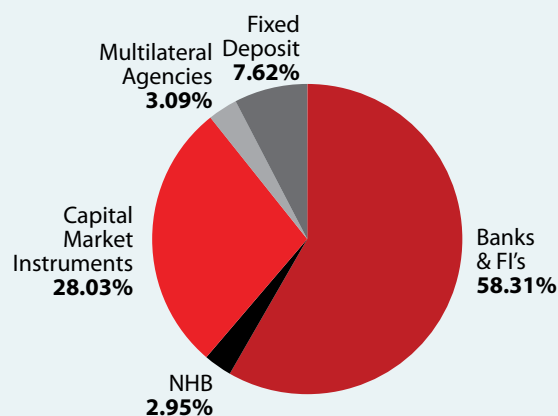
### FUNDING SOURCES

The year witnessed some of the most challenging times for fund raising at competitive costs. Reserve Bank of India (RBI) took various monetary measures to address some of the macroeconomic concerns facing the industry.

Reducing the cost of funds is a continuing endeavour for the Company. Over the last three years, your Company has substantially and continuously reduced the cost of borrowings from banks and financial institutions. During financial year 2015, your Company had made further and significant progress in reducing the cost of funds by diversifying its sources of funding through increasing the market borrowings by leveraging on upgradation in ratings.

As of March 31, 2015, your Company's source of funds include banks & FIs – 58.31%, re-financing from NHB - 2.95%, fixed deposits – 7.62%, capital market instruments - 28.03%, loans from multinational agencies - 3.09%, at competitive rates.

#### Borrowing Profile (%)



### Term Loans from Banks and Financial Institutions

Your Company has raised ₹6,470.59 crore by obtaining term loans from banks and financial institutions. The Company's loans are secured by pari-passu first charge by way of mortgage on the Company's present and future immovable properties and by first pari-passu charge by way of hypothecation of the movable properties, including book debts, in favour of the creditors.

Your Company had 38 banks in its lending consortium as of March 31, 2015, with Union Bank of India as the lead bank of the consortium for credit facilities aggregating to ₹28,527.91 crore.

## Non-Convertible Debentures

During the year, your Company has raised ₹ 4,163.20 crore through the issue of secured non-convertible debentures on private placement basis. As at March 31, 2015, NCDs outstanding stood at ₹ 8,560.60 crore (excluding premium accrued on Zero Coupon NCDs).

## Commercial Paper

Your Company issued commercial paper in tranches and placed them with investors' at competitive rates of interest. As at March 31, 2015, Commercial Papers outstanding amount stood at ₹ 3,515.00 crore.

## Public (Fixed) Deposits

During the year under review, your Company's total deposits grew by 43.65% to ₹ 3,728.30 crore as on March 31, 2015. The depositor accounts also grew by a robust 25% to 2,05,902.

## External Commercial Borrowings (ECBs)

During the year, your Company has availed External Commercial Borrowings of \$ 125 millions from Asian Development Bank (ADB) and \$ 50 millions from Deutsche Investitions- und Entwicklungsgesellschaft (DEG-Germany) aggregating to \$ 175 millions for a period of 7 and 8 years, respectively. The principal amount has been hedged by way of currency swaps to protect the foreign currency risk and converted into rupee liability of ₹ 784.25 crore and ₹ 311.34 crore respectively, in compliance of statutory requirement.

In the previous year your Company had availed ECB of \$ 70 million from IFC Washington for a period of eight years. The principal amount and LIBOR have been hedged by way of currency swaps to protect the foreign currency risk and converted into rupee liability of ₹ 418.25 crore. Further Interest rate swap has been undertaken to hedge the interest rate risk on the said foreign currency borrowing.

## HUMAN RESOURCES

Your Company's vision is to become an employer of choice by providing a compelling employee value proposition. It strives to attract the best talent and ensures employees' development, retention and contribution to the Company's success. The HR policies and practices are focussed on creating a Happy, Engaged and Productive workforce. It intends to continue investing in leadership development, employee engagement, training and employee assistance programs like WOW (special initiatives for women), on-line library, health and wellness initiatives to name a few. The Centre of Excellence (COE) designs and delivers training &

development programs that focus on enhancing employee productivity and performance, while also enabling employees' personal and professional development. There is a robust Performance Management System (PMS) that fosters a meritocratic culture and also forms the basis for the various talent management initiatives. Your Company's focus will continue to be on attracting, developing and retaining talent, besides harnessing the true potential of the people, who are the Company's greatest assets. The workforce strength of your Company as on March 31, 2015 was 2,375.

During the year, there has been increased sensitivity towards improving productivity, attaining focussed job clarity, meeting targets and upgrading performance of every single employee through the introduction of a robust Reward & Recognition framework across functions. Your Company's Change Management and Employee Engagement strategy significantly improved employee productivity. To attract the best talent and ensure employees' development, retention and contribution, a Stock Option Scheme has been introduced for employees above Manager-level, providing them with an opportunity for wealth creation through its inclusive approach.

In addition, your Company also sensitises its employees towards the need for maintaining an effective work life balance. Learning & Development has also been a key focus area, with HR policies and practices being focussed on recruitment and employee training. Your Company will continue investing in employee leadership, motivation, training and assistance programs.

## INTERNAL CONTROL SYSTEMS

Your Company believes that sound internal controls and systems are part of the principles of good governance, and should be exercised within a framework of proper checks and balances. Accordingly, your Company has devised and implemented such internal control systems as are required in its business processes; the adequacy of these have been commented upon by the Statutory Auditors in their report as required under the Companies (Auditors Report) Order, 2003.

Your Company remains committed to ensuring a reasonably effective internal control environment that provides assurance on the operations and safeguarding of its assets. The internal controls have been designed to provide assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets, executing transactions with proper authorisation and ensuring compliance within the policies of the Company.

Conventional and strong internal audit processes, both at the Corporate and branch level ensure concurrent review of the adequacy and effectiveness of internal controls across the Company and the compliance status with laid down systems, policies and procedures. In the ERP environment of the Company, authentication of IT security and rights to operate and view are periodically addressed by the internal audit team and observations are submitted to the management on a case to case basis. The Internal Audit Committee of your Company reports to the Audit Committee of the Board, whereas the Administrative Audit Committee reports directly to the CEO.

As per the risk-based internal audit system, the Committee audits all operating units once a year, whereas the audit of critical units is conducted more frequently. All the statutory and regulatory guidelines are adhered to. All branches of the Company are categorised and an audit rating is assigned to each of them on the basis of pre-fixed parameters. Those with poor internal controls are audited twice in a year; audit for average branches is done once a year; whereas branches performing well are audited once in two years. Periodicity of review is factored in, based on volumes clocked, value of business generated, non-performing assets of the respective branches. The regular reportings on the internal audits carried out are made to the Audit Committee of the Board. Your Company follows well-defined methodologies for auditors' training on a continuous basis.

## **CAUTIONARY STATEMENT**

Statements made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.



# DIRECTORS' REPORT

Dear Members,

The Board of Directors of your Company take pleasure in presenting the Thirty First Annual Report along with the Audited financial statements for the financial year ended March 31, 2015.

## FINANCIAL RESULTS

The Financial Performance of the Company for the financial year ended March 31, 2015, is summarised below: -

(₹ in crore)

	Standalone	
	2014 - 15	2013 - 14
<b>Gross Income</b>	5,981.64	4,967.68
Less : Interest	4,459.59	3,782.58
Overheads	553.49	439.08
Depreciation	25.52	10.91
<b>Profit Before Tax</b>	<b>943.04</b>	<b>735.11</b>
Less : Provision for taxation	321.75	206.11
<b>Profit After tax</b>	<b>621.29</b>	<b>529.00</b>
Add : Balance b/d from the previous year	411.08	362.28
<b>Surplus available for appropriations</b>	<b>1,032.37</b>	<b>891.28</b>
<b>Appropriations</b>		
Transferred to Statutory Reserve under Section 36(1)(viii) of the Income Tax Act, 1961 read with Sec 29 C of NHB Act, 1987	160.00	160.00
Transferred to General Reserve	200.00	200.00
Dividend for Earlier Year	0.09	0.03
Interim Dividend	51.46	38.50
Proposed Equity Dividend	29.14	25.69
Proposed 30 <sup>th</sup> Anniversary Special Equity Dividend	-	38.53
Tax on Dividends	16.12	17.45
Balance carried over to Balance Sheet	575.56	411.08
<b>Total</b>	<b>1,032.37</b>	<b>891.28</b>

Appropriations from Net Profit are as detailed in the table given above.

## Transfer to Reserves

During the year under review, your Company transferred ₹ 200.00 crore to the General Reserve and ₹160.00 crore to the Statutory Reserve under Section 36(1)(viii) of the Income Tax Act, 1961 read with Sec 29 C of NHB Act, 1987 out of the amount available for appropriation and an amount of ₹ 575.56 crore is proposed to be retained in the profit and loss account.

Deferred Tax Liability on the Special Reserve created during the current year has been appropriated from Profit & Loss Account amounting to ₹ 47.26 crore, in accordance with the National Housing Bank (NHB) Guidelines. National Housing Bank vide circular No. NHB (ND)/DRS/Policy Circular 65/2014-15 dated August 22, 2014 has clarified that deferred tax liability (contingent upon Company's withdrawal Reserves under Section 36(1)(viii) of the Income Tax Act, 1961) in respect of the balance in special reserve as at April 1, 2014 may be adjusted from the opening free reserves of the Company over a period of three years in the ratio of 25:25:50 respectively.

Your Company has proportionately adjusted its opening reserves as at April 1, 2014 with an amount of ₹ 41.62 crore being contingent deferred tax liability. The balance amount of ₹ 124.89 crore will be adjusted over the next two years against the free reserves of the Company as per the said ratio.

## PERFORMANCE

Your Company has continued to live the vision of providing access to easy home and is proud to be one of the leading players in affordable home loan segment in the housing finance industry in the country. Through the Company's focus on lower and middle income (LMI) segment, your Company has evolved its loan sourcing expertise, over a period of past 30 years to better identify the needs of customers in the LMI segment and estimate their income and repayment capabilities. Your Company has developed a suite of products that caters to different segments in various geographical territories of India. During the year under review, your Company created separate business

verticals for housing and non-housing loans, in order to allow each vertical to focus on its core business and use its expertise in underwriting loans. The Company also identified Small and Medium Enterprises (SME) financing as an additional keyline of business for its growth and launched it by offering products such as medical equipment loans, plant & machinery loans and property term loans for the SME clients. The SME business has created a loan book of ₹ 365.52 crore as at the end of the financial year 2015.

Backed by robust processes and consistent performance over the years, your Company was also able to secure "CARE AAA" credit rating from Credit Analysis and Research Ltd. ("CARE") and a credit rating of "BWR AAA" (Stable) from Brickwork Ratings India Pvt. Ltd. ("Brickwork"), for its long term debts. These ratings indicate the highest or very strong degree of safety regarding timely servicing of financial obligations. This will help your Company to access funding at competitive rate of interest, which will bring down overall funding cost, gradually. The Company's focused marketing efforts; improved service quality and expanded distribution network have enabled its brand to expand its reach to a much larger customer base.

During the year under review, your Company maintained its good performance, in all major businesses and on all operational parameters. Your Company earned Profit Before Tax of ₹ 943.04 crore for the financial year ended March 31, 2015 as against ₹ 735.11 crore in the previous financial year and the Profit After Tax of ₹ 621.29 crore as against ₹ 529.00 crore in the previous financial year. The total Income for the year under consideration was ₹ 5,981.64 crore and total expenditure was ₹ 5,038.60 crore. The Asset under Management (AUM) of your Company stood at ₹ 56,884.41 crore as at March 31, 2015 as against ₹ 44,676.48 crore in the previous financial year.

There are no material changes and commitments, affecting the financial position of your Company, which have occurred between the end of the financial year of the Company, i.e. March 31, 2015 and the date of the Directors' report i.e. April 29, 2015.

## DIVIDEND

Your Directors in their meeting held on October 21, 2014 had declared an interim dividend for the financial year 2014-15 of ₹ 4/- (Rupees Four Only) per equity share, on the 12,86,50,594 fully paid up equity shares of ₹ 10/- each of the Company. Your Directors have further recommended a final dividend to be paid out of current year profits of ₹ 2/- (Rupees Two Only) per equity share to the equity shareholders. Thus, the total dividend for the financial year 2014-15 aggregates to ₹ 6/- (Rupees Six Only) per equity share.

The final dividend payable shall be subject to the approval of the Members at the ensuing Annual General Meeting. The total outgo on account of dividend (including dividend distribution tax) will be ₹ 96.82 crore as against ₹ 120.20 crore in the previous financial year (which included a Special 30<sup>th</sup> Anniversary celebration dividend of ₹ 3/- (Rupees Three Only) per equity share).

In terms of the Listing Agreement, your Company has also paid dividend aggregating to ₹ 0.09 crore towards Final Dividend for the year 2013-14 to the new members who were allotted shares prior to the book closure date for the dividend payment but after the date of Balance Sheet. Similarly, equity shares that may be allotted under Employee Stock Option Schemes or otherwise before the current date of the book closure for payment of dividend shall rank pari passu with the existing shares and shall be entitled to dividend for the financial year 2014-15.

## TRANSFER OF AMOUNTS TO INVESTOR EDUCATION & PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 205A (5) and Section 205C of Companies Act, 1956, (which are still applicable, as the relevant Sections under the Companies Act, 2013 are yet to be notified) the amounts pertaining to dividends/deposits, etc. that remained unclaimed and unpaid for a period of seven years from the date it became first due for payment, have been transferred from time to time, to respective Investor Education and Protection Fund (IEPF) on the due dates, by the Company and no claims in this respect shall lie against the Company.

The Company has been intimating the members/depositors to lodge their claim for payments due, if any, from time to time and such information is also being mentioned in the Annual Report every year. Such claims,

as and when received have been settled. Despite constant and sincere efforts to pay the unclaimed dividend / deposits and interest thereon to such members / depositors, certain amount still remains unclaimed.

## Unpaid /Unclaimed Dividend

During the financial year 2014-15, your Company has transferred unclaimed final dividend of ₹ 0.09 crore pertaining to the financial year ended 2006-07 and ₹ 0.05 crore unclaimed interim dividend for the financial year ended 2007-08, to the Investor Education and Protection Fund established by the Central Government.

## Unclaimed Deposit

During the financial year 2014-15, an amount of ₹ 0.21 crore was transferred to Investor Education and Protection Fund (IEPF) being the amount of deposits along with interest thereon, that remained unclaimed and unpaid for a period of seven years from the date it became first due for payment.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, your Company has uploaded the details of unpaid and unclaimed dividend / fixed deposit amounts (including interest thereon) lying with the Company as at July 24, 2014 (i.e. the date of 30<sup>th</sup> Annual General Meeting) on the Company's website and has also filed the same with the Ministry of Corporate Affairs. Members / Depositors who have not yet claimed the previous year(s) dividend / fixed deposit amount may write to the Company or to the Registrar and Share Transfer Agent.

## AMENDMENT IN MEMORANDUM & ARTICLES OF ASSOCIATION

During the year under review, pursuant to a special resolution passed on January 14, 2015, by means of postal ballot, the Members of the Company had approved an insertion of a new main object clause in the Memorandum of Association of the Company so as to enable the Company to, inter-alia, act as the co-sponsor and distributor of mutual fund business.

Pursuant to a special resolution passed on January 14, 2015, by means of postal ballot, the Members of the Company had also approved the adoption of new set of Articles of Association (AOA) of the Company (replacing the existing set of Articles of Association), in conformity with the provisions of the Companies Act, 2013.

## LENDING OPERATIONS

The Sanctions and Disbursements of housing / other loans, during the year ended March 31, 2015, were ₹ 28,497.08 crore and ₹ 19,821.54 crore respectively, as against ₹ 22,377.61 crore and ₹ 16,647.45 crore, respectively, in the previous financial year. The cumulative loan disbursement of the Company since inception was ₹ 78,631.72 crore.

### Sale/ Assignment of Loans

During the year, the Company has sold/ assigned a pool of housing loans aggregating to ₹ 1,937.03 crore and other non housing loans aggregating to ₹ 97.24 crore. The Company will, however, continue to collect the interest and EMI payments on these loans on behalf of the acquirer of the loans and remit the same after retaining its portion in terms of the individual agreements.

During the year, your Company has also securitised housing loan contracts amounting to ₹ 527.90 crore through the Special Purpose Vehicle (SPV) route. The Senior Series A1 Pass Through Certificate (PTCs) issued by such SPVs amounts to ₹ 512.07 crore and carry the highest rating of AAA (SO) by the external Credit Rating Agencies involved in the process.

Simultaneously, your Company has subscribed to an amount of ₹ 15.83 crore in Subordinate Pass Through Certificates (PTCs) issued by the aforementioned SPVs. These subordinate series A2 PTCs are rated AA (SO) by the same external credit rating agencies and are required to be invested in, in compliance with the Minimum Retention Requirement (MRR) prescribed by RBI in its Guidelines on Securitisation issued in 2012.

### Loan Book

As at March 31, 2015, the loan book stood at ₹ 51,039.65 crore as against ₹ 40,451.04 crore in the previous year.

## SHARE CAPITAL

### (A) Authorised Share Capital

The Authorised Share Capital of the Company stands at ₹ 828,00,00,000 (divided into 74,80,00,000 Equity shares of ₹ 10/- each, 7,50,00,000 Redeemable Non Convertible Preference Shares of ₹ 10/- each and 5,00,000 Redeemable Non Convertible Preference Shares of ₹ 100/- each). During the year, there has been no change in the Authorised Share Capital of the Company.

### (B) Paid-up Share Capital

#### (1) Equity

During the year under review, pursuant to a special resolution passed by the Members of the Company by means of postal ballot on February 23, 2015, your Company issued and allotted 1,69,31,102 (One Crore, Sixty Nine Lakh, Thirty One Thousand, One Hundred and Two ) Equity Shares of face value ₹ 10 each to Qualified Institutional Buyers (QIB) at a price of ₹ 478.18 per Equity Share (including share premium of ₹ 468.18 per Equity Share) aggregating to ₹ 809,61,14,354 (Rupees Eight Hundred Nine Crore, Sixty One Lakh, Fourteen Thousand, Three Hundred and Fifty Four only) in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), as amended.

During the year, your Company allotted in tranches 3,25,400 equity shares of ₹ 10/- each, upon exercise of stock options to the eligible employees of the Company under the Employee Stock Option Schemes – 2008 and 2009.

Post allotment of shares by way of Qualified Institutional Placement and exercise of Employee Stock Options, the paid up equity share capital of your Company has increased to ₹ 145,67,67,420 divided into 14,56,76,742 equity shares of face value of ₹ 10/- each, as at March 31, 2015.

#### (2) Preference Share Capital

During the year under review, the Company has not issued preference share capital.

Your Company has neither issued any shares with differential voting rights nor any Sweat Equity shares, during the year under review.

## RESOURCE MOBILISATION

The Company's borrowing policy is under the control of the Board. The Company has vide special resolution passed by means of postal ballot on June 12, 2014, under Section 180(1)(c) of Companies Act, 2013, authorised the Board of Directors to borrow money upon such terms and conditions as the Board may think fit in excess of aggregate of paid up share capital and free reserves of the Company upto an amount of ₹ 1,00,000 crore and the total amount so borrowed shall be within the limits as prescribed under the Housing Finance Companies (NHB) Directions, 2010.

Your Company continued to use a variety of funding sources to optimise funding costs, protect interest margins and maintain a diverse funding portfolio which further strengthened its funding stability and liquidity needs. Your Company continued to keep tight control over the cost of borrowings through negotiations with lenders and thus, raised resources at competitive rates from its lenders while ensuring proper asset liability match. The weighted average borrowing cost as at March 31, 2015 was 10.28% as against 10.59% in the previous year. As at March 31, 2015, your Company's sources of funding were primarily from banks and financial institutions (58.31%), non-convertible debentures (18.02%), public (fixed) deposits (7.62%), refinancing from NHB (2.95%), commercial papers (7.19%), subordinated debt (2.44%), multilateral agencies (3.09%) and perpetual debt (0.38%).

During the year under review, your Company diversified its resources profile by accessing funds from multilateral agencies such as the International Finance Corporation (IFC), Asian Development Bank (ADB) and Deutsche Investitions Und Entwicklungsgesellschaft MBH (DEG, Germany). Your Company continues to gradually reduce its reliance on the borrowings from banks and financial institutions and focus on capital market instruments with lower funding costs.

Your Company's total borrowings amounted to ₹ 48,920.74 crore as at March 31, 2015, as against ₹ 39,486.89 crore a year earlier. The Company's Asset-Liability Committee (ALCO), set-up in line with the guidelines issued by NHB, monitors asset-liability mismatches to ensure that there are no imbalances or excessive concentrations on either side of the Balance Sheet. Your Company continued to raise longer tenor borrowings in financial year 2014-15 as well. Another strategy adopted to keep a balanced ALM was to enter into strategic partnership with banks that are keen on good quality assets and assign long tenor receivables to them at mutually beneficial terms.

## Loans from Banks

As part of its liability management, your Company endeavours to diversify its resource base in order to achieve an appropriate maturity structure and minimise the weighted average cost of borrowed funds.

Your Company continued to leverage on its long term relationship with banks and thus tied up fund based working capital limit to ₹ 824 crore as at the end of financial year. Your Company also raised additional term loans from banks to the extent of ₹ 5,375 crore during the year at competitive rates available in the market and continued its focus on domestic sources.

## Refinance from National Housing Bank (NHB)

The outstanding balance of refinance loan from NHB as on March 31, 2015 amounts to ₹ 1,441.13 crore.

## Subordinated Debts

Your Company did not raise money through subordinate debt during the year. As at March 31, 2015, your Company's outstanding subordinated debts were ₹ 1,191.50 crore. The debt is subordinated to present and future senior indebtedness of your Company. Based on the balance term to maturity, as at March 31, 2015, ₹ 959.42 crore being the discounted book value of subordinated debt is considered as Tier II under the guidelines issued by the National Housing Bank (NHB) for the purpose of capital adequacy computation. The subordinated debt have been assigned "CARE AA+" credit rating from Credit Analysis and Research Ltd ("CARE") and a credit rating of "BWR AAA" (Stable) from Brickwork Ratings India Pvt. Ltd ("Brickwork").

## Non-Convertible Debentures (NCDs)

Your Company continues to issue fully Secured Redeemable Non-Convertible Debentures on private placement basis. During the year under review, your Company has issued Secured Redeemable Non-Convertible Debentures (the "Debentures") amounting to ₹ 4,163.20 crore to banks and financial institutions by way of issue of NCDs and Zero Coupon NCDs (ZCDs). The outstanding balance of Debentures including accrued premium on ZCDs as on March 31, 2015 amounts to ₹ 8,817.36 crore. The proceeds of the aforesaid issue were utilised for making disbursement to meet the housing finance requirements of the borrowers of the Company, as well as for general corporate purposes.

Debenture Trust Agreement(s) in favour of GDA Trusteeship Limited and IDBI Trusteeship Services Limited for the aforesaid issues were executed.

Your Company has duly paid the interest due on the aforesaid Debentures on time. The Company's NCDs have been assigned the rating of "CARE AAA" by CARE and "BWR AAA" by Brickwork.

Your Company being Housing Finance Company (HFC) is exempted from the requirement of creating Debenture Redemption Reserve (DRR) in case of privately placed debentures. Since the Debenture issues of the Company till date are through private placement, no DRR has been created.



## Disclosure under Housing Finance Companies issuance of Non-Convertible Debentures on Private Placement Basis (NHB) Directions, 2014

During the year under review, the Non-Convertible Debentures were paid / redeemed by the Company on their respective due dates and there were no such instances of any Non-Convertible Debentures which have not been claimed by the investors or not paid by the Company after the date on which the Non-Convertible Debentures became due for redemption.

## Perpetual Debt Instrument

During the year under review, your Company did not issue any Innovative Perpetual Debt Instruments ("IPDI"). The outstanding as at March 31, 2015, amounts to ₹ 185.70 crore.

## Commercial Paper

The Commercial Paper (CP) program of your Company has been rated by Credit Rating and Information Services of India Limited (CRISIL) and is assigned the rating of CRISIL A1+ (A One Plus). As at March 31, 2015, Commercial Papers outstanding amount stood at ₹ 3,515 crore.

## External Commercial Borrowings (ECB)

During the year under review, your Company availed external commercial borrowings of up to US\$ 125 million (₹ 784.25 crore) from Asian Development Bank (ADB) Philippines, for a period of seven years for onward lending in the low cost affordable housing segment in India; 40% of the said proceeds have to be utilised for financing prospective owners of low cost affordable housing units in certain under-developed Indian states such as Uttar Pradesh, Madhya Pradesh, Rajasthan, Jharkhand, Chhattisgarh, Uttarakhand, Andhra Pradesh and West Bengal.

Further, your Company also availed external commercial borrowings of US\$ 50 million (₹ 311.34 crore) from Deutsche Investitions Und Entwicklungsgesellschaft MBH (DEG, Germany, Part of KFW Group), for a period of 8 years to finance prospective owners of individual units in the low cost affordable housing projects in India.

In Financial year 2014, your Company had availed external commercial borrowings of up to US\$70 million (₹ 418.25 crore) from International Finance Corporation (IFC), Washington, for a period of 8 years for onward lending in the segment of low cost affordable housing projects.

In terms of ECB Master Circular guidelines issued by RBI, the proceeds have to be utilised for financing the prospective owners of low cost affordable housing units. Low cost affordable housing units have been defined as units where the property cost is up to ₹ 30 lakh, the loan amount is capped at ₹ 25 lakh and the carpet area does not exceed 60 square metres.

During the financial year 2014-15, the principal amount for all the ECB loans availed by your Company has been fully hedged and in financial year 2013-14, the principal amount and LIBOR have been hedged, in accordance with the guidelines prescribed by Reserve Bank of India.

## Security Coverage for the Borrowings

The security details of the aforesaid secured borrowings made by the Company are mentioned at Note No. 5 in the Notes to accounts forming part of the audited financial statements for the year ended March 31, 2015.

## Deposits

Your Company being a Deposit accepting Housing Finance Company, registered with National Housing Bank, is governed by the provisions of Housing Finance Companies (NHB) Directions, 2010, as amended.

Your Company sees retail deposits as a major source for funding and has taken several initiatives during the year to make these deposits available through the length and breadth of the country. This is reflected in the robust growth seen in the fixed deposit portfolio of the Company. The total deposits grew by 43.65% to ₹ 3,728.30 crore as on March 31, 2015. The depositor accounts also grew by a robust 25% growth to 2,05,902. This is a significant testimony of increasing retail depositors confidence in your Company.

During the year under review, your Company launched a new deposit product 'Wealth2Health Fixed Deposit' which gives the customers all the benefits of normal fixed deposits but also provides for liquidity in case of any health emergency, along with a host of other related benefits. Your Company has also centralised its fixed deposit operations for better control and monitoring. This will help us to service the customers in a much more effective and efficient manner. Several customer centric projects were undertaken during the year aimed at upgrading customer service levels, including automation of certain processes which will result in reduced turnaround time and lower cost.

Fixed Deposits accepted by the Company are secured appropriately to the extent of floating charge on approved securities and bank deposits created by way of Deed of Trust, as per the guidelines issued by the National Housing Bank. The security details in respect of the same are mentioned at Note No. 5.4 in the Notes to accounts forming part of the audited financial statements for the year ended March 31, 2015.

As of March 31, 2015, 14,035 depositors aggregating to ₹ 39.98 crore (along with interest due thereon) had not claimed the deposits. Depositors have been intimated regarding the maturity of their deposits, with a request to either renew or claim their matured deposits.

Your Company has obtained due accidental death insurance cover for its depositors. The sum assured per depositor is ₹ 1 Lakh. The cover provides protection to the depositor's family in case of untimely accidental death of the depositor. This coverage is given irrespective of the deposit amount.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, apart from the loans made, guarantee given or security provided by the Company in the ordinary course of business are given in the Notes to accounts forming part of the Audited Financial Statements for the year ended March 31, 2015.

## CREDIT RATING

The Company's borrowings enjoy the following Credit Ratings:

Nature of borrowing	Rating / Outlook			
	CARE	Brickwork	ICRA	CRISIL
Short-term debt / commercial paper	-	-	-	CRISIL A1+
Public (fixed) deposits	CARE AAA (FD)	BWR FAAA (Stable)	-	-
Subordinated debt	CARE AA+	BWR AAA (Stable)	-	-
NCDs	CARE AAA	BWR AAA (Stable)	-	-
IPDs	CARE AA	BWR AA+ (Stable)	-	-
Long-term bank loans	CARE AAA	-	-	-
Structured obligations	CARE AAA(SO)	-	ICRA AAA(SO)	CRISIL AAA(SO)

## CAPITAL ADEQUACY

As required under National Housing Bank Directions, your Company is presently required to maintain a minimum capital adequacy of 12% on a stand-alone basis. The following table sets out Company's capital adequacy ratios as at March 31, 2013, 2014 and 2015.

Particulars	As on March 31		
	2015	2014	2013
Capital Adequacy Ratio	16.56%	17.16%	16.52%

The capital adequacy ratio (CAR) of your Company was at 16.56% as on March 31, 2015, as compared to the regulatory requirement of 12%.

In addition, the National Housing Bank Directions also requires that your Company transfers minimum 20% of its annual profits to a reserve fund, which the Company has duly complied with.

## NON-PERFORMING ASSETS AND PROVISIONS FOR CONTINGENCY

Your Company adhered to the prudential guidelines for Non-Performing Assets (NPAs), under Housing Finance Companies (NHB) Directions, 2010, as amended from time to time. The Company did not recognise income on such NPAs and further created provisions for contingencies on standard as well as non-performing housing loans and property loans, in accordance with the National Housing Bank Directions. The Company has also made additional provisions to meet unforeseen contingencies. The following table set forth Company's gross NPAs, net NPAs, cumulative provisions and write-offs for the periods indicated:

Particulars	As of March 31, ₹ in crore except %		
	2015	2014	2013
Gross Non-Performing Assets	485.05	317.52	239.32
% of Gross NPA to Total Loan Portfolio	0.95%	0.78%	0.71%
Net Non-Performing Assets	345.95	209.87	155.96
% of Net NPA to Total Loan Portfolio	0.68%	0.52%	0.46%
Total cumulative provision - loans and other assets	430.15	331.35	262.67

## Recovery & Collections

The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act 2002 (SARFAESI) has proved to be a useful recovery tool and the Company has been able to successfully initiate recovery action under this Act in the case of willful defaulters. The Company has acquired certain assets under SARFAESI which are being auctioned as per the rules and regulations of SARFAESI involving a loan outstanding of ₹ 80.93 crore.

In order to prevent frauds in loan cases involving multiple lending from different banks / housing finance companies, the Government of India has set up the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI) under Section 20 of the SARFAESI Act 2002 to have a central database of all mortgages created by lending institutions. Your Company is registered with CERSAI and the data in respect thereto is being submitted, from time to time.

## INVESTMENTS

The Investment Committee constituted by the Board of Directors is responsible for approving investments in line with the policy and limits as set out by the Board. The investment policy is reviewed and revised in line with the market conditions and business requirements from time to time. During the year, the Investment policy was reviewed and revised by the Board of Directors. The decisions to buy and sell upto the approved limit delegated by the Board are taken by the Chairman & Managing Director, who is assisted by Senior Executives of the Company. The investment function is carried out primarily to support the core business of housing finance to ensure adequate levels of liquidity and to maintain investment in approved securities in respect of public deposits raised as per the norms of National Housing Bank.

Considering the time lag between raising of resources and its deployment, the surplus funds are generally being parked with liquid fund schemes of mutual funds and short term deposits with banks. During the year, your Company earned ₹ 74.16 crore by way of Income from Mutual funds & Other Operations and ₹ 60.56 crore by way of interest on deposits placed with banks and bonds. At the end of the financial year, your Company maintained ₹ 736.46 crore by way of deposits with banks.

As per National Housing Bank guidelines, Housing Finance Companies are required to maintain Statutory Liquid Ratio (SLR) in respect of public deposits raised. Currently the SLR requirement is 12.50% of the public deposits. As at March 31, 2015, your Company has invested ₹ 216.46 crore (book value - gross) in approved securities comprising of government securities, government guaranteed (State and Central) bonds, State Development Loans and by way of Bank Deposits for ₹ 228.33 crore. It is being maintained within the limits prescribed by National Housing Bank.

## INVESTMENT IN ASSOCIATE COMPANIES

### Investment in DHFL Pramerica Life Insurance Company Limited (DPLI)

During the financial year 2014-15, your Company made further investment to the tune of ₹ 16.84 crore in the joint venture entity DPLI, by way of subscription to 1,68,43,092 equity shares of ₹ 10/- each of DPLI. However, the Company maintained its shareholding at 50% of equity share capital in DPLI. The Company also acts as a corporate agent for distribution of DPLI's life insurance products as per Insurance Regulatory Development Authority of India (IRDA) guidelines.

## **Investment in Avanse Financial Services Ltd. (Avanse)**

Your Company made further investment in its associate company, Avanse, a Non Banking Finance Company registered with Reserve Bank of India, to the tune of ₹ 19.64 crore, by way of subscription to 42,69,639 equity shares of ₹ 10/- each at price of ₹ 46/- per share. However, the percentage of shareholding of your Company stood at 48.39% of the total paid-up share capital of Avanse.

As on date of this report, your Company does not have any subsidiary company.

The Statement in the prescribed format AOC-1, pursuant to Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, related to the associate companies and Joint Venture, is annexed as "Annexure-1" to this Report.

## **Disinvestment in Arthveda Fund Management Pvt. Ltd. (Arthveda)**

During the year under review, your Company disinvested its entire equity stake from Arthveda. The Company earned a profit of ₹ 1.18 crore on sale of shares of Arthveda. The proceeds from these disinvestments were ploughed back in the business activities of the Company.

## **Proposed investment in Asset Management Services**

During the year under review, your Company entered into definitive agreements to acquire a 50.00% equity stake in each of Pramerica Asset Managers Private Limited (PAMPL) and Pramerica Trustees Private Limited (PTPL) from PGLH of Delaware, Inc., which is a wholly-owned, indirect subsidiary of Prudential Financial Inc. PAMPL develops, manages, markets and operates as an asset management company for Mutual Fund business. PTPL provides trusteeship services and ensures that the activities of PAMPL are in compliance with the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time. The completion of this acquisition is pending the satisfaction of a few of conditions, including, among other things, receipt of approval from SEBI.

Through these entities, the Company aims to extend its strategy of providing comprehensive financial solution of loan, protection and thrift to households in different income and economic strata. Financial inclusion will be integral to this strategy.

## **INFORMATION TECHNOLOGY**

During the year under review, your Company has initiated a technology transformation program (Tech2.0) in association with IBM to support Company's growth, improve operational efficiency and optimise costs through the use of technology. This program is expected to establish a scalable and flexible technology landscape, improve customer centricity, enable faster decision making through automation and analytics, thereby taking the technology platform to a new level. Your Company aims to align its technology landscape to evolving business needs, which would support the Company in its growth targets. Under Tech2.0, your Company plans to replace its legacy systems and business application platforms with proven commercial-off-the-shelf products, which would provide best fit solutions to the business functions. Your Company has further upgraded its existing information technology infrastructure by increasing network bandwidth and bringing in new servers for the core applications, thereby improving its performance.

## **HUMAN RESOURCES**

Your Company's human resources are the cornerstone of growth and progress. The Company recognises that people are not just a valuable asset but play a critical role in achieving its goals too. Your Company has well experienced management team on whom the Company rely upon to anticipate industry trends and to capitalise on emerging new business opportunities. With a combination of Company's reputation in the market, working environment and competitive compensation programs, it is able to attract and retain talented people.

The Company's vision is to become an employer of choice by providing a compelling value proposition to its employees. Your Company strives to attract the best talent in the industry and continues to invest in employees' development, retention, leadership, motivation and training. The Company's HR policies relating to hiring, deployment, transfers, promotion, training, including its performance-linked bonuses and employee stock options, have been designed with the clear aim of building a 'cadre-based organisation', whose cadre understands the Company's customers, their problems, issues and aspirations. The Company's human resources policies and practices are focused on recruiting and training employees who can empathise and deal with potential and existing borrowers.

Your Company implemented a robust reward and recognition framework across all functions under which contributions to the business by the employees are rewarded. The Company also introduced an online library facility across India which is available to all employees.

Your Company also offers to its eligible employees the right to participate in Company's employee stock option schemes in order to reward employees for their performance and motivate them to contribute to the growth and profitability of the Company.

The workforce strength of your Company as on March 31, 2015 was 2,375. The total work force cost during the year was ₹ 196.33 crore as compared to ₹ 176.42 crore in the previous year. The increase in cost is mainly due to the increase in work force to meet the requirements of business on account of significant expansion in terms of geography as well as in business volumes and the salary revisions effected during the year.

## Learning & Development

Your Company's Learning & Development Team whose core responsibility is to provide learning solutions to every role within the organisation by designing comprehensive training frameworks to match the dynamic and ever evolving business trends.

Your Company created stronger depth and focus in its skill building efforts. Your Company has been able to support professional development and empower employees to deliver improved quality of service through its training intervention and motivating them to perform with renewed vigor and enthusiasm. Teaching expertise has been nurtured in-house, in the form of dedicated Trainers, Facilitators, Content developers as well as subject matter experts from business teams.

During the financial year 2014-15, training was imparted to 1,712 employees, covering a wide range of functional areas including sales skill development programs. Employee trained under Credit analytical skills and appraisal techniques were 607. The total number of employees who underwent operational excellence training programs was 621, whereas Risk and fraud management was 455. "Aagman" the exclusive monthly Induction program for the new recruits was conducted to give an overall view of the company's vision and mission. Similarly, program based on

soft skills and monitoring techniques were also conducted. In keeping with its importance and in compliance to NHB norms trainings on KYC & AML Policies were also imparted at all levels within the organisation.

External training programs and cross functional exposures were utilised to provide an extra edge to employees for continuous and better performance through learning and job experience.

Your Company has partnered with the best in class leadership trainers of the country for corporate breakthrough workshop for key position holders and business managers.

To study the impact of training, your Company engages leading trainers from the industry to benchmark Company's skills and for analysing the same with focus on measuring and improving employee engagement and learning quotient. Taking concrete steps based on the study findings is helping the organisation in building a stronger and more engaged workforce.

Your Company's Human Resources initiatives and L&D systems are designed to ensure an active employee engagement process, leading to better organisational capability and vitality for maintaining a competitive edge and in pursuing its ambitious growth plans. Customer focus remains at the core of all L&D initiatives .

## EMPLOYEE REMUNERATION

- (A). The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as "Annexure - 2" to this Report.
- (B). The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary.



## **EMPLOYEES STOCK OPTION SCHEME (ESOS)/ EMPLOYEE STOCK APPRECIATION RIGHTS (ESARs)**

### **Employees Stock Option Scheme (ESOS)**

The Company has with the approval of Nomination & Remuneration Committee (previously known as Remuneration and Compensation Committee) of the Board of Directors of the Company and pursuant to the special resolution passed by the Members of the Company, at the Annual General Meeting held on July 27, 2007, formulated three employee stock option schemes, the Employee Stock Option Scheme - 2008 (ESOS 2008 – Plan I), ESOS -2009 – Plan II and ESOS 2009 – Plan III- in accordance with the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

### **Employee Stock Appreciation Rights (ESARs)**

During the year under review, the Members of the Company vide a special resolution passed through postal ballot on February 23, 2015, approved the Dewan Housing Finance Corporation Limited – Employee Stock Appreciation Rights Plan 2015 (DHFL ESAR 2015) in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and issuance of stock appreciation rights ("ESARs") through DHFL ESAR 2015, exercisable into 51,46,023 fully paid up equity shares in the aggregate having face value of ₹10/- each, directly or through an Employee Welfare Trust.

During the year under review, your Company with the approval of Nomination & Remuneration Committee granted 15,50,100 ESARs under DHFL ESAR 2015 to the eligible employees of the Company conferring upon them a right to receive equity shares equivalent to the appreciation in the value of the shares of the Company as per terms of the DHFL ESAR Plan 2015.

The Nomination & Remuneration Committee of the Board of Directors of the Company, inter-alia, administers and monitors the Employee Stock Option Schemes/ Employee Stock Appreciation Rights Plan of the Company, in accordance with the SEBI Guidelines.

The Company has received a certificate from the Auditors of the Company that the Stock Options Schemes/ Employee Stock Appreciation Rights Plan have been implemented in accordance with the SEBI Guidelines and

is as per the respective resolutions passed by the Members of the Company. The said Certificate would be placed at the ensuing Annual General Meeting for the inspection by members.

The applicable disclosures as stipulated under the SEBI guidelines, as applicable for financial year 2014-15, with regard to Employee Stock Option Schemes/Employee Stock Appreciation Rights are annexed as "Annexure - 3" to this Report.

## **DISCLOSURE UNDER SUB-SECTION (3) OF SECTION 134 OF COMPANIES ACT, 2013, READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014**

### **A. Conservation of Energy**

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilisation and maximum possible saving of energy. During the year, capital investment to the tune of ₹ 0.27 crore was made in the energy conservative equipments like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp) and installation of Solar energy System at its various branches.

The Company on its lending side actively associates in all programmes and schemes of the Government and NHB, in promoting energy efficient homes.

### **B. Technology Absorption**

Your Company actively pursues a culture of technology adoption, leveraging on the advancements in technology to serve customers better, manage process efficiently and economically and strengthen control systems. The Company has maintained a technology friendly environment for its employees to work in. In keeping with the current trends in the areas of digital marketing and social media, the Company has effectively used these avenues in positioning itself in the market place and gain better Customer engagement.

The current technology transformation program has been initiated to bring the Company's technology platform to a new level. The program aims to identify and implement best-fit solutions in such areas as

(i) collaboration and employee communication portal to provide for internal communication, knowledge sharing and collaboration between employees; (ii) customer relationship management, in particular in marketing, sales and customer service, to achieve higher customer satisfaction and enhanced marketing and sales effectiveness; (iii) digital channels to provide for effective interaction between the Company and its customers and business partners/agents, which will include creation of a customer portal and an agent portal; (iv) financial accounting ERP to establish unified accounting, financial management and accounting MIS at the Company; (v) imaging, workflow and DMS to facilitate the centralisation of data capture and validation of the Company's loan, project finance and FD applications; (vi) loan origination and management; (vii) collections management, project finance and property information management systems; (viii) business systems (enterprise) integration; and (ix) business intelligence and advanced analytics to build a platform and an operational data store to generate systematic, consistent and near real-time MIS reports and dashboards.

### C. Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings during the year.

The information on foreign exchange outgo and expenditure is furnished at Note No. 40 in the Notes forming part of the financial statements for the year ended March 31, 2015.

## INSURANCE

Your Company has insured its various properties and facilities against the risk of fire, theft and other perils, etc. and has also obtained Directors' and Officers' Liability Insurance Policy which covers the Company's Directors and Officers (employees in managerial or supervisory position) against the risk of financial loss including the expenses pertaining to defense cost and legal representation expenses arising in the normal course of business. Further, your Company has obtained money policy to cover "money in safe and till counter and money in transit" for the Company's branches and various offices. All the vehicles owned by the Company are also duly insured. Your Company also has in place a mediclaim policy for its employees and their dependent family members, group term life and group personal accident policies, which provide uniform benefits to all the employees.

## NATIONAL HOUSING BANK GUIDELINES

The Company has complied with the provisions of Housing Finance Companies (NHB) Directions, 2010, as prescribed by NHB and has been in compliance with the various Circulars, Notifications and Guidelines issued by National Housing Bank (NHB) from time to time. The Circulars and the Notifications issued by NHB are also placed before the Audit Committee / Board of Directors at regular intervals to update the Committee/ Board members on the compliance of the same.

## RISK MANAGEMENT

As a Housing Finance Company, your Company is exposed to various risks that are inherent in the lending business, with the major risks being credit risk, market risk, liquidity risk, legal risks, interest rate risk, compliance risk and operational risk. The Company has invested in people, processes and technology to mitigate risks posed by internal and external environment. It has in place a strong risk management team and an effective credit operations structure. Its risk management policies continue to segregate the functions of Risk and Credit to focus on portfolio management. Sustained efforts to strengthen the risk framework and portfolio quality have yielded significant results over the last few years.

The Company places emphasis on risk management measures to ensure an appropriate balance between risk and return. The Company has taken steps to implement robust and comprehensive policies and procedures to identify, measure, monitor and manage risks. Risk management is a board-driven function with the overall responsibility of risk management assigned to the Risk Management Committee of the Board of Directors which was constituted during the year. At the operational level, risk management is assigned to the Asset Liability Management Committee ("ALCO") and Operational Risk Management Committee ("ORMC"). Sensitive financial risks are monitored by the Risk Management Committee and also by Audit Committee of the Board. Your Company conducts risk profiling on a regular basis for the purpose of self-assessment.

