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/2018-19/1142

Date: 29th June, 2018

The Manager, Listing Department Bombay Stock Exchange 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.
Stock Code : 511072	**Stock Code : DHFL**

Dear Sir/Madam,

Ref: ***Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015***

Sub: ***Voting Results of the 34th Annual General Meeting***

This is to inform you that 34th Annual General Meeting (AGM) of the Company was 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.

In accordance with the provisions of Companies Act, 2013 and Rules thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had provided the Remote E-voting facility to its Members, to cast their vote/s on the resolutions as set out in the Notice of the 34th AGM. The Remote e-voting period commenced on Sunday, June 24, 2018 (9.00 a.m. IST) and ended on Tuesday, June 26, 2018 (5.00 p.m. IST).

In order to give an opportunity of voting to the Members of the Company who attended the AGM and had not cast their vote through remote e-voting, the Company had provided voting facility through ballot paper at the venue of the AGM.

Dewan Housing Finance Corporation Ltd. Mumbai

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Further, as per the Scrutinizer's Consolidated Report (E-voting and voting at AGM), all the resolutions contained in the Notice of the AGM were approved by a requisite majority of the Members of the Company and all the resolutions are deemed to be passed on Wednesday, June 27, 2018, i.e. the date of AGM.

We enclose herewith:

1. Declaration of the results of voting [Remote e-voting and voting at AGM] with respect to the Resolutions/matters as mentioned in the Notice of 34th AGM of the Company by the Chairman of the Company in the prescribed format.

2. The Scrutinizer's Consolidated Report of remote e-voting and voting at AGM with respect to the Resolutions/ matters as mentioned in the Notice of 34th AGM of the Company.

Kindly acknowledge the receipt and take the same on record.

Thanking you.

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

Niti Arya
Company Secretary
FCS No. - F5586

Dewan Housing Finance Corporation Ltd. Mumbai

Enclosures as above

CC.:
National Securities Depository Ltd.
Kamla Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 023

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
Corporate Office: TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai-400098. Tel.:+91 22-6600 6999, Fax: +91 22-6600 6998
Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.
Toll Free No. 1800 22 3435, Customer Care No. : 1800 3000 1919
Visit us at: www.dhfl.com , email – response@dhfl.com

DECLARATION OF THE CONSOLIDATED RESULTS OF REMOTE E-VOTING AND VOTING AT ANNUAL GENERAL MEETING (AGM) WITH RESPECT TO RESOLUTIONS MENTIONED IN THE NOTICE OF 34th AGM OF DEWAN HOUSING FINANCE CORPORATION LTD.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rules made thereunder, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations"), the Company had provided the Remote e-voting facility to its Members, to cast their vote/s on the resolutions as set out in the Notice of the 34th AGM.

The Members attending the AGM and who had not cast their vote through Remote e-voting were also provided with the facility to cast their vote on the resolutions, through ballot papers at the venue of 34th AGM.

Based on the Scrutinizer's Consolidated Report, on remote e-voting and voting at AGM through ballot papers, I declare the resolutions contained in the Notice of the 34th AGM as passed with the requisite majority and all these resolutions are deemed to be passed on June 27, 2018 i.e. the date of AGM.

The results of the voting (through remote e-voting and voting at AGM) in the format prescribed as per the SEBI Listing Regulations, along with the copy of the Scrutinizer's Consolidated Report are enclosed herewith.

Dewan Housing Finance Corporation Ltd. Mumbai

Harshil Mehta
Joint Managing Director & CEO
(DIN: 03038428)

Date: 29th June, 2018
Place: Mumbai

Annexure

In terms of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we furnish herein below the details of the consolidated results of remote e-voting and voting through ballot papers at the 34th Annual General Meeting in the prescribed format:

Name of the Company	**Dewan Housing Finance Corporation Ltd.**
Corporate Identity Number	**L65910MH1984PLC032639**
Date of the AGM	Wednesday, June 27, 2018
Book Closure Date	Thursday, June 21, 2018 to Wednesday, June 27, 2018
*Total No. of Shareholders on cut-off date	1,30,540

