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/2018-2019/ 1187

Date: August 14, 2018

The Manager Listing Department The 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.
Fax No. 2272 2082 / 3132	Fax No. 26598237 / 38
Kind Attn. DCS –CRD	Kind Attn. Head – Listing
Stock Code : 511072	**Stock Code : DHFL**

Dear Sir/Madam,

Ref: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our letter dated 13th August, 2018, please find enclosed herewith the Notice of Postal Ballot as approved by the Board of Directors at their meeting held on 13th August, 2018, pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act 2013, for seeking the approval of the Members of the Company in respect of the business as mentioned therein.

The Notice of Postal Ballot along with explanatory statement is being sent through electronic means to all the Members whose e-mail addresses are registered with the Depository Participants or the Registrar and Share Transfer Agent(s) and; to the Members whose e-mail addresses are not registered, the physical copies shall be sent through the permissible mode. The Postal Ballot Notice along with the Explanatory statement and Postal Ballot Form are also available on the Company's website i.e. **www.dhfl.com**

In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members, with the facility to exercise their votes through e-voting services as provided by National Securities Depository Limited (NSDL).

Dewan Housing Finance Corporation Ltd. Mumbai

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

The e-voting period commences on Friday, 17th August, 2018 (9.00 a.m. IST) and ends on Saturday, 15th September, 2018 (5.00 p.m. IST). The results of the Postal Ballot will be announced on Monday, 17th September, 2018 at the Registered Office, Corporate Office and National Office of the Company and shall also be uploaded on the website of the Company.

Kindly acknowledge receipt and take the same on record.

Thanking you,

Yours faithfully,
for **Dewan Housing Finance Corporation Ltd.**

Dewan Housing Finance Corporation Ltd. Mumbai

Niti Arya
Company Secretary
(FCS 5586)

Encl: as above

DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity No. (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, Maharashtra, India
Toll free No.: 1800 22 3435 **Customer Service No.:** 1800 3000 1919; **Visit us at:** www.dhfl.com; **email:** response@dhfl.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013]

Dear Member(s),

Notice is hereby given to the Members of Dewan Housing Finance Corporation Limited, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to other applicable laws and regulations, for seeking consent/approval of the Members of the Company in respect of the special business as mentioned at Item No. 1, through postal ballot.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the resolution mentioned at Item No. 1 setting out the material facts and the reason thereof, is also appended. The said Resolution and explanatory statement are being sent to you along with a postal ballot form for your consideration.

Members holding shares (whether in demat form or in physical form) may vote either by way of postal ballot or by way of remote e-voting. In case Members wish to exercise their vote by using remote e-voting facility, they are required to follow the instructions as mentioned in this Notice. Members who wish to vote through postal ballot form are requested to read the instructions printed on the Postal Ballot Form.

The Company, in compliance with Rule 22(5) and Rule 20(4)(ix) of the Management Rules, has appointed Mrs. Jayshree S. Joshi, (FCS: 1451; CP No. 487) Proprietress of M/s. Jayshree Dagli & Associates, Practicing Company Secretaries, as the scrutinizer for the postal ballot process and remote e-voting.

SPECIAL BUSINESS:

1. Issue of Securities for an aggregate amount upto ₹ 4,000 crore or equivalent thereof

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications and/or re-enactments thereof for the time being in force), the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("**FEMA 2017**"), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India dated August 28, 2017, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), each including any amendments, statutory modifications and/or re-enactments thereof, and such other statutes, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time, issued by the Government of India ("**Government of India**"), the Securities and Exchange Board of India ("**SEBI**"), the National Housing Bank ("**NHB**"), the Reserve Bank of India ("**RBI**"), the stock exchanges where the equity shares of the Company of face value of ₹ 10 each ("**Equity Shares**") are listed, or any other appropriate authority whether in India or abroad as may be applicable, and in accordance with the provisions of the memorandum of association and articles of association of the Company and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and/or statutory authorities, including the Government of India, NHB, RBI, SEBI and the stock exchanges where the Equity Shares are listed (hereinafter referred to as "**Appropriate Authorities**") and subject to such terms, conditions and modifications as may be prescribed or imposed by any of the Appropriate Authorities while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive

Dewan Housing Finance Corporation Ltd. Mumbai

basis, or such part of issue and for such categories of persons as may be permitted, including the employees of the Company, as may be permitted), with or without green shoe option, either in India or in one or more foreign markets, such number of Equity Shares and/or other securities convertible into Equity Shares and/or a combination thereof (hereinafter referred to as "**Securities**") at a discount or premium to market price or prices permitted under applicable law, in such manner and on such terms and conditions including, security, rate of interest etc., as may be deemed appropriate by the Board, whether Rupee denominated or denominated in foreign currency, in one or more tranches, for cash, for an aggregate amount up to ₹ 4,000 crore or equivalent thereof, inclusive of such premium on such Securities, by way of one or more public and/or private offerings, and/or on preferential allotment basis including through a qualified institutions placement ("**QIP**") in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof, through issue of prospectus and/or placement document and/or letter of offer and/or any other permissible/requisite offer document, on such terms and conditions, including the terms, type of Securities to be issued, etc., as decided by the Board, in consultation with the book running lead managers appointed for the proposed Issue, to eligible persons as permitted under applicable law including Qualified Institutional Buyers ("**QIB**") as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations, pursuant to a QIP, resident / foreign investors, institutional investors, foreign portfolio investors, non-resident Indians, individuals, companies/ corporate bodies (whether incorporated in India or abroad), mutual funds, banks, insurance companies, pension funds, venture capital funds (foreign and Indian), alternative investment funds, qualified foreign investors, Indian and/or multilateral financial institutions, financial institutions, trusts or any other category of investors, whether Members of the Company or not, as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment of the Securities shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead managers and/or underwriters and/or other advisors appointed or to be appointed by the Company and as may be permitted under applicable law from time to time, and without requiring any further approval or consent from the Members of the Company (the "**Issue**");

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations:

1. The allotment of Securities shall be completed within 12 months from the date of resolution passed by the Members of the Company, or such other time as may be permitted under the SEBI ICDR Regulations.
2. The Equity Shares shall rank *pari passu* in all respects, including in respect of entitlement to dividend with the existing Equity Shares, as may be provided under the terms of the Issue, and in accordance with the provisions of the placement document(s).
3. The "relevant date" for the purposes of pricing of the Securities to be issued in the Issue shall be:
   a. In case of allotment of Equity Shares, the date of meeting in which the Board decides to open the proposed Issue;
   b. In case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the Issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.
4. The issue of Equity Shares made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations ("**QIP Floor Price**"). The Board may, however, at its absolute discretion, issue Equity Shares at a discount of not more than 5% on the QIP Floor Price, or such other discount as may be permitted under applicable law.
5. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.
6. The total amount of monies raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, shall not exceed five times the net worth of the Company, as per the audited balance sheet of the Company of the previous financial year or as may be permitted from time to time by the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Equity Shares that may be issued by the Company in the proposed Issue shall rank *pari passu* with the existing Equity Shares of the Company in all respects;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the appointment of the book running lead managers, underwriters, depositories, custodians, registrars, bankers, legal advisors, advisors, debenture trustees, consultants and all such other agencies/intermediaries as are or may be required to be appointed, involved or concerned, the finalisation and execution of the necessary deeds, documents, applications, agreements, declarations, letters, instructions, papers, etc., opening and operating any bank account for the purpose of receipt/refund of funds raised in the Issue, the determination of the nature of the issuance, terms and conditions for the Issue, Issue price and discounts

Dewan Housing Finance Corporation Ltd. Mumbai

permitted under applicable law, premium amount on Issue, if any, timing for Issue and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, book running lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the Issue proceeds, seeking listing of such Securities on the stock exchanges, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred by this resolution to Finance Committee or any other committee constituted thereof, or subject to applicable law to the Director or any one or more executives of the Company to give effect to this resolution."

By order of the Board of Directors
For Dewan Housing Finance Corporation Limited

Sd/-

Niti Arya
Company Secretary FCS – 5586

National Office:
DHFL House, 19 Sahar Road,
Off Western Express Highway,
Vile Parle (East), Mumbai – 400099,
Maharashtra, India

Date: 13th August, 2018
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business under Item No. 1 is annexed hereto and also forms part of the Notice.
2. A copy of the Notice is also available on the website of the Company at www.dhfl.com, the website of Link Intime India Private Limited at www.linkintime.co.in, the website of National Securities Depository Limited at www.evoting.nsdl.com, the website of the BSE Limited at www.bseindia.com and the website of the National Stock Exchange of India Limited at www.nseindia.com.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members as received from the Registrar & Share Transfer Agents and List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. Friday, 3rd August, 2018. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Members as on Friday, 3rd August, 2018 and a person who is not a Member of the Company as on the cut-off date should treat this Notice for information purposes only. The voting rights for the equity shares are one vote per equity share, registered in the name of the Member.
4. The Company has appointed Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for scrutinising the Postal Ballot process in a fair and transparent manner.
5. Members desiring to exercise their vote through the Postal Ballot Form are requested to read carefully the instructions printed on the Postal Ballot Form.
6. The Members who are voting through the Postal Ballot Form must return the same duly completed in the enclosed postage prepaid self-addressed envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) can also be deposited personally at the Registered Office of the Company. The Postal Ballot Forms(s) should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Saturday, 15th September, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

Dewan Housing Finance Corporation Ltd. Mumbai

7. SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, has directed all the listed companies to record the PAN and Bank Account details of holders holdings securities in physical form. Accordingly, the shareholders holding shares in physical form are requested to submit a copy of their PAN and bank details along with a cancelled cheque to the Registrar and Share Transfer Agent of the Company at the earliest. Separate letters have been sent to the security holders of the Company holding securities in physical form as per the said Circular.