The Company has envisaged the setting up of risk containment unit (RCU) at all major business locations. The Board and the Audit Committee on regular intervals are updated on the risk management systems, processes and minimisation procedures of the Company.

Your Company has put in place a Business Continuity Plan and adopts the practice of reviewing its risk management policies to be in step with the changing environment so as to identify and mitigate its attendant risks in a proactive manner on a continuous basis.

## **ASSET LIABILITY MANAGEMENT COMMITTEE (ALCO)**

The Asset Liability Management Committee (ALCO) lays down policies and quantitative limits that involve assessment of various types of risks and shifts in assets and liabilities to manage such risks. ALCO ensures that the liquidity and interest-rate risks are contained within the limits laid down by the Board. The Company has duly implemented the NHB's Asset Liability Management Guidelines.

## **CODES, STANDARDS AND POLICIES AND COMPLIANCES THEREUNDER**

### **Know Your Customer & Anti Money Laundering Measure Policy**

Your Company has a Board approved Know Your Customer & Anti Money Laundering Measure Policy (KYC & AML Policy) in place and adheres to the said Policy. The said Policy is in line with the National Housing Bank guidelines. During the year under review, KYC & AML Policy was modified by the Board in line with the NHB amended guidelines.

The Company has also adhered to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. The Company furnishes to Financial Intelligence Unit (FIU), India, in the electronic medium, information of all cash transactions of the value of more than Rupees ten lakh or its equivalent in foreign currency and suspicious transactions whether or not made in cash, in terms of the said Policy.

### **Fair Practice Code**

Your Company has in place a Fair Practice Code (FPC), which includes guidelines on appropriate staff conduct when dealing with the customers and on the organisation's policies vis-à-vis client protection. The FPC captures the

spirit of the National Housing Bank guidelines on fair practices for Housing Finance Companies. Your Company and its employees duly comply with the provisions of FPC.

### **Code of Conduct for the Board of Directors and the Senior Management Personnel**

Your Company has adopted a Code of Conduct for its Board of Directors and the Senior Management Personnel. The Code requires the Directors and employees of the Company to act honestly, ethically and with integrity and in a professional and respectful manner. During the year under review, the Code of Conduct was revised as per the revised Clause 49 of the Listing Agreement. A declaration by Chairman & Managing Director with regard to compliance with the said code, forms part of this Annual Report.

### **Code for Prohibition of Insider Trading Practices**

Your Company has in place a Code for Prevention of Insider Trading Practices in accordance with the Model Code of Conduct, as prescribed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended and has duly complied with the provisions of the said code.

The Board of Directors at its meeting held on April 29, 2015 adopted (i) DHFL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and (ii) DHFL Code of Conduct for Prohibition of Insider Trading, as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which shall become effective from May 15, 2015. The details of the same are provided in Corporate Governance Report forming part of this Annual Report.

### **Code of Business Ethics (COBE)**

Your Company has adopted a Code of Business Ethics (COBE) which lays down the principles and standards that govern the activities of the Company and its employees to ensure and promote ethical behaviour within the legal framework of the organisation.

## **Whistle Blower Policy**

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimisation of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases. The details of the same are provided in Corporate Governance Report forming part of this Annual Report.

## **Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace**

The Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Workplace and an Internal Complaints Committee (ICC) has been constituted thereunder. The primary objective of the said Policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations.

During the financial year 2014-15, one complaint was received by the ICC under the said policy and based on the recommendations of the ICC, strict actions were taken against the employee found guilty.

## **Comprehensive Risk Management Policy**

Your Company has formulated and adopted a Comprehensive Risk Management Policy which covers a formalised Risk Management Structure, alongwith other aspects of Risk Management i.e. Credit Risk Management, Operational Risk Management, Market Risk Management and Enterprise Risk Management. The Risk Management Committee of the Board, on periodic basis, oversees the risk management systems, processes and minimisation procedures of the Company.

## **Nomination (including Boards' Diversity) Remuneration & Evaluation Policy (NRE Policy)**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a Nomination ( including Boards' Diversity), Remuneration & Evaluation Policy, which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or Senior Management Personnel of the Company, alongwith the criteria for determination of remuneration of Directors, KMPs and other employees and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of Companies Act, 2013 and Clause 49 of the Listing Agreement.

The details of the same are provided in Corporate Governance Report forming part of this Annual Report.

## **Related Party Transaction Policy**

Related Party Transaction Policy, as formulated by the Company, defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions. The details of the same are provided in Corporate Governance Report forming part of this Annual Report.

## **Corporate Social Responsibility (CSR) Policy**

The Company has framed Corporate Social Responsibility (CSR Policy), as per the provisions of the Companies (CSR Policy) Rules, 2015 which, inter-alia, lays down the guidelines and mechanism for undertaking socially useful projects for welfare and sustainable development of the community at large. As per the provisions of Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility Committee. The Corporate Social Responsibility Committee assists the Board in fulfilling its duty towards the community and society at large by assisting in identifying the activities and programmes that can be undertaken by the Company, in terms of the CSR Policy of the Company. The composition of the CSR Committee and its terms of reference are given in the Corporate Governance Report forming part of this Annual Report.

The Annual Report on CSR activities is annexed as "Annexure - 4" to this Report.

## Others Policies

Further in order to strengthen the Internal Procedures and Systems and for better Governance, during the year under review, Board of Directors of your Company had approved the following policies:

- (a) **Business Continuity Plan:** The Company's business continuity management programme is headed by a nodal body-Business Continuity Plan (BCP) Committee, comprising of Senior Management Personnel of the Company. This framework enables to identify impact of any disruption on the business/operations of the Company and enables the company to timely manage the related risk and ensure business continuity at all times.
- (b) **Disclosure Policy:** Disclosure Policy has been formulated, as per the requirements of Clause 36 of Equity Listing Agreement and guidance note issued in this respect by the Stock Exchanges. It, inter alia, provides an illustrative list and the manner and authority under which the material events that affect the business operations and performance of the Company and are price sensitive, are required to be disclosed to the Stock Exchanges.

Your Company also has in place various other policies and manuals such as NPA Policy, Operations and Credit Manual, Agency Manual, Comprehensive Outsourcing Policy, Policy on Appointment of Collection Agency, Investment Policy and Staff Accountability Policy for ensuring the orderly and efficient conduct of Company's business.

## LISTING OF SHARES OF THE COMPANY

The Equity Shares of your Company continue to remain listed on BSE Ltd. and the National Stock Exchange of India Limited.

The Company has paid the listing fees as payable to the BSE Ltd. and the National Stock Exchange of India Limited for the financial year 2015-16 on time.

## MARKETING AND BRANDING

DHFL's recognition as the leading housing finance company in India was reinforced through a unified marketing and product strategy. A series of brand awareness and customer engagement activities driven by customer centric product innovations across the product portfolio, were carried out during the year.

Your Company's marketing function used a 360 degree approach to connect with the consumer at every touch point; through various grass root events, large industry forums & exhibitions and explicit online presence. Consistent creative themes and content across channels including digital, enhanced customer experience and generated greater awareness for brand 'DHFL'.

## Highlights of the year

**Brand & Media:** On November 21, 2014, your Company on boarded Shah Rukh Khan as its brand ambassador and the multi-media campaign 'GharJaisa Loan' was launched shortly afterwards across TV, Print, Cinema, Outdoors & Digital Media. The campaign was also leveraged across all below the line and branch collaterals to seamlessly communicate & reinforce the trust & heritage of DHFL and establish a strong connect with Company's core target audience. The campaign resulted in enhancement of the brand as both the Brand Awareness and Consideration scores of your Company doubled as per the Brand Track research by Nielsen.

In October 2014, your Company took a strategic decision to offer Home Loans at par with industry to further broad-base the customers. The campaign was launched across markets in print & radio media.

DHFL 'Aao India Ghar Banayein' Campaign in Q1 of FY2015 across TV, Print & Radio reinforced DHFL's 30 year service to the Indian consumer. The Campaign was based on the Company's Founding Vision of enabling access to home ownership. The campaign also used Mumbai Indian Players in this communication to reinforce the brand connect during the IPL season.

DHFL 'Mumbai Indians' IPL association was leveraged through a mix of traditional and digital media along with





newer engagement solutions. Your Company's logo continues to be prominently displayed on all team T-shirts.

**Enhancing DHFL's Digital Footprint:** Your Company engaged with two million unique lives digitally and through various innovations in the digital space. The website [www.dhfl.com](http://www.dhfl.com) was redesigned and optimised for both Mobile and Tablet devices and visitors on the Company's website increased by 23% over the previous year. Your company launched the MYDHFL Facebook App to enhance customer experience and easy access to DHFL and DHFL Facebook fans as on March 31, 2015 were at 1,69,067 – a 190% increase over last year. On Twitter, there are 1887 people following our handle – a 43% increase over last year & on YouTube where the Company has its own channel, the video of our brand campaign – *Ghar Jaisa Loan* generated 1.2 Mn likes.

**Customer Engagement & Retail Promotion:** Customer First Initiative has been launched aimed at driving the customer centric approach amongst employees and to encourage customer feedback. With regard to Customer Centric Retail Activities there have been Standardised

Activation & Lead Generation activities across network locations. There have been Branch/Offices Launches (105 through Project Freedom), Product Launches (SME Loans & Wealth2Health Fixed Deposit) & Business Partner Meets for generating awareness.

**Public Relations:** Continuous media engagement efforts resulted in your company maintaining the highest visibility (single brand Share of Voice) through Public Relations (PR) across television and print. Customer Advocacy was further enhanced through authored articles and live Q&A sessions on digital medium.

**Call Centre Support:** As a result of the integrated marketing efforts a direct impact was seen in the business generated via DHFL Call Centre and a 30% increase was observed in the business generated as against the corresponding previous year.

**Product Innovation & Support:** With customer centricity at the core, your Company launched new products and schemes and Competitive benchmarking for all products & incentive schemes was carried out.

## AWARDS AND RECOGNITIONS

During FY2014-15, your Company's business excellence was also recognised at various award forums:

- ▶ The Brand Trust Report India Study 2015, ranked your Company as **India's Most Trusted Housing Finance Brand** in a study covering 19,000 brands across 16 cities
- ▶ Your Company ranked **271** amongst **FE 500 India's Finest Companies** by Market cap
- ▶ Your company won my FM stars of the Industry award for **Excellence in Home Loan Banking** (NBFC)
- ▶ Mr. Kapil Wadhawan was featured amongst the **Business Today's India's top 100 CEOs**
- ▶ Your Company won The **Most Promising Brand of the Year [NRI Home Loan Services]** in the Finance & Banking Sector (UAE)
- ▶ Your Company was listed amongst **Business World's India's 50 Biggest Financial Companies** and
- ▶ Your Company received a **Certificate of Appreciation** from NHB for its commitment and support in making the regulator's Energy Efficient Homes Program a success

## BRANCH NETWORK

To support the Company's growth initiatives, your Company has established an integrated branch network that has helped it to optimise operational coverage and improve Company's ability to deliver products and services to its customers effectively. Your Company has a presence at 360 locations throughout India which includes 188 branches, 150 service centres, 19 circle/cluster offices, 2 disbursement hubs, 1 collection center as at March 31, 2015. The Company's network is grouped into circles and clusters located pan-India. The Company's distribution network in India is primarily spread over Tier II and Tier III cities and towns. Additionally, your Company has international representative offices located in London and Dubai.

Your Company has also entered into tie-ups with a number of Indian public and private sector banks to provide their customers access to Company's home loan solutions. The Company's tie-ups with such banks allow the Company to access the banks' customers and branch networks while providing them with the option to participate in Company's loan syndication programs. The Company's partners include United Bank of India for eastern India, Central Bank of India for central India, and Dhanlaxmi Bank and Yes Bank Limited for pan-India. The alliance arrangements benefit your Company financially, and the additional

points of sales through the ally banks' networks provide the Company with an increased footprint at minimal cost. The Company's strong network coverage is designed to provide increased penetration to cater to the evolving needs of Company's existing customer base and tapping a growing potential customer base throughout India. In addition to the Company's network and resources, your Company engaged independent direct selling associates ("DSAs") and online sourcing platform providers who work with the Company on a commission basis. The DSAs and online sourcing platform share their own infrastructure and manpower on which your Company leverages for sourcing business. Your Board believes that such arrangements strengthen the Company's geographical reach at minimum additional cost. Business sourced by the DSAs and online platforms is appraised by the Company in accordance with the Company's underwriting standards and requirements, upon which the company's employees undertake loan processing, appraisal and management of customer relationships post disbursement of loans.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Directors express their profound grief on the sad demise of Mr. R. P. Khosla, Independent Director of the Company, who passed away on July 5, 2014. Mr. R. P. Khosla was on the Board of the Company, as an Independent Director, since March 17, 1993. He was the Chairman of the Nomination & Remuneration Committee of the Board (erstwhile Remuneration & Compensation Committee). The Board pays glowing tribute to him and puts on record highest appreciation of his association with the Company, as a highly respected Director.

During the period under review, the nomination of Mr. Kaikhushru Vicaji Taraporevala (Nominee Director), was withdrawn by M/s. Caledonia Investments Plc, (Caledonia) with effect from November 22, 2014, in terms of their Shareholder's Agreement with the Company. The Board places on record its appreciation for invaluable services rendered by Mr. Kaikhushru Vicaji Taraporevala.

Mr. Ajay Vazirani, Independent Director of the Company, resigned from the Board, with effect from October 31, 2014, due to his pre-occupation with other professional assignments. The Board of Directors places on record their appreciation for the contribution made by Mr. Ajay Vazirani during his long tenure on the Board of the Company, since January 4, 2008.

On the basis of the recommendation of Nomination & Remuneration Committee, the Board of Directors appointed Ms. Vijaya Sampath, with effect from August 26, 2014, as an Additional Director, in the category of Independent Director of the Company. Ms. Vijaya Sampath holds office up to the date of the ensuing annual general meeting. The Company has received a notice from a member under Section 160 of the Companies Act, 2013, along with a requisite deposit, proposing her candidature for the office of Independent Director, to be appointed as such, at the ensuing annual general meeting. Necessary resolution is being proposed in the notice of the ensuing Annual General Meeting for appointment of Ms. Vijaya Sampath as an Independent Director of the Company for the approval of the Members pursuant to Section 149 of the Companies Act, 2013 for a term of 5 consecutive years w.e.f. August 26, 2014.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association, Mr. Dheeraj Wadhawan, Non- Executive Director of your Company retires by rotation and being eligible; offers himself for re-appointment at the ensuing Annual General Meeting.

The term of Mr. Kapil Wadhawan as the Chairman & Managing Director (designated as the 'Key Managerial Personnel'), which was for a period of 5 years w.e.f. October 4, 2010 is to expire on October 3, 2015. It is proposed to re-appoint Mr. Kapil Wadhawan, as the Managing Director ( designated as Chairman & Managing Director ) of the Company and as Key Managerial Personnel, pursuant to the provisions of Section 203 of the Companies Act, 2013 and rules made thereunder, for a further period of 5 years w.e.f. October 4, 2015. Necessary resolution is being proposed in the Notice of the ensuing Annual General Meeting for the approval of the members, for reappointment and remuneration of Mr. Kapil Wadhawan, as Chairman & Managing Director for a period of 5 years and his terms of appointment are also mentioned in the Explanatory statement annexed to the Notice. In terms of the provisions of Section 152 of the Companies Act, 2013, it is proposed to make Mr. Kapil Wadhawan, liable to retire by rotation.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

None of the Directors of the company are related to each other, except for Mr. Dheeraj Wadhawan, Non Executive Director who is the brother of Mr. Kapil Wadhawan, Chairman & Managing Director of the Company. Brief resumes of Directors, proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas and names of other companies in which they hold Directorship alongwith their Membership/Chairmanship of Committees of the Board as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided in the annexure to the Notice of the Thirty First Annual General Meeting being sent to the members along with the Annual Report.

Based on the confirmations received, none of the Directors are disqualified for being appointed/ reappointed as directors in terms of Section 164 the Companies Act, 2013.

During the year under review, no stock options were issued to the Directors of the Company.

During the year under review, the Board of Directors appointed Mr. Harshil Mehta as the Chief Executive Officer, with effect from January 17, 2015, and designated him as the Key Managerial Personnel of the Company, as per the provisions of Companies Act, 2013.

Mr. Santosh Sharma – Chief Financial Officer and Ms. Niti Arya – Company Secretary who were employees even before the commencement of Companies Act, 2013, were designated as Key Managerial Personnel, as per the provisions of Companies Act, 2013.

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, an annual performance evaluation of the Board, the directors individually as well as the evaluation of the working of the Board Committees including Audit Committee, Nomination & Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Finance Committee of the Board of Directors of the Company, was carried out during the year. The details of evaluation process as carried out and the evaluation criteria have been explained in the Corporate Governance Report, forming part of this Annual Report.

## BOARD MEETINGS

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting. Annual calendar of meetings of the Board are finalised well before the beginning of the financial year after seeking concurrence of all the Directors.

During the financial year 2014-15, six (6) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement. The details of the Board meetings held during the year along with the attendance of the respective Directors thereat are set out in the Corporate Governance Report forming part of this Annual Report.

### Audit Committee & Other Board Committees

The Company has a duly constituted Audit Committee as per the provisions of Section 177 of Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchanges.

The Board of Directors has constituted five other committees namely – Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee, Finance Committee and Corporate Social Responsibility Committee which enables the Board to deal with specific areas / activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities.

The details of the composition of the Audit Committee alongwith that of the other Board committees and their respective terms of reference are included in the Corporate Governance Report forming part of this Annual Report. The Audit Committee and other Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

The details of the Audit Committee and other Board Committees are also set out in the Corporate Governance Report forming part of this Annual Report.

## RELATED PARTY TRANSACTIONS

There were no materially significant related party transactions i.e. transactions of material nature, with its promoters, directors or senior management or their relatives etc. that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year 2014-15 were mainly in the ordinary course of business and on an arm's length basis.

Prior approval of the Audit Committee is obtained by the Company before entering into any related party transaction as per the applicable provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. As per the provisions of Section 188 of the Companies Act 2013, approval of the Board of Directors is also obtained for entering into Related Party Transactions by the Company. A quarterly update is also given to the Audit Committee and the Board of Directors on the related party transactions undertaken by the Company for their review and consideration.

During the year, the Company has not entered into any material contract, arrangement or transaction with related parties, as defined under Clause 49 of the Listing Agreement and Related Party Transaction Policy of the Company.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

## SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATOR OR COURT OR TRIBUNALS

There were no significant/material orders passed by any Regulator or Court or Tribunal which would impact the going concern status of the Company and its future operations.

## INTERNAL AUDIT & INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has an Internal Audit Department, headed by a Senior Management Personnel, who is a Chartered Accountant, designated as an Internal Auditor under the provisions of Section 138 of the Companies Act, 2013 who

reports to the Audit Committee of the Board. The Internal Audit Department conducts comprehensive audit of functional areas and operations of the Company to examine the adequacy of and compliance with policies, procedures, statutory and regulatory requirements. Significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. The audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism. The function also proactively recommends improvement in policies and processes, suggests streamlining of controls against various risks.

Your Company has laid down set of standards, processes and structure, which enables it to implement internal financial control across the Company and ensure that the same are adequate and operating effectively.

Additionally, practicing Chartered Accountant firms were engaged to conduct concurrent audit in branches covering more than 80% of the business during the financial year. Concurrent audit assesses and evaluates the operational effectiveness of checks and balances on a continuous basis with focus on regulatory guidelines and adherence to internal policies, procedures and guidelines issued by management from time to time.

## **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Mrs. Jayshree S. Joshi Proprietress of M/s Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai, to undertake the Secretarial Audit of the Company for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015, is annexed as "Annexure - 5" to this report. The said report, does not contain any qualification, reservation or adverse remark, however, contains certain observations of the Secretarial Auditor which are self explanatory, and thus do not call for any further comments.

## **AUDITORS**

At the Thirtieth (30<sup>th</sup>) Annual General Meeting held on July, 2014, the Members had appointed M/s. T. R. Chadha & Co., [Firm Registration No. 006711N] Chartered Accountants together with M/s Rajendra Neeti & Associates, Chartered Accountants, (Firm Registration No.006543C), as the Joint Statutory Auditors of the Company, by way of ordinary resolution under section 139 of the Companies Act, 2013, to hold office from the conclusion of Thirtieth (30<sup>th</sup>) Annual General Meeting until the conclusion of the Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the Company, subject to ratification of the appointment by the members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on April 29, 2015, recommended the ratification of appointment of M/s. T. R. Chadha & Co., together with M/s. Rajendra Neeti & Associates, Chartered Accountants, as the Joint Statutory Auditors of the Company, and that, the necessary resolution in this respect is being included in the notice of the Thirty First (31<sup>st</sup>) Annual General Meeting for the approval of the Members of the Company. The Company has received consent from both the Joint Statutory Auditors and confirmation to the effect that they are not disqualified to be appointed as the Joint Statutory Auditors of the Company in terms of the provisions of Companies Act, 2013 and Rules framed thereunder.

## **Notes to Accounts and Auditors Report**

The notes to the accounts referred to in Auditors Report are self-explanatory and do not call for any further comments.

The Joint Statutory Auditors Report does not contain any qualification, reservation or adverse remark.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors would like to inform that the audited accounts containing the Financial Statements for the year ended March 31, 2015 are in conformity with the requirements of the Companies Act, 2013 and they believe that the financial statements reflect fairly the form and



substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations. These Financial Statements are audited by M/s. T. R. Chadha & Co., Chartered Accountants together with M/s. Rajendra Neeti & Associates, Chartered Accountants, the Joint Statutory Auditors of the Company.

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, it is hereby confirmed that :

- (a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures,
- (b) the directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual financial statements on a going concern basis;
- (e) the directors had laid down Internal Financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to Clause 49 of the listing agreement with Stock Exchanges, a separate section titled 'Report on Corporate Governance' and 'Management Discussion and Analysis' forms part of this Annual Report.

The Report on Corporate Governance also includes certain disclosures that are required, as per Companies Act, 2013.

Auditors' Certificate confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement also forms part of this Annual Report.

## **FUTURE OUTLOOK**

The key macro-economic indicators has been showing encouraging results for some-time now, which has induced the Reserve Bank of India to cut the repo rate twice during the last quarter of FY 2014-15. However, banks started lowering the base rates only in April on push from the Reserve Bank.

As per Government estimates, the Indian economic growth in 2015 is expected at 7.4% as against 6.9% in previous year based on the new formula the statistics department has started using to measure the economy. The GDP is expected to grow at 7.5%-8% in 2015-16 in the backdrop of improving macro-economic conditions. Indian wholesale prices fell 2.33% year-on-year in March of 2015 as petrol prices declined while food cost slowed. Consumer Price inflation dipped to 5.17%. CPI was lower on account of base effect on account of fall in prices in food, housing and clothing inflation. The Reserve Bank of India has a target of containing the inflation at 6% in 2015-16. Based on the current global and domestic outlook this target is expected to be achieved and would pave way for the RBI to further cut the policy rates bringing down the interest rates in the economy.

The lowering of the interest rates and revival of the economy is expected to give a lift to the housing finance market in 2015-16.

The real estate market in India is projected to post annual revenues of US\$ 180 billion (₹ 10,800 billion) by the year 2020. The demand for housing sector is anticipated to appreciate at compound annual growth rate (CAGR) of 22 per cent during 2013-2018.

As all key business enablers are currently showing favorable signs, your Company is positive and expects another year of healthy growth in 2015-16.

During the year under review, your Company has responded to an opportunity announced by RBI to consider licensing of certain differentiated banks under the category of Small Finance Bank (SFB). The Company has applied for converting itself into a SFB and is awaiting the outcome of

the selection process of RBI. This opportunity is in keeping with the stated aspiration of your Company to become a diversified retail financial service provider and hence if selected it will be an added advantage.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as at March 31, 2015, in the prescribed form MGT 9, forms part of this report and is annexed as "Annexure - 6".

## **ACKNOWLEDGEMENTS**

Your Directors wish to place on record their gratitude to the National Housing Bank, the Company's Customers, Bankers and other Lenders, Members, Debenture holders, Depositors and others for their continued support and faith reposed in the Company. The Board also places on record its deep appreciation for the dedication and commitment of the employees at all levels. The Directors would also like to thank BSE Ltd., the National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services (India) Limited and the Credit Rating Agencies for their co-operation.

For and on behalf of the Board

**Kapil Wadhawan**

Place : Mumbai  
Dated : April 29, 2015

Chairman & Managing Director  
(DIN-00028528)

# ANNEXURE-1

## TO THE DIRECTOR'S REPORT

### FORM AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures.

#### Part "A": Subsidiaries:

The Company does not have any subsidiary

#### Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to the Associate Companies & Joint Ventures :

Sl. No.	Particulars	Name of Associates/Joint Ventures				
		Aadhar Housing Finance Ltd.	DHFL Vysya Housing Finance Limited	DHFL Pramerica Life Insurance Company Limited	Avanse Financial Services Limited	DHFL Ventures Trustee Company Private Limited
1.	Latest audited Balance Sheet Date	<b>31-03-2015 (Audited)</b>	<b>31-03-2015 (Audited)</b>	<b>31-03-2015 (Unaudited)</b>	<b>31-03-2015 (Audited)</b>	<b>31-03-2015 (Unaudited)</b>
2.	Shares of Associate/ Joint Ventures held by the company on the year end					
	- No. of Equity Shares	1,49,00,000	10,48,989	18,70,30,931	1,21,97,522	22,500
	- Amount of Investment in Associates/Joint Venture (₹ in Crore)	14.90	3.15	31.07	49.88	0.02
	- Extent of Holding (%)	14.90	9.47	50	48.39	45
3.	Description of how there is significant influence	Influence in decision-making	Influence in decision-making	Shareholding exceeding 20% of paid-up share capital	Shareholding exceeding 20% of paid-up share capital	Shareholding exceeding 20% of paid-up share capital

Sl. No.	Particulars	Name of Associates/Joint Ventures				
		Aadhar Housing Finance Ltd.	DHFL Vysya Housing Finance Limited	DHFL Pramerica Life Insurance Company Limited	Avanse Financial Services Limited	DHFL Ventures Trustee Company Private Limited
4.	Reason why the associate/joint venture is not consolidated	In pursuance to the Notification dated October 14, 2014 amending the Rule 6 of Companies (Accounts) Rules, 2014, as the Company does not have any subsidiary company; the associate/joint venture companies are not consolidated for financial year 2014-15.				
5.	Net-worth attributable to Shareholding as per latest audited Balance Sheet	111,79,25,414	76,80,85,000	740,84,55,000	92,17,01,175	-
6.	Profit / (Loss) for the year	5,79,22,562	28,37,49,000	39,94,38,000	(4,95,54,772)	-
	i. Considered in Consolidation	-	-	-	-	-
	ii. Not Considered in Consolidation	5,79,22,562	28,37,49,000	39,94,38,000	(4,95,54,772)	-

- Names of associates or joint ventures which are yet to commence operations - NIL
- Names of associates or joint ventures which have been liquidated or sold during the year - As on March 31, 2014, the Company held 46,92,500 equity shares constituting 45.92 % of paid-up Share Capital of Arthveda Fund Management Pvt. Ltd. During the year under review, the Company disinvested its entire equity stake from Arthveda Fund Management Pvt. Ltd.

For **T R CHADHA & Co**  
Chartered Accountants  
ICAI FRN:06711N

For **RAJENDRA NEETI & ASSOCIATES**  
Chartered Accountants  
ICAI FRN:06543C

**Kapil Wadhawan**  
Chairman & Managing Director  
(DIN – 00028528)

**Pramod Tilwani**  
Partner  
ICAI MN: 076650

**Rajendra K Gupta**  
Partner  
ICAI MN: 070165

**Santosh R. Sharma**  
Chief Financial Officer  
(FCA – 112258)

**Dheeraj Wadhawan**  
(DIN – 00096026)

**G. P. Kohli**  
(DIN - 00230388)

Place : Mumbai  
Date : April 29, 2015

**Niti Arya**  
Company Secretary  
(FCS - 5586)

**V. K. Chopra**  
(DIN – 02103940)

**M. Venugopalan**  
(DIN – 00255575)  
Directors

# ANNEXURE-2

## TO THE DIRECTOR'S REPORT

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Requirements	Disclosure
I	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2014-15.	<b>Executive Director</b> Mr. Kapil Wadhawan -Chairman & Managing Director - 34.4x  <b>Non-Executive Directors</b> Mr. Dheeraj Wadhawan – Non-Executive Director – 2.30x Mr. G. P. Kohli – Independent Director - 2.87x Mr. V. K. Chopra – Independent Director – 2.10x Mr. M. Venugopalan - Independent Director - 2.01x Ms. Vijaya Sampath - Independent Director – 1.45x
II	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year.	<b>Executive Director</b> Mr. Kapil Wadhawan - Chairman & Managing Director– There is no increase in his remuneration.  <b>Non-Executive Directors</b> Mr. Dheeraj Wadhawan –Non- Executive Director - 46.90% Mr. G.P. Kohli – Independent Director - 64.39% Mr. V.K. Chopra – Independent Director – 77.40% Mr. M. Venugopalan- Independent Director - 79.39%  <b>KMPs (other than Chairman &amp; Managing Director)</b> Mr. Santosh Sharma – Chief Financial Officer – 33.31% Ms. Niti Arya - Company Secretary – 20.73%
III	The percentage increase in the median remuneration of employees in the financial year.	The median remuneration of the employees in the financial year was increased by 10.60%.
IV	The number of permanent employees on the rolls of the Company.	There were 2,375 permanent employees on the rolls of the Company, as on March 31, 2015.



Sl. No.	Requirements	Disclosure										
V	The explanation on the relationship between average increase in remuneration and Company's performance.	<p>The average increase in remuneration of the employees of the Company was in line with the increase in the profitability of the Company. The Company, inter-alia, considers the following factors for deciding upon the increase in the remuneration of the employees:</p> <p>(a) Individual Performance/contribution of the Employee vis-à-vis Company Performance;</p> <p>(b) Industry Benchmarking</p> <p>(c) Balance between fixed and incentive pay reflecting short and long term performance objectives</p>										
VI	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	For the Financial Year 2014-15, the total remuneration paid to the KMPs were approx 0.50% of the net profit for the year.										
VII	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.	The Market capitalisation of the Company has increased from ₹ 2809.19 Crore as of March 31, 2014 to ₹ 6812.57 Crore as of March 31, 2015. Over the same period, the price to earnings ratio moved from 5.31x to 9.78x. The Company's stock price as at March 31, 2015 has increased by 1064.76% to ₹ 467.65 (in NSE) over the last public offering, i.e. Right Issue as on the date of Allotment i.e. February 8, 2005 at the price of ₹ 40.15 per share.										
VIII	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Not Applicable to the Company, as all the employees are under Managerial cadre.										
IX	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company.	<p>The comparison of remuneration of each of the Key Managerial personnel against the performance of the Company is as under :</p> <table><tr><th>Particulars</th><th>% of Net Profit for FY 2014-15</th></tr><tr><td>Chairman &amp; Managing Director</td><td>0.28%</td></tr><tr><td>CEO (proportionate)</td><td>0.18%</td></tr><tr><td>CFO</td><td>0.11%</td></tr><tr><td>CS</td><td>0.07%</td></tr></table>	Particulars	% of Net Profit for FY 2014-15	Chairman & Managing Director	0.28%	CEO (proportionate)	0.18%	CFO	0.11%	CS	0.07%
Particulars	% of Net Profit for FY 2014-15											
Chairman & Managing Director	0.28%											
CEO (proportionate)	0.18%											
CFO	0.11%											
CS	0.07%											

Sl. No.	Requirements	Disclosure
X	The key parameters for any variable component of remuneration availed by the directors.	Any variable component of remuneration payable to the Directors, is based on the parameters, as approved by the Board of Directors, on the basis of the recommendation of the Nomination & Remuneration Committee of the Board. The said parameters are set considering the provisions of applicable regulations, Nomination (including Boards' Diversity), Remuneration and Evaluation Policy of the Company and the respective resolution(s) of the Members of the Company, as applicable
XI	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	During the financial year 2014-15, there is no employee in the Company who is not a director but receives remuneration in excess of the highest paid director i.e. Chairman & Managing Director of the Company.
XII	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration is as per the Nomination (including Boards' Diversity), Remuneration and Evaluation Policy of the Company.

Note:

- Details regarding Mr. R. P. Khosla (who ceased to be a director due to sad demise on July 5, 2014), Mr. Ajay Vazirani (who ceased to be a director upon resignation w.e.f. October 31, 2014) and Mr. Kaikhushru Vicaji Taraporewala (who ceased to be a director upon withdrawal of nomination by Caledonia Investments Plc. w.e.f. November 22, 2014) has not been given as they were Directors only for part of the Financial year, 2014-15.
- Ms. Vijaya Sampath was appointed as an Additional Director by the Board of Directors of the Company in the current financial year w.e.f. August 26, 2014, thus, the percentile increase in her remuneration in the current financial year cannot be calculated.
- Mr. Harshil Mehta was appointed as Chief Executive Officer by the Board of Directors of the Company in the current financial year w.e.f. January 17, 2015, thus the percentile increase in his remuneration in the current financial year cannot be calculated.
- During the financial year 2014-15, the sitting fees payable to the Directors for attending the Board meeting & other Board committee meetings were revised. Details of the same have been provided in the Corporate Governance Report forming part of this Annual Report.

# ANNEXURE-3

## TO THE DIRECTOR'S REPORT

Disclosures in Director's report pursuant to the provisions of SEBI ( Share Based Employee Benefits) Regulations, 2014, as amended.

### A. The details / summary of Existing Schemes / New Scheme as on March 31, 2015

Particulars	ESOP Scheme 2008	ESOP Scheme 2009 (PLAN II)	ESOP Scheme 2009 (PLAN III)	ESAR Scheme 2015
1. Number of Options/ ESARs granted	1,422,590	1,275,000	1,234,670	1,550,100
2. The Pricing Formula	The exercise price was decided by the Nomination & Remuneration Committee (earlier known as Remuneration and Compensation Committee) to be the closing market price of the equity shares preceding the date of grant of options on the Stock Exchange on which the shares of the company are listed. The grant price has been re-priced as on March 31, 2009 and the exercise price is ₹ 53.65 per option.	As per the approval of Members of the Company the exercise price was decided by Nomination & Remuneration Committee (earlier known as Remuneration and Compensation Committee) as ₹ 141/- per option.	As per the approval of Members of the Company, the exercise price was decided by Nomination & Remuneration Committee (earlier known as Remuneration and Compensation Committee) as ₹ 141/- per option.	ESAR's price: ₹ 380/- per ESAR, being calculated after a discount of 20% to closing market price on the exchange having higher trading volume on the day immediately preceding to the date of grant by the Nomination & Remuneration Committee.
3. Number of Options/ ESAR's vested	1,422,590	1,275,000	1,234,670	-
4. Number of Options/ ESAR's exercised	1,121,696	1,073,395	-	-
5. Total number of shares arising as a result of exercise of Options/ ESAR's	1,121,696	1,073,395	-	-
6. Number of Options/ ESAR's lapsed	256,310	90,305	1,086,560	-
7. Variation in the terms of Options/ESAR's	NA	NA	NA	NA
8. Money realised by exercise of Options/ ESARs ( In Rupees)	60,178,990	151,348,695	-	-
9. Total Number of Options/ESAR's in force	44,584	111,300	148,110	1,550,100

**B. Employee-wise details of Options/ESAR's granted to:**

(i) Key Managerial Personnel

Name		Mr. Harshil Mehta (CEO)	Mr. Santosh Sharma (CFO)	Ms. Niti Arya (CS)
ESOP Scheme 2009 ( Plan III)		-	-	20,000
ESAR Scheme 2015		100,000	16,000	6,000
(ii)	Employees who were granted, during any one year, Options/ESAR's amounting to 5% or more of the Options/ESAR's granted during the year			
Name		No. of Options/ ESAR's granted		
Mr. Harshil Mehta(CEO)		100,000		
(iii)	Identified employees who were granted Options/ ESAR's, during any one year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant			
Name		No. of Options/ ESAR's granted		
N.A.		N.A		

**C.** Diluted Earnings Per Share pursuant to issue of shares on exercise of Options/  
ESAR's calculated in accordance with Accounting Standard (AS) 20

₹ 47.19

**D. The impact on the profits and EPS of the fair value method is given in the table below -**

(₹ in crore) (₹ in crore)

Profit as reported		621.29
Add - Intrinsic Value Cost	0.18	
Less - Fair Value Cost	0.45	
Profit as adjusted	(0.27)	621.02
Earnings per share (Basic) as reported (In ₹)		47.82
Earnings per share (Diluted) as reported (In ₹)		47.19

**E. Weighted average exercise price of ESARs whose**

(a) Exercise price equals market price	NA
(b) Exercise price is greater than market price	NA
(c) Exercise price is less than market price (₹)	380.00
<b>Weighted average fair value of ESARs whose</b>	
(a) Exercise price equals market price	NA
(b) Exercise price is greater than market price	NA
(c) Exercise price is less than market price (₹)	233.47

**F. Method and Assumptions used to estimate the fair value of ESAR's granted during the year:**

The fair value has been calculated using the Black Scholes Pricing model  
The Assumptions used in the model on a weighted average basis are as follows:

<b>Date of grant</b>	<b>March 21, 2015</b>
1. Risk Free Interest Rate	7.82%
2. Expected Life (years)	4.50
3. Expected Volatility	48.64%
4. Dividend Yield	1.89%
5. Price of the underlying share in market at the time of the ESAR's grant (₹)	475.40



# ANNEXURE-4

## TO THE DIRECTOR'S REPORT

### The Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Company believes in engaging and giving back to the community in a meaningful way and in line with the Company's commitment to philanthropy. It intends to undertake the CSR activities strategically, systematically and more thoughtfully and to move from institutional building to community development through its various CSR programs and projects.

The Company's CSR policy, encompasses the Company's philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The CSR policy of the Company aims to ensure that the Company as a socially responsible corporate entity contributes to the society at large.

The CSR policy of the company has been outlined and uploaded on the company's website and can be accessed at URL: <http://www.dhfl.com/about-us/corporate-social-responsibility/csr-policy/>

The identified areas, objectives, allocations as a part of the Company's CSR efforts are as enumerated below:

#### CSR objectives beyond Statutory Compliance

- Address Passion of Founders/ Promoters/ Leaders about specific social causes
- Build Synergy and Virtuous mutual reinforcement with business
- Good Corporate Citizenship- Contribute to local communities wherever the company has presence.
- Multiply through Involvement of Employees of the Company.

#### Focused CSR Areas

##### (i) Finance Education

- To provide basic financial education to the children so as to create basic financial awareness and knowledge amongst them.
- To set up Finance College/ Institution/ Education Center to provide education/ programs/ short term courses on financial planning and management.
- To offer financial literacy courses for specific target groups such as homemakers.
- To ally with other Educational Institutions to sponsor financial literacy/education at the graduation level.
- To train the trainers to offer a specialist courses for faculty in schools/colleges offering education in finance.
- To offer scholarships/sponsorships to deserving students.

##### (ii) Business Synergy Areas

- To train the undergraduates on various financial management areas, which will help in creating employment opportunities.
- To offer financial planning solutions for Lower and Middle Income (LMI) segment.

##### (iii) Employee Involvement

- To sponsor ideas/causes that the employees wish to initiate.
- To set up systems and introduce volunteering program/s and create a platform where the employees can also engage and contribute towards the CSR activities. The Company may also engage CSR professionals who can help the Company to set up such a portal which will enable employees to contribute to such activities.
- The Company may contribute additionally to the causes identified by the employees.

##### (iv) Local Community CSR

- To identify impactful locations where the Company has its presence through its offices and ally with the local organisations/NGO's to contribute towards identified causes. (such Local CSR contribution should be towards the CSR areas as identified above)

Broad proposed allocation of expenditure over the stated CSR areas

Education	65%
Business Synergy Areas	15%
Employee Involvement	15%
Local community CSR	5%

### 2. The Composition of the Corporate Social Responsibility Committee of the Board of Directors.

The CSR committee of the Board comprises the following Directors:

- Mr. G. P. Kohli, Chairman (Independent Director)
- Mr. V. K. Chopra, Member (Independent Director)
- Mr. Kapil Wadhawan, Member (Chairman & Managing Director)

### 3. Average net profit of the company for last three financial years

Financial Year	Net Profits (₹ Crore)
FY2012	399.62
FY2013	599.74
FY2014	737.08

The average net profits of the company for the past 3 years were ₹ 578.81 Crore.

### 4. Prescribed CSR Expenditure (Two per cent of the amount as in item 3 above)

Prescribed CSR expenditure at 2% of the amount is ₹ 11.58 crore

**5. Details of CSR spent during the financial year**

(a) Total amount to be spent for the financial year: ₹ 11.58 crore.

The Company has spent ₹ 0.45 crore during the financial year 2014-15.

(b) Amount unspent ₹ 11.13 crore (the CSR amount remaining unspent would now be considered towards the CSR initiatives to be undertaken during the financial year 2015-16).

(c) Manner in which the amount spent during the financial year 2014-15 is detailed below :

institutes such as Brisc Carr Group Inc. In continuation to the Company's endeavour to contribute to school in Solapur an amount of ₹ 8 lakh approximately is proposed to be contributed to D. R. Sriram English Medium School. Options of tying up with Institutions of proven standing and track record as well as establishing an institution under our own banner are being closely evaluated .

There are certain other initiatives on the business interface led causes which shall reap results once it take a final shape for implementation. An initiative has also been taken wherein a inhouse team is in the process of confirming the

Sr. No.	CSR Project or Activity Identified		Sector in which the Project is Covered	Annual Outlay- or Program wise Actual Spent (₹ in crore)		Projects or Programs		Amount spent on the project or programs		Cumulative Expenditure upto The reporting period	Amount spent: Direct or through implementing agency, if any
	Nature of expenditure	Recipient Institution		Actual Spent	Budget	Local area or other	State and district where projects or programs was undertaken	Direct expenditure on the projects or program	Overheads		
1	DHFL bearing cost of the Employability Skills training imparted by NPO in the Education Field	Bris Carr Group Inc	Education	0.19		Local area & Other	Maharashtra, Tamil Nadu, Delhi	0.19	-	0.19	Direct
2	Donation to a Disaster Relief Agency	Prime Minister's Relief Fund	Disaster Relief	0.20		Other	Jammu & Kashmir	0.20	-	0.20	Direct
3	Environment improvement in Local Community	Cuffe Parade Residents Associations	Environment improvement	0.06		Local Area	Maharashtra	0.06	-	0.06	Direct
4	Contribution towards the school fees of students	D R Sriram English medium school	Education		0.08	Local Area	Solapur, Maharashtra	0.08	-	-	Direct (Proposed)
<b>GRAND TOTAL</b>				<b>0.45</b>	<b>0.08</b>			<b>0.45</b>		<b>0.45</b>	

**6. The reasons for not spending the amount and proposed initiatives.**

A globalised economy and the privatisation of higher education institutions have transformed the nature of academia. Adopting a business-like approach which emphasises a strategic CSR framework is key to survival in this increasingly competitive arena.

It does not appear as a surprise to see universities and colleges seen as an opportunity of contribution to CSR. Universities, as the centers of knowledge generation and sharing, perform a very important role in addressing the world's socio-economic and environmental issues by promoting sustainable solutions.

Therefore, the Company has decided to give back to the society by contributing to the vision of establishing/funding Educational Institutions. For the said social endeavor, during the financial year ended March 31, 2015, the Company conducted various viability tests. Further, the Company has also contributed to few educational and skill building

viability of an centrally administered employee volunteering program that gives opportunity to each employee of the Company to contribute to the Social Responsibility area. The Company will incur costs towards supporting the platform that enables employee volunteering in a seamless and value adding manner.

However, the endeavors are still in the testing phase, feasibility studies are being conducted to undertake a project which will truly benefit the society. Therefore, there is sizable shortfall in contribution to CSR which will be made-up through the proposals currently under consideration.