**Cut-off date for the purpose of determining the shareholders eligible to vote was 20th June, 2018*

No. of shareholders present in the meeting either in person or through proxy:

Shareholder	**In person**	**Proxy**	**Total**
Promoters and Promoter Group	1	2	3
Public	216	5	221
Total	**217**	**7**	**224**

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group	Nil
Public	Nil

Dewan Housing Finance Corporation Ltd. Mumbai

Details of Agenda Wise:

Item No.	Type of Resolution	Details of Resolution	Mode of Voting (Remote-voting /Ballot Paper)
1	Ordinary	To receive, consider and adopt 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.	Remote e-voting /Ballot Paper
2	Ordinary	To confirm the payment of interim dividend and to declare the final dividend on equity shares for the financial year ended March 31, 2018.	Remote e-voting /Ballot Paper
3	Ordinary	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.	Remote e-voting /Ballot Paper
4.	Ordinary	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).	Remote e-voting /Ballot Paper
5.	Special	Issuance of Non-Convertible Debentures on Private Placement Basis.	Remote e-voting /Ballot Paper

The details of the said results pursuant to remote e-voting and voting done through ballot paper by the Members of the Company at the Annual General Meeting are mentioned herein below :

Dewan Housing Finance Corporation Ltd. Mumbai

Resolution No. 1: To receive, consider and adopt 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.

Resolution required : (Ordinary/ Special)				**Ordinary Resolution**					
Whether promoter / promoter group are interested in the agenda/ resolution				No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled***	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	123049714	123049714	100.0000	123049714	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**123049714**	**100.0000**	**123049714**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	94306947	59011612	62.5740	59011612	0	100.0000	0.0000	10211394
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**59011612**	**62.5740**	**59011612**	**0**	**100.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	96302186	25053497	26.0155	25053497	0	100.0000	0.0000	0
	Poll		136797	0.1420	136741	56	99.9591	0.0409	13901
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**25190294**	**26.1575**	**25190238**	**56**	**99.9998**	**0.0002**	**0**
Total		**313658847**	**207251620**	**66.0755**	**207251564**	**56**	**100.0000**	**0.0000**	**10225295**

**Number of votes polled in column [2] does not include invalid votes.*

Dewan Housing Finance Corporation Ltd. Mumbai

Resolution No. 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.

Resolution required : (Ordinary/ Special)				**Ordinary Resolution**					
Whether promoter / promoter group are interested in the agenda/ resolution				No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled***	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	123049714	123049714	100.0000	123049714	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**123049714**	**100.0000**	**123049714**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	94306947	59246934	62.8235	59246934	0	100.0000	0.0000	10284886
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**59246934**	**62.8235**	**59246934**	**0**	**100.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	96302186	25062297	26.0246	25062176	121	99.9995	0.0005	0
	Poll		136797	0.1420	136741	56	99.9591	0.0409	13901
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**25199094**	**26.1666**	**25198917**	**177**	**99.9993**	**0.0007**	**0**
Total		**313658847**	**207495742**	**66.1533**	**207495565**	**177**	**99.9999**	**0.0001**	**10298787**

**Number of votes polled in column [2] does not include invalid votes.*

Dewan Housing Finance Corporation Ltd. Mumbai

Resolution No. 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.

Resolution required : (Ordinary/ Special)				**Ordinary Resolution**					
Whether promoter / promoter group are interested in the agenda/ resolution				Mr. Kapil Wadhawan, Promoter/Director is the brother of Mr. Dheeraj Wadhawan. Mr. Dheeraj Wadhawan is also Promoter/Director of Wadhawan Global Capital Limited (PAC)					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled***	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	123049714	123049714	100.0000	123049714	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**123049714**	**100.0000**	**123049714**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	94306947	59246934	62.8235	19794072	39452862	33.4094	66.5906	10284886
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**59246934**	**62.8235**	**19794072**	**39452862**	**33.4094**	**66.5906**	**0**
Public Non Institutions	E-Voting	96302186	25062457	26.0248	25062248	209	99.9992	0.0008	0
	Poll		136797	0.1420	136741	56	99.9591	0.0409	13901
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**25199254**	**26.1668**	**25198989**	**265**	**99.9989**	**0.0011**	**0**
Total		**313658847**	**207495902**	**66.1534**	**168042775**	**39453127**	**80.9861**	**19.0139**	**10298787**

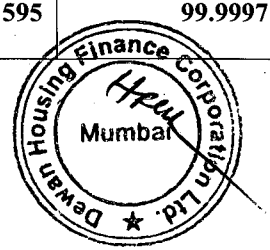
**Number of votes polled in column [2] does not include invalid votes.*

Dewan Housing Finance Corporation Ltd. Mumbai

Resolution No. 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).

