DHFL
Changing Rules Changing Lives

National Office : DHFL House, 3rd - 7th Floor,
19 Sahar Road, Off Western Express Highway,
Vile Parle (East), Mumbai - 400 099.
T: +91 22 7158 3333 / 2921 2333
F: +91 22 7158 3344

DHFL/CSD/2018/1114

Date : June 1, 2018

The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001.	The Manager Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 051.
Kind Attn. DCS –CRD	Kind Attn. Head – Listing
Stock Code : 511072	**Stock Code : DHFL**

Dear Sir/Madam,

Sub.: **Submission of the Notice of 34th Annual General Meeting**

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Thirty Fourth (34th) Annual General Meeting of the members of the Company (including therein the remote e-voting procedure) scheduled to be held on Wednesday, June 27, 2018, at 11.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001.

The aforesaid Notice of the Thirty Fourth (34th) Annual General Meeting (including therein the Remote e-voting procedure) is also available on the website of the Company.

Thanking you,

Yours sincerely,
***for* Dewan Housing Finance Corporation Limited**

Niti Arya
Company Secretary
FCS No. : F5586

Dewan Housing Finance Corporation Ltd.

Encl.: as above.

DEWAN HOUSING FINANCE CORPORATION LIMITED
Corporate Identity Number (CIN) – L65910MH1984PLC032639
National Office: DHFL House, 3rd-7th Floor, 19, Sahar Road, Off Western Express Highway, Vile Parle (East), Mumbai - 400 099, Maharashtra, India
Tel.: (022) 7158 3333, Fax: (022) 7158 3344
Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.
Toll Free No. 1800 22 3435, Customer Care No. : 1800 3000 1919
Visit us at : www.dhfl.com, email – response@dhfl.com

NOTICE OF THIRTY FOURTH (34th) ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Fourth (34th) Annual General Meeting of the Members of Dewan Housing Finance Corporation Limited will be held on Wednesday, June 27, 2018 at 11.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Statutory Auditors thereon.

2. To confirm the payment of interim dividend and to declare the final dividend on equity shares for the financial year ended March 31, 2018.

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 appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018) as Joint Statutory Auditors of the Company along with existing statutory auditors, M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration Number 101720W)**

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

   "RESOLVED THAT pursuant to the provisions of Section(s) 139, 142, 143(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Members of the Company be and is hereby accorded for the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as the Joint Statutory Auditors of the Company to audit all its offices including those of its zonal/regional & branch offices and to hold office for a period of five consecutive years from the conclusion of this Thirty Fourth (34th) Annual General Meeting till the conclusion of the Thirty Ninth (39th) Annual General Meeting of the Company along with the existing Statutory Auditors M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) till their term expires, (who were appointed by the Members of the Company to hold office from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting), upon such remuneration, taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

   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. **Issuance of Non-Convertible Debentures 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 Section(s) 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, and in accordance with the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities Contracts (Regulations) Act, 1956; the Memorandum of Association and Articles of Association of the Company; the 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 offer/invite/issue securities during a period of one year, commencing from the date of this Meeting, by way of (a) Non-Convertible Secured/Unsecured Redeemable Debentures, upto an amount ₹ 20,000 crore, (Rupees Twenty Thousand crore only), (b) Non-Convertible Subordinated Unsecured Debentures, upto an amount of ₹ 1,500 crore (Rupees One Thousand Five Hundred crore only), (c) Non-Convertible Perpetual Unsecured Debentures, upto an amount of ₹ 1,500 crore (Rupees One Thousand Five Hundred crore only), 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. 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 this 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 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, 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 to do all such acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Members of the Company 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 issued on private placement basis."

By Order of the Board

Niti Arya
Company Secretary
(FCS – 5586)

Registered Office:
Warden House, 2nd Floor,
Sir P. M. Road, Fort, Mumbai - 400 001.
CIN: L65910MH1984PLC032639
Tel No -022 7158 3333
Email – secretarial@dhfl.com

Place: Mumbai
Date: May 16, 2018

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY SHALL NOT HAVE A RIGHT TO SPEAK AT THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED HEREWITH.**

2. 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 (50) Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. The 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.

3. Every Member during the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, would be entitled to inspect the proxies lodged at any time during the business hours of the Company (i.e. between 10.00 a.m. to 5.00 p.m.), provided that not less than three (3) days prior notice in writing is given to the Company.

4. Body Corporate(s) intending to send their authorized representative(s) to attend the AGM are requested to send to the Company or upload it on the e-voting portal, a certified true copy of the relevant resolution / Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the AGM.