**7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the company.**

The CSR Committee confirms that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

**G. P. Kohli**

Chairman of CSR Committee

**Kapil Wadhawan**

Member of CSR Committee

**V. K. Chopra**

Member of CSR Committee

# ANNEXURE-5

## TO THE DIRECTOR'S REPORT

To,  
The Members,  
DEWAN HOUSING FINANCE CORPORATION LIMITED  
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of provisions of corporate and other applicable laws, rules, regulation, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For JAYSHREE DAGLI & ASSOCIATES**  
COMPANY SECRETARIES

Date: April 29, 2015  
Place: Mumbai

**JAYSHREE S. JOSHI**  
F.C.S.1451 C.P.487

### Form No. MR-3

## SECRETARIAL AUDIT REPORT

For The Financial Year Ended March 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
DEWAN HOUSING FINANCE CORPORATION LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DEWAN HOUSING FINANCE CORPORATION LIMITED (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised

representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

(A) We have examined the books, papers, minutes books, forms and returns filed and other records maintained by DEWAN HOUSING FINANCE CORPORATION LIMITED ("the Company") for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956 to the extent applicable;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board

of India (Share Based Employee Benefits), Regulations, 2014;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

6 Housing Finance Companies (NHB) Directions, 2010

(B) We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by the Institute of Company Secretaries of India approved by the Central Government to be effective from July 1, 2015, hence compliance thereof is not to be considered/not required to be certified.
2. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited

During the period under review, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

During the period under review, the provisions of the following Regulations (as enumerated in the prescribed format of Form MR-3) were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (ii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board

of Directors that took place during the year under review were carried out in compliance with the provisions of the relevant Act.

Adequate notice had been given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in cases where shorter notice/s were given for Board Meetings, at least one Independent Director was present at such meeting/s and that the system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Unanimous decisions were carried through as there were no cases of dissent of any Director in respect of any decision and was accordingly captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines referred to herein above. The following observations are however placed on record:

- I. During the year under audit, there were few show cause notices issued by the NHB. Further, the Company has received penalty notices from the NHB. The NHB vide letter dated October 15, 2014, in terms of provisions of paragraph 29(5) of the Housing Finance Companies (NHB) Directions, 2010, had levied a penalty of ₹ 20,000/- (Rupees Twenty Thousand), which has been paid by the Company. The said penalty was levied for non-compliance

of the provisions of paragraph 21 of The Housing Finance Companies (NHB) Directions, 2010, w.r.t. delay in intimation to the NHB for closure of Company's branches at 2 locations. Further, NHB vide its letter dated January 9, 2015, had also levied a penalty of ₹ 25,000/- (Rupees Twenty Five Thousand) on the Company, on account of delayed submission of Dynamic Report relating to Assets Liability Management. The same has been paid by the Company.

- II In case No. MM /57/KE/2015 before the Metropolitan Magistrate Court, Andheri, Mumbai, for contravention of Sec. 8RWR8, Rule 20(1) and 20(5) of The Bombay Shops and Establishment Act, 1948 and Rules framed there under, the Company was directed to pay penalty of ₹18,000/- (Rupees Eighteen Thousand) by the said Court. The Company has paid the said penalty. The Receipt thereof issued by the Hon'ble Court was provided to us for verification. However, copy of the relevant Order levying such penalty was not provided for Audit.

We further report that during the audit period the company has specific events / actions as detailed in **Annexure I** to this Report having impact on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **JAYSHREE DAGLI & ASSOCIATES**  
Company Secretaries

Place : Mumbai  
Date : April 29, 2015

**JAYSHREE S. JOSHI**  
F.C.S.1451 C.P.487



**Annexure - I to Secretarial Audit Report**
**TABLE SHOWING SPECIFIC EVENTS AND ACTIONS OF DEWAN HOUSING FINANCE CORPORATION LIMITED FOR FINANCIAL YEAR 2014-15**

Sr. No.	Particulars of the Events and Actions	Date of the Board Resolution/ Committee of Directors	Date of the General Meeting/ Postal Ballot Resolution
1.	Allotment of 6,113 Secured, Redeemable Non-Convertible Debentures	30/04/2014	-
2.	Allotment of 24,324 Equity Shares under Employee Stock Option Scheme 2008 [ESOS] to the employees of the Company	12/05/2014	-
3.	Allotment of 49,442 Equity Shares under Employee Stock Option Scheme 2009 [ESOS] to the employees of the Company	12/05/2014	-
4.	Allotment of 465 Secured, Redeemable Non-Convertible Debentures	12/05/2014	-
5.	Allotment of 2,000 Secured, Redeemable Non-Convertible Debentures	21/05/2014	-
6.	Allotment of 1,12,674 Equity Shares under Employee Stock Option Scheme 2009 [ESOS] to the employees of the Company	28/05/2014	-
7.	Allotment of 200 Secured, Redeemable Non-Convertible Debentures allotted on 30/05/2014	28/05/2014	-
8.	Allotment of 5,000 Secured, Redeemable Non-Convertible Debentures	04/06/2014	-
9.	Allotment of 350 Secured, Redeemable Non-Convertible Debentures	10/06/2014	-
10.	Allotment of 550 Secured, Redeemable Non-Convertible Debentures allotted on 12/06/2014	10/06/2014	-
11.	Allotment of 410 Secured, Redeemable Non-Convertible Debentures	18/06/2014	-
12.	Allotment of 2,750 Secured, Redeemable Non-Convertible Debentures	23/06/2014	-
13.	Allotment of 250 Secured, Redeemable Non-Convertible Debentures allotted on 24/06/2014	23/06/2014	-
14.	Approval for sale of shares of Arthveda Fund Management Private Limited	24/07/2014	-
15.	Allotment of 12,518 Equity Shares under Employee Stock Option Scheme 2008 [ESOS] to the employees of the Company	14/08/2014	-
16.	Allotment of 31,396 Equity Shares under Employee Stock Option Scheme 2009 [ESOS] to the employees of the Company	14/08/2014	-
17.	Allotment of 450 Secured, Redeemable Non-Convertible Debentures	14/08/2014	-
18.	Allotment of 50 Secured, Redeemable Non-Convertible Debentures allotted on 20/08/2014	14/08/2014	-
19.	Allotment of 870 Secured, Redeemable Non-Convertible Debentures	17/09/2014	-
20.	Allotment of 77 Secured, Redeemable Non-Convertible Debentures	25/09/2014	-
21.	Allotment of 70 Secured, Redeemable Non-Convertible Debentures allotted on 26/09/2014	25/09/2014	-
22.	Allotment of 40 Secured, Redeemable Non-Convertible Debentures allotted on 29/09/2014	25/09/2014	-
23.	Allotment of 140 Secured, Redeemable Non-Convertible Debentures	14/10/2014	-
24.	Allotment of 410 Secured, Redeemable Non-Convertible Debentures allotted on 16/10/2014	14/10/2014	-
25.	Allotment of 992 Secured, Redeemable Non-Convertible Debentures	29/10/2014	-
26.	Allotment of 1,500 Secured, Redeemable Non-Convertible Debentures allotted on 03/11/2014	29/10/2014	-
27.	Allotment of 1,000 Secured, Redeemable Non-Convertible Debentures	19/11/2014	-
28.	Allotment of 3,310 Secured, Redeemable Non-Convertible Debentures allotted on 21/11/2014	19/11/2014	-
29.	Allotment of 4,190 Secured, Redeemable Non-Convertible Debentures allotted on 25/11/2014	19/11/2014	-

Sr. No.	Particulars of the Events and Actions	Date of the Board Resolution/ Committee of Directors	Date of the General Meeting/ Postal Ballot Resolution
30.	Communication from the Company to M/s Caledonia Investments Plc. that the Shareholders' Agreement dtd. March 27, 2006 stood terminated.	21/11/2014	
31.	Allotment of 2,000 Secured, Redeemable Non-Convertible Debentures	03/12/2014	-
32.	Allotment of 1,180 Secured, Redeemable Non-Convertible Debentures	17/12/2014	-
33.	Allotment of 110 Secured, Redeemable Non-Convertible Debentures allotted on 31/12/2014	27/12/2014	-
34.	Allotment of 195 Secured, Redeemable Non-Convertible Debentures	20/01/2015	-
35.	Allotment of 720 Secured, Redeemable Non-Convertible Debentures allotted on 28/01/2015	20/01/2015	-
36.	Allotment of 12,770 Equity Shares under Employee Stock Option Scheme 2008 [ESOS] to the employees of the Company	02/02/2015	-
37.	Allotment of 82,276 Equity Shares under Employee Stock Option Scheme 2009 [ESOS] to the employees of the Company	02/02/2015	-
38.	Allotment of 40 Secured, Redeemable Non-Convertible Debentures allotted on 05/02/2015	02/02/2015	-
39.	Allotment of 60 Secured, Redeemable Non-Convertible Debentures	18/02/2015	-
40.	Allotment of 1,69,31,102 Equity Shares to Qualified Institutional Buyers	04/03/2015	-
41.	Allotment of 1,805 Secured, Redeemable Non-Convertible Debentures	10/03/2015	-
42.	Allotment of 2,650 Secured, Redeemable Non-Convertible Debentures allotted on 12/03/2015	10/03/2015	-
43.	Allotment of 1,150 Secured, Redeemable Non-Convertible Debentures	19/03/2015	-
44.	Allotment of 260 Secured, Redeemable Non-Convertible Debentures	27/03/2015	-
45.	Allotment of 95 Secured, Redeemable Non-Convertible Debentures allotted on 30/03/2015	27/03/2015	-
46.	Allotment of 180 Secured, Redeemable Non-Convertible Debentures – Circular Resolution	31/03/2015	-

Place : Mumbai

Date : April 29, 2015.

For **JAYSHREE DAGLI & ASSOCIATES**  
COMPANY SECRETARIES

**JAYSHREE S. JOSHI**  
F.C.S.1451 C.P.487

# ANNEXURE-6

## TO THE DIRECTOR'S REPORT

### EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2015  
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

### FORM NO. MGT - 9

#### I. REGISTRATION AND OTHER DETAILS

i)	CIN	L65910MH1984PLC032639
ii)	Registration Date	April 11, 1984
iii)	Name of the Company	Dewan Housing Finance Corporation Limited
iv)	Category / Sub-Category of the Company	Public Company, Limited by Shares (Registered with National Housing Bank as a Housing Finance Company)
v)	Address of the Registered office and contact details	Warden House, 2 <sup>nd</sup> Floor, Sir P.M. Road, Fort Mumbai 400 001. Telephone: +91 022-22029900 Fax: +91 022-22871985 email: response@dhfl.com; website: www.dhfl.com;
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Registrar &amp; Transfer Agents (For Equity Shares )</b> Link Intime India Private Ltd. C - 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400078. Tel. No.: +91 22-25946970-78 Fax No.: +91 22-25946969 e-mail: rnt.helpdesk @linkintime.co.in  <b>(For Debentures)</b> System Support Services, 209, Shivam Industrial Estate, Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 Tel. No.: +91 22-28500835 Fax No.: +91 22-28501438 e-mail: sysss72@yahoo.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Carrying out activities of housing finance companies ( Housing Loan & Non-Housing Loans )	65922	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section of the Companies Act, 2013.
1.	Aadhar Housing Finance Limited 2 <sup>nd</sup> Floor, Warden House, Sir P.M. Road, Fort, Mumbai - 400 001	U65922MH2010PLC202721	Associate	14.90	2(6)
2.	Avanse Financial Services Limited Ground Floor, Madhava, Bandra Kurla Complex, Bandra East, Mumbai - 400 051	U67120MH1992PLC068060	Associate	48.39	2(6)
3.	DHFL Vysya Housing Finance Limited S-401, Brigade Plaza, 4 <sup>th</sup> Floor, Ananda Rao Circle, Bangalore-560009.	U66010KA1990PLC011409	Associate	9.47	2(6)
4.	DHFL Pramerica Life Insurance Company Limited 4 <sup>th</sup> Floor, Building 9, Tower B, Cyber City, DLF City Phase - III, Gurgaon, Haryana 122002	U66000HR2007PLC052028	Joint Venture	50.00	2(6)
5.	DHFL Ventures Trustee Company Private Limited Ground Floor, HDIL Towers, Anant Kanekar Marg, Bandra - East, Mumbai - 400051	U65991MH2005PTC153886	Associate	45.00	2(6)

## IV SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2014 i.e. as per shareholding pattern of 31/03/2014)				No. of Shares held at the end of the year (as on 31/03/2015 i.e. as per shareholding pattern of 31/03/2015)				% Change during the year i.e. Increase / (Decrease)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	30,00,000	-	30,00,000	2.33	30,00,000	-	30,00,000	2.06	(0.28)
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	4,74,09,822	-	4,74,09,822	36.92	4,79,09,822	-	4,79,09,822	32.89	(4.03)
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>5,04,09,822</b>	<b>-</b>	<b>5,04,09,822</b>	<b>39.25</b>	<b>5,09,09,822</b>	<b>-</b>	<b>5,09,09,822</b>	<b>34.95</b>	<b>(4.30)</b>
<b>(2) Foreign</b>	-	-	-	-	-	-	-	-	-
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>5,04,09,822</b>	<b>-</b>	<b>5,04,09,822</b>	<b>39.25</b>	<b>5,09,09,822</b>	<b>-</b>	<b>5,09,09,822</b>	<b>34.95</b>	<b>(4.30)</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	1,60,192	19,500	1,79,692	0.14	32,36,391	19,500	32,55,891	2.23	2.1
b) Banks / FI	3,74,757	200	3,74,957	0.29	2,40,882	200	2,41,082	0.17	(0.12)
c) Central Govt	1,000	-	1,000	0.00	1,000	-	1,000	0.00	0.00
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	2,82,98,055	-	2,82,98,055	22.04	3,77,32,190	-	3,77,32,190	25.90	3.86
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
<b>i) Others (specify)</b>									
Foreign Institutional Investors (FDI)	1,14,21,570	-	1,14,21,570	8.89	-	-	-	-	(8.89)
Qualified Foreign - Investors - Corporate	13,09,475	-	13,09,475	1.02	-	-	-	-	(1.02)
<b>Sub-total (B)(1):-</b>	<b>4,15,65,049</b>	<b>19700</b>	<b>4,15,84,749</b>	<b>32.38</b>	<b>4,12,10,463</b>	<b>19,700</b>	<b>4,12,30,163</b>	<b>28.30</b>	<b>(4.08)</b>



Category of Shareholders	No. of Shares held at the beginning of the year (as on 01/04/2014 i.e. as per shareholding pattern of 31/03/2014)				No. of Shares held at the end of the year (as on 31/03/2015 i.e. as per shareholding pattern of 31/03/2015)				% Change during the year i.e. Increase / (Decrease)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	2,01,49,291	2,701	2,01,51,992	15.69	2,16,17,220	2,701	2,16,19,921	14.84	(0.85)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	40,60,449	6,50,008	47,10,457	3.67	68,66,772	6,16,914	74,83,686	5.13	1.46
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1,09,02,938	46,000	1,09,48,938	8.53	1,03,96,555	46,000	1,04,42,555	7.17	(1.36)
c) Others									
- Clearing Members	3,70,331	-	3,70,331	0.29	4,34,916	-	4,34,916	0.30	0.01
- Foreign Nationals									
-Foreign Portfolio Investor (Individual)	-	-	-	-	1,30,38,380	-	1,30,38,380	8.95	8.95
- Non Resident Indians (REPAT)	2,10,947	-	2,10,947	0.16	4,18,968	-	4,18,968	0.29	0.13
- Non Resident Indians (NON REPAT)	32,989	-	32,989	0.03	97,259	-	97,259	0.07	0.04
- Trust	15	-	15	-	1072	-	1072	-	-
Sub-total (B)(2):-	3,57,26,960	6,98,709	3,64,25,669	28.37	5,28,71,142	6,65,615	5,35,36,757	36.75	8.39
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7,72,92,009	7,18,409	7,80,10,418	60.75	9,40,81,605	6,85,315	9,47,66,920	65.05	4.3
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12,77,01,831	7,18,409	12,84,20,240	100	14,49,91,427	6,85,315	14,56,76,742	100	

## ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01/04/2014 i.e. as per shareholding pattern of 31/03/2014)			Share holding at the end of the year as on 31/03/2015 i.e. as per shareholding pattern of 31/03/2015)			% change during the year i.e. Increase / (Decrease)
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Mr. Kapil Wadhawan	9,00,000	0.70	-	9,00,000	0.62	-	(0.08)
2.	Mr. Dheeraj Wadhawan	9,00,000	0.70	-	9,00,000	0.62	-	(0.08)
3.	Mrs Aruna Wadhawan	12,00,000	0.93	-	12,00,000	0.82	-	(0.11)
4.	M/s. Wadhawan Global Capital P. Ltd. (formerly Wadhawan Housing P. Ltd.	4,74,09,822	36.92	-	479,09,822	32.89	-	(4.03)
<b>Total</b>		<b>5,04,09,822</b>	<b>39.25</b>	<b>-</b>	<b>5,09,09,822</b>	<b>34.95</b>	<b>-</b>	<b>(4.30)</b>

Except for the market purchase of 5 lakh equity shares during the year by M/s. Wadhawan Global Capital Private Limited, there has been no change in the absolute terms in number of shareholding by the Promoters/Promoters' Group. The variation in terms of percentage is due to increase in paid up share capital of the Company on account of allotment of equity shares pursuant to exercise of options by the employees of the Company under the various ESOP scheme(s) of the Company and QIP during the year ended March 31, 2015.

### iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sl. No.	Promoter	Shareholding at the beginning of the year (April 1, 2014)		Changes during the year				Cumulative Shareholding At the end of the year (March 31, 2015)	
		No. of shares	% of total shares of the company	Date	Increase (No. of shares)	Decrease (No. of shares)	Reason	No. of shares	% of total shares of the company
1.	Mr. Kapil Wadhawan	9,00,000	0.70	-	-	-	-	900000	0.62
2.	Mr. Dheeraj Wadhawan	9,00,000	0.70	-	-	-	-	900000	0.62
3.	Mrs. Aruna Wadhawan	12,00,000	0.93	-	-	-	-	1200000	0.82
4.	M/s. Wadhawan Global Capital Private Limited (formerly Wadhawan Housing Private Limited )	4,74,09,822	36.92	19/11/2014	5,00,000	-	Market purchase	4,79,09,822	32.89

Except for the market purchase of 5 lakh equity shares, during the year, by M/s. Wadhawan Global Capital Private Limited, there has been no change in the absolute terms in number of shareholding by the Promoters/Promoters' Group. The variation in terms of percentage is due to increase in paid up share capital of the Company on account of allotment of equity shares pursuant to exercise of options by the employees of the Company under the various ESOP scheme(s) of the Company and QIP during the year ended March 31, 2015.

### iv) Shareholding pattern of top shareholder (other than Directors, Promoters and Holder of GDRs and ADRs)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year as on 01/04/2014 i.e. as per shareholding pattern of 31/03/2014		Changes in the shareholding (No. of Shares )		Shareholding at the end of the year as on 31/03/2015 i.e. as per shareholding pattern of 31/03/2015	
		No. of shares	% of total shares of the company	Increase (No. of shares)	Decrease (No. of shares)	No. of shares	% of total shares of the company
1.	Caledonia Investments Plc	1,28,20,037	9.98	-	1,28,20,037	-	-
2.	Hemisphere Infrastructure India Pvt. Limited	53,58,889	4.17	-	-	53,58,889	3.68
3.	Galaxy Infraprojects And Developers Pvt. Ltd	52,17,702	4.06	-	-	52,17,702	3.58
4.	Ironwood Investment Holdings	51,96,581	4.05	-	-	51,96,581	3.57
5.	Jhunjhunwala Rakesh Radheshyam	51,00,000	3.97	-	1,00,000	50,00,000	3.43
6.	Silicon First Realtors Pvt. Limited	50,47,781	3.93	-	-	50,47,781	3.47
7.	Asiabridge Fund I, LLC	35,71,352	2.78	-	35,71,352	-	-
8.	Government Pension Fund Global	27,18,488	2.12	-	27,18,488	-	-
9.	Government of Singapore	23,01,968	1.79	3,55,551	-	26,57,519	1.82
10.	Morgan Stanley Asia (Singapore) PTE.	15,11,145	1.18	7,20,195	-	22,31,340	1.53
11.	Birla Sun Life Trustee Company Pvt. Ltd. A/C India Excel (Offshore) Fund	--	--	25,88,848	--	25,88,848	1.78
12.	DB International (Asia) Ltd.	--	--	21,63,497	--	21,63,497	1.49
13.	Pictet Country Fund (Mauritius) Ltd.	--	--	18,91,007	--	18,91,007	1.30

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No. For Each of the Directors		Shareholding at the beginning of the year (i.e.April 1, 2014)		Changes during the year				Shareholding at the end of the year (i.e. March 31, 2015)	
		No. of shares	% of total shares of the company	Date	Increase (No. of shares)	Decrease (No. of shares)	Reason	No. of shares	% of total shares of the company
At the beginning of the year									
1.	Mr. Kapil Wadhawan	9,00,000	0.70	-	-	-	-	9,00,000	0.62
2.	Mr. Dheeraj Wadhawan	9,00,000	0.70	-			-	9,00,000	0.62
3.	Mr. G. P. Kohli	5,000	0.00	16/05/2014	-	600	Market sale		
				12/11/2014	-	1,000	Market sale	3,400	0.00
4.	Mr. V. K. Chopra	5,000	0.00	03/09/2014	-	5,000	Market Sale	-	-
5.	Mr. M. Venugopalan	500	0.00	-	-	-	-	500	0.00
6.	Ms. Vijaya Sampath	-	-	-	-	-	-	-	-
7.	Mr. R. P. Khosla <sup>(a)</sup>	5,000	0.00	10/06/2014	-	5,000	Transferred to his wife	-	-
8.	Mr. Ajay Vazirani <sup>(b)</sup>	5,000	0.00	-	-	-	-	5,000	0.00
9.	Mr. Kaikhrushru V Taraporevala <sup>(c)</sup>	--	--	--	--	--	--	--	-

(a) Ceased to be an Independent Director due to sad demise on July 5, 2014.

(b) Resigned as an Independent Director w.e.f. October 31, 2014.

(c) Ceased to be a Nominee Director (Non – Executive Director) w.e.f. November 22, 2014, on account of Nomination being withdrawn by Caledonia Investments Plc.

Sl. No.	For Each Key Managerial Personnel (other than Director)	Shareholding at the beginning of the year (i.e. April 1, 2014)		Changes during the year				Shareholding at the end of the year (i.e. March 31, 2015)	
		No. of shares	% of total shares of the company	Date	Increase (No. of shares)	Decrease (No. of shares)	Reason	No. of Shares	% of total Shares of the Company
1.	Mr. Harshil Mehta – Chief Executive Officer	160	-	14/06/14 19/06/14	860 1535	-	Market purchase Market purchase	2,555	0.00
2.	Mr. Santosh Sharma – Chief Financial Officer	1	0.00	-	-	-	-	1	0.00
3.	Ms. Niti Arya – Company Secretary	-	-	-	-	-	-	-	-

Note : Mr. Kapil Wadhawan – Chairman & Managing Director is also a Key Managerial Personnel under section 203 of the Companies Act, 2013, hence the details of his shareholding disclosure is not repeated under the KMP disclosure.

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	34,04,423.44	2,84,720.00	2,49,059.76	39,38,203.20
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3,496.47	1,999.87	10,486.03	15,982.37
<b>Total (i+ii+iii)</b>	<b>34,07,919.91</b>	<b>2,86,719.87</b>	<b>2,59,545.79</b>	<b>39,54,185.57</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	14,59,155.15	11,17,948.43	2,62,675.71	28,39,779.29
Reduction	8,12,672.45	9,10,899.61	1,49,390.75	18,72,962.81
<b>Net Change</b>	<b>6,46,482.70</b>	<b>2,07,048.82</b>	<b>1,13,284.96</b>	<b>9,66,816.48</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	40,35,017.82	4,89,220.00	3,55,592.11	48,79,829.93
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	19,384.79	4,548.69	17,238.63	41,172.11
<b>Total (i+ii+iii)</b>	<b>40,54,402.61</b>	<b>4,93,768.69</b>	<b>3,72,830.74</b>	<b>49,21,002.04</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and / or Manager :

Sl. No.	Particulars of Remuneration	Mr. Kapil Wadhawan CMD	Whole-time Director	Manager
		(in ₹)(Gross)		
1.	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	1,11,20,000	Nil	Nil
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2.	<b>Stock Option / Stock Appreciation Rights</b>	Nil	Nil	Nil
3.	<b>Sweat Equity</b>	Nil	Nil	Nil
4.	<b>Commission</b>	60,00,000	Nil	Nil
5.	<b>Other</b>	Nil	Nil	Nil
	<b>Total (A)</b>	<b>1,71,20,000</b>	<b>Nil</b>	<b>Nil</b>

6. **Ceiling as per the Act**

In terms of the provisions of the Companies Act, 2013, ("Act") the remuneration payable to the Managing Director shall not exceed 5% of the net profit of the Company as calculated as per the Act. The remuneration paid to Mr. Kapil Wadhawan – Chairman & Managing Director was well within the limits prescribed under the Companies Act, 2013 and the approval accorded by the Members of the Company.

**B. Remuneration to other Directors**

<b>B1</b>	<b>Sl. No.</b>	<b>Name of Independent Director</b>	<b>Fees for attending Board/ Committee Meetings (in ₹) (Gross)</b>	<b>Commission* (in ₹) (Gross)</b>	<b>Total Amount (in ₹) (Gross)</b>
	1.	Mr. G. P. Kohli	9,33,445	4,92,578	14,26,023
	2.	Mr. V. K. Chopra	5,53,556	4,92,578	10,46,134
	3.	Mr. M. Venugopalan	5,05,445	4,92,578	9,98,023
	4.	Ms. Vijaya Sampath <sup>(a)</sup>	1,26,000	2,94,197	4,20,197
	5.	Mr. R. P. Khosla <sup>(b)</sup>	-	1,29,554	1,29,554
	6.	Mr. Ajay Vazirani <sup>(c)</sup>	3,49,333	2,88,799	6,38,132
	7.	Mr. Kaikhrushru V Taraporevala <sup>(d)</sup>	-	3,17,139	3,17,139
	<b>Total (B)(1)</b>		<b>24,67,779</b>	<b>25,07,423</b>	<b>49,75,202</b>
<b>B2</b>	<b>Other Non Executive Director</b>				
	1.	Mr. Dheeraj Wadhawan	6,51,111	4,92,577	11,43,688
	<b>Total (B) (2)</b>		<b>6,51,111</b>	<b>4,92,577</b>	<b>11,43,688</b>
	<b>Total (B)=(B)(1)+(B)(2)</b>		<b>31,18,890</b>	<b>30,00,000</b>	<b>61,18,890</b>
	<b>Total Managerial Remuneration Total remuneration to CMD, Whole Time Director and other Directors (being the total of A and B)</b>				<b>2,32,38,890</b>
	<b>Ceiling as per the Act and overall ceiling.</b>		1. In terms of the provisions of the Companies Act, 2013, "Act" the remuneration payable to directors (other than Executive Directors) shall not exceed 1% of the net profit of the Company, as calculated as per the Act. The remuneration paid to the Independent Directors and Non-Executive Director as listed above were well within the limits prescribed under the Companies Act, 2013 and the approval accorded by the Members of the Company. 2. The remuneration paid to the Directors of the Company were within the overall ceiling as prescribed under the Companies Act, 2013.		

\* Subject to approval at the ensuing Annual General Meeting

- Appointed as an Additional Director (Independent Director) w.e.f August 26, 2014.
- Ceased to be an Independent Director due to sad demise on July 5, 2014
- Resigned as an Independent Director w.e.f. October 31, 2014
- Ceased to be a Nominee Director (Non – Executive Director) w.e.f. November 22, 2014, on account of Nomination being withdrawn by Caledonia Investments Plc.

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR/MANAGER/WTD

Sl. No.	Particulars of Remuneration	*Mr. Harshil Mehta Chief Executive Officer	Mr. Santosh Sharma Chief Financial Officer	Ms. Niti Arya Company Secretary	Total
	<b>Gross Salary</b>				
1.	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (in ₹)	28,46,196	69,86,750	40,62,464	1,38,95,410
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961 (in ₹)	Nil	Nil	50,000	50,000
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil	
2.	Stock Option				
	(a) ESOP Plan III	--	--	20,000	
	(b) ESAR's	1,00,000	16,000	6,000	
3.	Sweat Equity	Nil	Nil	Nil	
4.	Commission	Nil	Nil	Nil	
5.	Other	Nil	Nil	Nil	
	<b>Total**</b>	<b>28,46,196</b>	<b>69,86,750</b>	<b>41,12,464</b>	<b>1,39,45,410</b>

\* Employed for the part of the year i.e. w.e.f January 17, 2015.

\*\* The total of remuneration is without stock options.

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					



# REPORT ON CORPORATE GOVERNANCE

## THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is a set of principles, systems, and practices through which the Board of Directors of the Company ensures transparency, fairness and accountability in a Company's relationship with all its stakeholders, viz. shareholders, creditors, regulators, government agencies, employees, among others. Corporate governance is based on the principle of making all the necessary disclosures and decisions, accountability and responsibility towards various stakeholders, complying with all the applicable laws and a continuous commitment of conducting business in a transparent and ethical manner.

At DHFL, Corporate Governance Practice encourages a trustworthy, transparent, moral and ethical conduct, both internally and externally, and ensures that the Company is managed in a manner that is in the best interest of all its stakeholders. We believe that a Company not only has legal, contractual and social responsibilities, but also has obligations towards its non-shareholder stakeholders such as bankers, regulators, government agencies, employees, investors, creditors and customers, among others. The Company ensures that all its stakeholders have an access to clear, adequate and factual information on all matters of the Company. The Company is committed towards maintaining the highest standards of governance and believes in adopting best practices and integrity for effective corporate discipline. It promotes accountability of its management and the Board of Directors towards its stakeholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth.

The report of the Company on Corporate Governance, as per Clause 49 of the Listing Agreement, is listed hereunder:

## BOARD OF DIRECTORS

We believe that the Board of Directors of the Company play a key role in the effectiveness of Corporate Governance practices, as they oversee the functioning of the Company and ensure that it continues to operate in the best interest of all the stakeholders. The Board of your Company conducts itself in such a way so as to meet the expectations of operational transparency to its stakeholders. Thus, the Company strives to keep its Board well informed and actively involved in all the important decision making processes of the Company.

## Composition of the Board

The Board of your Company has an optimum combination of both Executive, Non-Executive and Independent Directors and is in conformity with Clause 49 (II) A of the Listing Agreement. The Board currently comprises of six Directors, of which one is an Executive Director (Chairman & Managing Director), one Non-Executive Director and four Independent Directors, including a woman director appointed as an Additional Director during the financial year 2014-15. The Independent Directors have confirmed that they satisfy the criteria of independence as prescribed under Clause 49 of the Listing Agreement and Companies Act, 2013.

The details of the Directors, as at March 31, 2015, including the details of their directorship on other Boards reckoned

in line with Clause 49 of the Listing Agreement, Committee chairmanship/membership (excluding DHFL) and their shareholding in the Company, are as given below:

Name of the Director and their Director Identification Number (DIN)	Category of Directorship	No of other Directorship <sup>(*)</sup>	No. of equity shares held in the Company	Member/Chairperson of Committee <sup>(**)</sup>	
				Member	Chairperson
Mr. Kapil Wadhawan DIN-00028528	Promoter /Executive-Chairman & Managing Director	11	900000	2	-
Mr. Dheeraj Wadhawan DIN-00096026	Promoter /Non-Executive	9	900000	-	-
Mr. G. P. Kohli DIN-00230388	Independent	3	3400	-	1
Mr. V. K. Chopra DIN-02103940	Independent	15	-	4	4
Mr. Mannil Venugopalan DIN-00255575	Independent	13	500	6	2
Ms. Vijaya Sampath <sup>(a)</sup> DIN-00641110	Additional (Independent)	6	-	-	-
Mr. Kaikhushru V. Taraporevala <sup>(b)</sup> DIN-00691210	Nominee /Non-Executive	-	-	-	-
Mr. Ajay Vazirani <sup>(c)</sup> DIN-02006622	Independent	-	-	-	-
Mr. R.P. Khosla <sup>(d)</sup> DIN-00012473	Independent	-	-	-	-

\* The number of other directorships excludes directorship in foreign companies.

\*\* None of the Directors hold Chairmanship of the Board Committees in excess of the maximum ceiling of five and membership in excess of the maximum ceiling of ten as prescribed under Clause 49 of the Listing Agreement and for the purpose of reckoning the limit of Chairmanship / membership only Audit Committee and the Stakeholders' Relationship Committee of Public Companies (listed or unlisted) has been considered.

(a) Appointed as an Additional Director (Independent Director) w.e.f August 26, 2014.

(b) Ceased to be a Nominee Director (Non – Executive Director) w.e.f. November 22, 2014, on account of Nomination being withdrawn by Caledonia Investments PLC.

(c) Resigned as an Independent Director w.e.f. October 31, 2014.

(d) Cessation due to sad demise on July 5, 2014.

## Board Meetings

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting.

The Company circulates the agenda along with comprehensive notes well in advance before each meeting which, inter-alia, includes the following:

- Quarterly/Half Yearly/Annual financial results of the Company.
- Annual budgets /plans of the Company and any updates thereon.
- Minutes of various committees of the Board.

- Information on the exits and recruitments including the remuneration of senior officials just below the Board level.
- Details of Joint Venture and regular updates on the existing joint venture agreements of the Company.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement of material nature.
- Regulatory notices/Judgement/order being material in nature.
- Approvals on the sale of investments/assets of material nature.
- Update on non-fulfilment or defaults to or by the Company of any financial liability /obligations of material nature.

An action taken report (ATR) is outlined and placed in the succeeding meeting of the Board for their information and noting, on the decisions taken by the Board in their previous meeting. Presentations are made by the Senior Management on the Company's performance, operations, plans and other matters on a periodic basis.

During the financial year 2014-15, six Board Meetings were held on April 30, 2014, June 18, 2014, July 24, 2014, October 21, 2014, December 1, 2014 and January 16, 2015, respectively. The maximum gap between two Board meetings was less than one hundred and twenty days.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

Name of the Director	Number of Board meetings held	Number of Board meetings attended	Attendance at the Last AGM
Mr. Kapil Wadhawan	6	6	Yes
Mr. Dheeraj Wadhawan	6	6	Yes
Mr. G. P. Kohli	6	5	Yes
Mr. V.K. Chopra	6	6	Yes
Mr. Mannil Venugopalan	6	6	Yes
Ms. Vijaya Sampath <sup>(a)</sup>	3	2	--
Mr. Kaikhushru V. Taraporevala <sup>(b)</sup>	4	3	Yes
Mr. Ajay Vazirani <sup>(c)</sup>	4	4	Yes
Mr. R.P. Khosla <sup>(d)</sup>	2	-	--

(a) Appointed as an Additional Director (Independent Director) w.e.f August 26, 2014

(b) Ceased to be a Nominee Director (Non – Executive Director) w.e.f. November 22, 2014, on account of Nomination being withdrawn by Caledonia Investments Plc.,

(c) Resigned as an Independent Director w.e.f. October 31, 2014

(d) Cessation due to sad demise on July 5, 2014

The Company has adopted an e-based model viz. Board Meeting Organiser (BMO) for sharing the Agenda and related notes with the Board and Committee Members. This is a step towards Green Initiative, since it results in reduced paper consumption. This application not only provides for easy access on the click of a button using an internet browser, but also ensures confidentiality, integrity, and availability of data, at all times.

## COMMITTEES OF THE BOARD

The Board of Directors constituted six committees namely – Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee, Finance Committee and Corporate Social Responsibility Committee which enables the Board to deal with specific areas / activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities. The Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

The terms of reference for each committee have been clearly defined by the Board. The minutes of the meetings and the recommendation, if any, of the committees are submitted to the Board for their consideration and approval.

### a. Audit Committee

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges, the terms of reference of the Audit Committee were revised at the Board Meeting held on April 30, 2014. The terms of reference of the Audit Committee includes the following:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  - To recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
  - To approve the payment to statutory auditors for any other services rendered by the statutory auditors;
  - To review with the management, the annual financial statements before submission to the board for approval, with particular reference to:
    - a. Matters required to be included in the Director's Responsibility Statement have to be included in the Board's report.
    - b. Changes, if any, in accounting policies and practices and reasons for the same.
    - c. Major accounting entries involving estimates based on the exercise of judgment by the management.
    - d. Significant adjustments made in the financial statements arising out of audit findings.
    - e. Compliance with listing and other legal requirements relating to financial statements.
    - f. Qualifications in the draft audit report.
  - To review with the management, the quarterly financial statements before submission to the board for approval;
  - To review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - To review with the management, performance of statutory and internal auditors, and monitor auditor's independence and performance and effectiveness of the audit process and adequacy of the internal control systems;
- To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of nonpayment of declared dividends) and creditors;
- To approve the appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- To consider, suggest modification and/or recommend/ approve the related party transactions of the Company;
- To scrutinise inter corporate loans and investments;
- To consider valuation of assets or undertaking of the Company, wherever required;
- To evaluate internal financial controls and risk management systems;
- To review and formulate the scope, functioning, periodicity, methodology for conducting the internal audit, in consultation with the Internal Auditor and to discuss with the internal auditors any significant findings and follow-ups there on;
- To have the authority to investigate into any matter as included in its terms of reference or referred to it by the Board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the company;
- To review the Company's Vigil Mechanism as defined under the Whistle Blower Policy of the Company

with regard to the process/procedure prescribed for its employees and directors, to raise concerns, in confidence, about possible wrongdoing in financial reporting, accounting, auditing or other related matters. To ensure that these arrangements allow independent investigation of such matters and appropriate follow-up action;

- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

## Composition

The Audit Committee was last reconstituted by the Board of Directors at its Meeting held on October 21, 2014. The Audit Committee comprises of three Independent Directors, namely, Mr. M. Venugopalan as the Chairman of the Committee, and Mr. G.P. Kohli and Mr. V.K. Chopra as Members of the Committee.

All the Members of the Audit Committee have the requisite qualification and expertise for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. The composition of the Audit Committee is in line with the regulatory requirements mandated by Companies Act, 2013 and Clause 49 of the Listing Agreement.

The representatives of the statutory auditors are the permanent invitees to the statutory meetings of the Committee. In addition to the representatives of the Statutory Auditors, Head (Audit & Inspection) along with the Chief Executive Officer and Chief Financial Officer are also invited to attend the meetings. Various Functional Heads and Senior Management Personnel are invited to the meetings to give presentations relating to their respective function.

All the recommendations as made by the Audit Committee during the year were duly accepted by the Board.

The Chairman of the Audit Committee was present at the Thirtieth [30<sup>th</sup>] Annual General Meeting of the Company.

The Company Secretary acts as the Secretary to the Audit Committee.

## Meetings

During the financial year 2014-15, eight (8) meetings of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed four months.

The details of the meetings held and the attendance thereof of the Members of the Audit Committee are as detailed herein below:

Date of the Meeting	Attendance		
	Mr. M. Venugopalan (Independent Director) Chairman	Mr. V. K. Chopra (Independent Director) Member	Mr. G.P Kohli (Independent Director) Member
April 30, 2014	Yes	Yes	No
July 24, 2014	Yes	Yes	Yes
August 4, 2014	Yes	No	Yes
September 19, 2014	Yes	Yes	Yes
October 21, 2014	Yes	Yes	Yes
December 1, 2014	Yes	Yes	Yes
January 16, 2015	Yes	Yes	Yes
March 17, 2015	Yes	Yes	Yes

Note - Mr. M. Venugopalan was appointed as a Chairman of the Committee w.e.f. October 21, 2014, which was previously chaired by Mr. G.P Kohli.

## b. Nomination and Remuneration Committee

During the year under review, the terms of reference of Nomination and Remuneration Committee were expanded in order to align them with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The terms of reference of the Nomination and Remuneration Committee includes the following:

- To identify and recommend to the Board, in accordance with the criteria as laid down, appointment/reappointment/removal of the Executive /Non-Executive Directors and the senior management of the Company;
- To formulate criteria for evaluation and evaluate the performance of every director, including the Independent Directors;
- To formulate the criteria for determining qualifications, positive attributes and independence of the Directors;
- To recommend to the Board a remuneration policy for the Directors, Key Managerial Personnel and other employees of the Company;
- To devise a Policy on Board Diversity of the Company;
- To monitor and handle any other matter relating to framing/administration of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 or any amendments thereof;
- Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

## Composition

The Committee was renamed from "Remuneration and Compensation Committee" to "Nomination and Remuneration Committee" by the Board of Directors at its meeting held on April 30, 2014 which was originally constituted on October 17, 2003 and last reconstituted on November 5, 2014.

The Committee comprises of three Independent Directors, namely, Mr. V.K. Chopra as the Chairman of the Committee, Mr. G.P. Kohli and Ms. Vijaya Sampath, as the Members of the Committee. The composition of the Nomination and Remuneration Committee is as per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Chairman of the Nomination and Remuneration Committee was present at the Thirtieth [30<sup>th</sup>] Annual General Meeting of the Company.

The Company Secretary acts as the Secretary to the Committee.

## Meetings

During the financial year 2014-15, the Committee met thrice. The details of the meetings held and the attendance thereof of the Members of the Nomination and Remuneration Committee are as detailed herein below:

Date of the Meeting	Attendance			
	Mr. V. K. Chopra (Independent Director) Chairman	Mr. G. P. Kohli (Independent Director) Member	Ms. Vijaya Sampath (Independent Director) Member	Mr. Ajay Vazirani (Independent Director) Member
October 21, 2014	Yes	Yes	--	Yes
January 16, 2015	Yes	Yes	Yes	--
March 21, 2015	Yes	Yes	Yes	--

Note : Mr. Ajay Vazirani ceased to be a member upon resignation as an Independent Director w.e.f. October 31, 2014 and Ms. Vijaya Sampath was inducted as a member w.e.f. November 5, 2014.



## Remuneration Policy

The Company has formulated a Nomination (including Board Diversity), Remuneration and Evaluation policy (NRE policy) as per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and such persons who may be appointed as Senior Management Personnel of the Company and also lays down the criteria for determining the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees.

The NRE Policy of the Company, inter-alia, provides for the following attributes for appointment and components of remuneration for the Directors, Key Managerial Personnel (KMP) and employees of the Company and the evaluation process:

### a. Appointment criteria, remuneration terms and evaluation of the Executive Director/Whole Time Director:

- The Executive Director/ Whole Time Director shall be appointed as per the applicable provisions of Companies Act, 2013 and rules made there under. The person to be appointed/re-appointed is assessed against a range of personal attributes and criteria which includes but not limited to qualifications, skills, industry experience, background, etc.
- The remuneration being paid to the Executive Director/ Whole Time Director shall carry a balance between fixed and incentive pay (commission, bonus, etc.) based on the performance objectives in relation to the operations of the Company. The Compensation (fixed salaries) being paid to Executive Director/ Whole Time Director shall be competitive and shall reflect the individual's role, responsibility and experience in relation to performance of business operations of the Company. This shall include salary, allowances and other statutory/non-statutory benefits. The remuneration being paid to the Executive Director/ Whole Time Director may also include a variable component which shall be determined by the Nomination and Remuneration Committee/Board, based on the performance against pre-determined financial and non-financial metrics. The total managerial remuneration payable by the Company to Executive Director/

Whole Time Director shall be within the limits prescribed under the Companies Act, 2013.

- The Executive Director/ Whole Time Director shall be evaluated on the basis of his present performance (financial/non-financial) and his achievements against various key performance parameters as defined by the Board of Directors of the Company. The performance evaluation of the Executive Director/ Whole Time Director shall be carried out by the Nomination and Remuneration Committee, the Independent Directors in a separate meeting, and by the Board of the Company. The re-appointment of the Executive Director/ Whole Time Director shall be on the basis of the report of his performance evaluation.

### b. Appointment criteria, remuneration terms and evaluation of the Non-Executive Director(s)/ Independent Director(s):

- The NRE policy of the Company aims at promoting diversity on the Board. The Nomination and Remuneration Committee shall ensure that the Board at all times represents an optimum combination of Executive and Non-Executive Directors as well as Independent Directors with at least one woman Director and not less than fifty percent of the Board comprising of Independent Directors. The selection of suitable candidate(s) for the directorship of the Company shall be based on various criteria's viz. educational and professional background, personal achievements, experience, skills, etc. The appointment of Independent Directors shall be made in accordance with the provisions of Companies Act, 2013 and Clause 49II(B) of the Listing Agreement. A formal letter of appointment shall also be issued to the Independent Directors upon their appointment. Independent Directors of the Company shall not be entitled to stock options.
- Commission may be paid to the Non-Executive Directors and the Independent Directors within the monetary limits approved by the shareholders, subject to the overall ceiling of 1% of the net profits of the Company computed as per the applicable provisions of Companies Act, 2013. The sitting fees will be paid to the Non-Executive Directors and the Independent Directors within the limits as prescribed under Companies Act, 2013. The Company shall also

reimburse the expenses for attending Board and other Committee meetings including travelling, boarding and lodging expenses to the Non-Executive Directors and the Independent Directors.