Resolution required : (Ordinary/ Special)				**Ordinary Resolution**					
Whether promoter / promoter group are interested in the agenda/ resolution				No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled***	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	123049714	123049714	100.0000	123049714	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**123049714**	**100.0000**	**123049714**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	94306947	59246934	62.8235	59246934	0	100.0000	0.0000	10284886
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**59246934**	**62.8235**	**59246934**	**0**	**100.0000**	**0.0000**	**0**
Public Non Institutions	E-Voting	96302186	25061982	26.0243	25061443	539	99.9978	0.0022	0
	Poll		136797	0.1420	136741	56	99.9591	0.0409	13901
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**25198779**	**26.1663**	**25198184**	**595**	**99.9976**	**0.0024**	**0**
Total		**313658847**	**207495427**	**66.1532**	**207494832**	**595**	**99.9997**	**0.0003**	**10298787**

**Number of votes polled in column [2] does not include invalid votes.*



Resolution No. 5: Issuance of Non-Convertible Debentures on Private Placement Basis.

Resolution required : (Ordinary/ Special)				**Special Resolution**					
Whether promoter / promoter group are interested in the agenda/ resolution				No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled***	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**	**Invalid Votes**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	123049714	123049714	100.0000	123049714	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**123049714**	**100.0000**	**123049714**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	94306947	59246934	62.8235	52124982	7121952	87.9792	12.0208	10284886
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**59246934**	**62.8235**	**52124982**	**7121952**	**87.9792**	**12.0208**	**0**
Public Non Institutions	E-Voting	96302186	25062947	26.0253	25061398	1549	99.9938	0.0062	0
	Poll		135924	0.1411	135872	52	99.9617	0.0383	13901
	~~Postal Ballot~~		0	0.0000	0	0	0.0000	0.0000	0
	Total		**25198871**	**26.1664**	**25197270**	**1601**	**99.9936**	**0.0064**	**0**
Total		**313658847**	**207495519**	**66.1532**	**200371966**	**7123553**	**96.5669**	**3.4331**	**10298787**

**Number of votes polled in column [2] does not include invalid votes.*

Dewan Housing Finance Corporation Ltd. Mumbai

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 34thAnnual General Meeting of the Equity Shareholders of Dewan Housing Finance Corporation Limited(the Company) 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 400001.

Dear Sir,

I, Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 34thAnnual General Meeting of the Equity Shareholders of Dewan Housing Finance Corporation Limited, 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 400001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2(Two) ballot boxes kept for polling were locked in mypresence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the poll is as under:

Dewan Housing Finance Corporation Ltd. Mumbai

Office No. 5, 1st Floor, Rajabahadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Resolution No. 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. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	136741	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	56	0.04

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	13901

Resolution No. 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.[Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	136741	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	56	0.04

(iii)Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	13901

Dewan Housing Finance Corporation Ltd. Mumbai

Office No. 5, 1st Floor, Rajabahadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Resolution No. 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. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	136741	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	56	0.04

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	13901

Resolution No. 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 No: 101720W). [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	136741	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	56	0.04

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	13901

Dewan Housing Finance Corporation Ltd. Mumbai

Office No. 5, 1st Floor, Rajabahadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

Jayshree S. Joshi
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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Resolution No. 5-Issuance of Non-Convertible Debentures on Private Placement Basis. [SpecialResolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	135872	99.96

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	52	0.04

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	13901

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Signature:

Jayshree S. Joshi (Scrutinizer)

Witnesses:

1. Ajay V. Mehta

2. Akshay Joshi

Date: 28.06.2018

Place: Mumbai

Dewan Housing Finance Corporation Ltd. Mumbai

Office No. 5, 1st Floor, Rajabahadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Date: 28.06.2018

SCRUTINIZER'S REPORT
(REMOTE E-VOTING PROCESS)

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014}

To,

The Chairman of 34th Annual General Meeting of the members of **Dewan Housing Finance Corporation Limited** (the Company) 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 400001.