5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts relating to the Special Business under Item No. 5 to be transacted at the AGM is annexed hereto. Additional Information in respect of Director seeking re-appointment in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings [SS-2] is provided as an Annexure to the Notice. Requisite declarations have been received from the Director seeking re-appointment.

6. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, June 21, 2018 to Wednesday, June 27, 2018 (both days inclusive) for determining the names of the Members eligible for final dividend on equity shares, if declared at the Annual General Meeting.

7. The Board of Directors have recommended a final dividend of ₹ 2.50/- (Rupees Two and Paise Fifty only) per equity share in addition to interim dividend declared and paid during the financial year 2017-18. The Interim Dividend of ₹ 3/- (Rupees Three only) per equity share was declared on October 16, 2017. The final dividend on equity shares, as recommended by the Board for the financial year ended March 31, 2018, if declared at the AGM, 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 Wednesday, June 20, 2018. In respect of the shares held in dematerialized form, the dividend will be paid to the beneficial owners of the shares as on Wednesday, June 20, 2018, as per the details 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 the Companies Act, 2013.

8. The 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. They are requested to advise any change in their address and/or in their Bank account particulars to their respective 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. **The Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividend.**

9. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, rules made thereunder and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) as constituted by the Central Government. The Company had accordingly transferred on due date unclaimed final dividend of ₹ 6.84 lakh for the financial year 2009-10 to Investor Education and Protection Fund (IEPF).

   Reminders are being sent to those members having unpaid/ unclaimed dividends before transfer of such dividend to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the website of the Company i.e. www.dhfl.com and the same was also filed with MCA.

   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.

   Information in respect of unclaimed dividend for the three years which are due for transfer to the IEPF is given below:

Financial Year ended	Date of Declaration	Due for Transfer on
2010-2011 (Final)	27/07/2011	02/09/2018
2011-2012 (Final)	27/07/2012	02/09/2019
2012-2013 (Interim)	22/10/2012	28/11/2019
2012-2013 (Final)	23/07/2013	29/08/2020

10. Members to further note that as per the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules 2016, ("IEPF Rules") the shares in respect of which the dividend has not been claimed for seven (7) consecutive years shall be transferred by the Company to the designated Demat account of the IEPF Authority.

    Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the rules made thereunder, the Company has transferred in aggregate 89,647 Equity Shares of ₹ 10/- each to designated Demat Account of IEPF Authority in respect of which the dividend remained unpaid / unclaimed for a period of seven consecutive years i.e. from 2009-10 till the due date of November 15, 2017 after following the prescribed procedure.

    Further, all the shareholders, who have not claimed/ encashed their dividends in the last seven consecutive years from 2011, are requested to claim the same by September 2, 2018. In case valid claim is not received by that date, the Company shall proceed to transfer the respective shares to the IEPF account as per the provisions of IEPF Rules. The Company shall however also inform the concerned shareholders individually and shall also publish the notice in this respect in the newspaper pursuant to the provisions of IEPF Rules. The details of such shareholders and shares due to be transferred shall also be uploaded on the website of the Company.

11. (a) 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 their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

    (b) SEBI has also mandated that for registration of transfer of securities, the transferor(s) and transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

12. In support of the Green Initiative announced by the Government of India, as per the provisions of the Companies Act, 2013 and rules made thereunder and as per the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, electronic copy of the Annual Report for the financial year 2017-18, along with the Notice of Thirty Fourth (34th) AGM, inter-alia, indicating the process and manner of remote e-voting, along with the attendance slip, proxy form and route map 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 physical copy of the same. For the Members who have not registered their e-mail id, physical copies of Annual Report for the financial year 2017-18, along with the Notice of Thirty Fourth (34th) AGM, inter-alia, indicating the process and manner of remote e-voting, along with the attendance slip, proxy form and route map are being sent by other permissible mode.

13. **We hereby request the Members of the Company to update their e-mail address to enable the Company to send communications electronically.**

14. Members may also note that the Notice of the Thirty Fourth (34th) AGM will be available on the Company's website; at URL https://www.dhfl.com/investors/shareholders-notices-and-voting-results/agmegm-notices-and-results and the website of National Securities Depository Limited at www.evoting.nsdl.com. Annual Report for financial year 2017-18 will be available at URL https://www.dhfl.com/investors/annual-reports.

15. Even after registering for e-communication, the 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 e-mail id: secretarial@dhfl.com.

16. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours (10.00 a.m. to 5.00 p.m.) on all working days (except Saturdays) upto and including the date of AGM.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, 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.

18. The certificate from the Statutory Auditors certifying that the Employees Stock Options Schemes and Employee Stock Appreciation Rights Plan are being implemented in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the resolutions passed by the Members of the Company, shall be available for inspection by the Members at the AGM.

19. Member(s)/Proxy(ies)/Authorised Representative(ies) are requested to bring their Annual Report along with duly filled attendance slips to the AGM.

20. In case, of joint holders attending the AGM, only such joint holder whose name appear first in order of names will be entitled to vote.

21. 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 https://www.dhfl.com/docs/default-source/investors/nomination-form/nomination-form.pdf. Members who hold shares singly in Dematerialised form are advised to make a nomination through their Depository Participant.

22. 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 details of such folios together with their share certificates to Registrar and Share Transfer Agents, for consolidation of their holding into single folio.

23. 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 or to the Company Secretary, at an early date to enable the management to keep the information ready for responding at the AGM.

24. 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

I. How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digit of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

II. Step 2 - How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of Company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

III. The remote e-voting period commences from Sunday, June 24, 2018 (9.00 a.m. IST) and ends on Tuesday, June 26, 2018 (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 Wednesday, June 20, 2018, may cast their vote through remote e-voting. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled / blocked by NSDL for voting thereafter. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will have to go through the 'Forget Password' option available on www.evoting.nsdl.com to reset the password.

IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any queries or grievances connected with e-voting, Members may contact Mr. Dnyanesh Gharote on telephone no. 022 - 49186000 or at e-mail id- dnyanesh.gharote@linkintime.co.in.

V. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holds shares as of the cut-off date i.e. Wednesday, June 20, 2018 may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in or evoting@nsdl.co.in by mentioning their Folio No.(s)/ DP ID and Client id No.(s) 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.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Voting at the AGM:

I. Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also offering the facility for voting through ballot paper at the AGM.

II. 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.

25. The voting rights of the 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 Wednesday, June 20, 2018. 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.

26. 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.

27. The Scrutinizer 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. Scrutinizer shall, submit a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman & Managing Director or in his absence to the Joint Managing Director & Chief Executive Officer or to a person authorized by the Chairman & Managing Director in writing, who shall countersign the same and declare the results of the voting forthwith within 48 hours of conclusion of the Annual General Meeting.

28. The results as declared by the Chairman & Managing Director or the Joint-Managing Director & Chief Executive Officer or a person authorized by the Chairman & Managing Director in writing, along with the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. 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.

29. The resolutions listed in the Notice of the Thirty Fourth (34th) AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

ANNEXURE TO THE NOTICE

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

ITEM NO. 5

Issuance of Non - Convertible Debentures on Private Placement Basis

The Company has been issuing Non-Convertible Secured Redeemable 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 thereunder ("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 at the 33rd Annual General Meeting held on July 21, 2017 approved by way of special resolution issuance of: (i) Non-Convertible Secured / Unsecured Redeemable Debentures up to an amount ₹ 20,000 crore; (ii) Non-Convertible Subordinated Unsecured Debentures up to an amount ₹ 1,000 crore; and (iii) Non-Convertible Perpetual Unsecured Debentures up to an amount of ₹ 1,000 crore.

Pursuant to the Special resolutions passed by the Members of the Company, the Company had issued on private placement basis (i) Non-Convertible Secured Redeemable Debentures for an amount of ₹ 1,309 crore and (ii) Non-Convertible Perpetual Unsecured Debentures for an amount of ₹ 500 crore, during the financial year 2017-18. Further, in the month of April, 2018, the Company has issued on private placement basis Non-Convertible Subordinated Unsecured Debentures amounting to ₹ 1,000 crore.

The relevant provisions of the Companies Act, 2013, also provide that for all the issues, offers or invitations of Non-Convertible Debentures (NCDs) to be issued during the year, approval of the Members of the Company can be obtained once in a year.