- The performance evaluation of the Non-Executive Directors and the Independent Directors shall be carried out by the Nomination and Remuneration Committee and Board of the Directors excluding the Director being evaluated. The performance evaluation of the Non-Executive Director shall also be carried out by the Independent Directors in a separate meeting. Re-appointment of a Non-Executive Director/Independent Director shall be based on the report of performance evaluation.
- c. Appointment criteria, remuneration terms and evaluation of the Senior Management Personnel and other employees:**
- The Company shall appoint KMP i.e. Managing Director/Whole Time Director, Chief Executive Officer, Chief Financial Officer, Company Secretary of the Company as per the provisions of Section 203 of the Companies Act, 2013. For the appointment of employees, the criteria's such as qualifications, skills, regional and industry experience, background, personal attributes and other qualities required to operate successfully in the respective position and the extent to which the appointee is likely to contribute to the overall effectiveness of the organisation, work constructively with the existing team and enhance the efficiencies of the Company, shall be considered.
  - The remuneration for the Chief Executive Officer, Chief Financial Officer and Company Secretary at the time of the appointment shall be approved by the Board and any subsequent increments shall be approved by the Chairman & Managing Director of the Company as per the HR policy of the Company and shall be placed before the Board. The remuneration of the employees is being determined, after considering key factors like:
    - (i) The level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate employees and should be in line with the industry practice aimed at promoting the short term and long term interests and performance of the Company.

- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - (iii) Remuneration shall involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- The performance of the employees is being evaluated on annual basis as per Company's and individual employees' performance and contribution to the overall goals / objectives of the Company.

### **Details of the Evaluation Process**

In terms of the NRE Policy and the applicable provisions of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the Nomination and Remuneration Committee in its meeting held on March 21, 2015 laid down the criteria for evaluation/assessment of the Directors (including the Independent Directors) of the Company and the Board as a whole. The Committee in the said meeting also carried out the evaluation of the performance of each Director of the Company.

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate meeting of the Independent Directors without the attendance of Non- Independent Directors and the members of the Management was held on March 21, 2015 to, inter-alia, review the performance of the Chairman & Managing Director of the Company, Non-Executive Director and the Board as a whole. The Independent Directors in the said meeting also assessed the quality, quantity and timelines of flow of information between the Company Management and the Board based on various components viz. relevant and adequate information being provided, circulation of agenda and related notes in advance, regular information/updates, etc. Mr. G.P. Kohli acted as the Lead Independent Director.

Pursuant to the report/feedback on the evaluation as carried out by the Nomination and Remuneration Committee and the Independent Directors in a separate meeting, the Board conducted formal annual evaluation of its own performance, its Committees and the individual directors (without the presence of the director being evaluated) in its meeting held on April 29, 2015. Basis the said evaluation, the Nomination and Remuneration Committee made recommendations for the appointment of the Directors and re-appointment of the Chairman & Managing Director.

## Criteria for evaluation of Board and its Committees

The evaluation of the Board and its committees were based on the criteria, inter-alia, covering various assessment parameters like structure and composition, frequency & duration of meetings, its processes and procedures, effectiveness of the Board/ committees, its financial reporting process including internal controls, review of compliances under various regulations, adequate discharge of responsibilities entrusted under various regulations and/ or terms of reference of the Committees etc.

## Criteria for evaluation of Individual Directors

The criteria for evaluation of performance of the individual Directors included various parameters viz. attendance & participation during the meetings, their active contribution & independent judgment, cohesiveness, discussions/ deliberations on important matters, understanding of the Company, etc. The Chairman & Managing Director, in addition to the above, was also evaluated on his achievements against various key performance parameters (financial / non-financial).

## Details of remuneration including commission and other payments to the Directors

### Executive Director

The key terms and conditions of Mr. Kapil Wadhawan upon appointment by the Shareholders as the Chairman & Managing Director of the Company for a term of five years, as set out in the agreement dated October 4, 2010 entered with the Company are listed below:

**Salary :** Salary payable to Mr. Kapil Wadhawan, Chairman & Managing Director is ₹ 500,000 per month.

**Commission :** Commission per annum shall be equivalent to such sum as fixed by the Board or the Nomination and Remuneration Committee, subject to an overall ceiling of 1.50% of the net profits of the Company. The net profits shall be computed in a manner as set out under the provisions of the Companies Act.

**Perquisites :** Perquisites shall be equivalent to his salary for the period of his appointment. Perquisites include rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses, furnishings, payment of premium on personal accident and health insurance, club fees and such other perquisites as may be approved by the Board or Nomination and Remuneration Committee, from time to time, subject to an overall ceiling of his total salary during the period of his appointment.

**Other Benefits and Allowances :** Other benefits and allowances includes use of car with driver, telephones for the Company's business, house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund and all other benefits as applicable to directors and/or senior employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave and housing and other loan facilities as per the scheme of the Company and approved by the Board and Nomination and Remuneration Committee from time to time. Provided however, that the remuneration payable to Mr. Kapil Wadhawan shall not exceed the limits specified in the agreement dated October 4, 2010 entered with the Company and the limits prescribed under the Companies Act including any amendment, modification, variation or re-enactment thereof. Also, in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of Mr. Kapil Wadhawan, the remuneration payable to him by way of salary, allowances, commission, perquisites and other benefits shall not without the approval of the Central Government (if required) exceed the limits prescribed under the Companies Act, including any amendment, modification, variation or re-enactment thereof.

The compensation paid to Mr. Kapil Wadhawan - Chairman & Managing Director for the year ended March 31, 2015 is as follows:-

(in ₹)

Name	Salary/Allowance	Contribution to funds	Value of perquisites
Mr. Kapil Wadhawan (Chairman & Managing Director)	1,56,00,000	7,20,000	8,00,000

### Non-Executive and Independent Directors

The Non-Executive and Independent Directors of the Company do not have any pecuniary relationship except as mentioned herein below. The Non-Executive and Independent Directors are paid sitting fees and other expenses (travelling, boarding and lodging) incurred for attending the Board/Committee meetings. In view of the provisions of Companies Act, 2013 which provides for higher ceiling of sitting fees payable to the Board of Directors, the Company revised the sitting fees payable to Non-Executive and Independent Directors on July 24, 2014, and increased it to ₹ 45,000/- for Board Meeting, ₹ 35,000/- for Audit Committee Meeting and ₹ 18,000/- for Nomination & Remuneration Committee Meeting, Finance Committee Meeting, Risk Management Committee, Corporate Social Responsibility Committee Meeting respectively and ₹ 10,000/- for Stakeholders' Relationship Committee Meeting.

As per the approval of the Board of Directors and as per shareholder's approval at the 26<sup>th</sup> Annual General Meeting of the Company held on July 27, 2010, Non-Executive Directors of the Board of the Company are also entitled to a commission of 1.00% of the net profits of the Company or ₹ 30,00,000 in aggregate, whichever is lower.

The compensation paid / payable by the Company to the Non-Executive and Independent Directors as at March 31, 2015 is as given below:

(In ₹)

Name	Sittings Fees	Commission*
Mr. G. P. Kohli	9,33,445	4,92,578
Mr. V. K. Chopra	5,53,556	4,92,578
Mr. Dheeraj Wadhawan	6,51,111	4,92,577
Mr. Mannil Venugopalan	5,05,445	4,92,578
Ms. Vijaya Sampath <sup>(a)</sup>	1,26,000	2,94,197
Mr. Ajay Vazirani <sup>(b)</sup>	3,49,333	2,88,799
Mr. Kaikhushru V. Taraporevala <sup>(c)</sup>	Nil	3,17,139
Mr. R.P. Khosla <sup>(d)</sup>	Nil	1,29,554

\* Subject to Shareholders approval at the ensuing Annual General Meeting

a. Appointed as an Additional Director (Independent Director) w.e.f. August 26, 2014

b. Resigned as an Independent Director w.e.f. October 31, 2014

c. Ceased to be a nominee Director w.e.f. November 22, 2014, on account of Nomination being withdrawn by Caledonia Investments Plc.,

d. Cessation due to sad demise on July 5, 2014

### c. Stakeholders' Relationship Committee

During the year under review, the terms of reference of the Stakeholders' Relationship Committee were revised by the Board of Directors at its meeting held on April 30, 2014 and includes the following:

- To redress the complaints of the members and investors, related to transfer and transmission of securities, non-receipt of annual reports, dividends and other securities related matter.
- To review the requests/complaints received by the Registrar and Share Transfer Agent from the Members relating to transfer, transmission, consolidation, replacement of share certificates, issue of duplicate certificates and dematerialisation of securities certificates.
- To review the certificates and reports submitted by the Company to the Stock Exchanges under the Listing Agreement/ SEBI Regulations.
- To observe the quarterly status of the number of shares in physical as well as dematerialised form.
- To review the periodicity and effectiveness of the share transfer process, statutory certifications, depository related issues and activities of the Registrar and Share Transfer Agent.
- To monitor and resolve/redress the grievances of Security Holders i.e. Members, Fixed Depositors or Debenture Holders or Commercial Paper Investors or any other Investors of the security/ies issued by the Company.
- To recommend measures for overall improvement in the quality of investors services.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, stock Exchange or any other regulatory authorities from time to time.

### Composition

The Committee was renamed from "Shareholders'/Investors Grievance Committee" to "Stakeholders' Relationship Committee" by the Board of Directors at its meeting held on April 30, 2014 which was originally constituted on January 24, 2002 and last reconstituted on November 5, 2014.

The Committee comprises of Mr. G.P. Kohli - Independent Director as the Chairman of the Committee and Mr. Kapil Wadhawan - Chairman & Managing Director,

as the Member of the Committee. The composition of the Stakeholders' Relationship Committee is as per the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.

Ms. Niti Arya - Company Secretary acts as the Secretary to the Committee and is the Compliance Officer of the Company.

## Meetings

During the financial year 2014-15, the Committee has met four [4] times. The details of the meetings held and attendance thereat of the Members of the Stakeholders' Relationship Committee are as detailed herein below:

Date of the meeting	Attendance		
	Mr. G.P. Kohli (Independent Director) Chairman	Mr. Kapil Wadhawan (Chairman & Managing Director) Member	Mr. Ajay Vazirani (Independent Director)
April 22, 2014	-	Yes	Yes
July 23, 2014	-	Yes	Yes
October 21, 2014	-	Yes	Yes
January 16, 2015	Yes	Yes	-

Note – Consequent to the resignation of Mr. Ajay Vazirani, Independent Director, on October 31, 2014 who was the Chairman of this Committee; Mr. G.P Kohli was inducted as the Chairman of the Committee w.e.f November 5, 2014

## Details of Complaints/grievances received

During the financial year 2014-15, the Company has received seventy three (73) complaints from its shareholders relating to non receipt of share transfer certificates, non receipt of dividend, non receipt of annual report etc. All the complaints were redressed to the satisfaction of the shareholders. As at end of financial year ending March 31, 2015, there were no pending/unresolved complaints. Various communications were also received from the fixed deposit holders of the Company out of which twelve (12) were in the nature of complaints out of which only one (1) complaint stands unresolved as at the end of the financial year ending March 31, 2015. During the financial year, Company did not receive any complaint from its debenture holders.

## d. Finance Committee

The terms of reference of the Finance Committee were revised during the financial year 2014-15 by the Board of Directors at its meeting held on April 30, 2014, which includes the following:

- ▶ To borrow moneys for the purpose of the Company's Business in accordance with the Companies Act, and any modification and enactment thereof, if any and but not exceeding the overall limit up to which the Board of Directors of the Company are authorised/ to be authorised under the Companies Act, and any modification and enactment thereof;
- ▶ To consider and approve/accept the letters of sanction by the term lending institutions/banks/NHB and other bodies corporate, opening and/or closing of the current accounts/cash credit/overdraft/fixed deposits or other account(s) with any bank and authorise the Directors/officers of the Company for the purpose;
- ▶ To authorise operation of such accounts of the Company with its bankers and to vary the existing authorisation to operate the same and granting of general /specific power of attorney to the officers at the branches for routine matters and any such matters pertaining to the routine functions;
- ▶ To approve the change/s of rates of interest of all loan products and on public deposits or on debentures, debts or any other instruments/ financial products issued by the Company;
- ▶ To consider and approve the allotment of any issue of securities by the Company, be it by way of preference shares of all types, public issue of equity shares including Rights Offer, preferential issue of equity shares including firm allotment, employees stock option plan/schemes, bonds, debentures and any other financial instrument of like nature;
- ▶ To grant approval of project loans upto ₹ 400 crore to any person, firm or body corporate at any time or from time to time subject to the limits prescribed under the Housing Finance Companies (NHB) Directions, 2010, as may be applicable;

- To open and close the current account(s) with any banks at any place outside the territory of India and to finalise/vary the authorisation (s) to operate the same;
- To open and close the securities/demat/custodian accounts(s) with any depository /participant at any place in India and abroad and to finalise/vary the authorisation (s) to operate the same.

### Composition

The Finance Committee was constituted on November 30, 1996 and was last re-constituted on November 5, 2014. Presently, the Committee comprises of three Directors, namely, Mr. Kapil Wadhawan –Chairman & Managing Director, as the Chairman of the Committee and Mr. G.P. Kohli –Independent Director and Mr. Dheeraj Wadhawan – Non Executive Director, as the Members of the Committee.

### Meetings

During the financial year 2014-15, the Committee met Twenty Seven [27] times. The details of the meetings held and the attendance thereof of the members of the Finance Committee are given herein below:

Date of the Meeting	Attendance			
	Mr. Kapil Wadhawan (Chairman & Managing Director) Chairman	Mr. Dheeraj Wadhawan (Non-Executive Director) Member	Mr. G. P. Kohli (Independent Director) Member	Mr. Ajay Vazirani (Independent Director) Member
May 12, 2014	Yes	Yes	Yes	Yes
May 21, 2014	Yes	Yes	Yes	Yes
May 28, 2014	Yes	Yes	Yes	Yes
June 4, 2014	Yes	Yes	Yes	Yes
June 10, 2014	Yes	Yes	Yes	Yes
June 23, 2014	Yes	Yes	Yes	Yes
June 27, 2014	Yes	Yes	No	Yes
July 25, 2014	Yes	Yes	Yes	No
August 14, 2014	Yes	Yes	Yes	Yes
August 26, 2014	Yes	Yes	No	Yes
September 17, 2014	Yes	Yes	Yes	Yes
September 25, 2014	Yes	Yes	Yes	Yes
October 14, 2014	Yes	Yes	Yes	Yes
October 29, 2014	Yes	Yes	Yes	Yes
November 19, 2014	Yes	Yes	Yes	-
December 3, 2014	Yes	Yes	Yes	-
December 17, 2014	Yes	Yes	Yes	-
December 27, 2014	No	Yes	Yes	-
January 20, 2015	No	Yes	Yes	-
February 2, 2015	No	Yes	Yes	-
February 18, 2015	Yes	Yes	Yes	-
February 24, 2015	Yes	Yes	Yes	-
February 27, 2015	Yes	Yes	Yes	-
March 4, 2015	Yes	Yes	Yes	-
March 10, 2015	Yes	Yes	Yes	-
March 19, 2015	Yes	Yes	Yes	-
March 27, 2015	Yes	Yes	Yes	-

Note: Consequent to the resignation of Mr. Ajay Vazirani w.e.f. October 31, 2014, he ceased to be a member of the Committee.

The Company Secretary acts as the Secretary to the Committee.



## e. Corporate Social Responsibility (CSR) Committee

The terms of reference of the CSR Committee were revised in terms of the provisions of Companies Act, 2013 by the Board in its Meeting held on April 30, 2014. The terms of reference of the said Committee includes the following:

- To establish and review corporate social responsibility policies;
- To identify, segment and recommend the CSR projects/ programs/activities to the Board of Directors;
- To recommend the amount of expenditure to be incurred on the activities as identified for CSR by the Company;
- To oversight the implementation of corporate social responsibility projects/programs/activities;
- To review the annual budgets/expenditure with respect to corporate social responsibility programs/projects/ activities;
- To work with management to establish and develop the Company's strategic framework and objectives with respect to corporate social responsibility matters;
- To receive reports on the Company's Corporate Social Responsibility programs/projects/activities;
- To establish and review the implementation mechanism for the CSR programs/projects/activities undertaken by the Company;

- To establish and review the monitoring mechanism of CSR projects/programs/activities;
- To review the CSR initiatives and programs/projects/ activities undertaken by the Company;
- To review the Company's disclosure relating to corporate social responsibility matters in accordance with the requirements of the regulatory provisions;
- To obtain legal or other independent professional advice/assistance;
- To form and delegate authority to any sub-committee or employee(s) of the Company or one or more members of the committee;
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

### Composition

The Board of Directors on October 22, 2012, constituted Corporate Social Responsibility Committee. The Committee comprises of Mr. G.P. Kohli - Independent Director, as the Chairman of the Committee, Mr. V. K. Chopra - Independent Director and Mr. Kapil Wadhawan – Chairman & Managing Director, as the Members of the Committee. The composition of the CSR Committee is as per the provisions of Companies Act, 2013.

### Meetings

During the financial year 2014-15, the Committee met twice. The details of meetings held and the attendance thereof of the members of the Committee are given herein below:

Date of the Meeting	Attendance		
	Mr. G. P. Kohli (Independent Director) Chairman	Mr. V. K. Chopra (Independent Director) Member	Mr. Kapil Wadhawan (Chairman & Managing Director) Member
April 30, 2014	No	Yes	Yes
September 2, 2014	Yes	Yes	Yes

The Company Secretary acts as the Secretary to the Committee.

## f. Risk Management Committee

In terms of Clause 49 of the Listing Agreement, the Company constituted a Risk Management Committee on July 24, 2014.

The terms of reference of the Risk Management Committee includes the following:

- To review and monitor the Risk Management Policies and Procedures;
- To ensure that the Credit Exposure of the Company to any single/group borrowers does not exceed, the internally set limits and the prescribed exposure ceilings by the Regulator;
- To review the Risk Monitoring System;
- To review and verify adherence to various risk parameters set-up for various Operations/Functions;
- To undertake such other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

The Board and the Audit Committee on regular intervals are updated on the risk management systems, processes and minimisation procedures of the Company.

### Composition

The Committee comprises of Mr. Kapil Wadhawan - Chairman & Managing Director as the Chairman of the Committee and Mr. V. K. Chopra and Mr. M. Venugopalan-Independent Directors, as the Members of the Committee. The Composition of the Committee is as per Clause 49 of the Listing Agreement. The Chief Risk Officer is a permanent invitee to the Committee. The Chief Executive Officer of the Company also attends the meeting of the Risk Management Committee as an invitee.

### Meetings

During the financial year 2014-15, the Committee has met twice. The details of meetings held and the attendance thereof of the members of the Committee are given herein below:

Date of the Meeting	Attendance		
	Mr. Kapil Wadhawan (Chairman & Managing Director) Chairman	Mr. V. K. Chopra (Independent Director) Member	Mr. M. Venugopalan (Independent Director) Member
September 19, 2014	Yes	Yes	Yes
March 17, 2015	Yes	Yes	Yes

The Company Secretary acts as the Secretary to the Committee.

## GENERAL BODY MEETINGS

i. Location , date and time of the annual general meetings held during the last three years are given below:

Financial Year	Location	Meeting, Date and Time	Special Resolutions passed at the AGM
2013-14	Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	July 24, 2014 at 12.00 Noon	Approval for entering into Related Party Transactions by the Company.
2012-13	Indian Merchant Chambers, WHH- Walchand Hirachand Hall, 4 <sup>th</sup> Floor, IMC Building, Churchgate, Mumbai- 400 020	July 23, 2013 at 12.00 Noon	Nil
2011-12	Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	July 27, 2012 at 12.00 Noon	Nil

- ii. **No Extra-Ordinary General Meeting of the shareholders was held during the year.**
- iii. **Details of Special resolutions passed during the year by means of Postal Ballot alongwith the Procedure and details of voting pattern.**

During the financial year 2014-15, the Company has conducted four (4) Postal Ballots in accordance with Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Company also provided its members with an e-voting facility through National Securities Depository Limited (NSDL), in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management

and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, in order to enable them to exercise their voting rights by way of electronic means on the resolution(s) proposed through Postal Ballot(s).

Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai, was appointed as a scrutiniser for scrutinising the voting (both physical and e-voting) in a fair and transparent manner for all the four (4) postal ballots conducted by the Company during the financial year.

The Company has successfully completed the process of obtaining approval from its Members on the following special resolutions passed through Postal Ballots (including e-voting) during the financial year 2014-15.

- I. **The Board of Directors approved the Postal Ballot Notice dated April 30, 2014 containing the following three special resolutions for the approval of the Members, which were passed with the requisite majority and the results thereof were announced on June 12, 2014.**

Special Resolutions	Total No. of Valid votes	Total No. of Invalid votes	Votes (Percentage)	
			In Favour	Against
Borrowing powers of the Board of Directors	89468358	202391	85446441 (95.50%)	4021917 (4.50%)
Creation of Charges and/or mortgages on the assets of the Company.	89448589	221120	85428071 (95.51%)	4020518 (4.49%)
Issue of Securities on Private Placement Basis	89449981	221039	84005742 (93.91%)	5444239 (6.09%)

- II. **The Board of Directors approved the Postal Ballot Notice dated July 24, 2014 containing the below mentioned special resolution for the approval of the Members, which was passed by requisite majority and the results thereof were announced on September 10, 2014.**

Special Resolution	Total No. of Valid votes	Total No. of Invalid votes	Votes (Percentage)	
			In Favour	Against
Issue of Non-Convertible Debentures on Private Placement Basis	85,607,103	150	83,188,225 (97.17%)	2,418,878 (2.83%)

- III. The Board of Directors approved the Postal Ballot Notice dated December 1, 2014 containing the following three special resolutions for the approval of the Members, which was passed with requisite majority and the results thereof were announced on January 14, 2015.

Special Resolutions	Total No. of Valid votes	Total No. of Invalid votes	Votes (Percentage)	
			In Favour	Against
Alteration in the Main Object Clause of the Memorandum of Association of the Company	8,07,88,567	11,87,446	8,07,87,008 (99.99%)	1559 (0.002%)
Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.	8,07,88,510	11,87,446	7,89,90,564 (97.77%)	17,97,946 (2.23%)
Issue of Commercial Papers	8,07,88,909	11,87,446	7,81,83,962 (96.78%)	26,04,947 (3.22%)

- IV. The Board of Directors approved the Postal Ballot Notice dated January 16, 2015 containing the following three special resolutions for the approval of the Members, which was passed with requisite majority and the results thereof were announced on February 23, 2015.

Special Resolutions	Total No. of Valid votes	Total No. of Invalid votes	Votes (Percentage)	
			In Favour	Against
Issue of Securities for an aggregate amount not exceeding ₹ 1,000 crore or equivalent thereof.	7,82,96,888	13,21,449	7,64,32,000 (97.62%)	18,64,888 (2.38%)
Approval of Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015 and grant of Stock Appreciation Rights (ESARs) to the employees of the Company.	78,292,903	13,21,549	7,15,13,729 (91.34%)	67,79,174 (8.66%)
Approval of Trust route for the implementation of Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015.	7,82,92,204	13,21,549	7,19,22,440 (91.86%)	63,69,764 (8.14%)

No special resolution(s) through Postal Ballot is proposed to be conducted on or before the ensuing Annual General Meeting.

## DISCLOSURES

- i. **Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.**

There were no materially significant related party transactions i.e. transactions of material nature, with its promoters, directors or senior management or their relatives etc. that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were mainly in the ordinary course of business and on an arm's length basis. Suitable disclosure as per the requirements of Accounting Standard 18 has been disclosed at Note No. 42

of the Notes forming part of the financial statements annexed herewith.

The Company has in place a Board approved Related Party Transaction Policy which defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions.

Prior approval of the Audit Committee is obtained by the Company before entering into any related party transaction as per the applicable provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement. As per the provisions of Section 188 of the Companies Act 2013, approval of the Board of Directors is also obtained for entering into Related Party Transactions by the Company. A quarterly update is given to the Audit Committee and the Board of Directors on the related party transactions undertaken by the Company for their review and consideration.

During the financial year 2014-15, the Company has not entered into any material related party transaction as defined under Clause 49 of the Listing Agreement and Related Party Transaction Policy of the Company.

The Related Party Transaction Policy has been uploaded on the Company's website and is available at URL: <http://www.dhfl.com/investors/policies-codes/related-party-transaction-policy>

**ii. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The Company has complied with all the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets. No penalties or strictures have been imposed on the Company by the Stock Exchange(s), SEBI or other statutory authorities relating to the above during the last three years.

**iii. Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy and established a vigil mechanism in line with the provisions of Section 177 of Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges, which aims to provide a mechanism to the employees and directors of the Company to report instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. It also provides

for adequate safeguards against victimisation of Directors and employees who avail the mechanism and provides for direct access to the Chairman of the Audit Committee, in exceptional cases.

There were few instances reported during the year which were investigated and regular updates in this regard were made to the Audit Committee. No personnel have been denied access to the Chairman of the Audit Committee.

**iv. Details of compliance and adoption of non mandatory requirements**

During the financial year 2014-15, the Company has complied with all mandatory requirements of Clause 49 of the Listing agreement with the Stock Exchanges and compliance with the non-mandatory requirements of this Clause has been detailed hereunder:

**1. The Board**

The Chairman of the Board is the only Executive Director on the Board of the Company which comprises of six directors. The Board of the Company has an appropriate mix of both Executive/ Non-Executive and Independent Directors that have collective experience in diverse fields like finance, banking, insurance, economics, corporate laws and administration.

**2. Shareholder's Rights**

The quarterly, half yearly and annual financial results of the Company are published in leading newspapers and are communicated to the Stock Exchanges, as per the provisions of the Listing Agreement and uploaded on the Company's website.

**3. Audit Qualification**

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

**4. Separate posts of Chairman and CEO**

The Company has an Executive Director acting as the Chairman & Managing Director and has appointed a separate person as Chief Executive Officer of the Company.

### 5. Reporting of Internal Auditor

The Company has an internal audit department, which is headed by a Senior Management Personnel, a qualified Chartered Accountant, who is responsible for conducting independent internal audit of branches/ clusters/ circles and other offices and head office functions and reports directly to the Audit Committee of the Board.

## v. Other Disclosures

### 1. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital with the Stock Exchanges. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with Depositories). The audit report is being submitted on quarterly basis to the Stock Exchanges.

### 2. Familiarisation Programme

In accordance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges and the provisions of Companies Act 2013, the Company familiarises the Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, its business operations and model etc. through various programmes. The familiarisation programme of the Company is uploaded on the Company's website and is available at URL: <http://www.dhfl.com/investors/miscellaneous/familiarization-programme-for-the-independent-directors/>

### 3. Code of Conduct for Prohibition of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations 1992, the Company had adopted a Code of Conduct for Prevention of Insider Trading Practices for its Directors and designated employees. The said Code laid down guidelines, which included procedures to be followed, and disclosures to be made while dealing in the shares of the Company.

However, during the financial year 2014-15, the capital market regulator Securities and Exchange Board of India (SEBI) notified SEBI (Prohibition of Insider Trading) Regulations, 2015 on January 15, 2015. Pursuant to the provisions of the said regulations, the Board of Directors approved and adopted "DHFL Code of Conduct for Prohibition of Insider Trading" which, inter alia, lays down the process of dealing in securities of the Company, along with the reporting and disclosure requirements by the employees and the connected persons and the same shall replace the existing code and become effective from May 15, 2015. It provides for pre-clearance of trades above certain thresholds and trading restrictions on the employees and connected persons when in possession of Unpublished Price Sensitive Information and/or at the time of Trading Window closure.

In terms of the said regulations, the Company has also formulated "DHFL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", with an objective to have a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. This Code has been uploaded on the Company's website and is available at URL: <http://www.dhfl.com/wp-content/uploads/2015/05/DHFL-Code-of-Practices-Procedures-for-Fair-Disclosure-of-UPSI.pdf>

### 4. Code of conduct for the Board of Directors & Senior Management Personnel

During the financial year 2014-15, the Company has revised its Code of Conduct for the Board of Directors & Senior Management Personnel of the Company, as per the provisions of Clause 49 of the Listing Agreement. The Code requires the Directors and employees to act honestly, ethically and with integrity and in a professional and respectful manner. The said code has been posted on the Company's website and is available at URL: <http://www.dhfl.com/investors/policies-codes/code-of-conduct-for-board-and-senior-management-personnel/>

The Board of Directors and members of the Senior Management Personnel have provided their affirmation to the compliance with this code. The declaration regarding compliance by the Board of Directors and the Senior Management Personnel



with the said Code of Conduct, duly signed by the Chairman & Managing Director forms part of this Annual Report.

#### 5. CEO/CFO Certification

The Chairman & Managing Director and Chief Financial Officer (CFO) have furnished certificate to the Board as contemplated in Clause 49 of the Listing Agreement and same is reviewed by the Audit Committee and was placed before the Board of Directors of the Company.

#### 6. Secretarial Audit for Financial Year 2014-15

Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai, was appointed as a Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year ended March 31, 2015, as per the provisions of Companies Act, 2013. The Secretarial Audit Report addressed to the Board of Directors of the Company forms part of this Annual Report.

#### 7. Auditors Certificate on Corporate Governance

M/s. T. R. Chadha & Co. & M/s. Rajendra Neeti & Associates, Chartered Accountants, Mumbai, Joint- Statutory Auditors of the Company have certified that the Company has complied with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement which forms part of this Annual Report.

## MEANS OF COMMUNICATION

The primary source of information to the shareholders, customers, analysts and other stakeholders of the Company and to public at large is through the website of the Company i.e. [www.dhfl.com](http://www.dhfl.com). The Annual Report, annually/ half yearly/quarterly results, shareholding pattern and material events, are regularly submitted to Stock Exchanges in accordance with the Listing Agreement and uploaded on the Company's website.

The financial results are published in leading publications such as Financial Express, Navshakti, Business Line, Free Press Journal, Economic Times, Business Standard and other leading newspapers.

## GENERAL SHAREHOLDER INFORMATION

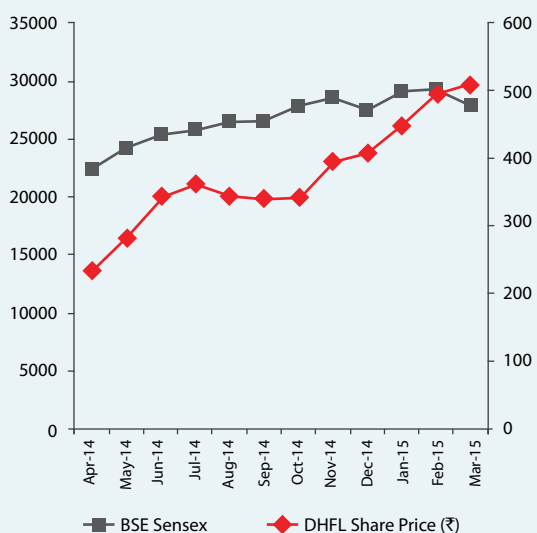
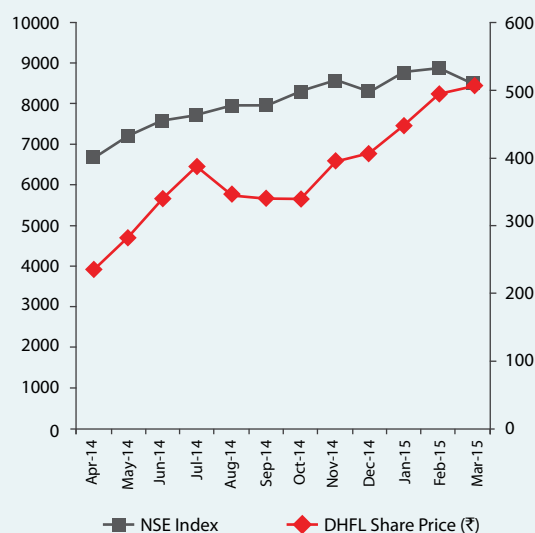
<b>i 31<sup>st</sup> Annual General Meeting:</b> <b>Day, Date and Time</b> <b>Venue</b>	Thursday, July 23, 2015 at 12.00 noon Exchange Plaza, National Stock Exchange Auditorium, Ground Floor, NSE Building, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051.
<b>ii Financial Year</b>	The financial year is April to March.
<b>iii Date of Book Closure</b>	Friday, July 17, 2015 to Thursday, July 23, 2015 (both days inclusive)
<b>iv Dividend Payment date</b>	The final dividend, if declared, by the shareholders at the ensuing Annual General Meeting shall be paid within 30 days from the date of declaration.
<b>v Listing on Stock Exchanges</b>	1. BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001. Stock Code - 511072 2. National Stock Exchange of India Ltd.(NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051. Stock Code - DHFL [Annual listing fees for the financial year 2015-16 has been paid to the above Stock Exchanges]
<b>vi ISIN Number for Equity Shares in NSDL &amp; CDSL</b>	INE 202B01012 [Annual Custody fees for the financial year 2015-16 has been paid]
<b>vii Corporate Identification Number (CIN)</b>	L65910MH1984PLC032639

**viii. Market Price Data**

The monthly high and low closing prices for the financial year 2014-2015 along with the volume of shares traded at BSE and NSE are as follows :-

For the year 2014-2015								
Month	BSE-Price		Average Price (₹)	Qty. Traded	NSE-Price		Average Price (₹)	Qty. Traded
	High (₹)	Low (₹)			High (₹)	Low (₹)		
Apr-14	256.40	214.60	235.50	2282454	254.40	214.10	234.25	8990708
May-14	343.85	220.60	282.23	6893065	343.65	220.10	281.88	12335828
Jun-14	379.90	304.00	341.95	2561586	379.50	303.00	341.25	13269948
Jul-14	425.95	301.70	363.83	3245225	426.00	350.00	388.00	15339319
Aug-14	368.00	323.20	345.60	1032876	367.85	323.00	345.43	7333269
Sep-14	376.00	307.55	341.78	1679780	376.40	306.80	341.60	7830552
Oct-14	377.00	307.00	342.00	1352039	375.80	306.00	340.90	6851503
Nov-14	428.30	365.00	396.65	2063095	427.90	364.50	396.20	16481246
Dec-14	435.05	381.00	408.03	5919349	435.60	380.30	407.95	13733767
Jan-15	501.95	393.50	447.73	6487211	502.00	393.40	447.70	37093234
Feb-15	528.30	461.75	495.03	2602781	527.75	462.25	495.00	16795908
Mar-15	569.70	446.65	508.18	1919274	569.20	446.00	507.60	12517584

(Sources: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com))

**Performance - Comparison with BSE Sensex**

**Performance - Comparison with NSE Index**


**ix Distribution of Shareholding as on March 31, 2015**

Shareholding of Nominal Value Rupees	Share Holders		Share Amount	
	Number	% to Total No.	In ₹	% to Total Amount
1	2	3	4	5
Upto 5,000	39635	91.89	3404459	2.34
5,001 to 10,000	1635	3.79	1278399	0.88
10,001 to 20,000	819	1.90	1221526	0.84
20,001 to 30,000	291	0.67	748191	0.51
30,001 to 40,000	130	0.30	469048	0.32
40,001 to 50,000	109	0.25	515731	0.35
50,001 to 1,00,000	149	0.35	1116964	0.77
1,00,001 and above	367	0.85	136922424	93.99
<b>Total</b>	<b>43135</b>	<b>100.00</b>	<b>145676742</b>	<b>100.00</b>

**x Shareholding Pattern of the Company as on March 31, 2015**

Category	No of Shares	% of Shareholding
Promoters and Persons acting in concert with promoters	50909822	34.95
Bodies Corporate	21619921	14.84
Government Companies	1000	0.00
Mutual Funds	3255891	2.24
FIs	37732190	25.90
Foreign Portfolio Investor (Corporate)	13038380	8.95
NRI	516227	0.35
Financial Institutions / Banks	241082	0.17
Individual	17922341	12.30
Directors (other than Promoters)	3900	0.00
Trusts	1072	0.00
Others- Clearing Members	434916	0.30
<b>Total</b>	<b>145676742</b>	<b>100.00</b>

(i) None of the shares of the promoters/person acting in concert with promoters are pledged or encumbered with any of the banks or financial institutions.

(ii) During the financial year 2014-15, Caledonia Investments Plc.,(Caledonia) disinvested its entire shareholding in the Company and the Shareholders Agreement dated November 27, 2006 entered between the Company and Caledonia, stood terminated.

**xi Address for Correspondence**  
**Registrar and Transfer Agents**

For Equity Shares	For Debentures
Link Intime India Private Ltd. C - 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400078. Phone: 022-2594 6970 – 78, Fax: 022-25946969, e-mail- <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Contact Person: Mr. Mahesh Masurkar	M/s. System Support Services 209, Shivai Industrial Estate, 89, Andheri-Kurla Road, (Next to Logitech Park, Above McDonalds), Sakinaka, Andheri (E), Mumbai - 400072. Tel : 91-22-28500835 (5 lines) Fax : 91-22-28501438 e-mail : <a href="mailto:syss72@yahoo.com">syss72@yahoo.com</a>

**DHFL Secretarial Department****Ms. Niti Arya**

Company Secretary & Compliance Officer,  
TCG Financial Centre,  
10<sup>th</sup> Floor, BKC Road,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400098.  
Tel: 91-22- 6600 6999  
email: secretarial@dhfl.com

**Mr. P. K. Kumar**

Sr. Chief Manager - Secretarial,  
TCG Financial Centre,  
10<sup>th</sup> Floor, BKC Road,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400098.  
Tel: 91-22- 6600 6999  
email: pkkumar@dhfl.com

**Mr. Vijay Tambe**

Manager - Secretarial,  
TCG Financial Centre,  
10<sup>th</sup> Floor, BKC Road,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400098.  
Tel: 91-22- 6600 6999  
email: vijay.tambe@dhfl.com

**Debenture Trustees****GDA Trusteeship Limited**

(formerly GDA Trustee & Consultancy Limited)  
GDA House, Plot No. 85, Bhusari Colony, (Right)  
Paud Road, Pune – 411 038.  
Telephone No. 91-020-25280081  
Fax No. + 91-020-25280275  
e-mail – dt@gdatrustee.com  
website : www.gdatrustee.com

**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate  
Mumbai – 400 001.  
Telephone No – 022 4080 7000  
Fax No. – 022 6631 1776 / 4080 7080  
e-mail – itsl@idbitrustee.com,  
response@idbitrustee.com  
website : www.idbitrustee.com

**Investors Information on Company's website**

The Company maintains a separate section on the Company's website viz. [www.dhfl.com](http://www.dhfl.com) for investors' information with regard to financial results, annual reports, share price information, dividend announcements, policies and code of the Company, information regarding Board of Directors and the Management and other key information. The investors have the facility to post any query to a dedicated email id for investors viz. [investor.relations@dhfl.com](mailto:investor.relations@dhfl.com).

The Company has a designated exclusive email address viz. [secretarial@dhfl.com](mailto:secretarial@dhfl.com), which enables the shareholders to post their grievances in relation to Non Receipt of Annual Report, Dividend and share certificates sent for transfer, etc. Further any requests/intimation regarding change in address, issue of duplicate share certificates, change in nomination, etc may also be sent to the same email address for its quick redressal.

**xii. Share Transfer System**

All the applications regarding physical transfer, transmission, splitting of share certificates, dematerialisation and rematerialisation are processed periodically by the Registrar and Share Transfer Agents, and the same are approved by Stakeholders Relationship Committee periodically depending on the volume of transfers. In case of shares held in electronic form, the transfers are processed by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through their respective Depository Participants. Share Certificates are dispatched back /credited to the respective Depository Accounts of the allottees within the time prescribed under the Listing Agreement/SEBI Guidelines. The Company obtains from a Company Secretary in practice certificate of compliance with the share transfer formalities as required under Clause 47 (c) of the Listing Agreement and files a copy of the same on half yearly basis with the Stock Exchanges.

**xiii. Dematerialisation of Shares and Liquidity**

The Company's equity shares are in the list of compulsory demat settlement by all investors. As on March 31, 2015, 99.53% of the share capital of the Company representing 14,49,91,427 equity shares were held in dematerialised form and the balance 0.47% representing 6,85,315 equity shares were held in physical form by the shareholders.

**xiv. Management Discussion and Analysis**

A detailed report on the Management Discussion and Analysis forms part of this Annual Report.

**xv. Outstanding ADR and GDR**

The Company does not have any outstanding ADR and GDR as on date.

## OTHER USEFUL INFORMATION FOR SHAREHOLDERS

**i. Listing of Debt Securities**

Pursuant to the directions of Securities & Exchange Board of India (SEBI) all the secured debentures issued by the Company (includes those issued by amalgamated Company First Blue Home Finance Ltd.) on private placement basis have been listed in the Wholesale Debt Market (WDM) Segment of the BSE Ltd. and National Stock Exchange of India Limited. The Company complies with the listing requirements in this regard. GDA Trusteeship Limited and IDBI Trusteeship Services Limited acts as the debenture trustees for the debentures issued by the Company.

**ii. Electronic filing of compliances on BSE and NSE**

In terms of Clause 52 of the Listing Agreement, all periodical compliance filings such as Company's financial results, shareholding pattern, corporate announcement and corporate governance report etc are electronically filed with the respective stock exchanges through BSE Listing Centre developed by BSE Limited and through NSE electronic application processing system (NEAPS) developed for Corporate's listed on National Stock Exchange of India Limited.

**iii. SEBI Complaints Redress System (SCORES)**

The Company is registered with SEBI Complaints Redress System (SCORES). Under SCORES the investor complaints are processed in a centralised web based complaints redressal system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**iv. Subsidiary Companies**

As at March 31, 2015, the Company does not have any Subsidiary Company.

**v. Updation of address, etc. and Nomination Facility**

Members holding shares in electronic form may please note that instructions regarding change of address, bank details, nomination, email address and power of attorney should be given directly to the Depository Participant. Members holding shares in physical form may please note that instructions regarding change of address, bank details, nomination, email address and power of attorney should be given to the Company's RTA viz. Link Intime India Private Limited.

The Nomination Form can also be downloaded from the Company's website i.e. [www.dhfl.com](http://www.dhfl.com) under the section Investors - "Investor Information". Nomination is optional and can be cancelled or varied by a shareholder at any time.

**vi. Electronic Clearing System**

As per SEBI Circular No CIR/MRD/DP/10/2013 dated March 21, 2013, the dividend is being credited to shareholders' bank accounts through NECS wherever complete core banking details are available. In case, where such details are not available, dividend warrants will be issued to the members with the bank details printed thereon as available in the records of the Company. This will ensure safety to the members as the dividend warrants even if lost or stolen, cannot be used by any other person as the amount can be credited only in the bank account as specified on the respective dividend warrant.

**vii. Proceeds from Private Placement Issue**

During the year under review, the Company issued and allotted the securities to the following:

- Equity Shares to Qualified Institutional Buyers (QIBs)
- Equity Shares to employees under Employee Stock Option Scheme
- Commercial Papers
- Non-convertible Debentures

Details of these issues are provided in the Directors' Report.

## CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES IN INDIA

To  
The Members,  
Dewan Housing Finance Corporation Ltd.

We have examined the compliance of conditions of Corporate Governance by Dewan Housing Finance Corporation Limited, for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For T. R. Chadha & Co.**  
*Chartered Accountants*  
(Firm Registration No.06711N)

**For Rajendra Neeti & Associates**  
*Chartered Accountants*  
(Firm Registration No. 006543C)

**Pramod Tilwani**  
*Partner*  
Membership No. 076650

**Rajendra K Gupta**  
*Partner*  
Membership No. 070165

Date : April 29, 2015  
Place : Mumbai

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## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

I hereby confirm that, as per the provisions of Clause 49 of the Listing Agreement executed with the Stock Exchanges, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the "Code of Conduct for the Board of Directors and the Senior Management Personnel", for the financial year 2014-15.