Dear Sir,

1. I, Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Dewan Housing Finance Corporation Limited** (the Company) as the scrutinizer for the purpose of scrutinizing Remote e-Voting process in a fair and transparent manner and ascertaining the requisite majority on Remote e-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the resolutions contained in the Notice of the 34th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 27th day of June, 2018.

2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means on the resolutions contained in the Notice of the 34th AGM of the members of the Company. As the Scrutinizer for the Remote e-Voting process my role and responsibility are limited to make a Scrutinizer's Report of the votes cast "in favour" or "against" in respect of the resolutions contained in the Notice of the 34th AGM, based on the reports generated from the e-voting system provided by the National Securities Depository Ltd (**NSDL**), the authorized agency to provide Remote e-voting facilities, engaged by the Company.

3. Further to above, I submit my report as under:-

   i. The Remote e-Voting period remained open from Sunday, 24th June, 2018 (9.00 A.M.) to Tuesday, 26th June, 2018 (5.00 P.M.)

   ii. The members of the Company as on the "cut-off" date i.e. 20th June, 2018 were entitled to vote on the resolutions (item No.1 to 5 as set out in the Notice of the 34th AGM of the Company).

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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

iii. The NSDL portal was blocked for voting on 26th June, 2018 at 5.00 p.m.

iv. Accordingly, the electronic votes cast were taken into account on conclusion of the 34th AGM and after considering the votes cast by the members through Polling Process at the 34th AGM.

v. The votes cast were unblocked on June 27, 2018, after counting the votes cast at the 34th Annual General Meeting, in presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.

vi. Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. https://evoting.nsdl.com

vii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Based on the Reports generated, the result of the e-voting is as under:-

Sr. No.	Resolution No. as given in the Notice of 34th Annual General Meeting	Particulars of Votes Cast		
			Electronic Voting	
			Nos.	%
	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. [Ordinary Resolution]	Votes Cast in Favour	207114823	100.00
		Votes Cast Against	0	0.00
		Total	****207114823**	**100.00**
** Excludes 10211394 invalid votes				

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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

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. [Ordinary Resolution]	Votes Cast in Favour	207358824	100.00
		Votes Cast Against	121	0.00*
		Total	****207358945**	**100.00**
*Actual 0.000058353 rounded off to 0.00. ** Excludes 10284886 invalid votes				
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. [Ordinary Resolution]	Votes Cast in Favour	167906034	80.97
		Votes Cast Against	39453071	19.03
		Total	****207359105**	**100.00**
** Excludes 10284886 invalid votes.				
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)	Votes Cast in Favour	207358091	100.00
		Votes Cast Against	539	0.00*
		Total	****207358630**	**100.00**
*Actual 0.000259937 rounded off to 0.00. ** Excludes 10284886 invalid votes.				

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COMPANY SECRETARIES

	SPECIAL BUSINESS			
5.	Issuance of Non-Convertible Debentures on Private Placement Basis [Special Resolution]	Votes Cast in Favour	200236094	96.56
		Votes Cast Against	7123501	3.44
		Total	****207359595**	**100.00**
** Excludes 10284886 invalid votes.				

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Witnesses:

Ajay V. Mehta

Ajay Mehta

Akshay Joshi

A. A. Joshi

Dewan Housing Finance Corporation Ltd. Mumbai

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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

Date: 28.06.2018

SCRUTINIZER'S CONSOLIDATED REPORT
(E-VOTING PROCESS & POLL PROCESS)

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014}

To,

The Chairman of 34th Annual General Meeting of the Members of **Dewan Housing Finance Corporation Limited** (the Company) 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 400001.

Dear Sir,

1. I, Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Dewan Housing Finance Corporation Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 34th Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, the 27th day of June, 2018.

2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 34th AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 34th AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Ltd (**NSDL**), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 34th AGM.