In order to augment long term resources for the purpose of onward lending, repayment/prepayment of principal and interest of existing borrowings and/or for general corporate purposes, consent of the Members is being sought by way of a Special resolution in terms of Sections 42, 71 of the Companies Act, 2013 and rules made thereunder, for enabling the Board of Directors of the Company to offer/invite/issue securities on private placement basis for a period of one year commencing from the date of this meeting by way of – (a) Non-Convertible Secured/Unsecured

Redeemable Debentures upto an amount of ₹ 20,000 crore, (Rupees Twenty Thousand Crore Only), (b) Non-Convertible Subordinated Unsecured Debentures upto an amount of ₹ 1,500 crore (Rupees One Thousand Five Hundred Crore Only), (c) Non-Convertible Perpetual Unsecured Debentures, upto an amount of ₹ 1,500 crore (Rupees One Thousand Five Hundred Crore Only) 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 on private placement basis as set out at Item No. 5 of this Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

By Order of the Board

Niti Arya
Company Secretary
(FCS – 5586)

Registered Office:

Warden House, 2nd Floor,
Sir P. M. Road, Fort, Mumbai - 400 001.
CIN: L65910MH1984PLC032639
Tel No - 022 7158 3333
Email – secretarial@dhfl.com

Place: Mumbai
Date: May 16, 2018

ANNEXURE TO ITEM NO 3 OF THE NOTICE

Details of Director seeking re-appointment at the Thirty Fourth [34th] Annual General Meeting in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings [SS-2]

Name of the Director	Mr. Dheeraj Wadhawan			
Date of Birth /Age	November 10, 1978 /39 years			
Date of first appointment	May 12, 2008			
Director Identification Number [DIN]	00096026			
Expertise/Experience in specific functional areas	He has over 17 years of experience in the real estate / developers and construction industry.			
Shareholding in the Company	18,00,000 equity shares			
Qualifications	Graduate in construction management from the University of London			
Remuneration sought to be paid and remuneration last drawn	**FY 2016-17**		**FY 2017-18**	
	Sitting Fees	Commission	Sitting Fees	Commission
	₹ 9,54,000	₹ 10,00,000	₹ 6,21,000	₹ 10,00,000
Number of Board Meetings attended during financial year 2017-18	3 meetings out of 6 were attended by him during FY 2017-18			
Details of other Directorships held in other Companies	1. Kyta Productions Private Limited 2. DHFL Advisory & Investments Private Limited 3. WGC Advisory Services Private Limited 4. Kyta Hospitality Private Limited 5. R K Wadhawan Institute For Universal Learning Private Limited 6. WGC Management Services Private Limited 7. Wadhawan Sports Private Limited 8. Wadhawan Global Capital Limited (Formerly known as Wadhawan Global Capital Private Limited) 9. RKW Developers Private Limited 10. Rochester Wadhawan Foundation For Learning (Section 8 Company)			
Details of membership/ chairmanship held in the other Companies	Nil			
Relationships, if any, with other Directors/Key Managerial Personnel.	He is the brother of Mr. Kapil Wadhawan – Chairman and Managing Director of the Company			

ROUTE MAP FOR THE VENUE OF THE 34TH AGM OF THE COMPANY



VENUE:

M. C. Ghia Hall, Bhogilal Hargovinddas Building, 4th Floor, 18/20, K. Dubhash Marg, Kala Ghoda, Mumbai - 400 001.

Prominent Land Mark : Behind Prince of Wales Museum and Opposite Jehangir Art Gallery

DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity Number (CIN) – L65910MH1984PLC032639
National Office: DHFL House, 3rd-7th Floor, 19, Sahar Road, Off Western Express Highway, Vile Parle (East),
Mumbai - 400099, Maharashtra, India
Tel.: (022) 7158 3333, Fax: (022) 7158 3344
Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.
Toll Free No. 1800 22 3435, Customer Care No. : 1800 3000 1919
Visit us at : www.dhfl.com , email:– response@dhfl.com

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 : .....
Registered 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 / her
2 Name : .....
Address : .....
E-mail Id : .....
Signature : .....Or failing him / her
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 Fourth (34th) Annual General Meeting of the Company, to be held on Wednesday, June 27, 2018 at 11.00 am at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001 and at any adjournment thereof, in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	Optional* (Please mention No. of equity shares)	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Statutory Auditors thereon.		
2.	To confirm the payment of interim dividend and to declare the final dividend on equity shares for the financial year ended March 31, 2018		
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 appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018) as Joint Statutory Auditors of the Company along with existing statutory auditors, M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration Number 101720W)		
Special Business			
5.	Issuance of Non- Convertible Debentures on Private Placement Basis.		

Signed this ..... day of 2018

Signature of the Member : .....

Signature of the Proxy holder/s : .....

Affix Revenue Stamp of ₹ 1/-

Note

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company addressed to the "Company Secretary", not less than 48 hours before the commencement of the AGM. (on or before Monday, June 25, 2018 at 11.00 am IST)
2. 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.