**Kapil Wadhawan**  
Chairman & Managing Director  
(DIN-00028528)

Place : Mumbai  
Date : April 29, 2015



# **DHFL** FINANCIALS

To the Members of Dewan Housing Finance Corporation Limited

## Report on the Financial Statements

We have audited the accompanying financial statements of Dewan Housing Finance Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the Company's branches/offices at 207 locations.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
  - c. The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report;
  - d. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
  - e. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

# INDEPENDENT AUDITOR'S REPORT

- f. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 on Contingent Liabilities to the financial statements;
  - (ii) The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable law or accounting standards;
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **T R CHADHA & Co.**  
Chartered Accountants  
ICAI FRN: 06711N

**(Pramod Tilwani)**  
Partner  
ICAI MN: 076650

Date: April 29, 2015  
Place: Mumbai

For **RAJENDRA NEETI & ASSOCIATES**  
Chartered Accountants  
ICAI FRN: 006543C

**(Rajendra K. Gupta)**  
Partner  
ICAI MN: 070165

# ANNEXURE TO THE AUDITOR'S REPORT

## Annexure to the Auditor's Report

The annexure required under CARO, 2015 referred to in our report to the members of Dewan Housing Finance Corporation Limited ("the Company") for the year ended 31st March, 2015, We report that:

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. As informed to us, no material discrepancies were noticed on such verification.
- ii) The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- iii) During the year the Company has granted loans to a party listed in the register maintained under Section 189 of the Act. The receipt of the principal amount and interest are regular.
- iv) In our opinion and according to the information given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has been noticed or reported.
- v) The Company has accepted deposits from the public. In our opinion and according to the information and explanations given to us, the Company has, during the year, complied with the directives issued by the National Housing Bank under the Housing Finance Companies (NHB) Directions, 2010 with regard to deposits accepted from the public and the Rules frames there under and provisions of section 73 to 76 and other relevant provisions of the Act.
- vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of the business of the Company.
- vii) a) According to the records of the Company, the Company has been generally regular in depositing its undisputed statutory dues such as Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax and any other material statutory dues whichever is applicable to the Company with the appropriate authorities during the year.  
b) According to the information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Service Tax, and any other material statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.

- c) The disputed statutory dues aggregating to ₹ 530 Lakh have not been deposited on account of disputed matters pending before appropriate authorities. However, out of the above, a sum of ₹ 50 Lakh has been deposited under protest. The details of disputed statutory dues are as under:

Statute Name	Nature of Dues	Amount ₹ in Lakh	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	140	A.Y.2007-08	ITAT, Delhi
Income Tax Act, 1961	Income Tax	390	A.Y.2008-09	ITAT, Delhi
Total		530		

- d) Company has transferred required amount within time to investor education and protection fund under section 124(5) of the Act.
- viii) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
- ix) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not defaulted in repayment of dues to any financial institutions or bank.
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi) The Company has generally applied the amount raised by it by way of term loans for the purpose for which those loans were obtained, other than temporary deployment pending application of those funds.
- xii) According to the information and explanation given to us, no material fraud on or by Company has been noticed or reported during the year, except four instances of fraud on Company by way of misrepresentation by borrower of loan by fabricating Financial and Property documents at the time of loan appraisal, in earlier year, involving an amount of ₹ 108.33 lakh. The details of the same have been reported to NHB by the Company.

For **T R CHADHA & Co.**

Chartered Accountants  
ICAI FRN: 06711N

**(Pramod Tilwani)**  
Partner  
ICAI MN: 076650

Date: April 29, 2015  
Place: Mumbai

For **RAJENDRA NEETI & ASSOCIATES**

Chartered Accountants  
ICAI FRN: 006543C

**(Rajendra K. Gupta)**  
Partner  
ICAI MN: 070165

# BALANCE SHEET

AS AT MARCH 31, 2015

(₹ in lakh)

	NOTES	As at March 31, 2015	As at March 31, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	14,568	12,842
Reserves and Surplus	4	449,010	344,654
<b>Total Shareholders' Funds</b>		<b>463,578</b>	<b>357,496</b>
<b>Non Current Liabilities</b>			
Long Term Borrowings	5	3,688,865	3,229,548
Deferred Tax Liabilities on 36(1)(viii) Reserves as per NHB Direction	7	8,888	-
Deferred Tax Liabilities (Net)	7	-	115
Other Long Term Liabilities	6	144	151
Long Term Provisions	8	43,015	33,135
<b>Total Non-Current Liabilities</b>		<b>3,740,912</b>	<b>3,262,949</b>
<b>Current Liabilities</b>			
Short Term Borrowings	9	363,694	159,472
Trade Payables	10	31	26
Other Current Liabilities	11	891,998	598,797
Short Term Provisions	8	3,577	7,513
<b>Total Current Liabilities</b>		<b>1,259,300</b>	<b>765,808</b>
<b>TOTAL</b>		<b>5,463,790</b>	<b>4,386,253</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	12		
Tangible Assets		18,388	18,465
Intangible Assets		457	693
Capital Work in Progress		79,615	79,615
		<b>98,460</b>	<b>98,773</b>
Non-Current Investments	13	61,053	44,610
Deferred Tax Assets (Net)	7	2,309	-
Long Term Housing and Property Loans	14	4,869,468	3,860,131
Other Long Term Loans and Advances	15	9,460	4,984
Other Non-Current Assets	20	20,163	19,451
<b>Total Non-Current Assets</b>		<b>5,060,913</b>	<b>4,027,949</b>
<b>Current Assets</b>			
Current Investments	16	39,569	27,539
Trade Receivables	17	19,192	7,745
Cash and Bank Balances	18	67,644	98,318
Short Term Portion of Housing and Property Loans	14	234,497	184,973
Other Short Term Loans and Advances	19	37,665	37,235
Other Current Assets	20	4,310	2,494
<b>Total Current Assets</b>		<b>402,877</b>	<b>358,304</b>
<b>TOTAL</b>		<b>5,463,790</b>	<b>4,386,253</b>
Notes forming part of the Financial Statements	1-46		

This is the Balance Sheet referred to in our report of even date

For **T R CHADHA & Co**  
Chartered Accountants  
ICAI FRN:06711N

For **RAJENDRA NEETI & ASSOCIATES**  
Chartered Accountants  
ICAI FRN:06543C

**Kapil Wadhawan**  
Chairman & Managing Director  
(DIN - 00028528)

**Pramod Tilwani**  
Partner  
ICAI MN: 076650

**Rajendra K Gupta**  
Partner  
ICAI MN: 070165

**Santosh R. Sharma**  
Chief Financial Officer  
(FCA - 112258)

**Dheeraj Wadhawan**  
(DIN - 00096026)

**G. P. Kohli**  
(DIN - 00230388)

**V. K. Chopra**  
(DIN - 02103940)

**M. Venugopalan**  
(DIN - 00255575)  
Directors

Place : Mumbai  
Date : April 29, 2015

**Niti Arya**  
Company Secretary  
(FCS - 5586)

# STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

	NOTES	Year ended March 31, 2015	Year ended March 31, 2014
<b>INCOME</b>			
Revenue from Operations	21	597,896	496,558
Other Income	22	268	210
<b>TOTAL REVENUE</b>		<b>598,164</b>	496,768
<b>EXPENSES</b>			
Interest & Finance Cost	23	445,959	378,258
Employees Remuneration & Benefits	24	19,633	17,642
Administrative & Other Expenses	25	25,216	19,266
Depreciation & Amortisation	12	2,552	1,091
Provision for Contingencies	8	10,500	7,000
<b>TOTAL EXPENSES</b>		<b>503,860</b>	423,257
<b>PROFIT BEFORE TAX</b>		<b>94,304</b>	73,511
Less: Tax Expense			
- Current Tax		29,244	20,295
- Related to earlier years		629	-
- Deferred Tax Charge/ (Credit)		(2,424)	316
- Deferred Tax Charge/ (Credit) on Special IT Reserve		4,726	-
<b>PROFIT FOR THE YEAR</b>		<b>62,129</b>	52,900
<b>Earnings per Equity share (Face Value ₹ 10/-)</b>	26		
Basic (₹)		47.82	41.23
Diluted (₹)		47.19	41.11
<b>Notes forming part of the Financial Statements</b>	1-46		

This is the Statement of Profit & Loss referred to in our report of even date

For **T R CHADHA & Co**  
Chartered Accountants  
ICAI FRN:06711N

For **RAJENDRA NEETI & ASSOCIATES**  
Chartered Accountants  
ICAI FRN:06543C

**Kapil Wadhawan**  
Chairman & Managing Director  
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**Rajendra K Gupta**  
Partner  
ICAI MN: 070165

**Santosh R. Sharma**  
Chief Financial Officer  
(FCA – 112258)

**Dheeraj Wadhawan**  
(DIN – 00096026)

**G. P. Kohli**  
(DIN - 00230388)

**V. K. Chopra**  
(DIN – 02103940)

**M. Venugopalan**  
(DIN – 00255575)  
Directors

Place : Mumbai  
Date : April 29, 2015

**Niti Arya**  
Company Secretary  
(FCS - 5586)



# CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

(₹ in lakh)

	Year ended March 31, 2015	Year ended March 31, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	94,304	73,511
Adjustments for:		
Depreciation	2,552	1,091
Employees Stock Option Expenses	90	273
(Gain)/Loss on hedged items and hedging derivative	-	(25)
(Profit)/Loss on Fixed Assets sold	92	197
Provision for Contingencies	10,500	7,000
Liabilities Written back	-	(115)
Other Operational Treasury Income	(7,694)	5,540
Operating Profit before Working Capital changes	99,844	75,202
<b>Adjustments for:</b>		
Current & Non Current Assets	(14,712)	(8,795)
Current & Non Current Liabilities	12,695	18,326
Working Capital Changes	(2,017)	9,532
Cash Generated from Operations During the Year	97,827	84,734
Tax Paid	(25,566)	(19,818)
Net Cash from Operations	72,261	64,916
Housing Loan Disbursed (net)	(962,972)	(720,667)
Other Loans Disbursed (net)	(354,979)	(1,317,950)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(1,245,690)</b>	<b>(887,918)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Net Income from Treasury Investments	7,694	6,730
Net Addition to Investments	(28,788)	(30,088)
Class 'B' PTC movement	(7,380)	-
Movement In Bank Fixed Deposits	(653)	8,139
Net Addition to Fixed Assets	(2,625)	(56,269)
<b>Net Cash used in Investing Activities (B)</b>	<b>(31,752)</b>	<b>(71,488)</b>

# CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

	Year ended March 31, 2015	Year ended March 31, 2014
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Equity Shares	1,726	20
Premium on Issue of Equity Shares	79,651	193
Proceeds from Loan Securitised	254,634	283,343
Issue of Perpetual Debts	-	3,550
Proceeds from ICDs	298	-
Cash Credits ( Net)	2,249	-
Loans Received from Banks/Institutions	647,059	811,325
Refinance Loans Received from NHB	-	35,000
Proceeds from issue of NCD's and Sub Debts	439,661	214,290
Proceeds from issue of CP	1,078,400	532,000
Fixed Deposits received	262,676	180,630
Loans repaid to Banks / Institution	(360,814)	(358,306)
Refinance loans repaid/Prepaid to NHB	(53,852)	(55,163)
Fixed Deposits Repaid	(149,391)	(113,456)
Cash Credit Repayment ( Net)	-	(6,480)
Other Short term Liabilities repaid	-	(3,160)
Non-Convertible Debentures Redeemed	(48,813)	(67,641)
CP Redeemed	(873,900)	(437,500)
Dividend & Dividend Distribution Tax	(13,690)	(8,705)
Share Premium Utilised	(19,127)	(3,470)
<b>Net Cash from Financing Activities (C)</b>	<b>1,246,767</b>	<b>1,006,469</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(30,674)</b>	<b>47,062</b>
Cash & cash equivalents at the beginning of the year	98,318	51,256
<b>Cash &amp; Cash Equivalents at the Close of the Year</b>	<b>67,644</b>	<b>98,318</b>

Negative Figure (-) represent cash outflow. This Cash Flow Statement referred to in our report of even date.

For **T R CHADHA & Co**  
Chartered Accountants  
ICAI FRN:06711N

**Pramod Tilwani**  
Partner  
ICAI MN: 076650

Place : Mumbai  
Date : April 29, 2015

For **RAJENDRA NEETI & ASSOCIATES**  
Chartered Accountants  
ICAI FRN:06543C

**Rajendra K Gupta**  
Partner  
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**Kapil Wadhawan**  
Chairman & Managing Director  
(DIN – 00028528)

**Santosh R. Sharma**  
Chief Financial Officer  
(FCA – 112258)

**Niti Arya**  
Company Secretary  
(FCS - 5586)

**Dheeraj Wadhawan**  
(DIN – 00096026)

**G. P. Kohli**  
(DIN - 00230388)

**V. K. Chopra**  
(DIN – 02103940)

**M. Venugopalan**  
(DIN – 00255575)  
Directors

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 1 CORPORATE INFORMATION

Dewan Housing Finance Corporation Limited ('DHFL'), 'the Company' was incorporated in India on April 11, 1984 and has been carrying on, as its main business of providing loans to Retail customers for construction or purchase of residential property and loans against property. The Company is registered with National Housing Bank (NHB) under Section 29A of the National Housing Bank Act, 1987. DHFL has its registered office in Mumbai and has 188 branches, 150 service centres, 19 Circle / Cluster, 2 Disbursement Hub and 1 Collection centers in India and 2 representative offices in UAE and UK.

### 2 SIGNIFICANT ACCOUNTING POLICIES:

#### 2.1 Basis of preparation of financial statements :

- a) The financial statements have been prepared under the historical cost convention on accrual basis, except pertaining to amalgamation accounting in the earlier years, in accordance with the generally accepted accounting principles, provisions of the Companies Act, 2013, Housing Finance Companies, (NHB) Directions, 2010, The National Housing Bank Act 1987 and Accounting Standards (AS) notified u/s 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- b) The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statement are prudent and reasonable. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.
- c) Based on the nature of its activities, the Company has determined its operating cycle as 12 months for the purpose of classification of its Assets and Liabilities as current and non current.
- d) Amounts in the financial statements are presented in ₹ lakh, except for per share data and as otherwise stated. All exact amounts are stated with suffix "-/-".

#### 2.2 Revenue Recognition

- a) Interest on housing loans :

Repayment of housing loans is by way of Equated Monthly Installments (EMI), comprising principal and interest. Interest is calculated each year on the outstanding balance at the beginning of the Company's financial year or on monthly reducing balance in terms of financing scheme opted by the borrower. EMI commences once the entire loan is disbursed. Pending commencement of EMI, pre-EMI monthly interest is payable.

Interest on performing assets is recognized on accrual basis and on non-performing assets on realisation basis as per the guidelines prescribed by the National Housing Bank. The interest income (payment) is adjusted for gain (loss) on corresponding hedge contracts / interest swap derivatives, wherever executed.

- b) Dividend income on investments is recognised when the right to receive the same is established.
- c) Processing fees and penal interest income on delayed EMI/PEMI are recognised on receipt basis.
- d) Income from services and interest bearing investment is recognised on accrual basis.

#### 2.3 Interest & Other related Financial Charges :

Interest accrued on cumulative fixed deposits and payable at the time of maturity is clubbed with the principal amount on the date of periodical rest when interest is credited in Fixed Deposit account in accordance with the particular deposit scheme. Interest and other related financial charges are recognized as an expense in the period for which they relate as specified in Accounting Standard (AS 16) on "Borrowing Costs".

#### 2.4 Foreign Exchange Transactions :

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transactions. Transactions remaining unsettled are translated at the exchange rates prevailing on the date of the Balance Sheet, except those covered by forward contract, currency swap contracts. Any gain or losses on account of exchange differences either on settlement or on translation are recognized in the Statement of Profit and Loss.

In respect of Forward Exchange Contracts the premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts on reporting dates are recognized in the Statement of Profit and Loss. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as an expense in that year.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 2.5 Provision for Contingencies :

Provision for Contingencies has been made for diminution in investment value and on standard as well as on non-performing housing loans and other property loans as per the Prudential Norms prescribed by the National Housing Bank. The Company also makes certain additional provision to meet unforeseen contingencies.

### 2.6 Investments :

In accordance with Accounting Standard (AS 13) on "Accounting for Investments" and the guidelines issued by the National Housing Bank, Investments are either classified as current or long term based on management's intention at the time of purchase. On initial recognition, all investments are measured at cost. The cost comprises of purchase price and directly attributable acquisition charges such as brokerage, fees and stamp duty.

Long term investments are carried at cost less provision for diminution, other than temporary, in the value of investments. Current investments are stated at lower of cost and fair value.

### 2.7 Tangible Fixed Assets :

Fixed Assets are stated at cost less accumulated depreciation and impaired losses, if any. All directly attributable costs including borrowing cost, net of cenvat credit, till the asset is put to use is shown as capital work in progress and is capitalised thereafter. Depreciation on fixed assets is provided on straight-line method by considering revised useful lives as specified in part 'C' of schedule II to the Companies Act, 2013.

### 2.8 Intangible Assets :

Intangible assets including software are capitalized where it is expected to provide future enduring economic benefits. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised over the estimated useful life of the asset.

### 2.9 Impairment of Assets :

An asset is treated as impaired when it is unusable and the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired.

### 2.10 Leases:

#### Operating Leases

Lease rentals in respect of assets taken on "Operating Leases" are charged to the Statement of Profit and Loss on straight line basis over the lease term.

#### Finance Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease and are accordingly disclosed. The capital element of the leasing commitments is shown as Secured liabilities. Lease payments are apportioned between the finance charges and reduction of the corresponding liability based on the implicit rate of return.

### 2.11 Statutory / Special Reserve :

The Company creates Statutory / Special Reserve every year out of its profits in terms of Sec 36(1) (viii) of the Income Tax Act, 1961 read with Sec 29C of the National Housing Bank Act, 1987.

### 2.12 Prepaid Expenses :

Financial & Other Expenses incurred during the year which provide benefit in several accounting years and brokerage paid on long term fixed deposits has been treated as revenue expense only for the period relating to the current year and balance is treated as prepaid expenses to be adjusted on pro-rata time basis in the future accounting years.

### 2.13 Employees Retirement Benefits :

- Company's contribution in respect of Employees' Provident Fund is made to Government Provident Fund and is charged to the Statement of Profit & Loss.
- Gratuity Fund Scheme is considered as defined benefit plans. The Company's liability is determined on the basis of an actuarial valuation using the projected credit unit method as at Balance Sheet date. Actuarial Gains / Losses are recognized immediately in the Statement of Profit & Loss in the year on which they arise.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

- c) Leave Encashment are accounted for on actuarial valuation at the year end using the projected credit unit method. Actuarial Gains / Losses are recognized immediately in the Statement of Profit & Loss in the year on which they arise.

### 2.14 Earnings per share :

The Basic earning per share and diluted earning per share have been computed in accordance with Accounting Standard (AS-20) on, "Earnings Per Share" and is also shown in the Statement of Profit and Loss.

### 2.15 Accounting for Taxes :

Income tax provision based on the present tax laws in respect of taxable income for the year and the deferred tax is treated in the accounts based on the Accounting Standard (AS-22) on "Accounting for Taxes on Income". The Deferred tax assets and liabilities for the year, arising out of timing difference, are reflected in the Statement of Profit and Loss. The cumulative effect thereof is shown in the Balance Sheet. The Deferred Tax Assets, if any, are recognised only to the extent that there is reasonable certainty that the assets will be realized in future. However if there are carried forward loss / depreciation then the deferred tax if any, are recognised only to the extent that there is virtual certainty that the assets will be realized in future.

Deferred Tax liability on deduction claimed in earlier years u/s 36 (1)(viii) of the Income Tax Act, 1961 has been provided in terms of National Housing Bank (NHB) policy circular.

### 2.16 Provisions, Contingent Liability and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

### 2.17 Housing and Other Loans :

Housing Loans include outstanding amount of Housing Loans disbursed directly or indirectly to individual, project loans for residential buildings and other borrowers. Other loans include mortgage loan, non residential property loan, plot loan for self construction where construction has not began in last three years and loan against the lease rental income from properties in accordance with directions of National Housing Bank (NHB). Other loans also include loans granted to Small & Medium Enterprise (SME) and certain part are unsecured in terms of the particular scheme. EMI and installments due from borrowers against the housing loans receivable for less than three months, are treated as trade receivables and are shown as current assets.

### 2.18 Securitised Assets :

Securitised and Assigned Assets are derecognised in the books of the Company based on the principle of transfer of ownership interest over the assets. De-recognition of such assets and recognition of gain or loss arising on such securitisation is based on the Guidance Note on Accounting for Securitisation issued by the Institute of Chartered Accountants of India.

## 3. SHARE CAPITAL

	(₹ in lakh)	
	As at March 31, 2015	As at March 31, 2014
<b>Authorised</b>		
748,000,000 (748,000,000) equity shares of ₹10/- each	74,800	74,800
75,000,000 (75,000,000) Redeemable, non convertible preference shares of ₹10/- each	7,500	7,500
500,000 (500,000) Redeemable, non convertible preference shares of ₹100/- each	500	500
	<b>82,800</b>	<b>82,800</b>
<b>Issued, Subscribed and Paid up</b>		
145,676,742 (128,420,240) equity shares of ₹10/- each fully paid	14,568	12,842
	<b>14,568</b>	<b>12,842</b>

- 3.1 The Company has, at present, one class of issued, subscribed and paid up share referred to as equity shares having a par value of ₹ 10/- each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

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## 3.2 The reconciliation of the number of shares outstanding and the amount of share capital as at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares	Amount (lakh)	No. of shares	Amount (lakh)
Equity shares at the beginning	128,420,240	12,842	128,218,709	12,822
Add: Shares issued to Qualified Institutional Investors during the year	16,931,102	1,693	-	-
Add: Shares issued under ESOS	325,400	33	201,531	20
Equity shares at the end	<b>145,676,742</b>	<b>14,568</b>	<b>128,420,240</b>	<b>12,842</b>

## 3.3 Details of shareholders holding more than five percent equity shares in the Company are as under:

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares	% holding	No. of shares	% holding
M/s. Wadhawan Global Capital Private Limited	47,909,822	32.89	47,409,822	36.92
Caledonia Investments PLC	-	-	11,421,570	8.89

**3.4** During the year the Company has offered and allotted 1,69,31,102 no of Equity Shares of face value of ₹ 10 each at premium of ₹ 468.18 per share for aggregate amount of ₹ 79,268 lakh to 53 Qualified Institutional Investors by way of Qualified Institutional Placement (QIP). The proceeds of the QIP have been utilised as per the QIP document.

**3.5** Company has allotted 1,08,86,375 no. of equity shares as fully paid up for consideration other than cash as per the Scheme of Amalgamation during the financial year 2012 - 13.

## 3.6 Employee Stock Option Plans:

**a.** Employee Stock Option Scheme 2008 (ESOS-2008) was implemented by the Company. 14,22,590 equity share options were granted under 'ESOS-2008' in 2008-09 to the employees as approved by the remuneration and compensation committee of directors of the Company at ₹ 53.65 per share, the reconsidered price approved in the EOGM dated March 31, 2009.

During the year, the Company has allotted, from time to time, 49,612 (81,458) number of equity shares of ₹ 10/- each to various eligible employees under 'ESOS 2008' at the price of ₹ 53.65 per equity share (including a premium of ₹ 43.65 per equity share) aggregating to ₹ 5 lakh (₹ 8 lakh) as approved in the AGM dated July 23, 2007 and allotted at the reconsidered price approved in the EOGM dated March 31, 2009.

**b.** Employee Stock Option Scheme 2009 (ESOS-2009) was implemented by the Company. 12,75,000 equity share options were granted under 'ESOS-2009, Plan I' in 2009-10 and additional 12,34,670 equity share options were approved to be granted under 'ESOS-2009, Plan II' in 2010-11 to the employees by the remuneration and compensation committee of directors of the Company at ₹ 141/- per share, the price approved in the remuneration and compensation committee meeting held on November 25, 2009.

During the year, the Company has allotted, from time to time, 275,788 (120,073) number of equity shares of ₹ 10/- each to various eligible employees under 'ESOS 2009' at the price of ₹ 141/- per equity share (including a premium of ₹ 131/- per equity share) aggregating to ₹ 28 lakh (₹ 12 lakh) as approved in the AGM dated July 23, 2007.

### Movement in options under (ESOS-2008) and (ESOS-2009).

Particulars	ESOS-2008	ESOS-2009 Plan II	ESOS-2009 Plan III
Options granted under the schemes	1,422,590	1,275,000	1,234,670
Options exercised upto March 31, 2015	1,121,696	1,073,395	-
Options lapsed/cancelled upto March 31, 2015	256,310	90,305	1,086,560
Options outstanding at the end of the year	44,584	111,300	148,110
Options unvested at the end of the year	-	-	-
Options exercisable at the end of the year	44,584	111,300	148,110



# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

- c. During the year, the Company has approved the grant of 15,50,100 (Fifteen lakh, Fifty Thousand And One Hundred) Employee Stock Appreciation Rights (SARs) to the eligible employees of the Company, in terms of Dewan Housing Finance Corporation Limited-Employee Stock Appreciation Rights Plan 2015 ("DHFL ESAR 2015"). The said SARs shall vest over a period of five years and to be exercised within three years from the date of vesting of SARs and carry the right to apply for number of equity shares of the Company of face value of ₹10/- each, equivalent to appreciation in those rights, over the grant price i.e. SAR price of ₹ 380/- per SAR.

### 4. RESERVES & SURPLUS

(₹ in lakh)

	As at March 31, 2015		As at March 31, 2014	
<b>Capital Reserve</b>				
Balance as per last Balance Sheet	16,775		20,937	
Less: Utilised during the year (refer Note 28 below)	4,455		4,162	
		12,320		16,775
<b>Capital Redemption Reserve</b>				
Balance as per last Balance Sheet		775		775
<b>Securities Premium</b>				
Balance as per last Balance Sheet	146,606		149,830	
Add : Addition during the year	79,772		246	
	226,378		150,076	
Less : Utilised during the year [net of tax of ₹ 7,934 lakh (₹ 773 lakh)] (refer Note 4.2 below)	19,143	207,235	3,470	146,606
<b>Employees Share Options Outstanding</b>				
Balance as per last Balance Sheet	1,628		1,355	
Add : Transferred from Statement of Profit & Loss	90	1,718	273	1,628
<b>General Reserve</b>				
Balance as per last Balance Sheet	73,363		53,363	
Add : Transferred from Statement of Profit & Loss	20,000		20,000	
	93,363		73,363	
Less: Utilisation on Depreciation (Net of Tax ₹ 99 lakh) (refer Note 4.5 below)	194		-	
Less : Utilisation on Deferred Tax Liability on Special Reserve (refer Note 4.4 below)	4,162	89,007	-	73,363
<b>Statutory Reserve (Special Reserve)</b>				
[In terms of Section 36(1)(viii) of the Income Tax Act, 1961 read with Section 29C of the National Housing Bank Act, 1987] (Refer note 4.3 below)				
Balance as per last Balance Sheet	64,399		48,399	
Add: Transferred from Statement of Profit & Loss	16,000	80,399	16,000	64,399
<b>Surplus in Statement of Profit and Loss:</b>				
As per last Balance Sheet	41,108		36,228	
Add : Profit for the year	62,129		52,900	
Less : Appropriations :	103,237		89,128	
General Reserve	20,000		20,000	
Statutory Reserve	16,000		16,000	
Interim Equity Dividend	5,146		3,850	
Proposed Equity Dividend	2,914		2,569	
Proposed 30th Anniversary Special Equity Dividend	-		3,853	
Dividend for earlier year	9		3	
Dividend Distribution Tax	1,612		1,745	
	45,681		48,020	
Surplus closing balance		57,556		41,108
<b>TOTAL RESERVES &amp; SURPLUS</b>		<b>449,010</b>		<b>344,654</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

- 4.1** During the year, the Company has paid an interim dividend on equity shares @ ₹ 4/- (₹ 3/-) per share. The Board of Directors, has recommended final dividend to be paid out of current year profits @ ₹ 2/- (₹ 2/-) per equity share to the equity shareholders. In the previous year Company had also given a Special 30th Anniversary celebration dividend @ ₹ 3/- per equity share.
- 4.2** In accordance with Section 52 of the Companies Act, 2013, during the year the Company has utilized Securities Premium Account towards share issue expenses, amortization of securities issue expenses and premium on redemption of Zero Coupon Secured Redeemable Non-Convertible Debentures amounting to ₹ 19,127 lakh (₹ 3,471 lakh), net of tax of ₹ 7,934 lakh (₹ 773 lakh).
- 4.3** Statement for Disclosure on Statutory / Special Reserves, as prescribed by NHB vide its circular no NHB(ND)/DRS/Pol. Circular.61/2013-14, dated: April 7, 2014.

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Balance at the beginning of the year</b>		
a) Statutory Reserve u/s 29C of the National Housing Bank Act, 1987	15,423	12,135
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under, Section 29C of the NHB Act, 1987	48,975	36,264
<b>c) Total</b>	<b>64,399</b>	<b>48,399</b>
<b>Addition during the year</b>		
Add: a) Amount transferred u/s 29C of the NHB Act, 1987	2,000	3,289
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under Section 29C of the NHB Act, 1987	14,000	12,711
Less: a) Amount appropriated from the Statutory Reserve u/s 29C of the NHB Act, 1987	-	-
b) Amount withdrawn from the Special Reserve u/s 36(1)(viii) of Income Tax Act, 1961 which has been taken into account for the purpose of provision u/s 29C of the NHB Act, 1987	-	-
<b>c) Total</b>	<b>16,000</b>	<b>16,000</b>
<b>Balance at the end of the year</b>		
a) Statutory Reserve u/s 29C of the National Housing Bank Act, 1987	17,423	15,423
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purposes of Statutory Reserve under, Section 29C of the NHB Act, 1987	62,975	48,975
<b>c) Total</b>	<b>80,399</b>	<b>64,399</b>

- 4.4** National Housing Bank vide circular No.NHB(ND)/DRS/Policy Circular 65/2014-15 dated August 22, 2014 has clarified that deferred tax liability (contingent upon Company's withdrawal of 36(1)(viii) Reserves leading to tax liability) in respect of opening balance under special reserve as at April 1, 2014 may be adjusted from free opening reserves of the Company over a period of 3 years in the ratio of 25:25:50 respectively. Accordingly, the Company has proportionately adjusted its opening reserves as at April 1, 2014 with an amount of ₹ 4,162 lakh as contingent deferred tax liability and unamortised amount against the same is ₹ 12,489 lakh. Deferred Tax Liability on current year Special Reserve has been appropriated to Profit & Loss Account amounting to ₹ 4,726 lakh.
- 4.5** Utilisation on Depreciation from General Reserve, represents net book value of the Fixed Assets, whose remaining useful life is nil before April 1, 2014 as per schedule II of the Companies Act, 2013.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 5. LONG TERM BORROWINGS

(₹ in lakh)

Particulars	Non Current Portion		Current Portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>Secured</b>				
Non-Convertible Debentures	719,284	443,656	162,452	47,233
Term Loan from Banks	2,408,075	2,307,143	437,065	359,774
Loan from Others				
From National Housing Bank	109,733	160,009	34,380	37,957
From Financial Institutions	151,384	41,959	-	1,291
<b>Total Secured long term borrowings</b>	<b>3,388,476</b>	<b>2,952,767</b>	<b>633,897</b>	<b>446,255</b>
<b>Unsecured</b>				
Non-Convertible Debentures (Perpetual)	18,570	18,570	-	-
Non-Convertible Debentures (Subordinated issue)	119,150	119,150	-	-
Deposit				
Fixed Deposit (including Cumulative)	161,821	138,225	201,020	110,151
Other Deposits	848	836	600	298
<b>Total Unsecured long term borrowings</b>	<b>300,389</b>	<b>276,781</b>	<b>201,620</b>	<b>110,449</b>
<b>TOTAL LONG TERM BORROWINGS</b>	<b>3,688,865</b>	<b>3,229,548</b>	<b>835,517</b>	<b>556,704</b>
Current Portion of above liability is disclosed under the head "other current liabilities". (Refer Note 11)	-	-	(835,517)	(556,704)
<b>Net Amount</b>	<b>3,688,865</b>	<b>3,229,548</b>	<b>-</b>	<b>-</b>

**5.1** Non Convertible Debentures (NCD) (current and non current portion) amounting to ₹ 881,736 ( ₹ 490,889) are secured by way of first charge read with Note 5.2 herein below and are redeemable at par, in one or more instalments, on various periods, as below.

Secured NCDs also include amount outstanding for Zero Coupon Secured Redeemable Non-Convertible Debentures (ZCD) aggregating to ₹ 311,897 lakh (₹ 29,862 lakh), which are redeemable at premium on maturity. The accumulated premium payable on outstanding ZCD accrued till March 31, 2015 amounting to ₹ 25,677 lakh (₹ 2,662 lakh) is included above and has been provided out of the Securities Premium Account (refer Note 4.2).

(₹ in lakh)

Particulars(%)	1-3 Years	3-5 Years	>5 Years	Grand Total
<b>Secured</b>				
<b>Bank</b>				
Linked with Base Rate of respective banks	905,013	671,685	831,396	2,408,094
	(883,362)	(631,402)	(792,381)	(2,307,145)
<b>Loan from FIIs</b>				
8.05-11	29,112	60,443	61,829	151,384
	(67)	(33)	-	(100)
11-12.60	-	-	-	-
	(7,638)	(15,209)	(19,011)	(41,892)
<b>FIIs Total</b>	<b>29,112</b>	<b>60,443</b>	<b>61,829</b>	<b>151,384</b>
	(7,705)	(15,242)	(19,011)	(43,250)

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

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(₹ in lakh)

Particulars(%)	1-3 Years	3-5 Years	>5 Years	Grand Total
Loan from NHB				
7-9	50,365	25,171	10,422	85,958
	(73,199)	(37,403)	(19,186)	(129,788)
9-11	8,107	6,952	8,717	23,776
	(10,915)	(7,273)	(12,032)	(30,221)
<b>N H B Total</b>	<b>58,472</b>	<b>32,123</b>	<b>19,138</b>	<b>109,734</b>
	(84,114)	(44,676)	(31,218)	(160,008)
NCD - ZCB				
5-7	27,572	-	28,406	55,979
	(25,000)	-	(25,000)	(50,000)
9-11.60	206,554	243,422	213,330	663,306
	(133,850)	(15,875)	(243,930)	(393,655)
<b>NCD - ZCB Total</b>	<b>234,126</b>	<b>243,422</b>	<b>241,736</b>	<b>719,284</b>
	(158,850)	(15,875)	(268,930)	(443,655)
Perpetual Debt				
12.00 -12.75	-	-	18,570	18,570
	-	-	(18,570)	(18,570)
<b>Sub - Debt</b>				
9-11.50	25,970	18,380	74,800	119,150
	(8,470)	(28,780)	(81,900)	(119,150)

**5.2** All Secured loans (Current and Non Current portion) from the National Housing Bank, Other Banks, Foreign Financial Institution, Financial Institutions and Secured Non Convertible Debentures / ZCB are secured by way of first charge to and in favor of participating banks, Institutions, National Housing Bank and Debenture Trustees jointly ranking pari passu (read with Note 9.1), inter-se, on the Company's whole of the present and future book debts, housing loan Installments/ receivables, investments including all the receivables of the Company and other movable assets, wherever situated, excluding SLR assets, read with Note 5.3 & 5.4 hereinafter. They are further secured on pari passu basis by constructive delivery of various title deeds of certain immovable properties of the Company to Union Bank of India, acting for itself and as an agent of other participating lenders and Debenture Trustees and are also guaranteed by the promoter directors of the Company.

**5.3** During the year Company has availed ECB of USD 125 millions from Asian Development Bank (ADB) and USD 50 millions from Deutsche Investitions U. E. aggregating to USD 175 millions for a period of 7 and 8 years respectively. The principal amount has been hedged by way of currency swaps to protect the foreign currency risk and converted into rupee liability of ₹ 78,425 lakh and ₹ 31,134 lakh respectively, in compliance of statutory requirement.

In the previous year Company had availed ECB of USD 70 millions from IFC Washington for a period of 8 years. The principal amount has been hedged by way of currency swaps to protect the foreign currency risk and converted into rupee liability of ₹ 41,825 lakh. Further Interest rate swap has been undertaking on to hedge the Interest rate risk on the said foreign currency borrowing.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

- 5.4** The National Housing Bank directives require all HFC's accepting public deposits to create a floating charge on the statutory liquid assets maintained in favor of depositors through the mechanism of a trust deed. The Company has accordingly appointed a SEBI approved trustee Company as trustee for the above by executing the trust deed.
- 5.5** Unsecured Redeemable Non Convertible Subordinated Debentures aggregating to ₹ 119,150 lakh (₹ 119,150 lakh), outstanding as at March 31, 2015, are subordinated to present and future senior indebtedness of the Company. It qualifies as Tier II capital in accordance with National Housing Bank (NHB) guidelines for assessing capital adequacy based on balance term to maturity. These debentures are redeemable at par on maturity on various periods read with note no. 5.1
- 5.6** Fixed Deposits and Other Deposits, including short term fixed deposits and short term other deposits, are repayable as per individual contracted maturities ranging from 12 to 120 months from the date of deposit. The interest is payable on contracted terms depending upon the scheme opted by the depositor.
- 5.7** Department of Company Affairs with reference to the General Circular no. 4/2003 dated 16.01.2003, has clarified that, Housing Finance Companies registered with National Housing Bank are exempted from the requirement of creating Debenture Redemption Reserve (DRR) in case of privately placed debentures. Since the Debenture issues of the Company till date are through private placement, as such no DRR has been created.

### 6 OTHER LONG TERM LIABILITIES

Particulars	(₹ in lakh)	
	As at March 31, 2015	As at March 31, 2014
Advance from customers	56	53
Others	88	98
<b>Total Other Long Term Liabilities</b>	<b>144</b>	<b>151</b>

### 7 DEFERRED TAX LIABILITY / (ASSET)

Particulars	(₹ in lakh)	
	As at March 31, 2015	As at March 31, 2014
<b>A. Deferred Tax Asset</b>		
On account of provision for contingency	(10,354)	(6,721)
	(10,354)	(6,721)
<b>Deferred Tax Liability</b>		
On account of depreciation	851	920
On account of others	7,194	5,916
	8,045	6,836
<b>DEFERRED TAX LIABILITY / (ASSET)</b>	<b>(2,309)</b>	<b>115</b>
<b>B. Deferred Tax Liability on Special IT Reserve (*)</b>	8,888	-
(Tier I Capital As per NHB Direction)	8,888	-

(\*) As per NHB requirement as mentioned in Note no. 2.15 and 4.4 herein above and to be considered for Tier I Capital for Capital Adequacy Ratio calculation of NHB.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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## 8 PROVISIONS

(₹ in lakh)

Particulars	Long Term Provision		Short Term Provision	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Provision for Contingencies				
<b>Against Standard Assets:</b>				
As per last Balance sheet	21,570	17,931		
Add : Provision during the year	6,545	3,639		
Provision on standard loan portfolio (A)	28,115	21,570		
<b>Against NPA:</b>				
As per last Balance sheet	10,765	8,336		
Add : Provision during the year	3,765	2,784		
Less : Utilised During the year	620	355		
Provision on NPA loan portfolio (B)	13,910	10,765		
<b>Against Investment:</b>				
As per last Balance sheet	-	130		
Add : Provision (withdrawal) during the year	-	(130)		
	-	-		
<b>Against Other Assets:</b>				
As per last Balance sheet	800	-		
Provision during the year	190	707		
Transfer from Other Provision/Liability	-	93		
Net provision on Other Assets (C)	990	800		
<b>Total Provision for Contingencies (A+B+C)</b>	<b>43,015</b>	<b>33,135</b>	-	-
Provision for Employee Benefits	-	-	80	-
Provision for Proposed Dividend	-	-	2,914	6,422
Provision for Dividend Distribution Tax	-	-	583	1,091
<b>TOTAL PROVISIONS</b>	<b>43,015</b>	<b>33,135</b>	<b>3,577</b>	<b>7,513</b>

**8.1** The Company has written off ₹ 621 lakh (₹ 355 lakh) as bad debts and by way of one time settlement to recover some of its NPA and Loss Accounts. The Company has withdrawn ₹ 621 lakh (₹ 355 lakh) from contingency provisions created out of profits of earlier years.



# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 8.2 Details of Housing and Property Loans and Contingency Provisions

Housing and property loans and provision in respect thereof on account of standard, sub standard, doubtful and loss assets are recorded in accordance with the guidelines on prudential norms as specified by National Housing Bank and its circular NHB.HFC. DIR-3/CMD/2011 dated August 5, 2011 in respect of Housing and Non Housing Loans are as follows:

(₹ in lakh)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Portfolio	Provisions	Portfolio	Provisions
<b>Standard Assets</b>				
Housing Loans	3,906,500	16,628	3,299,184	14,196
Other Loans	1,148,960	11,069	714,168	6,473
Additional provision on standard assets		418		901
	<b>5,055,460</b>	<b>28,115</b>	<b>4,013,352</b>	<b>21,570</b>
<b>Sub Standard Assets</b>				
Housing Loans	14,558	2,185	11,666	1,774
Other Loans	7,255	1,088	3,070	461
	<b>21,813</b>	<b>3,273</b>	<b>14,736</b>	<b>2,235</b>
<b>Doubtful Assets</b>				
Housing Loans	16,521	7,741	14,496	7,570
Other Loans	10,171	2,896	2,319	759
	<b>26,692</b>	<b>10,637</b>	<b>16,815</b>	<b>8,329</b>
<b>Loss Assets</b>				
Housing Loans	-	-	140	140
Other Loans	-	-	61	61
	-	-	201	201
Provisions on Other Assets		990		800
<b>Total</b>	<b>5,103,965</b>	<b>43,015</b>	<b>4,045,104</b>	<b>33,135</b>
<b>Summary:</b>				
Housing Loans	3,937,579	26,554	3,325,486	23,680
Other Loans	1,166,386	15,053	719,618	7,754
Additional provision on Standard Assets		418		901
Provisions on Other Assets		990		800
<b>Total</b>	<b>5,103,965</b>	<b>43,015</b>	<b>4,045,104</b>	<b>33,135</b>

### 8.3 Provision for Contingencies

The Company has made full provisions for Contingencies for diminution in investment value and on standard as well as on non-performing housing loans and other property loans as per the Prudential Norms prescribed by the National Housing Bank. The Company has maintained additional provision amounting to ₹ 418 lakh (₹ 901 lakh).

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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## 9 SHORT TERM BORROWINGS

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Secured</b>		
Other short term loans and advances	7,651	5,402
From Banks		
<b>Secured short term borrowings (A)</b>	<b>7,651</b>	<b>5,402</b>
<b>Unsecured</b>		
Deposits		
Fixed Deposits (Refer Note 5.6)	3,988	6,249
Other Deposits (Refer Note 5.6)	555	821
Other short term loans and advances		
Commercial Papers	351,500	147,000
<b>Unsecured short term borrowings (B)</b>	<b>356,043</b>	<b>154,070</b>
<b>TOTAL SHORT TERM BORROWINGS (A+B)</b>	<b>363,694</b>	<b>159,472</b>

- 9.1 Loans repayable on demand and other short term loans comprising of Cash credit facilities from banks and are secured by a first charge by way of hypothecation of book debts of specific loan assets of the company and are further secured by negative lien on the underlying specific properties and / or secured by demand promissory notes. Certain Cash credit facilities are also secured by way of a first pari passu charge along with other secured loans read with Note 5.2. All cash credit facilities are repayable as per the contracted/ roll over term.

## 10 TRADE PAYABLES:

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
Creditors for Expenses	31	26
<b>TOTAL TRADE PAYABLES</b>	<b>31</b>	<b>26</b>

There is no amount due and payable to 'Suppliers' registered under the Micro, Small and Medium Enterprises Development Act, 2006 at the end of the year. No interest has been paid/ is payable by the Company during/for the year to these 'Suppliers'. The above information takes into account only those suppliers who have submitted their registration details or has responded to the inquiries made by the Company for this purpose.