3. Further to above, I submit my Report as under:-

   I. The Remote e-Voting period remained open from Sunday, 24th June, 2018, (9.00 a.m.) to Tuesday, 26th June, 2018, (5.00 p.m.)

Dewan Housing Finance Corporation Ltd. Mumbai

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Jayshree S. Joshi
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JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

ii. The Members of the Company as on the "cut-off" date i.e. 20th June, 2018, were entitled to vote on the Resolutions (items No. 1 to 5 as set out in the Notice of the 34th AGM of the Company).

iii. After the time fixed for closing of the poll by the Chairman, 2(Two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

iv. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 2.45 p.m. i.e. after counting the votes cast at the 34th Annual General Meeting in presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.

vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of NSDL i.e. https://evoting.nsdl.com

viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

The Consolidated result of the Voting (Remote e-voting + Poll Process) is given in attachment hereto marked as `Annexure'.

Jayshree S. Joshi

Jayshree S. Joshi
(Scrutinizer)

Countersigned by:

Dewan Housing Finance Corporation Ltd. Mumbai

Encl.: As Above

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Annexure

Dewan Housing Finance Corporation Limited
34th AGM

Resolution No.: 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.
[Ordinary Resolution]

Total Vote Cast:	217476915	Total Valid Votes:	207251620	Invalid Votes:	10225295

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
207114823	100.0000	0	0.0000	136741	99.9590634	56	0.04093657	207251564	100.0000	56	0.0000
Invalid Votes:		10211394		Invalid Votes:		13901		Invalid Votes:		10225295	

Result: Resolution passed by Majority.

Dewan Housing Finance Corporation Ltd. Mumbai

Dewan Housing Finance Corporation Limited
34th AGM

Resolution No.: 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.
[Ordinary Resolution]

Total Vote Cast:	217794529	Total Valid Votes:	207495742	Invalid Votes:	10298787

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
207358824	99.999942	121	0.000058	136741	99.9590634	56	0.04093657	207495565	99.9999147	177	0.0000853
Invalid Votes:		10284886		Invalid Votes:		13901		Invalid Votes:		10298787	

Result: Resolution passed by Majority.

Dewan Housing Finance Corporation Ltd. Mumbai

Dewan Housing Finance Corporation Limited
34th AGM

Resolution No.: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.
[Ordinary Resolution]

Total Vote Cast:	217794689	Total Valid Votes:	207495902	Invalid Votes:	10298787

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
167906034	80.973553	39453071	19.026447	136741	99.9590634	56	0.04093657	168042775	80.9860693	39453127	19.01393069
Invalid Votes:		10284886		Invalid Votes:		13901		Invalid Votes:		10298787	

Result: Resolution passed by Majority.

Dewan Housing Finance Corporation Ltd. Mumbai

Dewan Housing Finance Corporation Limited
34th AGM

Resolution No.: 4 - To appoint M/s. Deloitte & Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Joint Statutory Auditors of the Company along with existing statutory auditors, M/s. Chaturvedi & Shah, Chartered Accountants, (Firm Registration No: 101720W).
[Ordinary Resolution]

Total Vote Cast:	217794214	Total Valid Votes:	207495427	Invalid Votes:	10298787

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
207358091	99.99974	539	0.0002599	136741	99.9590634	56	0.04093657	207494832	99.9997132	595	0.000286753
Invalid Votes:		10284886		Invalid Votes:		13901		Invalid Votes:		10298787	

Result: Resolution passed by Majority.

Dewan Housing Finance Corporation Ltd. Mumbai

Dewan Housing Finance Corporation Limited
34th AGM

Resolution No.:5 - Issuance of Non-Convertible Debentures on Private Placement Basis.
[Special Resolution]

Total Vote Cast:	217794306	Total Valid Votes:	207495519	Invalid Votes:	10298787

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
200236094	96.564663	7123501	3.4353371	135872	99.9617433	52	0.038256673	200371966	96.5668883	7123553	3.433111729
Invalid Votes:		10284886		Invalid Votes:		13901		Invalid Votes:		10298787	

Result: Resolution passed by Requisite Majority.

Dewan Housing Finance Corporation Ltd. Mumbai