## 11 OTHER CURRENT LIABILITIES

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
Current maturities of long-term borrowing (Refer Note 5)	835,517	556,704
Interest accrued but not due on borrowings	26,335	5,560
Unclaimed Dividends	89	80
Unclaimed matured deposits and interest accrued thereon	3,998	2,965
<b>Other payables</b>		
Advance from customers	3,276	3,398
Amount payable under securitisation/ joint syndication transaction	15,128	13,596
Statutory Dues	1,352	1,188
Other current liabilities	6,303	15,306
<b>TOTAL OTHER CURRENT LIABILITIES</b>	<b>891,998</b>	<b>598,797</b>

- 11.1 As required under section 124 of the Companies Act, 2013, the Company has transferred unclaimed dividend of the year 2006-07 ₹ 9 lakh (₹ 8 lakh), unclaimed Interim dividend of the year 2007-08 ₹ 5 lakh (₹ 8 lakh) and ₹ 21 lakh (₹ 19 lakh) towards unclaimed Deposits and interest accrued thereon to Investor Education & Protection Fund (IEPF) during the year. There were no amounts due for transfer to IEPF on the date of Balance Sheet.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 12 FIXED ASSETS

(₹ in lakh)

Assets	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As on 01.04.2014	Addition	Deduction/ Sale/ Exp Out	As on 31.03.2015	As on 01.04.2014	For the year	Deduction/ Sale/ Exp Out	Upto 31.03.2015	As on 31.03.2015	As on 31.03.2014
<b>Tangible:</b>										
Building	3,059	-	-	3,059	470	50	-	520	2,539	2,589
Leasehold Premises	9,999	-	-	9,999	184	163	-	347	9,652	9,815
Furniture & Fixture	4,514	1,428	333	5,609	1,197	1,021	77	2,141	3,468	3,317
Office Equipments	2,153	393	212	2,334	414	501	57	858	1,476	1,739
Vehicles	207	-	86	121	76	26	47	55	66	131
Computer (Hardware)	2,241	957	167	3,031	1,367	634	157	1,844	1,187	874
<b>Sub Total</b>	<b>22,173</b>	<b>2,778</b>	<b>798</b>	<b>24,153</b>	<b>3,708</b>	<b>2,395</b>	<b>338</b>	<b>5,765</b>	<b>18,388</b>	<b>18,465</b>
<b>Intangible:</b>										
Computer (Software)	1,240	214	-	1,454	547	450	-	997	457	693
<b>Fixed Assets</b>	<b>23,413</b>	<b>2,992</b>	<b>798</b>	<b>25,607</b>	<b>4,255</b>	<b>2,845</b>	<b>338</b>	<b>6,762</b>	<b>18,845</b>	<b>19,158</b>
Capital Work in Process	79,615	-	-	79,615	-	-	-	-	79,615	79,615
<b>TOTAL</b>	<b>103,028</b>	<b>2,992</b>	<b>798</b>	<b>105,222</b>	<b>4,255</b>	<b>2,845</b>	<b>338</b>	<b>6,762</b>	<b>98,460</b>	<b>98,773</b>
Previous Year	47,342	56,354	668	103,028	3,549	1,091	385	4,255	98,773	

### 13 NON CURRENT INVESTMENTS

(₹ in lakh)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Nos	Amount	Nos	Amount
<b>Trade Investments</b>				
<b>Investment in Unquoted Equity Instruments</b> (Face value of ₹ 10 each)				
<b>Investment in Associates:</b>				
Aadhar Housing Finance Limited	14,900,000	1,490	14,900,000	1,490
DHFL Vysya Housing Finance Limited	1,048,989	315	1,048,989	315
Arthveda Fund Management Private Limited	-	-	4,692,500	586
DHFL Venture Trustee Company Private Limited	22,500	2	22,500	2
Avanse Financial Services Limited	12,197,522	4,988	7,927,883	3,024
<b>Investment in Joint Venture:</b>				
DHFL Pramerica Life Insurance Co Limited (refer note 13.2)	187,030,931	3,107	170,187,839	1,423
<b>Investment in others:</b>				
The Kalyan Janta Sahakari Bank Limited	10,000	1	10,000	1
<b>(A)</b>		<b>9,903</b>		<b>6,841</b>
Investment in Unquoted Optionally convertible preference share (Face value of ₹ 10 each)				
Sunborne Energy Services India Private Limited	31,775	1,271	31,775	1,271
<b>(B)</b>		<b>1,271</b>		<b>1,271</b>
<b>Other Investments</b>				
<b>Investment in Mutual Funds/Venture Capital Fund - unquoted</b>				
DHFL Venture Capital Fund (100% Trust Corpus - Settlement Money) (₹ 10,000/- only)	1	-	1	-
DHFL Real Estate Assets Management Fund - Dream Fund I Units Class A	10,998	1,100	25,834	2,583
Dream Fund I Units Class B (₹ 36,370/- only)				
Arthveda Star Fund	197,753	2,000	58,876	600
<b>(C)</b>		<b>3,100</b>		<b>3,183</b>
<b>Investment in Pass Through Certificates</b>				
Pass Through Certificates -Class B		20,845		13,940
<b>(D)</b>		<b>20,845</b>		<b>13,940</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Nos	Amount	Nos	Amount
<b>Investment in Government Securities (SLR) - Quoted</b>				
0.00% Punjab Infrastructure Development Board 2023 Bonds	10	25	10	25
8.56% Kerala SDL 2020	200,000	203	200,000	203
8.09% Gujarat SDL 2020	500,000	504	500,000	504
8.52% Tamilnadu SDL 2020	200,000	206	200,000	206
8.42% Andhra Pradesh SDL 2020	425,000	430	425,000	430
8.40% Gujarat SDL 2020	250,000	252	250,000	252
8.08% GS 2022	100,000	98	100,000	98
8.28% GS 2032	100,000	98	100,000	98
9.23% Gujarat SDL 2021	250,000	257	250,000	257
9.51% Rajasthan Rajya Vidyut Prasaran Nigam Limited	10	500	10	500
9.30% RRVPNL BONDS 2025	150	1,491	150	1,490
8.97% BIHAR SDL 2022	570,000	584	570,000	584
8.66% WEST BENGAL SDL 2023	500,000	502	500,000	502
5.87% GOI 2022	3,000	3	3,000	3
6.05% GOI 2019	14,000	14	14,000	14
6.13% GOI 2028	5,000	5	5,000	5
5.69% GOI 2018	41,800	39	41,800	39
7.99% GOI 2017	30,000	30	30,000	30
7.16% GOI 20/05/2023	2,100,000	1,996	1,000,000	1,004
8.33% GOI 09/07/2026	2,000,000	2,108	2,000,000	2,108
8.97% GOI 05/12/2030	2,000,000	2,227	2,000,000	2,227
8.71% WSPF Bonds 09/05/2023	1,900	1,920	1,900	1,920
9.72% Kerala SDL 28/08/2023	70	728	70	728
9.38% MTNL Bonds 05/12/2023	-	-	38	380
8.80% FCI BONDS (SERIES -VB) 22/03/2028	139	1,349	19	178
9.85% TIIC Bonds (TIIC Bonds_2014-I) 07/03/2024	83	828	83	828
8.24% GOI 15/02/2027	-	-	500,000	473
9.14% Kerala SDL 25/04/2022	-	-	-	-
9.00% RRVUNL Bonds 24/12/2026	210	2,127	-	-
9.20% Tangedco 2024 18/12/2014	200	2,025	-	-
8.75% Krishna Bhagya Jala Nigam Limited Sr-C 8.75 Loa	110	1,095	-	-
31Dc24 Fvrs10Lac				
		<b>21,646</b>		<b>15,087</b>
<b>Investment in Government Securities (Non - SLR) - Quoted</b>				
7.15% UBI Bonds 2015	75	750	75	750
7.22% REC Bonds 19/12/2022	10,000	100	10,000	100
7.19% NHB TAX Free Bonds 14/12/2022	10	100	10	100
6.82% NHB TAX Free Bonds 28/05/2023	5,000	500	5,000	500
8.01% NHB Tax Free Bonds	50	500	50	500
8.26% NHB TAX FREE BONDS	3,610	181	3,610	181
8.41% NTPC Tax free Bonds - Series 1A	15,832	158	15,832	158
8.51% HUDCO SECURED NON-CONVERTIBLE TAX FREE BONDS. TRANCHE II. SERIES 1A	50,000	500	50,000	500
8.23% Indian Railway Finance Corporation 18/02/2024 (Tax Free)	50,000	500	50,000	500
8.41% IIFCL Bonds 22/01/2014	100,000	1,000	100,000	1,000
(E)		<b>25,935</b>		<b>19,376</b>
(A+B+C+D+E)		<b>61,053</b>		<b>44,610</b>
Less: Provision for diminution in value of investments		-		-
<b>TOTAL NON CURRENT INVESTMENTS</b>		<b>61,053</b>		<b>44,610</b>
Aggregate amount of Quoted Investments		25,935		19,376
Market value of Quoted Investments		26,326		18,327
Aggregate amount of Unquoted Investments		14,274		11,295

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

**13.1** Investment in Government and other SLR Securities aggregating to ₹ 21,646 lakh (₹ 15,087 lakh) carry a floating charge created in favor of depositors in the Fixed Deposit schemes of the Company (read with Note 5.2 and Note 5.4 above).

**13.2** During the year Company has subscribed for 1,68,43,092 number of shares @ ₹ 10 each for ₹ 1,684 lakh (₹ 729 lakh) to maintain its holding at 50% and to augment the resources of the DHFL Pramerica Life Insurance Co Limited, a registered life insurance company in India regulated by IRDA.

## 14 HOUSING AND OTHER LOANS

(₹ in lakh)

Particulars	Non Current Portion		Current Portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>Secured, considered good unless stated otherwise</b>				
<b>Housing Loans</b>				
Standard loans	4,290,717	3,561,360	178,170	141,893
Sub-Standard loans	15,099	11,949	-	-
Doubtful loans	16,682	14,540	-	-
Loss assets	-	140	-	-
	<b>4,322,498</b>	<b>3,587,989</b>	<b>178,170</b>	<b>141,893</b>
Less : Securitised Housing Loans & Funded by Syndicate	535,825	387,345	27,264	17,051
<b>A Total Housing Loans</b>	<b>3,786,673</b>	<b>3,200,644</b>	<b>150,906</b>	<b>124,842</b>
<b>Other Loans</b>				
Standard loans	1,085,378	670,990	84,969	61,291
Sub-Standard loans	7,255	3,105	-	-
Doubtful loans	10,171	2,319	-	-
Loss assets	-	61	-	-
	<b>1,102,804</b>	<b>676,475</b>	<b>84,969</b>	<b>61,291</b>
Less : Other Securitised Loans	20,009	16,988	1,378	1,160
<b>B Total Other Loans</b>	<b>1,082,795</b>	<b>659,487</b>	<b>83,591</b>	<b>60,131</b>
<b>Total Loan book (A+B)</b>	<b>4,869,468</b>	<b>3,860,131</b>	<b>234,497</b>	<b>184,973</b>
<b>Summary:</b>				
Housing Loans	4,322,498	3,587,989	178,170	141,893
Other Loans	1,102,804	676,475	84,969	61,291
<b>Total Housing &amp; Property Loans under Company's management</b>	<b>5,425,302</b>	<b>4,264,464</b>	<b>263,139</b>	<b>203,184</b>
Less : Securitised and Syndicated portion	555,834	404,333	28,642	18,211
<b>TOTAL HOUSING AND PROPERTY LOANS</b>	<b>4,869,468</b>	<b>3,860,131</b>	<b>234,497</b>	<b>184,973</b>

**14.1** Other loans include mortgage loan, non residential property loan, plot loan for self construction where construction has not began in last three years and loan against the lease rental income from properties in accordance with directions of National Housing Bank (NHB). Other loans also include loans granted to Small & Medium Enterprise (SME) and certain part are unsecured in terms of the particular scheme of an aggregate amount of ₹ 478 lakh.

**14.2** As certified by the management, loans given by the Company are secured by equitable mortgage/ registered mortgage of the property and assets financed and/or assignment of Life Insurance policies and/or personal guarantees and/or undertaking to create a security and/or hypothecation of assets and are considered appropriate and good.

**14.3** Composite Loans sanctioned (i.e. loans allowed for purchase of plot and self construction of house) on or before March 31, 2012, in which construction has not started till March 31, 2015, as per information available with the Company, is excluded from Housing Loans and regrouped under Other Loans (Non Housing) in above outstanding as on March 31, 2015 aggregating to ₹ 8,918 lakh (₹ 2,206 lakh).

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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- 14.4** Insurance portion of Housing Loan is excluded from Housing Loan and regrouped in Other Loan. The insurance portion amounting to ₹ 74,225 lakh to meet the cost of the insurance premium to secure the borrower's life and thereby further secure the loan portfolio by way of risk mitigation method and to secure the Company's Housing loan portfolio against any eventuality.
- 14.5** The Company has entered into Loan Syndication arrangements with certain public and private sector banks to provide Housing loan to borrowers wherein DHFL originates the loan files and gets it processed under common credit norms. The said banks have agreed to participate upto 50% of the disbursed loan portfolio under loan syndication arrangement. Entire/partial processing fees and other charges/ income on these loans, depending upon the syndication arrangements, accrues to DHFL. The Company has derecognised the said loan portion syndicated to others in its books.
- 14.6** The Company has entered into Loan Syndication arrangements with DHFL Vysya Housing Finance Limited and Aadhar Housing Finance Limited in the earlier year to provide Housing and Property Loans to borrowers wherein DHFL originates the loan files through its branches and gets it processed under common credit norms at the Central Processing Unit. The loan syndicate participants have agreed to participate in the disbursed loan portfolio under loan syndication arrangement. During the year Company has disbursed ₹ 475 lakh (₹ 4,694 lakh) under joint syndication out of which ₹ 155 lakh (₹ 1,801 lakh) has been shared by syndicate partners, which has been derecognised.
- 14.7** The Company has acquired certain assets under SARFAESI which are retained for the purpose of sale under the rules and regulations of SARFAESI involving ₹ 8,093 lakh (₹ 4,419 lakh) out of 212 (148) cases which are part of NPA portfolio for which necessary provisions have already been made.
- 14.8** The Company has securitized / assigned pool of certain housing and property loans and managed servicing of such loan accounts. The balance outstanding in the pool, as at the reporting date aggregates to ₹ 584,476 lakh (₹ 422,544 lakh). These assets have been de-recognised in the books of the Company. The Company is responsible for collection and getting servicing of this loan portfolio on behalf of buyers / investors. In terms of the said securitization/assignment agreements, the Company pays to buyer/investor on monthly basis the prorata collection amount as per individual agreement terms.
- 14.9** Housing and other property loans (current and non-current) includes ₹ 261 lakh (₹ 139 lakh) given to the key managerial persons of the company under the normal course of business.

## 15 OTHER LONG TERM LOANS AND ADVANCES

(₹ in lakh)

Particulars	Non Current Portion		Current Portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>Secured and considered good</b>				
Loans against Fixed Deposits	-	-	367	235
Loans and advances to employees (Refer Note 15.1)	18	94	25	2
Other loans and advances	13	13	-	-
<b>Unsecured, considered good unless stated otherwise</b>				
Capital advances	1,228	176	-	-
Security deposits	1,176	1,285	205	29
Loans and advances to employees	20	40	6	8
Advance Income Tax (Net of Provisions) (Refer note 29 & 32)	7,005	3,376	-	-
<b>TOTAL OTHER LONG TERM LOANS AND ADVANCES</b>	<b>9,460</b>	<b>4,984</b>	<b>603</b>	<b>274</b>
Current Portion Disclosed under Short term Loans and Advances (refer Note 19)	-	-	(603)	(274)
<b>Net Amount</b>	<b>9,460</b>	<b>4,984</b>	<b>-</b>	<b>-</b>

- 15.1** Loans to employees are secured by the hypothecation of respective assets against which these loans have been granted



# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 16 CURRENT INVESTMENTS

(₹ in lakh)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Nos	Amount	Nos	Amount
<b>Trade Investments</b>				
<b>Investment in equity Instruments-Quoted</b>				
ACC Limited (F.V. per Share ₹ 10/-)	349	5	-	-
Ambuja Cements Limited (F.V. per Share ₹ 2/-)	6,893	15	-	-
Asian Paints Limited (F.V. per Share ₹ 1/-)	741	5	-	-
Axis Bank Limited (F.V. per Share ₹ 2/-)	12,706	48	-	-
Bajaj Auto Limited (F.V. per Share ₹ 10/-)	2,070	48	-	-
Bank Of Baroda (F.V. per Share ₹ 2/-)	23,845	41	-	-
Bharat Petroleum Corp Limited (F.V. per Share ₹ 10/-)	2,886	20	-	-
Bharti Airtel Limited (F.V. per Share ₹ 5/-)	1,229	5	-	-
BHEL (F.V. per Share ₹ 2/-)	6,669	15	-	-
Cairn India Limited (F.V. per Share ₹ 10/-)	16,781	48	-	-
Cipla Limited (F.V. per Share ₹ 2/-)	829	5	-	-
Coal India Limited (F.V. per Share ₹ 10/-)	14,301	48	-	-
DLF Limited (F.V. per Share ₹ 2/-)	3,218	5	-	-
Dr Reddy'S Laboratories (F.V. per Share ₹ 5/-)	487	14	-	-
Gail (India) Limited (F.V. per Share ₹ 10/-)	3,316	14	-	-
Grasim Industries Limited (F.V. per Share ₹ 10/-)	423	14	-	-
HCL Technologies Limited (F.V. per Share ₹ 2/-)	5,624	48	-	-
HDFC Bank Limited (F.V. per Share ₹ 2/-)	1,678	15	-	-
HDFC Limited (F.V. per Share ₹ 2/-)	480	5	-	-
Hero Motocorp Limited (F.V. per Share ₹ 2/-)	684	20	-	-
Hindalco Industries Limited (F.V. per Share ₹ 1/-)	3,191	5	-	-
Hindustan Unilever Limited (F.V. per Share ₹ 1/-)	2,008	15	-	-
ICICI Bank Limited (F.V. per Share ₹ 2/-)	6,630	20	-	-
IDFC Limited (F.V. per Share ₹ 10/-)	10,522	15	-	-
Indusind Bank Limited (F.V. per Share ₹ 10/-)	2,342	15	-	-
Infosys Limited (F.V. per Share ₹ 5/-)	2,534	48	-	-
ITC Limited (F.V. per Share ₹ 1/-)	4,081	15	-	-
Jindal Steel & Power Limited (F.V. per Share ₹ 1/-)	3,007	5	-	-
Kotak Mahindra Bank Limited (F.V. per Share ₹ 5/-)	482	5	-	-
Larsen & Toubro Limited (F.V. per Share ₹ 2/-)	334	5	-	-
Lupin Limited (F.V. per Share ₹ 2/-)	1,098	15	-	-
Mahindra & Mahindra Limited (F.V. per Share ₹ 5/-)	2,045	27	-	-
Maruti Suzuki India Limited (F.V. per Share ₹ 5/-)	410	12	-	-
NMDC Limited (F.V. per Share ₹ 1/-)	31,172	48	-	-
NTPC Limited (F.V. per Share ₹ 10/-)	3,451	5	-	-
Oil And Natural Gas Corp (F.V. per Share ₹ 5/-)	4,796	20	-	-
Power Grid Corp Limited (F.V. per Share ₹ 10/-)	3,558	5	-	-
Punjab National Bank (F.V. per Share ₹ 2/-)	10,845	20	-	-
Reliance Industries Limited (F.V. per Share ₹ 10/-)	768	7	-	-
Sesa Sterlite Limited (F.V. per Share ₹ 1/-)	7,650	20	-	-
State Bank Of India (F.V. per Share ₹ 1/-)	7,930	20	-	-
Sun Pharmaceuticals Ind (F.V. per Share ₹ 1/-)	1,792	15	-	-
Tata Consultancy Serv Limited (F.V. per Share ₹ 1/-)	719	19	-	-
Tata Motors Limited (F.V. per Share ₹ 2/-)	9,719	48	-	-
Tata Power Co Limited (F.V. per Share ₹ 1/-)	5,869	5	-	-
Tata Steel Limited (F.V. per Share ₹ 10/-)	3,222	15	-	-
Tech Mahindra Limited (F.V. per Share ₹ 5/-)	3,296	20	-	-
Ultratech Cement Limited (F.V. per Share ₹ 10/-)	194	5	-	-
Wipro Limited (F.V. per Share ₹ 2/-)	8,316	48	-	-
Zee Entertainment Ent Limited (F.V. per Share ₹ 1/-)	4,606	15	-	-
<b>(A)</b>		<b>975</b>		-

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Nos	Amount	Nos	Amount
<b>Debentures</b>				
NTPC LIMITED SR-54 8.49 NCD 25MR25 - (Bonus)	13	-		-
(B)		-		-
<b>Other Investments</b>				
<b>Investment in Mutual Funds/Venture Capital Fund - Unquoted</b>				
Axis Liquid Fund - Dir - Growth	-	-	28,531	405
Baroda Pioneer Liquid Fund - Plan B - Dir - Growth	-	-	22,950	337
Birla Sun Life Cash Manager - I P - Growth	-	-	329,615	606
DSP BlackRock Income Opportunities Fund- Reg- Growth	12,063,134	2,500	-	-
DSP Merrill Lynch Weekly Dividend Fund	-	-	58,701	1
DWS Insta Cash Plus Fund - Dir - Growth	-	-	300,396	500
HDFC FMP - 384D - March 2014 (29) - 1 - Reg - Growth	50,000,000	5,000	50,000,000	5,000
ICICI Prudential Liquid -Dir- Growth	-	-	383,022	726
JPMorgan India Liquid Fund - Dir - Growth	-	-	3,039,858	505
L&T Triple Ace Bond Fund	80,392,314	10,000	80,392,314	10,000
LIC Nomura MF Liquid Fund - Dir - Growth	-	-	21,709	504
Pramerica Liquid Fund - Dir - Growth	669,876	10,000	-	-
Principal Cash Mgmt Fund - Growth	-	-	505,023	5,625
Religare Invesco Liquid Fund - Dir - Growth	-	-	45,772	807
SBI Premier Liquid Fund - Dir - Growth	-	-	52,166	1,050
Sundaram Money Fund - Dir - Growth	-	-	2,389,799	646
Templeton India TMA - Dir - Growth	-	-	10,871	208
Pramerica Dynamic Bond Fund - Dir - Growth	770,690	10,000	-	-
(C)		<b>37,500</b>		<b>26,920</b>
<b>Investment in Pass Through Certificates</b>				
Pass Through certificates -Class B		1,094		619
(D)		<b>1,094</b>		<b>619</b>
<b>TOTAL CURRENT INVESTMENTS (A+B+C+D)</b>		<b>39,569</b>		<b>27,539</b>
Aggregate amount of quoted investments		975		-
Market value of Quoted investments		1,016		-
Aggregate amount of Unquoted investments		37,500		26,920

## 17 TRADE RECEIVABLES

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
Secured, considered good, less than six months		
EMI/PEMI, other receivable from customers	19,192	7,745
<b>TOTAL TRADE RECEIVABLES</b>	<b>19,192</b>	<b>7,745</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

## 18 CASH AND BANK BALANCES

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Cash and Cash Equivalents</b>		
Balances with Banks		
in Current Accounts	13,159	2,551
in Deposits accounts with original maturity of less than 3 months	1,500	500
Cheques/ Drafts in hand	-	61,000
Cash on hand	423	551
<b>Total Cash and Cash Equivalents</b>	<b>A 15,082</b>	<b>64,602</b>
<b>Other Bank Balances</b>		
Other Deposits accounts having balance maturity of less than 12 months	52,473	33,636
Deposits having balance maturity of more than 12 months (Refer Note 20)	19,673	19,020
Balances in unpaid dividend bank accounts	89	80
<b>Total Other Bank Balances</b>	<b>B 72,235</b>	<b>52,736</b>
<b>Total Cash and Bank Balances</b>	<b>C = (A + B) 87,317</b>	<b>117,338</b>
Less : Amounts disclosed under non-current assets (Refer Note 20)	<b>D 19,673</b>	<b>19,020</b>
<b>TOTAL NET CASH AND BANK BALANCES</b>	<b>E = (C - D) 67,644</b>	<b>98,318</b>
<b>Summary:</b>		
Total Cash and Cash Equivalents	15,082	64,602
Other Bank Balances	72,235	52,736
Amounts disclosed under non-current assets	(19,673)	(19,020)
<b>TOTAL NET CASH AND BANK BALANCES</b>	<b>67,644</b>	<b>98,318</b>

**18.1** Current portion of balances with Banks in Deposit Accounts includes deposits under lien aggregating to ₹ 17,153 lakh (₹ 4,730 lakh) being earmarked for SLR requirements of NHB. ₹ 643 lakh (₹ 780 lakh) being margin money for bank guarantees, ₹ 25,853 lakh (₹ 24,051 lakh) being securitization comforts provided to various Trustees/ buyer, Nil (₹ 2,575 lakh) toward sinking fund requirement of debenture provided to Trustee of debentures and ₹ 4,495 lakh (₹ 1,300 lakh) under lien against Interest rate swaps.

## 19 SHORT TERM LOANS & ADVANCES

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
<b>Secured and considered good</b>		
Current maturities of other long term loans and advances (Refer Note 15)	392	237
<b>Unsecured, considered good</b>		
Current maturities of other long term loans and advances (Refer Note 15)	211	37
Loans and advances to related parties	2,861	1,613
Advances recoverable in cash or in kind	34,201	35,348
<b>TOTAL SHORT TERM LOANS AND ADVANCES</b>	<b>37,665</b>	<b>37,235</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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## 20 OTHER NON CURRENT & CURRENT ASSETS

(₹ in lakh)

Particulars	Non Current Portion		Current Portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>Unsecured, considered good</b>				
Non current portion of balances with banks in deposit accounts (Refer Note 18)	19,673	19,020	-	-
Interest accrued but not due	490	431	4,310	2,494
<b>TOTAL OTHER NON CURRENT &amp; CURRENT ASSETS</b>	<b>20,163</b>	<b>19,451</b>	<b>4,310</b>	<b>2,494</b>

**20.1** Non Current portion of balances with Banks in Deposit Accounts includes deposits under lien aggregating to ₹ 7,918 lakh (₹ 7,088 lakh) being securitization comforts provided to various Trustees/ buyer, ₹ 9,180 lakh (₹ 11,153 lakh) being earmarked for SLR requirements of NHB and ₹ 2,575 lakh (Nil) towards sinking fund requirement of debenture provided to Trustee of debentures.

## 21 REVENUE FROM OPERATIONS

(₹ in lakh)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Interest on Housing and Property Loans	563,151	461,368
Interest on Bank Deposits	6,056	3,826
Interest on Long Term Investments	1,862	1,395
Other Interest	534	460
Revenue from other services ( Refer note 21.1)	18,599	22,802
Operational treasury income ( Refer note 21.2)	7,694	6,707
<b>Total Revenue from operations</b>	<b>597,896</b>	<b>496,558</b>

### 21.1 Revenue from other services includes

(₹ in lakh)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Loan related Services	14,115	14,355
Advisory Services	4,484	8,447
<b>Total Revenue from other services</b>	<b>18,599</b>	<b>22,802</b>

Revenue from other services is net of the amount paid/payable towards Business Sourcing and related expenses ₹ 14,701 lakh (₹ 9,419 lakh).

### 21.2 Operational treasury income includes:

(₹ in lakh)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Net Income from Mutual Fund & Other Operation	7,416	6,352
Profit on sale of investments	240	263
Dividend Income	38	92
<b>Total Operational Treasury Income</b>	<b>7,694</b>	<b>6,707</b>

## 22 OTHER INCOME

(₹ in lakh)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Rent Income	146	95
Miscellaneous Income	122	115
<b>Total Other Income</b>	<b>268</b>	<b>210</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 23 INTEREST AND FINANCE COST

(₹ in lakh)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014
Interest expenses		440,426	373,857
Premium on redemption of Debentures	23,341		2,841
Less: Securities premium utilized (Refer note 4.2)	(23,341)	-	(2,841)
Other Borrowing Costs		5,533	4,401
<b>Total Interest and Finance Cost</b>		<b>445,959</b>	<b>378,258</b>

### 24 EMPLOYEES REMUNERATION AND BENEFITS

(₹ in lakh)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Salaries and Bonus	18,453	16,245
Contribution to Provident Fund & Other Funds	669	1,031
Staff Welfare Expenses	511	366
<b>Total Employees Remuneration and benefits</b>	<b>19,633</b>	<b>17,642</b>

### 25 ADMINISTRATIVE AND OTHER EXPENSES

(₹ in lakh)

Particulars	Year ended March 31, 2015		Year ended March 31, 2014
Rent, Rates & Taxes		2,509	2,435
Training & Conference Expenses		337	97
Travelling & Conveyance		2,684	1,537
Printing & Stationery		608	552
Advertisement and Business Promotion expenses		7,393	4,514
Insurance		342	412
Legal & Professional Charges		5,424	5,681
Communication Expenses		1,362	1,061
General Repairs & Maintenance		2,056	881
Electricity		652	521
Directors Sitting Fees		33	15
Loss on sale of Fixed Assets (net)		92	197
Managerial remuneration (Refer Note 38)		203	201
CSR Expenses*		45	-
Office Maintenance		866	571
Auditors' Remuneration (Refer Note 39)		209	164
Bad Debts [Net of Provisions ₹ 620 lakh (₹ 355 lakh)]	620		355
Less provision for Non Performing Assets utilized	620	-	355
Miscellaneous Expenses		401	427
<b>Total Administrative and Other expenses</b>		<b>25,216</b>	<b>19,266</b>

\* Company is required to spend money on Corporate Social Responsibility (CSR) activity as per CSR Rules under the Companies Act, 2013. During the year Company has spent ₹ 45 lakh out of required sum of ₹ 1,158 lakh. The CSR committee is in the process of evaluating various scheme to meet the requirement of the law on the subject.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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## 26 EARNING PER SHARE

(₹ in lakh)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
<b>Net Profit Attributable to Equity Shareholders</b>		
Profit after tax	62,129	52,900
Net Profit attributable to equity shareholders	<b>62,129</b>	<b>52,900</b>
No. of Equity shares (Number)	145,676,742	128,420,240
Weighted Average No. of Equity Shares	129,922,398	128,317,737
Nominal value of Equity Shares (₹)	10	10
<b>Earning Per Share (₹) :</b>		
Basic	47.82	41.23
Diluted	47.19	41.11

### 26.1 The reconciliation between the Basic and the Diluted Earning per Share is as follows:

**For Amount** (₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
Basic Earning per share	47.82	41.23
Effect of outstanding Stock options	(0.63)	(0.12)
Diluted Earning per share	47.19	41.11

**For number of share**

Particulars	As at March 31, 2015	As at March 31, 2014
Weighted average number of shares for Basic Earning per share	129,922,398	128,317,737
Dilutive effect of outstanding Stock options	1,736,403	360,207
Weighted average number of shares for Diluted Earning per share	131,658,800	128,677,944

## 27 LEASES

### Operating Lease

The Company has taken certain premises for office and residential use for its employees under cancellable and non cancellable operating lease agreements. Terms of the lease include terms for renewal, increase in rents in future periods and terms of cancellation. The total lease rent recognized as an expense during the year under the lease agreements amounts to ₹ 2,385 lakh (₹ 2,051 lakh).

Expected future minimum commitments during the non-cancellable period under the lease arrangements are as follows:

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
Within one year	453	248
Later than one year but not later than five years	422	264
Later than five years	93	22

**28** Two subsidiaries of the Company were amalgamated into the Company pursuant to the Scheme of amalgamation (Scheme) under Section 391 to 394 of the Companies Act, 1956 approved by the Board of Directors of all the three companies and sanctioned by the Hon'ble High Court of judicature at Bombay vide its order dated July 27, 2012 and by the Hon'ble High Court of judicature at Delhi vide its order dated 4th January, 2013 which were filed with the Registrar of Companies on January 31, 2013 being the effective date for the amalgamation scheme. In terms of the above scheme the Assets and Liabilities of the subsidiary companies were amalgamated with DHFL at their respective fair value in the earlier years. Proportionate Fair value appreciation surplus amounting to ₹ 4,455 lakh (₹ 4,162 lakh) has been amortized out of the capital reserve in terms of the valuation report of the scheme.

**29** In the opinion of the Board, the assets of the Company have a value on realization in the ordinary course of business atleast equal to the amount at which they are stated, net of contingency provisions.

**30** The Company's Income Tax Assessment has been completed upto assessment year 2012-13. In respect of amalgamating Company, additional demands have been raised by the department which are pending in appeal at various forums. Company



# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

has partially deposited the additional tax so demanded under protest. No provision has been made in the books against such demands as the Company believes that the cases will be decided in its favour based on legal advice and similar precedent case laws available. (Refer Note 33)

### 31 INTEREST RATE SWAPS:

In compliance with Asset Liability Management Policy, the company had in past entered into interest rate swaps of notional value aggregating to ₹ 9,500 lakh to hedge its interest rate risk which were designated as fair value hedges, in accordance with the generally accepted accounting principles.

The changes in the fair value of these derivatives are recorded in the income statement, together with any changes in the fair value of the underlying asset or liability that are attributable to the hedged risk. The Mark to Market (MTM) losses on these swaps recognized in past, is amortized over the period of the hedges. Accordingly, net gain in current year on hedging of interest rate swaps and write back of MTM losses amounting to ₹ 27 lakh (₹ 27 lakh) has been adjusted in "Interest and Finance cost".

- 32** The Company operates under the principal business segment viz. "Providing loans for construction or purchase of residential property and loans against property". Further, the Company is operating in a single geographical segment. Accordingly, disclosures relating to primary and secondary business segments under the Accounting Standard on Segment Reporting (AS-17) notified u/s 133 of the Companies Act, 2013 are not applicable to the Company.

### 33 CONTINGENT LIABILITY :

(₹ in lakh)

Particulars	As at March 31, 2015	As at March 31, 2014
Guarantees provided by the Company	10,003	10,003
Claims against the Company not acknowledged as debts	546	105
Income Tax Demand (Net of amount deposited under protest ₹ 50 lakh)	480	430

- 34** Contingent Liability in respect of undertaking provided by the Company for meeting the shortfall in collection, if any, at the time of securitisation of receivables outstanding as at 31st March, 2015 amounting to ₹ 34,271 lakh (₹ 29,259 lakh). The outflows would arise in the event of short collection, in the Cash inflows of the pool of securitised receivable.
- 35** Capital Work in Progress includes ₹ 79,615 lakh (₹ 79,615 lakh) paid as part consideration for acquiring office premises under construction.
- 36** The Company has paid dividend ₹ 9 lakh (₹ 3 lakh) and ₹ 2 lakh (₹ 1 lakh) as tax on distribution of dividend thereon to new shareholders on account of Final Dividend for the year 2013-14 as required under the Listing Agreement as those shares were allotted prior to record date for the dividend payment and after the date of earlier year Balance Sheet.
- 37** NHB, vide its letter dated October 15, 2014, in terms of provisions of paragraph 29(5) of the Housing Finance Companies (NHB) direction 2010 had levied a penalty of ₹ 20,000/- (Rupees twenty thousand), on the Company, which has been paid by the Company. The penalty was levied for non-compliance of the provisions of paragraph 21 of Housing Finance Companies (NHB) Directions, 2010, in relation to delay in intimation to NHB for closure of branches at 2 locations. NHB, vide its letter dated 9th January, 2015, had also levied a penalty of ₹ 25,000/- (Rupees twenty five thousand) on the Company during F Y 2014-15 and has been paid by the company, on account of delayed submission of Dynamic Report relating to Assets Liability Management (ALM) System for HFCs in the earlier year.
- 38** The managerial remuneration including perquisites, ₹ 171 lakh (₹ 171 lakh) paid to Chairman and Managing Director and ₹ 30 lakh (₹ 30 lakh) as commission to other Non Executive Directors.

### 39 AUDITORS REMUNERATION

(₹ in lakh)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Audit Fees	110	110
Tax Audit Fees	10	-
Certification and Other Matters (*)	55	-
Audit Fees of Branch Auditors	54	48
Reimbursement and Service Tax	25	6
	<b>254</b>	<b>164</b>

(\*) Certification and other matters includes ₹ 32 lakh paid towards fees for QIP issue and debited to Securities Premium account, ₹ 14 lakh paid for service tax and other matters and charged to professional fees.

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

Particulars	March 31, 2015	March 31, 2014
<b>a) VALUE OF IMPORTS</b>		
Capital Goods	66	387
	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>b) EXPENDITURE IN FOREIGN CURRENCY:</b>		
Foreign Travelling	59	49
Membership and subscription	165	195
Foreign Liaison Office Expenses	371	397
Interest Payment	1,509	-
Financial Mobilisation Charges	1,154	454
Others	361	155
	<b>March 31, 2015</b>	<b>March 31, 2014</b>
<b>c) FOREIGN CURRENCY BORROWING:</b>		
ECB from IFC, Washington	-	41,825
ECB from ADB, Philippines	78,425	-
ECB from DEG, Germany	31,134	-

## 41 REMITTANCE IN FOREIGN CURRENCIES ON ACCOUNT OF DIVIDEND

The particulars of dividends payable to non-resident shareholders (including Foreign Institutional Investors) is as under, however, the Company does not have information as to the extent to which remittances, if any, has been made in foreign currencies on account of such dividend during the year on behalf of non-resident share holders.

Particulars	As at March 31, 2015		As at March 31, 2014	
No. of Non-Resident Shareholders / FII's	493	418	1,047	342
No. of equity Shares held	37,720,822	39,745,504	41,612,125	49,244,899
Amount of Dividend Paid (₹ lakh)	1,509	1,987	1,248	1,477
Year to which dividend relates	FY 2014-15	FY 2013-14	FY 2013-14	FY 2012-13
	Interim Dividend	Final Dividend	Interim Dividend	Final Dividend

## 42 RELATED PARTY TRANSACTIONS

As per Accounting Standard (AS 18) on "Related Party Disclosures" details of transactions with related parties as defined therein are given below:

A) List of related parties with whom transactions have taken place during the year and relationship:

### 1) COMPANIES

#### Joint Ventures

DHFL Pramerica Life Insurance Company Limited

#### Associate / Related entities

Avanse Financial Services Limited, Aadhar Housing Finance Limited, DHFL Vysya Housing Finance Limited, DHFL Venture Trustee Company Private Limited, Shri Rajesh Kumar Wadhawan Education Trust, Wadhawan Global Capital Private Limited, Arthveda Fund Management Private Limited, DHFL Property Services Limited (upto 16.03.2015), Wadhawan Retail Private Limited (Upto 14.11.2014), DHFL Sales and Services Limited (upto 16.03.2015), Wadhawan Holdings Private Limited (upto 16.03.2015), Dish Hospitality Private Limited (upto 14.11.2014), Wadhawan Consolidated Holdings Private Limited (upto 14.11.2014)

### 2) KEY MANAGEMENT PERSONNEL

a. Mr. Kapil Wadhawan	Chairman & Managing Director
b. Mr. Harshil Mehta	Chief Executive Officer (w.e.f. January 17, 2015)
c. Mr. Santosh Sharma	Chief Financial Officer
d. Ms. Niti Arya	Company Secretary
e. Mr. Deo Shanker Tripathy	President and Chief Operating officer (upto January 16, 2015)
f. Mr. Rakesh Makkar	President (upto August 11, 2014)

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

## B) Details of transactions :

(₹ in lakh)

Nature of Transactions	Joint Ventures		Associate / Related entities		Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>1) Investments</b>						
Opening Balance	1,423	-	8,600	6,179	-	-
Investment Made	1,684	1,423	3,364	3,039	-	-
Investment Redeemed / Sold	-	-	2,070	617	-	-
Closing Balance	3,107	1,423	9,895	8,600	-	-
<b>2) Advances Recoverable in cash or in kind *</b>						
Opening Balance	10	-	1,609	1,275	72	-
Advance given **	3,007	10	4,100	1,550	261	74
Recovered	966	-	4,897	1,216	2	3
Closing Balance	2,050	10	811	1,609	331	72
<b>3) Amount Payable</b>						
Opening Balance	-	-	61	43	-	-
Addition during the year	-	-	7,648	71	-	-
Payment during the year	-	-	7,474	53	-	-
Closing Balance	-	-	235	61	-	-
<b>4) Income</b>						
Commission #	982					
Trademark Licence Fees	1,750					
Dividend	-	-	30	87	-	-
Interest	-	-	69	7	11	1
Rent	-	-	146	95	-	-
Arthveda -Dream Fund and Star Fund	-	-	445	312	-	-
Other income	-	-	83	58	-	-
Sale of Fixed Assets			-	-	-	-
Sale of Investments			704	-	-	-
<b>5) Expenditure</b>						
Remuneration	-	-	-	-	536	1,431
Rent	-	-	12	12	-	-
Professional Fees			13	-	-	-
Brokerage and Marketing Fees			16	-	-	-
Retainers Charges	-	-	6,722	4,544	-	-
Insurance Charges	52	36	-	-	-	-
Dividend			4,267		-	-
Purchase of Investments			200		-	-
Other Expenditures	-	-	73	60	-	-
Donation			-	20		
<b>6) Loan Syndication</b>			155	1,801		

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

Details of Transactions	Joint Ventures		Associate / Related entities		Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>INCOME received from</b>						
<b>1) Commission</b>						
DHFL Pramerica Life Insurance Co Limited	982					
<b>2) Trademark Licence Fees</b>						
DHFL Pramerica Life Insurance Co Limited	1,750					
<b>3) Dividend</b>						
DHFL Vysya Housing Finance Limited	-	-	26	79		-
Arthveda Fund (Dream Fund and Star Fund)	-	-	4	8		-
<b>4) Interest</b>						
Avanse Financial Services Limited	-	-	69	-		-
Aadhar Housing Finance Limited	-	-	-	7		-
Mr Santosh Sharma					4	
Ms Niti Arya					3	
Mr Rakesh Makkar					3	1
<b>5) Rent</b>						
DHFL Property Services Limited	-	-	1	1		-
Arthveda Fund Management Private Limited	-	-	4	1		
Aadhar Housing Finance Limited	-	-	72	69		-
Wadhawan Global Capital Private Limited			66	-		
Avanse Financial Services Limited	-	-	3	24		-
<b>6) Income from Funds</b>						
DHFL Venture Capital Dream Fund	-	-	302	299		
Arthveda Star Fund	-	-	143	12		
<b>7) Other Income</b>						
Aadhar Housing Finance Limited	-	-	56	33		-
DHFL Vysya Housing Finance Limited	-	-	22	24		-
Avanse Financial Services Limited	-	-	5	1		
Mr Santosh Sharma					-	
Ms Niti Arya					-	
<b>8) Sale of Fixed Assets</b>						
Aadhar Housing Finance Limited			0.5			
<b>9) Sale of Investments</b>						
Wadhawan Global Capital Private Limited			704			

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

(₹ in lakh)

Details of Transactions	Joint Ventures		Associate / Related entities		Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>EXPENDITURE:</b>						
<b>1) Rent, Rates &amp; Taxes</b>						
Wadhawan Holdings Private Limited	-	-	12	12		-
<b>2) Professional Fees</b>						
Arthveda Fund Management Private Limited			13			
<b>3) Remuneration</b>						
Mr. Kapil Wadhawan	-	-	-	-	171	171
Mr. Harshil Mehta					28	-
Mr. Santosh Sharma					70	-
Ms. Niti Arya					41	
Mr. Anil Sachidanand	-	-	-	-	-	225
Mr. Anoop Pabby	-	-	-	-	-	888
Mr. Rakesh Makkar	-	-	-	-	109	84
Mr. Deo Shankar Tripathy	-	-	-	-	116	63
<b>4) Brokerage and Marketing Fees</b>						
DHFL Property Services Limited			1	-		
Avanse Financial Services Limited			15	6		
<b>5) Retainers Charges (Direct Sales Team)</b>						
DHFL Sales and Services Limited	-	-	6,722	4,544		-
<b>6) Dividend Paid</b>						
Wadhawan Global Capital Private Limited			4,267			
<b>7) Purchase of Investments</b>						
Wadhawan Consolidated Holdings Private Limited			200			
<b>8) Insurance Charges</b>						
DHFL Pramerica Life Insurance Co Limited	52	36	-	-		-
<b>9) Other Expenditures</b>						
Dish Hospitality Private Limited	-	-	71	54	-	-
Wadhawan Holding Private Limited	-	-	2	-	-	-
<b>10) Donation</b>						
Shri Rajesh Kumar Wadhawan Education Trust			-	20		
<b>ASSETS / LIABILITIES</b>						
<b>1) Investments made</b>						
Avanse Financial Services Limited	-	-	1,964	2,439		-
Arthveda Star Fund	-	-	1,400	600		-
DHFL Pramerica Life Insurance Co Limited	1,684	1,423	-	-		-
<b>2) Investments sold / redeemed</b>						
Arthveda Fund Management Private Limited			586			
DHFL Venture Capital Dream Fund			1,484	617		

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

Details of Transactions	Joint Ventures		Associate / Related entities		Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
<b>3) Inter Corporate Deposit / Loans given</b>						
Avanse Financial Services Limited	-	-	2,500	-	-	-
Aadhar Housing Finance Limited	-	-	-	800	-	-
Mr Santosh Sharma	-	-	-	-	201	-
Ms Niti Arya	-	-	-	-	60	-
Mr Rakesh Makkar	-	-	-	-	-	74
<b>3) Inter Corporate Deposit / Loans Repaid</b>						
Avanse Financial Services Limited	-	-	2,500	-	-	-
Aadhar Housing Finance Limited	-	-	-	800	-	-
Mr Rakesh Makkar	-	-	-	-	2	2
<b>CLOSING BALANCES</b>						
<b>1) Advances Recoverable from</b>						
DHFL Property Services Limited	-	-	174	232	-	-
Aadhar Housing Finance Limited	-	-	-	-	-	-
DHFL Venture Capital Dream Fund	-	-	281	1,085	-	-
Arthveda Star Fund	-	-	155	12	-	-
Wadhawan Retail Private Limited	-	-	-	80	-	-
Avanse Financial Services Limited	-	-	-	-	-	-
DHFL Sales and Services Limited	-	-	200	200	-	-
DHFL Pramerica Life Insurance Co Limited	2,050	10	-	-	-	-
Mr Santosh Sharma	-	-	-	-	201	-
Ms Niti Arya	-	-	-	-	60	-
Mr Rakesh Makkar	-	-	-	-	70	72
<b>2) Amount Payable to</b>						
Aadhar Housing Finance Limited	-	-	10	10	-	-
DHFL Vysya Housing Finance Limited	-	-	2	-	-	-
Wadhawan Global Capital Private Limited	-	-	-	-	-	-
DHFL Sales and Services Limited	-	-	206	-	-	-
Dish Hospitality Private Limited	-	-	5	3	-	-
Wadhawan Holding Private Limited	-	-	12	47	-	-
<b>LOAN SYNDICATION</b>						
Aadhar Housing Finance Limited	-	-	55	503	-	-
DHFL Vysya Housing Finance Limited	-	-	100	1,298	-	-

## Notes

- \* Advances includes amounts debited towards reimbursement of expenses and income receivable.
- The figures of income and expenses are net of service tax.
- \*\* Advances given during the year includes outstanding opening loan balance of ₹ 45 lakh given to KMP as per Companies Act, 2013.
- # The Company, in its capacity as Life Insurance Corporate Agent, has entered into an agreement with DHFL Pramerica Life Insurance Company Limited (Insurance Company) to distribute their life insurance products.



# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### 43 RETIREMENT BENEFIT PLANS

The Company makes contributions towards provident fund for qualifying employees to Regional Provident Fund Commissioner. Contribution to Defined Contribution Plan, recognised as expense for the year are as under :

(₹ in lakh)

Particulars	2014-15	2014-15
Employer's Contribution to Provident Fund	509	481
Employer's Contribution to Pension Fund	217	122

As required under Accounting Standard 15 [AS-15 Revised, 2005] the Company has made full provision for future gratuity liability & leave encashment liability payable at the time of retirement as on March 31, 2015. On the basis of Gratuity and GLES report under Accounting Standard 15 [AS-15 Revised, 2005] provided by Certified Actuary, the Company has made necessary full contribution to LIC of India of its own liabilities.

The details of post retirement benefits for the employees (including Key Management Personnel) as mentioned hereunder are based on the above report as provided by Certified Actuary and LIC of India as mentioned above and relied upon by the auditors :

(₹ in lakh)

Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2014-15	2013-14	2014-15	2013-14
<b>A. Change in the Defined Benefit Obligations:</b>				
Liability at the beginning of the year	926	645	862	550
Current Service Cost	305	321	129	268
Interest Cost	83	44	78	23
Benefits Paid	(154)	(423)	(443)	(779)
Actuarial Loss/ (Gain)	(345)	339	752	801
<b>Liability at the end of the year</b>	<b>815</b>	<b>926</b>	<b>1,378</b>	<b>862</b>
<b>B. Fair Value of Plan Assets :</b>				
Fair Value of Plan Assets at the beginning of the year	928	749	1,007	626
Expected Return on Plan Assets	84	67	91	56
Contributions	170	160	615	916
Benefits Paid	(124)	(315)	(339)	(593)
Actuarial Loss/ (Gain)	70	267	(75)	-
<b>Fair Value of Plan Assets at the end of the year</b>	<b>1,128</b>	<b>928</b>	<b>1,299</b>	<b>1,006</b>
<b>C. Actual Return on Plan Assets: :</b>	<b>153</b>	<b>67</b>	<b>16</b>	<b>56</b>
<b>D. Amount Recognised in the Balance Sheet:</b>				
Liability at the end of the year	815	926	1,378	862
Fair Value of Plan Assets at the end of the year	1,128	928	1,298	1,006
<b>Net Asset / (Liability) recognised in the Balance Sheet</b>	<b>313</b>	<b>2</b>	<b>(80)</b>	<b>144</b>
<b>E. Expense Recognised in the Profit and Loss Account:</b>				
Current Service Cost	305	321	129	268
Interest Cost	83	44	78	23
Expected Return on Plan Assets	(84)	(67)	(91)	(56)
Net Actuarial Loss/(Gain)	(415)	72	828	801
<b>Expense recognised in the Profit &amp; Loss Account under Employees Remuneration &amp; Benefits</b>	<b>(111)</b>	<b>370</b>	<b>944</b>	<b>1,036</b>

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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Particulars	Gratuity (Funded)		Leave Encashment (Funded)	
	2014-15	2013-14	2014-15	2013-14
<b>F. Reconciliation of the Liability at the end of the year</b>				
Opening Net Liability	(2)	(104)	(144)	(77)
Expense Recognised	(111)	370	944	1,036
Benefits Paid	200	268	719	1,102
<b>Liability at the end of the year</b>	<b>(313)</b>	<b>(2)</b>	<b>80</b>	<b>(144)</b>
<b>G. Actuarial Assumptions</b>				
Mortality Table (LIC)	2006-08	2006-08	2006-08	2006-08
Discount Rate (P. A.)	7.96%	9.00%	7.96%	9.00%
Rate of Escalation in Salary (P.A.)	5.00%	5.00%	5.00%	5.00%

The estimates of rate of escalation in salary considered in the above report, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

- 44 In respect of jointly controlled entity, the Company's share of Assets, Liabilities, Income & Expenses are as follows:

Name of the Entity	DHFL Pramerica Life Insurance Co Limited
Interest in the above entity	50%

(₹ in lakh)

Particulars	As at March 31, 2015 (Unaudited)	As at December 31, 2014 (Audited)
I) Assets	87,315	44,498
II) Liabilities	87,315	44,498
III) Income	44,070	17,983
IV) Expenses	41,779	21,682

The above information is compiled on the basis of available information with the Company as on 31st March, 2015

- 45 As required by the revised guidelines dated October 11, 2010 by NHB, read with additional requirement/guidelines with reference to the interpretation of various terms/classifications, the following additional disclosures are given as under:

## I Capital to Risk Assets Ratio (CRAR):

Particulars	As at March 31, 2015	As at March 31, 2014
i) CRAR (%)	16.56%	17.16%
ii) CRAR – Tier I Capital	12.53%	11.94%
iii) CRAR – Tier II Capital	4.04%	5.22%

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

## FOR THE YEAR ENDED MARCH 31, 2015

### II Exposure to Real Estate Sector:

(₹ in lakh)

Category	As at March 31, 2015	As at March 31, 2014
a) Residential Mortgages -		
(i) Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented	1,745,490	1,330,848
Individual Housing loans upto ₹ 15 lakh	2,192,089	1,994,638
(ii) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or ware house space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	1,166,386	719,618
(iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
a. Residential	21,939	14,559
b. Commercial Real Estate	Nil	Nil
b) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	Nil	Nil

### III Asset Liability Management:

#### Maturity Pattern of certain items of assets & liabilities

(₹ in lakh)

For the year ended 31st March, 2015	Liabilities		Assets		
	Borrowings from Banks	Market Borrowings	Housing & Property Loan*	Investments	Liquid Current Assets
1 day to 14 days	-	-	-	39,569	13,671
14 days to 30-31 days (one month)	14,025	100,367	18,727	-	-
Over one month to 2 months	26,582	211,077	18,897	-	-
Over 2 months upto 3 months	46,470	102,052	19,057	-	1,500
Over 3 months to 6 months	137,840	64,959	58,028	-	-
Over 6 months to 1 year	246,528	245,658	119,788	-	52,473
Over 1 year to 3 years	1,000,251	388,800	506,360	4,371	19,673
Over 3 to 5 years	764,251	290,077	567,996	-	-
Over 5 to 7 years	580,307	193,604	537,575	-	-
Over 7 to 10 years	326,304	126,423	827,228	25,935	-
Over 10 years	5,730	20,770	2,430,310	30,748	-
Unpaid EMI/PEMI on Housing Loan	-	-	-	-	-
<b>Total</b>	<b>3,148,289</b>	<b>1,743,787</b>	<b>5,103,965</b>	<b>100,623</b>	<b>87,317</b>

\* without considering prepayment of Loans given

# NOTES FORMING PART OF THE FINANCIAL STATEMENT

FOR THE YEAR ENDED MARCH 31, 2015

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(₹ in lakh)

For the year ended 31st March, 2014	Liabilities			Assets	
	Borrowings from Banks	Market Borrowings	Housing & Property Loan*	Investments	Liquid Current Assets
1 day to 14 days	1,486	9,833	10,267	26,920	64,182
14 days to 30-31 days (one month)	9,081	26,787	4,300	-	-
Over one month to 2 months	21,890	45,962	14,708	-	-
Over 2 months upto 3 months	39,303	54,670	14,896	-	500
Over 3 months to 6 months	93,958	60,273	45,582	-	-
Over 6 months to 1 year	232,014	123,161	95,220	-	33,636
Over 1 year to 3 years	967,476	286,017	421,339	750	19,020
Over 3 to 5 years	676,078	77,718	463,460	-	-
Over 5 to 7 years	486,409	179,859	403,891	-	-
Over 7 to 10 years	329,641	193,353	649,317	18,626	-
Over 10 years	7,549	20,770	1,934,407	11,295	-
Unpaid EMI/PEMI on Housing Loan	-	-	2,276	-	-
<b>Total</b>	<b>2,864,885</b>	<b>1,068,571</b>	<b>4,059,663</b>	<b>57,590</b>	<b>117,338</b>

\* without considering prepayment of Loans given

46 Figures for the previous year have been regrouped, rearranged and reclassified wherever necessary. Figures in brackets represent previous year's figures.

For **T R CHADHA & Co**  
Chartered Accountants  
ICAI FRN:06711N

**Pramod Tilwani**  
Partner  
ICAI MN: 076650

Place : Mumbai  
Date : April 29, 2015

For **RAJENDRA NEETI & ASSOCIATES**  
Chartered Accountants  
ICAI FRN:06543C

**Rajendra K Gupta**  
Partner  
ICAI MN: 070165

**Kapil Wadhawan**  
Chairman & Managing Director  
(DIN – 00028528)

**Santosh R. Sharma**  
Chief Financial Officer  
(FCA – 112258)

**Niti Arya**  
Company Secretary  
(FCS - 5586)

**Dheeraj Wadhawan**  
(DIN – 00096026)

**G. P. Kohli**  
(DIN - 00230388)

**V. K. Chopra**  
(DIN – 02103940)

**M. Venugopalan**  
(DIN – 00255575)  
Directors

**DHFL**  
NETWORK





# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

LOCATION	ADDRESS	CONTACT NUMBER
<b>REGISTERED OFFICE</b>	Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra	Landline No.: (022) 61066800/22047092 Fax No.: (022) 22871985
<b>CORPORATE OFFICE</b>	TCG Financial Center, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400098, Maharashtra	Landline No.: (022) 66006999 Fax No.: (022) 66006998
<b>NATIONAL OFFICE</b>	HDIL Towers, Ground Floor & Sixth Floor, Anant Kanekar Marg, Station Road, Bandra (East), Mumbai - 400051, Maharashtra	Landline No.: (022) 71583333 Fax No.: (022) 71583344
<b>INTERNATIONAL REPRESENTATIVE OFFICE</b>		
<b>London</b>	8A, Walpole Court, Ealing Green, London, W5 5ED	Landline No.: +44 - (0)208 - 5791711 Fax No.: +44 - (0)208 - 5791712
<b>Dubai</b>	P. O. Box 48991, Office No. 211, 2nd Floor, Atrium Centre, Khalid Bin Al Waleed Road (Bank Street), Bur Dubai, UAE.	Landline No.: 00971 - 4 - 3524905 00971 - 50 - 549120 Fax No.: 00971 - 4 - 3524906

# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

## NORTH CIRCLE

### North Circle Branches

Sr. No	Location	Address	Contact Number
1	Chandigarh (Circle / Culster Office)	SCO - 811 - 812, 2nd Floor, Sec 22 A, Chandigarh - 160022	Landline No.: (0172) 4970000 Fax No.: (0172) 4970013
2	Lucknow (Cluster Office)	203, Shalimar Square, 126/31, B N Road, Lal Bagh, Lucknow - 226001, Uttar Pradesh	Landline No.: (0522) 4087000 Fax No.: (0522) 2200386
3	Bhatinda	SCO - 123, Goniana Road, Bhatinda - 151001, Punjab	Landline No.: (0164) 5007193
4	Dehradun	33, 2nd Floor, City Centre, Opp. Madhuban Hotel 56, Rajpur Road, Dehradun - 248001, Uttarakhand	Landline No.: (0135) 2740474
5	Gorakhpur	1st Floor, Radhika Complex, Medical College Road, Gorakhpur - 273001, Uttar Pradesh	Landline No.: (0551) 6999010
6	Haldwani	Attam Complex, 1st Floor, Plot No. 5/452, Opp. Bank of Baroda, Nainital Road - 263139, Uttarakhand	Landline No.: (05946) 220247
7	Hisar	Kamala Palace, 1st Floor, Plot No. - 57 - 60, Red Square Market, Hisar - 125001, Haryana	Landline No.: (01662) 270332
8	Jalandhar	SCO - 13, GF, Choti Baradari Part -1, Jalandhar - 144001, Punjab	Landline No.: (0181) 5026001
9	Jhansi	1st Floor, Stephen House, Gwalior Road, Opp. Munna Lal Power House, Jhansi - 284001, Uttar Pradesh	Landline No.: (0510) 2332226 - 227
10	Kanpur	16/104A, 4th Floor, Shree Siddhi Vinayak Building, Civil Lines, Kanpur - 208001, Uttar Pradesh	Landline No.: (0512) 2530865
11	Karnal	Gulati Building, No. 227, Basement & Gr. Floor, Sector 12, Part 1, Karnal - 132001, Haryana	Landline No.: (0184) 2265262 - 263
12	Lucknow	26/1, Upper Ground Floor, Taj Plaza, Madan Mohan Malaviya Marg, Lucknow - 226001, Uttar Pradesh	Landline No.: (0522) 2206113/ 114
13	Ludhiana	SCO - 16-17, 1st floor, Firoz Gandhi Market, Ludhiana - 141001, Punjab	Landline No.: (0161) 5029821
14	Patiala	SCO - 94-95, New Leela Bhawan Market, Patiala - 147001, Punjab	Landline No.: (0175) 5063266/ 261
15	Varanasi	1st Floor, D-58/19, A-4, Sigra, Above ICICI Bank Ltd, Varanasi - 221010, Uttar Pradesh	Landline No.: (0542) 2222757 Fax No.: (0542) 2222757

### North Circle Service Centres

Sr. No	Location	Nodal Branch	Address	Contact Number
1	Allahabad	Varanasi	1st Floor, Shri Ram Complex, 54C Sardar Patel Marg, Landmark - Besides HDFC Bank, Allahabad - 211001, Uttar Pradesh	Landline No.: (0532) 2260494
2	Ambala	Chandigarh	5614, 1st Floor, Nicholson Road, Opp. Punjab National Bank Main Branch, Ambala - 133001, Haryana	Landline No.: (0171) 4001103
3	Amethi	Lucknow	Flat No. 106/1, 1st Floor, Rajput Complex, Station Road, Amethi - 227405, Uttar Pradesh	Landline No.: (05368) 222904
4	Amritsar	Jalandhar	26, 1st Floor, Kennedy Avenue, Rialto Chowk, Amritsar - 143001, Punjab	Landline No.: (0183) 2223801
5	Bareilly	Haldwani	GKS Palace, 63/64, Ayub Khan Choupla Road, Civil Line, Bareilly - 243001, Uttar Pradesh	Landline No.: (0581) 2550260

# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

North Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
6	Faizabad	Lucknow	Sai Kripa Complex, Ground Floor, Rikabganj, Near Nrendraly, Faizabad - 224001, Uttar Pradesh	Landline No.: (05278) 220435
7	Gurdaspur	Jalandhar	1st Floor, Above Bank of Maharashtra (Right Side), Krishna Nagar, Jail Road, Gurdaspur - 143521, Punjab	Landline No.: (01874) 503881
8	Haridwar	Dehradun	Shop No. 5 & 6, Super Complex, Opp. IDBI Bank, Chandracharya Chowk, Rani Pur More, Haridwar - 249403, Uttarakhand	Landline No.: (01334) 224488
9	Hoshiarpur	Jalandhar	2nd Floor, "J's Eminent Mall", Sutehri Road, Hoshiarpur - 146001, Punjab	Landline No.: (01882) 503794
10	Khanna	Ludhiana	1st Floor, Purewal Tower, GT Road, Khanna - 141401, Punjab	Landline No.: (01628) 505459
11	Muradabad	Haldwani	Shop No. 3/4/5, Upper Ground Floor, Parsvnath Place 2, Plot No. 3, Nilgiri Commercial Center, Mansarovar Scheme, Delhi Muradabad Road - 244001, Uttar Pradesh	Landline No.: (0591) 2480128
12	Panipat	Karnal	M.C 946 A8, 1st Floor, Avtar Singh Building, GT Road, Panipat - 132103, Haryana	Landline No.: (0180) 4010212
13	Pathankot	Jalandhar	2nd Floor, R. K. Complex, Dalhousi Road, Pathankot - 145001, Punjab	Landline No.: (0186) 2255752
14	Raebareilly	Lucknow	A-1, 1st Floor, Madhur Complex, Raebareilly - 229001, Uttar Pradesh	Landline No.: (0535) 2700107
15	Roopnagar (Ropar)	Chandigarh	SCF - 40, 1st Floor, Bela Chowk, Dashmesh Nagar, Ropar - 140001, Punjab	Landline No.: (01881) 508202
16	Saharanpur	Dehradun	G-42, Parsvnath Plaza, Court Road, Saharanpur - 247001, Uttar Pradesh	Landline No.: (01322) 728728
17	Sangrur	Patiala	SCF - 14, 1st Floor, Koula Park, Sangrur - 148001, Punjab	Landline No.: (01672) 503633
18	Sirsa	Karnal	2nd Floor, Kar House Building, Opp. Hotel Aroma, Near Arorvansh Chowk, Dabwali Road, Sirsa - 125055, Haryana	Landline No.: (01666) 222375
19	Sitapur	Lucknow	1st Floor, R. C. Tower, Eye Hospital Road, Sitapur - 261001, Uttar Pradesh	Landline No.: (0586) 2270011
20	Solan	Chandigarh	SCO - No. 2, Lower Ground Floor, Kapoor Complex, Mall Road, Solan - 173212, Himachal Pradesh	Landline No.: (0179) 2221390
21	Sonepat	Karnal	Arihant Plaza, 41 - 44, Subash Chowk, Atlas Road, Sonepat - 131001, Haryana	Landline No.: (0130) 2214100
22	Yamunanagar	Karnal	SCO - 172, Ground Floor, Huda Sector - 17, Jagadhri, Yamunanagar - 135001, Haryana	NA

# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

## DELHI / NCR / RAJASTHAN CIRCLE

### Delhi/ NCR / Rajasthan Circle Branches

Sr. No	Location	Address	Contact Number
1	Gurgaon (Circle / Cluster Office)	201 & 229, 2nd Floor, Vipul Agora, M. G. Road, Gurgaon - 122002, Haryana	Landline No.: (0124) 4724100
2	Noida (Cluster Office)	Plot No. 6, Block - A, Ground Floor and 2nd Floor, Phase - I, Sector - 2, Noida - 201301, Uttar Pradesh	Landline No.: (0120) 4862700
3	Jaipur (Cluster Office)	Jaipur Tower, 302, 3rd Floor & E - 3A, Ground Floor, Opp. AIR, M. I. Road, Jaipur - 302001, Rajasthan	Landline No.: (0141) 2366536 / 539
4	Pitampura (Cluster Office)	Unit No. 400, Plot No. A-9, 4th Floor, GD-ITL, North Ex Tower, Netaji Subhash Place, Pitampura - 110034, New Delhi	Landline No.: (011) 49624900
5	Agra	Office No. 7, 38/4A, 1st Floor, Sumriddhi Business Suits, Sanjay Place, Agra - 282002, Uttar Pradesh	Landline No.: (0562) 6888021 - 022
6	Ajmer	Above ICICI Bank, India Height 2nd Floor, India Motor Circle, Kutchery Road, Ajmer - 305001, Rajasthan	Landline No.: (0145) 2625370
7	Bahadurgarh	R N Plaza, Rear Portion of First Floor, Railway Road, Bahadurgarh - 245205, Haryana	Landline No.: (01276) 699750 - 757
8	Bhilwara	9-5, 11 & 12, Basant Vihar, BSL Road, Near Circuit House, Bhilwara - 311001, Rajasthan	Landline No.: (01482) 235013 - 014 Fax No.: (01482) 235014
9	Bhiwadi	A - 8, 2nd Floor, Bhagat Singh Colony, Alwar By Pass Road, Bhiwadi - 301019, Rajasthan	Landline No.: (01493) 525541 - 542/ 545
10	Bikaner	1 - 2, Yadav Complex, Near Rastra Unnati School, Rani Bazar Bikaner - 334001, Rajasthan	Landline No.: (0151) 2206352
11	Dwarka	Flat No. 301, 302 & 309, 3rd Floor, Krishna Tower, Plot No. 8, Sector - 12, Dwarka, New Delhi - 110075	Landline No.: (011) 69000501 - 508
12	East of Kailash	10, Ground Floor, Community Centre, East of Kailash, New Delhi - 110065	Landline No.: (011) 26470062/ 064/ 065
13	Faridabad	SCF, 39 Ground Floor, Sector-19, Huda Market, Part 2, Faridabad - 121002, Haryana	Landline No.: (0129) 4315705 - 710
14	Ghaziabad, RDC	B-4, 1st Floor, SS Tower, RDC Raj Nagar, Ghaziabad - 201002, Uttar Pradesh	Landline No.: (0120) 4102160
15	Ghaziabad, Vaishali	Shop No. 5 & 6, Plot No. GH-6, Ground Floor, Designarch High Street, Sector 5, Vaishali, Ghaziabad - 201010, Uttar Pradesh	Landline No.: (0120) 2774394 - 395
16	Gurgaon	Premises No. SCO-19, 2nd Floor, Sector-14, (Opp. Huda), Gurgaon, Haryana	Landline No.: (0124) 4367839 / 837 / 835 / 833
17	Himalaya House	C-93, 9th Floor, Himalaya House, K. G. Marg, Connaught Place, New Delhi - 110001	Landline No.: (011) 69000240 - 247
18	Janakpuri	108, Mahatta Tower, 1st Floor, 54B-Block, Community Center, Janakpuri, New Delhi - 110058	Landline No.: (011) 45641724/ 46542588
19	Jodhpur	76, 2nd Floor, L. K. Tower, Above Dhanlakshmi Bank / Corp Bank, Main Chopasni Road, Sardarpura, Jodhpur - 342001, Rajasthan	Landline No.: (0291) 2640150/ 198
20	Kota	Plot No. 151, Jadya Complex, Kothri Road, Gummanpura, Kota - 324007, Rajasthan	Landline No.: (0744) 2391928/ 2028
21	Lajpat Nagar	A II / 78 - B, 2nd Floor, Lajpat Nagar - 2, New Delhi - 110024	Landline No.: (011) 69000270 - 277
22	Meerut	Unit No. 308 & 309, 3rd Floor, Krishna Plaza Complex, Mangal Pandey Nagar, Tej Garhi Chauraha, Garh Road, Meerut - 250004, Uttar Pradesh	Landline No.: (0121) 4055188/ 199
23	Noida	Plot No.35, Block A, 1st Floor, Sector 2, Noida - 201301, Uttar Pradesh	Landline No.: (0120) 6522056 - 058

# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

## DELHI / NCR / RAJASTHAN CIRCLE

### Delhi/ NCR / Rajasthan Circle Branches

Sr. No	Location	Address	Contact Number
24	Omax City Center	C-4, Omax City Center, 2nd Floor, Sohna Road, Gurgaon - 122002, Haryana	Landline No.: (0124) 6900110 - 117
25	Rajendra Place	Unit No. 167, Rajendra Bhawan, Rajendra Place, New Delhi - 110008	Landline No.: (011) 43089670/ 673/ 674
26	Rajouri Garden	Plot No. 21, Block J-2, 1st Floor, Left Side, B K Dutt Market, Main Najafgarh Road, Rajouri Garden, New Delhi - 110027	Landline No.: (011) 69000112 - 119
27	Rewari	SCO - 12, Ground Floor, Brass Market, Opp. LIC of India, Rewari - 123401, Haryana	Landline No.: (01274) 221976 - 977
28	Rohtak	Shop No. 398 / 28, Old MC No. 94 / 25, 2nd Floor, Main Delhi Road, Near HDFC Bank - Model Town, Rohtak - 124001, Haryana	Landline No.: (01262) 699210 - 217
29	Safdarjung	B-6/9, DDA Community Centre, Near Deer Park, Safdarjung Enclave, New Delhi - 110029	Landline No.: (011) 43140000
30	Sriganganagar	2nd Floor, 142, District Centre, Meera Marg, Sriganganagar - 335001, Rajasthan	Landline No.: (0154) 2463036
31	Udaipur	3rd Floor, Centre Point Building, Opp. B. N. College, Airport Road, Udaipur - 313011, Rajasthan	Landline No.: (0294) 2418123 - 124
32	Vaishali Nagar	D - 244, Hanuman Nagar, 3rd Floor, Above Union Bank of India, Amrapalli Marg, Vaishali Nagar, Jaipur - 302021, Rajasthan	Landline No.: (0141) 2351997/ 987

### Delhi/ NCR / Rajasthan Circle Service Centres

Sr. No	Location	Nodal Branch	Address	Contact Number
1	Aligarh	Agra	2/471A, Vishnupuri, Plot No. 39/B1 & 39/B3, Ramghat Road, Opp. SMB College, 1st Floor, Kingsway, Aligarh - 202001, Uttar Pradesh	Landline No.: (0571) 6050009
2	Alwar	Jaipur	40-B Yash Tower , 1st Floor, Near Bhagat Singh Circle, Over Bridge Road, Alwar - 301001, Rajasthan	Landline No.: (0144) 2703386
3	Balotra	Jodhpur	1st Floor, Above SBI Bank, Main Khed Road, Balotra, Barmer - 344022, Rajasthan	NA
4	Banswara	Udaipur	16-C, Mohan Colony Chouraha, 1st Floor, Banswara - 327001, Rajasthan	Landline No.: (02962) 243733
5	Chhitorgarh	Bhilwara	1st Floor, Shubham The Mall, Near Sukh Shanti Colony, Bhilwara Road, Chittorgarh - 312001, Rajasthan	Landline No.: (01472) 249595
6	Dausa	Jaipur	Ghoshi Complex, New Mandi Road, Dausa, Jaipur - 303303, Rajasthan	Landline No.: (01427) 221930
7	Firozabad	Agra	Shop No. 1 & 2, Semi Basement, Niharika Complex, Opp. Trauma Center, NH-2, Agra Gate, Firozabad - 283203, Uttar Pradesh	Landline No.: (0561) 2261999
8	Jhalawar	Kota	Shop No. 11, Sumansurbhi, Near HDFC Bank, Bus Stand Road, Nirbhay Singh Circle, Jhalawar - 326001, Rajasthan	Landline No.: (07432) 232718
9	Mathura	Agra	Shop No.19 - 20, 1st Floor, Palika Market, Near Power House, Bhuteshwar Road, Mathura - 281001, Uttar Pradesh	Landline No.: (0565) 6055500

# DHFL PAN INDIA LOCATION DETAILS

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Delhi/ NCR / Rajasthan Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
10	Neemrana	Bhiwadi	Plot No. S185, Industrial Area (RIICO), Neemrana - Tehsil Behror, Alwar- 301701, Rajasthan	Landline No.: 09214200170
11	Nokha	Bikaner	Patta No. 373, Pareek Complex, Ram Gopal Bhatard Chowk, Nokha - 334803, Rajasthan	Landline No.: (01531) 220820
12	Pali	Jodhpur	Maa Plaza, 1st Floor, Above Muthoot Finance, Plot No. 54, Suraj Pole Road, Ambedkar Circle, Pali - 306401, Rajasthan	NA
13	Sikar	Jaipur	Shop No. 20-21, Heera Market, Jaipur Road, Sikar - 332001, Rajasthan	Landline No.: (01572) 250185
14	Tonk	Jaipur	Subhash Bazar, Employment Office, Tonk, Jaipur - 304001, Rajasthan	Landline No.: (01432) 244462

## EAST CIRCLE

East Circle Branches			
Sr. No	Location	Address	Contact Number
1	Kolkata (Circle / Cluster Office)	Duck Back House, 1st Floor, 41 Shakespear Sarani, Kolkata - 700017, West Bengal	Landline No.: (033) 40220800/ 811
2	Bhubaneswar	102, Aditya Plaza, 1st Floor, 10-Bhouma Nagar, Unit-4, Bhubaneswar - 751001, Odisha	Landline No.: (0674) 2534142
3	Durgapur	A402-B, 3rd Floor, Kamdhenu, Bengal Shristi Complex, City Centre, Durgapur - 713216, West Bengal	Landline No.: (0343) 2548070/2351
4	Guwahati	1st Floor, Trebenies Commercial Complex, Bhanagarh, G. S. Road, Guwahati - 781007, Assam	Landline No.: 09531052022 / 23
5	Jamshedpur	2nd Floor, Om Tower, Near Indus Ind Bank, Bistupur, Jamshedpur - 831001, Jharkhand	Landline No.: (0657) 6541793
6	Kolkata	Duck Back house, 1st Floor, 41 Shakespear Sarani, Kolkata - 700017, West Bengal	Landline No.: (033) 40220800/ 811
7	Kolkata Syndication	1st Floor, 4N C Dutta Sarani, United Bank of India, Kolkata Milan Branch, Kolkata - 700001, West Bengal	Landline No.: (033) 22315658 - 660
8	Patna	3rd Floor, Pandey Plaza, Exhibition Road, Patna - 800001, Bihar	Landline No.: (0612) 2323921
9	Raipur	4/91, Dr. Naidu Complex, 2nd Floor, Zail Road, Raipur - 492001, Chhattisgarh	Landline No.: (0771) 4092956
10	Ranchi	S-1, 2nd Floor, Samudra Complex, 59B, Circular Road, Ranchi - 834001, Jharkhand	Landline No.: (0651) 2563005
11	Rashbihari	Narayani Building, 2nd Floor, 112A Rashbihari Avenue, Kolkata - 700026, West Bengal	Landline No.: (033) 69000303
12	Sambalpur	Room No. 1, 2nd Floor, Quality Mansion, Gole Bazar, Naya Para, Sambalpur - 768001, Odisha	Landline No.: (0663) 6890998
13	Siliguri	2nd Floor, Geetanjali Complex Main Road, Sevoke Road, Siliguri - 734001, West Bengal	Landline No.: (0353) 2541104

# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

East Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
1	Asansol	Durgapur	Premises No. 98(87), G T Road, Asansol - 713303, West Bengal	Landline No.: (0341) 2274197
2	Bardhaman	Durgapur	412, BT Road, Birthata, Bardhaman Town - 713101, West-Bengal	Landline No.: (0342) 2665369
3	Berhampur	Bhubaneswar	Room No. 1 (P), Majji Gouri Tower, Ground Floor, Sale Tax Square, Near BSNL SDO-II Office, Berhampur - 760010, Odisha	Landline No.: (06802) 290089
4	Bilaspur	Raipur	Shop No. BF 11, 1st Floor, Rajiv Plaza, Opp. Axis Bank, Bus Stand, Bilaspur - 495001, Chhatisgarh	Landline No.: (07752) 412754
5	Bokaro	Jamshedpur	Plot No. G E - 11, Ground Floor, City Centre, Sector 4, Bokaro - 827004, Jharkhand	Landline No.: (0654) 2231966
6	Chaibasa	Jamshedpur	Unit No. 1, 2nd Floor, L D House, Amla Tola, Opp. Hanuman Mandir, Station Road, Chaibasa - 833201, Jharkhand	Landline No.: (06582) 255235
7	Chandannagar	Kolkata	Shop No. 2/B, Premises No:602, Near Bagbazar Kali Mandir, Chandannagar, Hooghly - 712136, West-Bengal	Landline No.: (033) 26850602
8	Durg	Raipur	Trilok Plaza, 1st Floor, Infront of Dr. Dhillon Complex, Gurudwara Station Road, Durg - 490021, Chhatisgarh	Landline No.: (0788) 4051919
9	Hazaribagh	Ranchi	1st Floor, Vardaan Market, Matwari, Chowk, Near Gandhi Maidan, Hazaribagh - 825301, Jharkhand	NA
10	Puri	Bhubaneswar	Ground Floor, Lucifer Building, Police Line Square, VIP Road, Puri - 752001, Odisha	Landline No.: (0675) 2224020
11	Rajarhat	Kolkata	Siddhivinayak Apartments, Alghara, 1st Floor, Rajarhat Main Road, Kolkata - 700136, West Bengal	Landline No.: (033) 40619531
12	Rourkela	Sambalpur	FF-2, 1st Floor, Sumitra Heights, Panposh Road, Opp. New Court Building, Rourkela - 769012, Odisha	Landline No.: (0661) 6061000
East Circle- Collection Centre				
1	Suri	Kolkata	Dubrajpur Road, Opp. DSA Stadium, Near Rabindra Sadan, Birbhum Suri- 731101, West Bengal	NA



# DHFL PAN INDIA LOCATION DETAILS

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WEST CIRCLE			
West Circle Branches			
Sr. No	Location	Address	Contact Number
1	Pune (Circle Office)	Fortune House, 2nd Floor, Near Income Tax Lane, Prabhat Road, Pune - 411004, Maharashtra	Landline No.: (020) 25314000
2	Pune (Cluster Office)	Office No. 201 to 204, Fortune Plaza, 2nd Floor, Thube Park, Next to HDFC House, Near Sancheti Hospital, Shivajinagar, Pune - 411 005, Maharashtra	Landline No.: (020) 66819595
3	Indore (Cluster Office)	Royal Gold Complex, Plot No. 4-A, 2nd Floor, Unit No. 205/206/207, Y. N. Road, Indore - 452001, Madhya Pradesh	Landline No.: (0731) 4235701 - 715
4	Ahmedabad (Cluster Office)	3rd Floor, Amola Chamber, Girish Cold Drink Char Rasta, C G Road, Ahmedabad - 380009, Gujarat	Landline No.: (079) 26449521 / 40602222
5	Ahmedabad	202, Ushadeep Complex, 2nd Floor, Near Navrangapura Railway Crossing and Police Station, Above Loot, Navrangapur, Ahmedabad - 380009, Gujarat	Landline No.: (079) 26402991/ 994
6	Ahmedabad	3rd Floor, Abhijeet IV, Mithakhali Six Roads, Law Garden Road, Ahmedabad - 380009, Gujarat	Landline No.: (079) 40262800/ 822
7	Ahmednagar	Office No.8, Amardeep Complex, Near Gogadeo Temple, Sarjapura, Ahmednagar - 414001, Maharashtra	Landline No.: (0241) 2431677 Fax No.: (0241)2431677
8	Akola	Nakshtra Sankul, 1st Floor, Umri Road, Jatharpeth, Akola - 444005, Maharashtra	Landline No.: (0724) 2491279/ 0697 Fax No.: (0724) 2352643
9	Aurangabad	N. K. Heights, 1st Floor, Opp. S B I Personal Banking, Kranti Chowk, Jalna Road, Aurangabad - 431001, Maharashtra	Landline No.: (0240) 2351033 / 2643 /6450570
10	Bhopal	Plot no 11, Alankar Complex, Mezanine Floor, Bank Street, M. P. Nagar, Zone II, Bhopal - 462011, Madhya Pradesh	Landline No.: (0755) 2555088 / 4277088 /4218376
11	Chakan	Shop No. 1 & 2, 1st Floor, Vishal Market, Near Vishal Garden, Shikrapur Road, Chakan Tal. Khed, Pune - 410501, Maharashtra	Landline No.: (02135) 654849
12	Chandkheda	207 - 208, 2nd Floor, Sangath Mall - II, Chandkheda - Gandhinagar Highway, Chandkheda, Ahmedabad - 382424, Gujarat	NA
13	Gandhidham	203, 1st Floor, Sunder Park, Plot No. 95, Sector - 8, Tagore Road, Gandhidham - 370201, Gujarat	Landline No.: (02836) 222032 / 033
14	Goa	104, 1st Floor, Kamat Chambers, Opp. Hotel Neptune, Panaji - 403001, Goa	Landline No.: (0832) 2230410 - 411
15	Gwalior	FF-17, 16, Orion Tower, Plot No. 11, City Center, Next to LIC Building, Gwalior - 474011, Madhya Pradesh	Landline No.: (0751) 4218202 - 207
16	Hadapsar	L-218, 1st Floor, Mega Centre, Behind Noble Hospital, Pune Solapur Road, Hadapsar - 413528, Maharashtra	Landline No.: (020) 26890963 - 964
17	Indore	Royal Gold Complex, Plot No. 4-A, 3rd Floor, Unit No. 303 & 304, Y. N. Road, Indore - 452001, Maharashtra	Landline No.: (0731) 4278010 - 015
18	Itarsi	1st Floor, 9th Line, Sarafa Road, Dr. U. K. Shukla's Building, Near Tagore School, Itarsi - 461111, Madhya Pradesh	Landline No.: (07572) 406275
19	Jabalpur	1627, 1st Floor, Jaiswal Tower, Home Science College Road, Near Shashtri Bridge, Napier Town, Jabalpur - 482001, Madhya Pradesh	Landline No.: (0761) 4054911 / 921
20	Jalgaon	Shiva Arcade, Dhake Corporate Centre, Plot No - 18,19 Dhake Colony, Jalgaon - 425001, Maharashtra	Landline No.: (0257) 2222253 Fax No.: (0257) 2222254
21	Khargone	C-17, Radha Vallabh Market, Khargone - 451001, Madhya Pradesh	Landline No.: (07282) 234732 / 830 / 231674

# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

## WEST CIRCLE

### West Circle Branches

Sr. No	Location	Address	Contact Number
22	Kolhapur	Office No. 6 To 8A, Akshar Plaza, 1st Floor, Opp. Sasane Ground, Tarabai Park, Kolhapur - 416003, Maharashtra	Landline No.: (0231) 2660567/3664 Fax No.: (0231) 2660567
23	Mehsana	F - 25 to F - 29, 1st Floor, Sanskrit Shopping Mall, Near Khodiar Restaurant, Ahmedabad Mehsana Highway, Mehsana - 384002, Gujarat	Landline No.: (02762) 230006 / 008
24	Nagpur	4th floor, Bhiwapurkar Chambers, Opp. Yeshwant Stadium, Dhantoli, Nagpur - 440012, Maharashtra	Landline No.: (0712) 2432448 / 2429686
25	Nasik	S-3, 2nd Floor, Suyojit Sankul, Near Rajiv Gandhi Bhavan, Sharanpur Road, Nasik - 422002, Maharashtra	Landline No.: (0253) 2316771 / 772 Fax No.: (0253) 2316762
26	Parbhani	Mantri Complex, 1st Floor, Wasmat Road, Ramkrushna Nagar, Parbhani - 431401, Maharashtra	Landline No.: (02452) 227691 Fax No.: (02452) 223326
27	Pimpri	Unit No. 11, 12, 37, Ground Floor, Jewel Of Pimpri, B Wing, Opp PCMC, Pimpri Chinchwad - 411044, Maharashtra	Landline No.: (020) 65331890
28	Pune	Office No. 314 to 317, 4th Floor, Gera Junction, Main Lulla Nagar Chowk, Pune - 411040, Maharashtra	Landline No.: (020) 69202676
29	Rajkot	Ground Floor, Ambition Tower, Indian Bank / Patel Suzuki Service Station Building, Near Indira Circle, Opp. Abhilasha Gas Agency, 150 feet Ring Road, Rajkot - 360005, Gujarat	Landline No.: (0281) 2586458/ 459/ 6543269
30	Ratnagiri	956, E/1, Kasturi Plaza, Ground Floor, Main Road, Opp. Vivek Hotel, Ratnagiri - 415612, Maharashtra	Landline No.: (02352) 270515
31	Sangli	Krishayan Arcade, 2nd Floor, Opp. Z P Office, Sangli - 416416, Maharashtra	Landline No.: (0233) 2372166
32	Solapur	Office No. 1 & 8, Rohan Commercial Centre, 1st Floor, C. S. No. 8372/D, Old RTO Road, Railway Lines, Near Raghoji Kidney Hospital, Solapur - 413 001, Maharashtra	Landline No.: (0217) 2322241/ 3297178
33	Surat	202, 2nd Floor, Mangaldeep Complex, Near RTO, Ring Road, Surat - 395001, Gujarat	Landline No.: (0261) 2471112/ 113/ 120/ 130
34	Swargate	206-207, Lotus Court, Pune - Satara Road, Pune - 411037, Maharashtra	Landline No.: (020) 24225461 - 463
35	Vadodara	5, Upper Ground Level, Profit Center, Near Kalagodha Circle, Sayajigunj, Vadodara - 390005, Gujarat	Landline No.: (0265) 2226312/ 313/ 314
36	Yavatmal	15 City Market, 1st Floor, Opp. Nilam Foam House, Hanuman Akhada Chauk, Yavatmal - 445001, Maharashtra	Landline No.: (07232) 238225

### West Circle Service Centres

Sr. No	Location	Nodal Branch	Address	Contact Number
1	Amravati	Akola	Gulshan Arcade, Near Railway Station, Amravati - 444601, Maharashtra	Landline No.: (0721) 2563654
2	Anand	Vadodara	103, Maruti Sharnam, Opp. Nandbhumi Party Plot, V. V. Nagar Road, Anand - 388001, Gujarat	Landline No.: (02692) 247808
3	Baramati	Swargate	2nd Floor, Vidya Corner Super Market, Pencil Chowk, Bhigwan Road, Baramati - 413133, Maharashtra	Landline No.: (02112) 244730

# DHFL PAN INDIA LOCATION DETAILS

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West Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
4	Beed	Aurangabad	Shop No. 4, 1st Floor, Sr. No. 18, Taraf Deshmukh, D. P. Road, Beed - 431122, Maharashtra	Landline No.: (02442) 227355
5	Bharuch	Vadodara	No. G/22, Aditya Complex, Near Kasak Fountain, Bharuch - 392001, Gujarat	Landline No.: (02642) 246194
6	Bhavnagar	Ahmedabad	108, 1st Floor, Shopper's Point, Parimal Chowk, Waghawadi Road, Bhavnagar - 364001, Gujarat	Landline No.: (0278) 3001336
7	Bopal	Ahmedabad	1st Floor, Ratnam Building, Bopal Ghuma Road, Bopal, Ahmedabad - 380058, Gujarat	Landline No.: (02717) 293070
8	Buldana	Akola	Shop No. 209 & 210, DSD City Mall, Bus Stand To Tegsuk Road, Dalal Layout, Buldana - 443001, Maharashtra	NA
9	Chandrapur	Nagpur	Shop No. 3, Naidu Chambers, Kasturba Road, Near Jatpura Gate, Chandrapur - 442402, Maharashtra	Landline No.: (07172) 273813
10	Chhindwara	Jabalpur	1st Floor, Mauza Chhindwara, P.H.NO. 22, KH.No.-36/8, R.N.M., Chhindwara - 1, Parasia Road, Chhindwara - 480001, Madhya Pradesh	Landline No.: (07162) 247311
11	Daund	Swargate	Shop No. 14, City Pride, Sahkar Chauk, Daund - 413801, Maharashtra	Landline No.: (02117) 262929
12	Dewas	Indore	1st Floor, Plot No. 27, Agroha Nagar, Behind Shiva Hotel, Dewas - 455001, Madhya Pradesh	Landline No.: (07272) 401547
13	Dhule	Nasik	Shop No. 3 & 4, 1st Floor, Ashok Estate, Opp. Santoshi Mata Mandir, Sakri Road, Dhule - 424001, Maharashtra	Landline No.: (02562) 238877
14	Gota	Ahmedabad	B-7, 1st Floor, Sukan Apartment, Gota, Ahmedabad - 382481, Gujarat	Landline No.: (079) 29299920
15	Himmatnagar	Mehsana	1st Floor, City Plaza, Sahkari Chowk, Himmatnagar - 383001, Gujarat	NA
16	Jalna	Aurangabad	Shop No.11, Survey No. 49/7, Misal Tower, Plot No. 4, Near Shani Mandir, Old Jalna, Jalna - 431203, Maharashtra	Landline No.: (0248) 2223400
17	Jamnagar	Rajkot	127- Madhav Plaza, Opp. SBI Bank, 1st Floor, Near Lal Banglow, Jamnagar - 361001, Gujarat	Landline No.: (0288) 2558449
18	Junagarh	Rajkot	304, 3rd Floor, Platinum Complex, Jayshree Cinema Road, Near Karwa Chowk, Junagadh - 362001	Landline No.: (0285) 2627099
19	Khandwa	Khargone	5, Vaikhuntnagar, Civil Line, Khandwa - 450001, Madhya Pradesh	Landline No.: (0733) 2226650
20	Latur	Solapur	Shop No.12 & 13, Shivkamal Silver Arch Building, Nandi Stop, Latur - 413512, Maharashtra	Landline No.: (02382) 241272
21	Mahad	Ratnagiri	Shop No. 7, Govind Sagar, P. G. City, Near NH 17, Mahad, Raigad - 402301, Maharashtra	Landline No.: (02145) 224975

# DHFL PAN INDIA LOCATION DETAILS

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West Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
22	Malegaon	Nasik	Office No. 26, Opp. District Court, Camp Road, Satana Chowk, Malegaon - 423105, Maharashtra	Landline No.: (02554) 251588
23	Nanded	Parbhani	Center Point, F - 6, 1st Floor, Shivajinagar, Nanded - 431602, Maharashtra	Landline No.: (02462) 242627
24	Nasik	Nasik	Shop No. 5, 2nd Floor, Pratik Arcade, Bytco Point, Nasik Road, Nasik - 422101, Maharashtra	Landline No.: (0253) 2456762
25	Navsari	Surat	103, 1st Floor, Landmark The Mall, Saiyaji Library Road, Navsari - 396445, Gujarat	Landline No.: (02637) 255088
26	Pithampur	Indore	Shop No. 62 - 63, Sudarshan Complex, Upper Ground Floor, Mahu Ninach Road, Pithampur - 454775, Madhya Pradesh	NA
27	Ratlam	Indore	1st Floor, Nazar Bagh, Palace Road, Above SBI ATM, Opp. S. R. Petrol Pump, Ratlam - 457001, Madhya Pradesh	Landline No.: (07412) 407511
28	Rewa	Jabalpur	1st Floor, John Tower, College Road, Near Madhyanchal Corp. Bank, Rewa - 486001, Madhya Pradesh	Landline No.: (07662) 255010
29	Sagar	Bhopal	Shop No. UG 13, Mezzanine Floor, Dwarka Complex, Civil Lines, Sagar - 470001, Madhya Pradesh	Landline No.: (07582) 242686
30	Satara	Kolhapur	Shop No. G2, Yashwant Plaza, Ground Floor, 88, Raviwar Pet, Near Pawai Naka, Satara - 415002, Maharashtra	Landline No.: (02162) 227567
31	Satna	Jabalpur	1st Floor, Satna Plaza, Rewa Road, Satna - 485001, Madhya Pradesh	Landline No.: (07672) 411303
32	Shivpuri	Gwalior	1st Floor, Hazi Sannu Market, Above Bajaj Showroom, AB Road, Shivpuri - 473781, Madhya Pradesh	Landline No.: (07492) 222830
33	Shrirampur	Ahmednagar	Office No. 02, Popular Shopping Complex, Below Union Bank of India, Shrirampur, Ahmednagar - 413709, Maharashtra	Landline No.: (02422) 224009
34	Sindhudurg	Goa	Shop No. 45, Upper Ground Floor, Kakshi Nakshatra Tower, Opp. Bus Stand, Dist-Sindhudurg, Kudal - 416520, Maharashtra	NA
35	Surendranagar	Ahmedabad	1st Floor, Planet Square 2, 80 ft Road, Surendranagar - 363001, Gujarat	Landline No.: (02752) 231231
36	Talegaon	Chakan	Office No.11, Shantai City Centre, Near Bank of India, Talegaon Dabhade - 410506, Maharashtra	Landline No.: (02114) 222607
37	Ujjain	Indore	Shop No. 41, Durga Plaza, Shreeganj, Dewas Road, Ujjain - 456001, Madhya Pradesh	Landline No.: (0734) 4060409
38	Vapi	Surat	Shop No. 14 - 15, Mezzanine Floor, Shoppers Stop, Next to Jai Tower, Vapi Silvassa Road, Vapi - 396191, Gujarat	Landline No.: (0260) 2425888

# DHFL PAN INDIA LOCATION DETAILS

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West Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
39	Vastrapal	Ahmedabad	G-3, Rudraksha Complex, Odhav Road, Odhav, Ahmedabad - 380026, Gujarat	NA
40	Vidisha	Indore	Opp. PWD Office, Near Over Bridge, Civil Lines, Vidisha - 464001, Madhya Pradesh	Landline No.: (07592) 406310
41	Wagholi	Hadapsar	Blue Sky Icon, Office No. 205, Baif Road, Pune Nagar Road, Opp. Mojhe College, Wagholi Pune - 412207, Maharashtra	Landline No.: (020) 32405535
42	Wardha	Nagpur	House No. 205, Meghal Complex, Plot No. 36, Rajkala Talkies Road, Wardha-442001, Maharashtra	Landline No.: (07152) 245124
43	Washim	Akola	Paras Plaza 1, Shop No. 27, Risod Road, Washim-444505, Maharashtra	Landline No.: (07252) 232880

## MUMBAI CIRCLE

Mumbai Circle Branches			
Sr. No	Location	Address	Contact Number
1	Thane - Hari Niwas Circle (Circle / Cluster Office)	Dhiraj Baug, Bldg. "A" Grd. & 1st Floor, Besides Axis Bank, Opp. Monalisa Building, Agra Road, Hari Niwas Circle, Naupada, Thane (West) - 400602, Maharashtra	Landline No.: (022) 67285858 - 922 Fax No.: (022) 67285859
2	Dahisar (West) (Cluster Office)	Rustomjee R-Cade, Rustomjee Acres, 2nd & 3rd Floor, Jayawant Sawant Road, Dahisar (West), Mumbai - 400068, Maharashtra	Landline No.: (022) 61093333 Fax No.: (022) 61093335
3	Borivali (East)	Dheeraj Regency, Shop No. 18 - 20, Opp. Bhor Industry, Off W.E.Highway, Borivali (East), Mumbai - 400066, Maharashtra	Landline No.: (022) 69001101- 108
4	Mumbai Metro	HDIL Towers, Ground Floor, Anant Kanekar Marg, Station Road, Bandra (East), Mumbai - 400051, Maharashtra	Landline No.: (022) 61558100 / 101/ 150 /26470338 / 339 Fax No.: (022) 2658 2176
5	Navi Mumbai (Belapur)	Block No.7, Raigad Bhavan, 2nd Floor, Sector -11, CBD Belapur, Navi Mumbai - 400614, Maharashtra	Landline No.: (022) 27571650 / 61068000 Fax No.: (022) 27572596
6	Thane - Naupada	202, Suraj Arcade, 2nd Floor, Near Deodhar Hospital, Gokhale Road, Naupada, Thane(West) - 400601, Maharashtra	Landline No.: (022) 61533400
7	Bhandup (West)	Dreams Mall, Upper Ground Floor, L.B.S. Marg, Bhandup(West), Mumbai - 400078, Maharashtra	Landline No.: (022) 6179 6800
8	Titwala (West)	Office No. 1-5, Ground Floor, Omkar Residency, "D" Wing, Opp. Railway Station, Titwala (West), Thane - 421605, Maharashtra	Landline No.: (0251) 6057222 / 6067222
9	Kalyan (West)	Riddhi Siddhi Complex, Shop No. 2-4, Kalyan Murbad Road, Opp. ICICI Bank, Kalyan (West) - 421301, Maharashtra	Landline No.: (0251) 2328124/ 2320780 / 6509250 - 256
10	Ambernath (East)	Shop No. 104, 105, 106 & 107, 1st Floor, Panvelkar Plaza, D. D. Scheme No. 15, Plot No. 7, CTS 4835 to 4838, Village - Kohojkhuntavalli, Taluka-Ambernath-421501, Thane, Maharashtra	Landline No.: (0251) 6940720 - 728
11	Dahisar (East)	Diamoda, Unit No. 706, 7th Floor, Near Novelty Silk Mill Compound, Dahisar (East), Mumbai - 400068, Maharashtra	Landline No.: (022) 61539700
12	Virar (West)	Shop No. 2 & 3, Sheetal Nagar, Bldg. No. 4, Agashi Road, Virar (West), Thane - 401303, Maharashtra	Landline No.: (0250) 6451718 / 2512178
13	Panvel	Shop No. 1 to 5, 1st Floor, Melody Tower, Sector 15 A, Opp. Panvel Station Road, New Panvel - 410206, Maharashtra	Landline No.: (022) 69000360 - 367 Fax No.: (022) 27450061

# DHFL PAN INDIA LOCATION DETAILS

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## MUMBAI CIRCLE

### Mumbai Circle Branches

Sr. No	Location	Address	Contact Number
14	Vasai (West)	Shop No. 1, Milan Apartments, Opp. Bassien Catholic Bank, Station Road (Manikpur), Vasai (West), Thane 401202, Maharashtra	Landline No.: (0250) 3290367 - 369 / 3051342
15	Vasai (East)	DHFL Building, Opp. HDFC Bank, Near Holy Family School, Evershine City, Gokhivare, Vasai (East), Thane - 401208, Maharashtra	Landline No.: (0250) 6510370 / 2461280
16	Ulwe	Shop No. 2 - 5, Ground Floor, Parijat, Plot No. 37, Sector - 19, Ulwe, Navi Mumbai - 400614, Maharashtra	NA
17	Khopoli	H.No.23/1/E, 1st Floor, Sai Niwas, Opposite Deepak Hotel, Khopoli - 410203, Maharashtra	Landline No.: (02192) 692000 - 007
18	Pen	Krushitpana Bazar Samiti, Shop No.101, 1st Floor, Mumbai Goa Highway, Opp. Pen Railway Station, Pen, Raigad - 402107, Maharashtra	Landline No.: (02143) 690922 - 928
19	Boisar (West)	Shop No.127 to 130, Ostwal Empire, Mahavir Market, Above Khubsurat Pink City, Opp. IDBI Bank, Boisar (W) Thane - 401404, Maharashtra	Landline No.: (02525) 267826 / 926
20	Naigaon	1st Floor Chirst House, Opp. Vijay Garage, Naigaon, Juchandra Station Road Naigaon, Taluka Vasai - 401208, Maharashtra	Landline No.: (0250) 6900230 - 237
21	Dombivali (East)	Vitthal Apartment, B Wing, 1st Floor, Shahid Bhagat Singh Road, Tai Pingale chowk, Near Sarvesh Hall, Dombivali (East), Thane - 421201, Maharashtra	Landline No.: (0251) 2449630 - 631
22	GB Road Thane	3rd Floor, Lake City Mall, Kapur Bawdi Junction, Ghodbunder Road, Thane (West) - 400607, Maharashtra	Landline No.: (022) 25424414 - 415
23	Virar (East)	Pushpa Plaza, Opp. Railway Station, Manvel Pada Road, Virar (East), Thane - 401305, Maharashtra	Landline No.: (0250) 6510230 / 2520109
24	Nallasopara (West)	Shop No. 9-14, Ground Floor, Patankar Park, Station Road, Nallasopara (West), Taluka Vasai, Thane - 401203, Maharashtra	Landline No.: (0250) 6455311/2413841
25	Thane - Hari Niwas Circle	Dhiraj Baug, Building "A" Ground & 1st Floor, Besides Axis Bank, Opp. Monalisa Building, Agra Road, Hari Niwas Circle, Naupada, Thane (West) - 400602, Maharashtra	Landline No.: (022) 67285839
26	Andheri (East)	Premises No. 508, 509, 5th Floor, Anjani Complex, Opp. Guru Nanak Petrol Pump, Parera Hill Road, Andheri (East), Mumbai - 400099, Maharashtra	Landline No.: (022) 65357011
27	Badlapur (East)	Shop No. 7, Ground Floor, Shubh Shilp CHSL, Plot No. 1-3, Ghorpade Chowk, Village Katrap, Badlapur(East), Badlapur - 421503, Thane, Maharashtra	Landline No.: (0251) 6542080 - 087
28	Mira Bhayander Road (East)	Shop No. 101-102, 1st Floor, Poonam Enclave, Mira-Bhayander Road, Near Golden Nest, Mira Road (East) Thane - 401107, Maharashtra	Landline No.: (022) 28131167 / 177 / 187 / 197
29	Karjat	Block No. 103, C Wing, Hira Panna Shopping Plaza, Ambrai Road, Karjat, Raigad - 410201, Maharashtra	Landline No.: (02148) 690009 - 012
30	Ghatkopar (East)	1A, 1st Floor, Nand Ashish CHSL, R. B. Mehta Road, Ghatkopar (East), Mumbai - 400077, Maharashtra	Landline No.: (022) 65301386 - 393
31	Vashi (West)	A/501, BSEL Tech Park, Opp. Vashi Railway Station, Vashi (West), Navi Mumbai - 400614, Maharashtra	Landline No.: (0250) 27814038 - 039
32	Ulhasnagar	Atlas Tower, Ground Floor, Station Road, Ulhasnagar - 421003, Maharashtra	Landline No.: (0251) 6942680 - 687



# DHFL PAN INDIA LOCATION DETAILS

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## MUMBAI CIRCLE

### Mumbai Circle Branches

Sr. No	Location	Address	Contact Number
33	Roha	Shop No. A/01, A/02 & A/20, Ground Floor, Jayram Apartments Village Roha, Taluka Roha, Raigad - 402109, Maharashtra	Landline No.: (02194) 690200 - 207
34	Dahanu (West)	Office No. 104, 1st Floor, Indraprastah, Dahanu Main Road, Opp. Kotak Mahindra Bank, Behind Punit Bhojanalaya Gully, Dahanu Road (West) - 401602, Maharashtra	NA
35	Bhiwandi	Shop No. 108 - 109, 1st Floor, City Centre, Opp. Hathhi Sizing, Dhamankar Naka, Bhiwandi 421302, Maharashtra	Landline No.: (02522) 690371 - 378
36	Navi Mumbai (Kharghar)	Shop No. 10, Ground floor, Ravechi Heights, Plot No. 25, Sector -7, Kharghar, Navi Mumbai 410210, Maharashtra	Landline No.: (022) 65308171 / 27742861
37	Borivali (West)	Office No. 205-206, 2nd Floor, Ganjawala Residency, Ganjawala Lane, Behind S V Road Petrol Pump, Borivali (West), Mumbai - 400092, Maharashtra	Landline No.: (022) 69000670 - 677
38	Fort	Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra	Landline No.: (022) 61066800/ 22047092 Fax No.: (022) 22871985
39	Palghar (West)	Neel Sursti, Shop No. 2 & 3, Ground Floor, Tembhoda Road, Palghar (West) Thane - 401404, Maharashtra	Landline No.: (0252) 5657181 - 188
40	Wada	No. 201, 2nd Floor, A - Wing, Gauri Complex, Khandeshwari Naka, Junction of Wada Manor Road & Wada Kudus Road, Wada, Thane - 421303, Maharashtra	Landline No.: (02526) 690100 / 690070 - 071
41	Shahapur	Shop No. 07, Ground Floor, Rishika CHSL, Survey No. 13P, at Village Kalambhe, Taluka Shahapur, Thane - 421601, Maharashtra	Landline No.: (02527) 690117

### Mumbai Circle Disbursement Hubs

1	Thane - Hari Niwas Circle	Dhiraj Baug, Bldg. "A" Grd. & 1st Floor, Besides Axis Bank, Opp. Monalisa Building, Agra Road, Hari Niwas Circle, Naupada, Thane (West) - 400602, Maharashtra	Landline No.: (022) 67285805
2	Dahisar (West)	Rustomjee R-Cade, Rustomjee Acres, 2nd & 3rd Floor, Jayawant Sawant Road, Dahisar (West), Mumbai - 400 068, Maharashtra	NA

## SOUTH CIRCLE

### South Circle Branches

Sr. No	Location	Address	Contact Number
1	Bengaluru (Circle / Cluster Office)	No. 719/A, 53-2, 2nd Floor, 46th Cross Road, J K Tower, Sangam Circle, Jayanagar, 8th Block, Bengaluru - 560070, Karnataka	Landline No.: (080) 43424100 -170 Fax No.: (080) 43424101
2	Bengaluru (Extended Circle Office)	301 & 401 Brigade Plaza, Opp. Ganapati Temple, Ananda Rao Circle, Bengaluru - 560009, Karnataka	Landline No.: (080) - 22093100
3	Bengaluru (Cluster Office)	No. 82, 1st Floor, Above IDBI Bank, Dr. Rajkumar Road, 2nd Block, Rajajinagar, Bengaluru - 560010, Karnataka	Landline No.: (080) 23329596 /100 -150
4	Kochi (Cluster Office)	1st Floor, K M M Building, Door No. 32/2383- B & DI, Palarivattom, Kochi - 682025, Kerala	Landline No.: (0484) 4059536 / 2334368 / 4011444 Fax No.: (0484) 2334368
5	Hyderabad (Cluster Office)	No. 8-3-948/949, F No: 301, 302 & 303, 3rd Floor, Solitaire Plaza, Behind Image Hospital, Ameerpet, Hyderabad - 500073, Telangana	Landline No.: (040) 23742003 - 004 / 040 / 050 / 080



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## SOUTH CIRCLE

### South Circle Branches

Sr. No	Location	Address	Contact Number
6	Chennai (Cluster Office)	"Kalpalathika Towers", New No. 36, Old No. 24, Dr. Ambedkar Road, Ashok Nagar Main Road, Kodambakkam, Chennai – 600024, Tamil Nadu	Landline No.: (044) 23722322 / 24807401
7	Ambattur	1st Floor, SKP Building, No. 48 / 36, North Park Street, Venkatapuram, Ambattur, Chennai - 600053, Tamil Nadu	Landline No.: (044) 26573055
8	Ameerpet	H.NO:6-3-853/1, F.NO:305, 3rd Floor, Meridian Plaza, Beside Lal Bungalow, Ameerpet, Hyderabad - 500016, Telangana	Landline No.: (040) 23405988 / 23405989
9	Belgaum	No. 4830/1, 1st & 2nd Floor, Shetty Building, Civil Hospital Road, Opp. BIMS College, Belgaum - 590001, Karnataka	Landline No.: (0831) 2424972 Fax No.: (0831) 2469342
10	Bellary	8/2, Akshaya Nilya, Moka Road, Opp. Govt. Hospital Gandhi Nagar, Bellary - 583101, Karnataka	Landline No.: (08392) 256541 - 543
11	Bengaluru (Jayanagar)	1347/36, 2nd Floor, Ragigudda Circle, South End, Main Road, 9th Block, Jayanagar, Bengaluru - 560069, Karnataka	Landline No.: (080) 41209254 / 55, 41479601 - 604
12	Bengaluru (Koramangala)	No.58, L V Complex, 1st Floor, Diagonally Opp. Airtel Show Room, 7th Block, Kormangala, Bengaluru - 560091, Karnataka	Landline No.: (080) 25705881 - 886
13	Bijapur	F1, F2, Mahalaxmi Complex, 2nd Floor, Opp. Matala Maruthi Temple, M G Road, Bijapur - 586101, Karnataka	
14	Bijapur	CTS No. 89 and CTS No. 95/B, In CTS Ward No. III, Ram Mandir Road, Bijapur - 586101, Karnataka	Landline No.: (08352) 240971 / 632
15	Calicut	2nd Floor, Marina Mall, YMCA Cross Road, Calicut-673001, Kerala	Landline No.: (0495) 2367697
16	Chandapura	1st Floor, Chandapura, Electronic City, Bangalore - 560099, Karnataka	Landline No.: (080) 27832192
17	Chennai	"Kalpalathika Towers", New No. 36, Old No.24, Dr. Ambedkar Road, Ashok Nagar Main Road, Kodambakkam, Chennai – 600024, Tamil Nadu	Landline No.: (044) 23722322 / 24807401
18	Chennai Main	The Blue Lace Brocade, Door No.2/75, 1st Floor, New Avadi Road, Kilpauk Garden, Chennai - 600010, Tamil Nadu	Landline No.: (044) 26474646 / 747 / 848 Fax No.: (044) 26474949
19	Chennai Metro	No. 5F, Century Plaza, 560 – 562, Anna Salai, Teynampet, Chennai – 600018, Tamil Nadu	Landline No.: (044) 28117749
20	Chennai- Sales Vertical	No.11, 1st Floor, JVR Square, Ramakrishna Street, Porur Chennai - 600116, Tamil Nadu	Landline No.: (044) 24764225 / 205
21	Coimbatore	A Block, 2nd Floor, Damodar Center, 1050, Avinashi Road, Coimbatore - 641018, Tamil Nadu	Landline No.: (0422) 2244892 2224891- 892 / 2229299 / 2222339 Fax No.: (0422) 2524887
22	Davangere	No. 273/4-12, Mallikarjuna Towers, 1st Floor, Above New Bata Show Room, Pravasi Mandir Road, Davangere - 577002, Karnataka	Landline No.: (08192) 257809 / 258090 / 233955
23	Erode	142/6, Ground Floor, Vinayaka Complex, Perundurai Road, Opp. Ganesh TVS, Erode - 638011, Tamil Nadu	Landline No.: (0424) 2270760
24	Gachibowli	Door 2- 48 / 108, 3rd Floor, SSRGI Arciad, Telecom Nagar, Main Road, Gachibowli, Hyderabad - 500032, Telangana	Landline No.: (040) 64603787
25	Gulbarga	No. 2-243/FF/2, 1st Floor, Asian Tower, Jagat Main Road, Opp. City Municipal Council, Gulbarga - 585101, Karnataka	Landline No.: (08472) 260630 / 224906
26	Guntur	D. No. 5 - 37 - 50, 4 / 7, Brodipet, 1st Floor, Above Khazana Jewellery Show Room, Guntur - 522002, Andhra Pradesh	Landline No.: (0863) 2244120

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## SOUTH CIRCLE

### South Circle Branches

Sr. No	Location	Address	Contact Number
27	Hosur	No. 643/1D, 1st Floor, RKG Manor, Opp. Traffic Police Station, Bangalore Bye Pass Road, Hosur - 635109, Tamil Nadu	Landline No.: (04344) 245955
28	Hubli	4-5, 1st Floor, Eureka Towers, Traffic Island, Hubli - 580029, Karnataka	Landline No.: (0836) 2352929 Fax No.: (0836) 2350066
29	Hyderabad Main	Flat No. 201- 202, 2nd Floor, Mahavir Lok, Himayath Nagar, Main Road, Hyderabad - 500029, Telangana	Landline No.: (040) 23260994 / 23261002.
30	Hyderabad Sales Vertical	3A & 3A/1, 3rd Floor, G. S. Plaza, Road No. 1, Banjara Hills, Hyderabad - 500034, Telangana	Landline No.: (040) 23320192 - 194/ 23384244
31	Kadappa	D. No.: 4 / 622 / B, 2nd Floor, CPVR Towers, Arvind Nagar, R. S. Road, Opp. New APSRTC Bus stand, Kadappa - 516002, Andhra Pradesh	Landline No.: (08562) 245400
32	Kannur	D No.TV-33/363N, 2nd Floor, Grand Plaza, Fort Road, Kannur - 670001, Kerala	Landline No.: (0497) 2707795 / 2701051 / 3258234
33	Karim Nagar	2-3/169/1, 1st Floor, Vijramma Towers, Kaman Road , Karim Nagar - 505001, Telangana	Landline No.: (0878) 3290878
34	Kengeri	Sri Agani Complex, 2nd Floor, Above Coffee Day, Kengeri Upanagara, Bengaluru - 560060, Karnataka	Landline No.: (080) 28488889
35	Kochi	Ground Floor, K M M Building, Door No. 32/2383-D, Palarivattom, Kochi - 682025, Kerala	Landline No.: (0484) 4059536 / 2334368 / 4011444 Fax No.: (0484) 2334368
36	Kolar	1st Floor, Katha No. 440, Kittur Rani, Chennamma Circle, Opp. New KSRTC Bus Stand, Ramadevaragudi Street, Kolar Town - 563101, Karnataka	Landline No.: (0815) 2220031
37	Kottayam	1st Floor, Madeena Arcade, CMS College Road, Baker Junction, Kottayam - 686001, Kerala	Landline No.: (0481) 2300156
38	Kukatpally	12-6-2/273/6 to 12, 3rd Floor, V C Plaza, Opp. BJP Office, Kukatpally, Hyderabad - 500072, Telangana	Landline No.: (040) 23056400 / 40101105
39	Kurnool	D. No: 40 - 354 - 60, 1st Floor, Nandyal Gate, Opp Narayanmurthy Petrol Pump, Park Road, Kurnool - 518001, Andhra Pradesh	Landline No.: (08518) 227217 / 311395
40	Madurai	Ground Floor, Ra-Gem Plaza, 111-112 Alagarkoil Main Road, Tallakulam, Madurai - 625002, Tamil Nadu	Landline No.: (0452) 2528436 / 400
41	Mangalore	305-306, 3rd Floor, Inland Ornate, Navbharat Circle, Kodilabail, Mangalore - 575003, Karnataka	Landline No.: (0824) 2441801
42	Marathahalli	1st Floor, M S R Complex, Opp. SBI, No. 93/2A, 96, Marathahalli Outer Ring Road, Marathahalli Junction, Marathahalli, Bangalore - 560037, Karnataka	Landline No.: (080) 25233153
43	Mysore	New no. 83/B, 1st Floor, Raghvendra Mension, Opp. Saraswathi Theatre, New Kantharaj Urs Road, Saraswathipuram, Mysore - 570009, Karnataka	Landline No.: (0821) 4257704 - 705 Fax No.: (0821) 4257706
44	Mysore	Nakshathra, 2nd Floor, Narayanashastri Road, Near Sidappa Square, Mysore - 570004, Karnataka	Landline No.: (0821) 2333513 / 358
45	Nagole	No.28 & 15, 2nd Floor, Srinivasa Chambers, Above IDBI Bank Ltd, Near Big Bazaar, L. B. Nagar, Mansurabad Village, Hyderabad East, R R Dist. - 500035, Telangana	Landline No.: (040) 64603788

# DHFL PAN INDIA LOCATION DETAILS

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## SOUTH CIRCLE

### South Circle Branches

Sr. No	Location	Address	Contact Number
46	Nanganallur	NBR Complex, 2nd Floor, D- 206 & 207, Hindu Colony, MGR Road, Nanganallur, Chennai - 600061, Tamil Nadu	Landline No.: (044) 60503338 - 339
47	Nelamangala	1st Floor, Krishna Complex, 2 Units, Old By Pass Road, NH4, Nelamangala - 562123, Karnataka	Landline No.: (080) 27723678
48	Nellore	Magna Super Market No: 16/3/210, 2nd Floor, GSR Complex, Ramalingapuram Main Road, Opp. SBI Building, Nellore - 524001, Andhra Pradesh	Landline No.: (0861) 2340243
49	Nizamabad	Flat No.7, 2nd Floor, Above IDBI Bank, Surya Towers, Hyderabad Road, Bharat Rani Marg, Nizamabad - 503001, Telangana	Landline No.: (08462) 236022
50	Parrys	Aparna Complex, 2nd Floor, No.51, P.V. Iyer Street, Broadway, Parrys, Chennai - 600001, Tamil Nadu	Landline No.: (044) 25223822
51	Puducherry	No. 27, 1st Floor, 100 Feet Road, Sundaraja Nagar, Near Indira Gandhi Statue, Puducherry - 605004, Tamil Nadu	Landline No.: (0413) 2200263 / 261/ 213, 2204016 Fax No.: (0413) 2201104
52	Rajahmundry	D.No.: 6 - 1 - 14 & 15, Rangacheri Street, T Nagar, Rajahmundry - 533101, Andhra Pradesh	Landline No.: (0883) 2441889 / 6664700
53	Salem	No.75, 1st Floor, Santhosh Towers, Brindavan Road, Opp. New Bus Stand, Salem - 636004, Tamil Nadu	Landline No.: (0427) 2445144/ 2430870
54	Sangareddy	1st Floor, Neni Complex, MIG 58, H.No.:12/95, Opp. Integrated Collector Complex, Sangareddy, Medak - 502001, Telangana	Landline No.: (08455) 654844 / 270098
55	Shivamoga	Mahaveer Plaza, 2nd Floor, 3rd Cross Garden Area, Nehru Road, Shivamoga - 577201, Karnataka	Landline No.: (08182) 220152 / 074
56	Tambaram	No. 87, GST Road, Kadeperi, Tambaram - Chennai 600045, Tamil Nadu	Landline No.: (044) 22380404
57	Tarnaka (A S Rao Nagar)	Premises no. 4, 1st Floor, Crescent Krishna Metropolises, A S Rao Nagar, Beside Poulomi Hospital, ECIL Post, Hyderabad - 500062, Telangana	Landline No.: (040) 27134186
58	Thirunelveli	Shop No.: 1738/2A, 1st Floor, Shah Complex, Palayamkottai, Thirunelveli - 627002, Tamil Nadu	Landline No.: (0462) 2560079 / 080
59	Thiruvallur	No.3568, RBD Complex, 2nd Floor, TNHB, Avadi Bye pass Road, Kakkalur, Thiruvallur - 602001, Chennai, Tamil Nadu	Landline No.: (044) 27664484
60	Thiruvananthapuram	1st Floor, Twinkle Plaza, Panavila, Thiruvananthapuram - 695014, Kerala	Landline No.: (0471) 2333077
61	Thrissur	2nd Floor, Salpa Complex, M. G. Road, Near West Fort Junction, Thrissur - 680004, Kerala	Landline No.: (0487) 2381260 / 2381989 / 2381699.
62	Tirupati	H No.8 - 119/A, Plot No 26, 1st Floor, Jayanti Towers, Rayala Cheruvu Road (R C Road), Opp. Raily Coach Depot Office, Tirupati, Chittoor - 517502, Andhra Pradesh	Landline No.: (0877) 2245580
63	Trichy	Sree Naga Arcade, 1st Floor, Next to Seva Sangam Higher Secondary School, No. 5, Williams Road, Contonment, Trichy - 620001, Tamil Nadu	Landline No.: (0431) 2400030 / 060
64	Tumkur	Shiny Tower, Shreeniwasa Nursing Home Road, Shri Shivakumar Swamiji Circle, B H Road, Tumkur - 572102, Karnataka	Landline No.: (0816) 2275892

# DHFL PAN INDIA LOCATION DETAILS

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## SOUTH CIRCLE

### South Circle Branches

Sr. No	Location	Address	Contact Number
65	Vellore	Basement No. D5, RJ Plaza, Near Palar Bridge, Katpadi Main Road, Viruthampet, Vellore - 632006, Tamil Nadu	Landline No.: (0416) 3207237 / 2247237
66	Vijayawada	Door No. 27 - 20 - 51, 1st Floor, Lakshmiram Plaza, Museum Road, Sonovision Opposite Road, Governor Pet, Vijayawada - 520002, Andhra Pradesh	Landline No.: (0866) 6668918 / 25751565
67	Vishakhapatnam	Eswara Plaza, 1st Floor, Door No. 47/14/7/3, Dwaraka Nagar, Main Road, Vizag - 530016, Andhra Pradesh	Landline No.: (0891) 2754985 / 2707908
68	Vishakhapatnam	10-1-44/7, 1st Floor, Peejay Plaza, Opp. Hotel Tycoon, CBM Compound, VIP Road, Vishakhapatnam - 530003, Andhra Pradesh	Landline No.: (0891) 6620003 - 005
69	Warangal	H.No. 2-5-294/A, 2nd Floor, SPS Plaza, Opp. TMC, Kaloji Circle, Above Liliput Word, Nakkalagutta, Hanamkonda, Warangal - 506001, Telangana	Landline No.: (0870) 2437999
70	Yelahanka	GVR Castle, G. L. Raj Nagar, Bagalur Main Road, Vinayak Nagar, IAF Post, B4, Site No. 98 & 163, Yelahanka - 560102, Karnataka	Landline No.: (080) 32563560

### South Circle Service Centres

Sr. No	Location	Nodal Branch	Address	Contact Number
1	Adoni	Kurnool	Plot No. 8, Situated at Arts & Science College Road, Beside Maheshwari Theatre, Adoni, Kurnool - 518301, Andhra Pradesh	Landline No.: (08512) 231879
2	Alappuzha	Kochi	17/421F(XIV/2758) 1st Floor, Chandra Square, Cullen Road, Alleppey - 688004, Kerala	Landline No.: (0477) 2238577
3	Aluva	Kochi	1st Floor, K R Towers, Market Road, Near Bazar Post Office, Aluva - 683101, Kerala	Landline No.: (0484) 2620247
4	Anantapur	Kadappa	D.No. 13-191 & 192, T. S. No. 2059/2, 1st Floor, Above Reliance General Insurance, W.No.13, Block No. 21, R. F. Road, Anantapur, Anantapur - 515004, Andhra Pradesh	Landline No.: (08554) 277000
5	Attur	Salem	Raj Krishna Residency, Shopping Complex, Ground Floor, No.10/N-11, 90, Narayanasamy Street, Gandhi Nagar Area, Attur Town, Salem - 636102, Tamil Nadu	Landline No.: (04282) 251144
6	Bagalkot	Bijapur	TP No. 48/11/B, "Melligeri Towers", Shop No.12A, 1st Floor, Station Road, Bagalkot - 587101, Karnataka	Landline No.: (08354) 220632
7	Bidar	Kalburgi	1st Floor, Ruby Plaza, Near Railway Under Bridge, Basaweshwar Circle, Bidar - 585401, Karnataka	Landline No.: (08482) 228542
8	Chikkodi	Belgaum	CTS No. 3456, TMC No. 5328/2766/ P - 60, 1st Floor, Indira Nagar, Chikkodi - 591201, Karnataka	Landline No.: (08338) 273966
9	Chikmagalur	Shivamoga	Municipal Asst. Khatha No 76/5252/3613, First Floor of "Krishna Towers", M. G. Road Ward No 16, Chikmagalur - 577101, Karnataka	Landline No.: 08262 -237221

# DHFL PAN INDIA LOCATION DETAILS

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South Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
10	Chithradurga	Davangere	CTS No:2678/2471/6189/5546/37, Sridhara Mansion, New Santhe Maidana, SKP Society Road, Chithradurga Town, Chithradurga - 577501, Karnataka	Landline No.: (08194) 222558
11	Cuddalore	Puduchery	No.7, 2nd Floor, AVR Tower, Bharthi Road, Near Indian Bank, Cuddalore - 607001, Tamil Nadu	Landline No.: (04142) 233100
12	Dharmapuri	Salem	1st Floor, No.22/B, P. R. Sundaram Iyer Street, Opp. Vasan Eye Care Hospital, Dharmapuri - 636701, Tamil Nadu	Landline No.: (0434) 2260144
13	Dindigul	Madurai	New No. 91, Dr. P. Chockalingam Tower, New Agraharam, Dindigul - 624002, Tamil Nadu	Landline No.: (0451) 2424666
14	Eluru	Vijayawada	No.25-13-1 Ground Floor, K G N Shariff Arcade, N R Pet, Main Road, Eluru - 534001, Andhra Pradesh	Landline No.: (08812) 222700
15	Gadag	Hubbali	CTS No. 3787/48A/1A/1A1/L/10, Kalamandir Road, 1st Floor, Shri Jagadguru Totad Shivakumar Mahaswamigalu Soustanmath Commercial Complex, Gadag Betageri Taluka, Gadag, Hubbali - 582101, Karnataka	Landline No.: (0837) 2250146
16	Gajuwaka	Vishakapatnam	D. No.7-15-19, Main Road, 1st Floor, Gajuwaka Town, NH-16, Visakhapatnam, Municipal Corporation, Visakhapatnam - 530026, Andhra Pradesh	Landline No.: (0891) 6888112
17	Gokak	Belgaum	Shop No. 6, 1st Floor, Gaurav Complex, Gokak, Belgaum - 591307, Karnataka	Landline No.: (08332) 227117
18	Harpanahalli	Davangere	Door No. 275-279 & 291, 1st Floor, Anatha Akash Arcade, SH-25, Harihar To Hospet Main Road, Near KSRTC Bus Stand, Harapanahalli TQ Davanagere - 583131, Karnataka	Landline No.: (08398) 280446
19	Hassan	Shivamoga	Manjunath Arciad, Ravindra Nagar, M. G. Road, Hassan - 573201, Karnataka	Landline No.: (08172) 267081
20	Haveri	Hubbali	1st Floor, G. G. Magavi Chambers, P. B. Road, Haveri - 581110, Karnataka	Landline No.: (08375) 233166
21	Kakinada	Rajahmundry	Shop No. 10, 1st Floor, Door No: 2-1-19, Block B, Subhadra Arcade Coplex, Bhanugirdi, Kakinada - 533003, Andhra Pradesh	Landline No.: (0884) 2364499
22	Kalpetta	Calicut	753/10, S A ARCADE, Opp. Mariyamman Temple, Kalpetta, Vythiri Taluk, Wayanadu - 673121, Kerala	Landline No.: (0837) 2250146
23	Kanchipuram	Vellore	6B, Vallal Pachaiappan Street, Kanchipuram Taluk, Kanchipuram - 631501, Tamil Nadu	Landline No.: (044) 27230303
24	Karaikudi	Madurai	Sri Vari Arcade, No.1/6, 2nd Floor, Shanmuga Raja Road, Karaikudi - 630001, Tamil Nadu	Landline No.: (04565) 235955
25	Karur	Erode	V V Towers, Door No 12 / 2, 2nd Floor, Room No.3, Kovai Road, Karur - 639001, Tamil Nadu	Landline No.: (04324) 236246

# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

South Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
26	Karwar	Hubbali	No. 2, 1st Floor, Maruti Arcade Complex, Cutino Road, Opp. Anand Lodge, Karwar - 581301, Karnataka	Landline No.: (0838) 2225586
27	Kasaragod	Kannur	1st Floor, SMS Centre, Nayak's Road, Kasaragod - 671121, Kerala	Landline No.: (04994) 227184
28	Khammam	Vijayawada	5-1-108, Floor, Kaviraju Nagar, Wyra Road, Near Ilandhu X Roads, Khammam - 567022, Telangana	Landline No.: (08742) 226166
29	Kollam	Thiruvananthapuram	Aradhana Building, 2nd Floor, High School Junction, Kollam - 691001, Kerala	Landline No.: (0474) 2799522
30	Krishnagiri	Salem	Plot No.37, 2nd Floor, Ibaco Building, Rajaj Nagar, Rayakottai Road, Krishnagiri - 635001, Tamil Nadu	Landline No.: (04343) 226644
31	Kushalnagar	Mysore	No.90/13B, B. M. Road, 1st Floor, Kushalnagar, Coorg - 571324, Karnataka	Landline No.: (08276) 274955
32	Mahabubnagar	Kurnool	D. No. 1-4-127, Mannem Com, Hyderabad Road, Mahabubnagar - 509001, Telangana	Landline No.: (08542) 241334
33	Mandya	Mysore	D. No. 1584/1, 1st Floor, Rajalakshmi Jewellers, Vidya Nagar K R Road, Mandya - 571401, Karnataka	Landline No.: (08232) 230231
34	Manjeri	Thrissur	1st Floor, Pappini Mall, Rajiv Gandhi By-pass Road, Manjeri, Malappuram - 676121, Kerala	Landline No.: (0483) 2760026
35	Mavelikkara	Kottayam	489 F, Ward No. VII, First Floor, Govindham Building, Mavelikkara Village, Opp. Municipal Office, Mavelikkara, Alappuzha - 690101, Kerala	Landline No.: (0479) 2162996
36	Mudhol	Bijapur	3309/H, 1st Floor, Shri Siddalingeshwar Complex, Mallamma Nagar Cross Road, Mudhol - 587313, Karnataka	Landline No.: (08350) 280275
37	Nagercoil	Tirunelveli	D. No.49/1 -157/ A, 1st Floor, K P Road, Ramavarmapuram, Nagercoil - 629001, Tamil Nadu	Landline No.: (04652) 313600
38	Nalgonda	Hyderabad	H.No.6-2-109, Shop No. 31, Ground Floor, Central Commercial Complex, Near Clock Tower Circle, Ramagiri Road, Nalgonda - 508001, Telangana	Landline No.: (08682) 27277
39	Namakkal	Salem	No. 782A1, RSR Complex Door, Salem Main Road, Namakkal - 637001, Tamil Nadu	Landline No.: (04286) 277395
40	Ongole	Nellore	Hno.: 5-378, Survey No.:164, Kurnool Road, Ongole Municipality, Prakasham - 523001, Andhra Pradesh	Landline No.: (08592) 283969
41	Palakkad	Thrissur	Premises No. 18/424[17/22], 1st Floor, Kanakkath Towers, West Fort Road, Near Rappadi, Palakkad - 678001, Kerala	Landline No.: (0491) 2504933
42	Pathanamthitta	Thiruvananthapuram	IX 955, 2nd Floor, Mampra Heights, Pathanamthitta - 689645, Kerala	Landline No.: (0468) 2220322



# DHFL PAN INDIA LOCATION DETAILS

AS ON MARCH 31, 2015

South Circle Service Centres				
Sr. No	Location	Nodal Branch	Address	Contact Number
43	Raichur	Kalburgi	Premises No. 1-10-141/51 & 52, 1st Floor, Sugura Sourabha, Kallur Colony, Station Road, Near Kubera Hotel, Raichur - 584101, Karnataka	Landline No.: (08532) 232799
44	Rajapalayam	Madurai	K. V. Rajendra Raja Shops, No. 481/1, 1st Floor, Tenkasi Road, Pudhupalayam, Rajapalayam - 626117, Tamil Nadu	Landline No.: (04563) 224345
45	Sathyamangalam	Coimbatore	Bhavis Complex, 1st Floor - East Side, Gopi Road, Sathyamangalam - 638 402, Tamil Nadu	Landline No.: (04295) 220108
46	Shahapur	Kalburgi	10-85/11, 1st Floor, Chavus Complex, Opp. Nandini Hotel, Bidar to Bangalore Main Road, Shahapur, Yadgir - 585223, Karnataka	Landline No.: (08479) 243644
47	Srikakulam	Vishakapatnam	D.No.: 9-4-1, Seetharam, Medical Stores, Upstairs Road Junction, Srikakulam - 532001, Andhra Pradesh	Landline No.: (08942) 222332
48	Thanjavur	Trichy	No:13, Ground Floor, Nalliya Shopping Complex, No.70, Srinivasan Pillai Road, Thanjavur - 613001, Tamil Nadu	Landline No.: (04362) 235355
49	Theni	Madurai	Sri Thirumalai Complex, Old Sriram Theater Complex, Suppan Street, Theni - 625531, Tamil Nadu	Landline No.: (04546) 260107
50	Thiruvannamalai	Pondicherry	No. 115- Z/17-A , 1st Floor, Shree Cinthaamani Complex, Big Street, Thiruvannamalai - 606601, Tamil Nadu	Landline No.: (04175) 224444
51	Thodupuzha	Kottayam	2nd Floor, Puthiri Tower, Near K.S.R.T.C. Bus Stand, Thodupuzha, Idukki - 685584, Kerala	Landline No.: (04862) 224250
52	Tirur	Calicut	7/397H, 2nd Floor, Alnas Arcade, Ring Road, Tirur, Malappuram, Kerala-676101	Landline No.: (0494) 6544450
53	Tripunithura	Kochi	Premises No. 17/306B, Near N.S.S. College, Temple Road, North Fort Gate, Tripunithura - 682301, Kerala	Landline No.: (0484) 2774988
54	Tutucorin	Tirunelveli	Shop No.14, S. No. 2632, 1st Floor, Toovipuram Main Road, Tutucorin - 628008, Tamil Nadu	Landline No.: (0461) 2321714
55	Udumelpet	Coimbatore	No.4 / 9, Sri Velavan Complex, Ground Floor, Near M. R. Complex, Kamaraj Road, Udumelpet - 642 126, Tamil Nadu	Landline No.: (04252) 229030
56	Udupi	Mangalore	Ground Floor, Simaz Commercial Complex, Moodanidambur, Near Diana Circle, Udupi - 576101, Karnataka	Landline No.: (0820) 2534109
57	Villupuram	Pondicherry	No: 734A, VVA Complex, Pandit Jawaharlal Nehruji Road, Villupuram - 605602, Tamil Nadu	Landline No.: (04146) 222100
58	Virudhunagar	Madurai	Door No 47/1, 1st Floor, M S P S Y J Plaza, Madurai Raod, Virudhunagar - 626001, Tamil Nadu	Landline No.: (04562) 242123
59	Vizianagaram	Vishakapatnam	Shop No: 8, 3rd Floor, P S N Estate No.:6, Lower Tank Bund Road, Vizianagaram - 535002, Andhra Pradesh	Landline No.: (08922) 275477



## NOTES

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## **Dewan Housing Finance Corporation Limited**

CIN No.: L65910MH1984PLC032639

### **Registered office**

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### **Corporate Office**

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