   Further, in view of amendments to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, effective from 5th December, 2018, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository, except in case of transmission or transposition of shares. Accordingly, the shareholders of the Company holding shares in physical form are requested to dematerialise the shares held by them at the earliest. Separate letters are also being sent to the shareholders holding shares in physical form in this connection. SEBI has also issued a Press Release No. PR No.: 34/2018 dated 10th August, 2018 whereby it has been, inter-alia, clarified that the aforesaid amendment does not prohibit the shareholders from holding the shares in physical form, shareholders have the option of holding shares in physical form even after 5th December, 2018.

8. In compliance with the provisions of Sections 108, 110 of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members, facility to exercise their votes through electronic means and vote on the Resolution through e-voting services provided by National Securities Depository Limited (NSDL).

9. **Voting through electronic means:** The details of the process and manner of e-voting are explained hereinbelow:

   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:

   How to Log-into NSDL e-Voting website?

   (i) 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.

   (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

   (iii) 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 eservices i.e. IDEAS, you can login at https://eservices.nsdl.com/ with your existing IDEAS login. Once you login to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

   (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is as under:**
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*** EVEN Number is mentioned at the bottom of the Postal Ballot Form.

   (v) 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 has been 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.

Dewan Housing Finance Corporation Ltd. Mumbai

(c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits 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 email ID is not registered, your 'initial password' is communicated to you on your postal address and is mentioned at bottom of the Postal Ballot Form.

(vi) If you are unable to retrieve 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.

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

(viii) Now, you will have to click on "Login" button.

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

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

(i) 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.

(ii) 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.

(iii) Select "EVEN" of company for which you wish to cast your vote.

(iv) Now you are ready for e-Voting as the Voting page opens.

(v) 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.

(vi) Upon confirmation, the message "Vote cast successfully" will be displayed.

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

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

General Guidelines for shareholders:

(i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

(iii) The e-voting period commences on Friday, 17th August, 2018 (9.00 a.m. IST) and ends on Saturday, 15th September, 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 i.e. Friday, 3rd August, 2018, may cast their vote through e-voting. The e-voting module shall be disabled/blocked by NSDL for voting thereafter. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.



10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form, in case the voting is done in the physical form. In case, the said Members are voting through electronic means, they are requested to send the aforesaid documents together with the specimen signature of authorized signatory to the scrutinizer through e-mail at jayshreedagli@gmail.com or (ii) jayshreedagli@rediffmail.com and with a copy marked to evoting@nsdl.co.in.

11. In case the shares are jointly held, for the Members voting through physical Postal Ballot Form, the said form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/ her absence, by the next named Member and for the Members voting through electronic means, e-voting to be done by the first named Member and in his/her absence by the next named Member.

12. The vote (through physical Postal Ballot Form/e-voting) in this Postal Ballot Process cannot be exercised through proxy.

13. **Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or remote e-voting. In case of receipt of vote by both the modes, voting through remote E-Voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.**

14. Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to the Company Secretary, Dewan Housing Finance Corporation Ltd., at the Registered Office of the Company at, Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400001 or at e-mail id – secretarial@dhfl.com.

15. The Scrutinizer will submit her report to the Chairman & Managing Director or in his absence to the Joint Managing Director & Chief Executive Officer or any other person as may be authorized by the Chairman & Managing Director, after scrutiny of the Postal Ballot Forms and voting by the Members through electronic means and the consolidated results of the voting shall be declared by the Chairman & Managing Director, or in his absence, by Joint Managing Director & Chief Executive Officer, or by any other person authorized by the Chairman & Managing Director in writing, on Monday, 17th September, 2018, at the Registered Office of the Company at Warden House, 2nd Floor, Sir P.M. Road, Fort, Mumbai – 400 001; at the Corporate Office of the Company at TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai-400098; and at the National Office of the Company at DHFL House, 19 Sahar Road, Off Western Express Highway, Vile Parle (East), Mumbai - 400099, Maharashtra, India. The resolution will be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Saturday, 15th September, 2018, "deemed date of passing of the resolution", if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. The result of the voting by Postal Ballot shall also be announced on the website of the Company i.e. www.dhfl.com, besides communicating to BSE Ltd. and National Stock Exchange of India Ltd.

16. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.

17. All relevant documents referred in the Postal Ballot Notice shall be open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of receipt of Postal Ballot Forms as specified in this Notice.

18. In case a Member has not received the Postal Ballot Form or is otherwise desirous of obtaining a printed postal ballot form or a duplicate copy, he/she may send an e-mail to the Company at: secretarial@dhfl.com.

19. Postal Ballot Notice is being sent to the Members in electronic form at the e-mail addresses registered with their Depository Participants or Registrar & Share Transfer Agents. For Members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.

Dewan Housing Finance Corporation Ltd. Mumbai

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

ITEM NO. 1

Issue of Securities for an aggregate amount upto ₹ 4,000 crore or equivalent thereof

In order to enable the Company to access the capital markets at the appropriate time, the approval of the Members of the Company is hereby sought for the proposal to create, offer, issue and allot Equity Shares and/or other securities convertible into Equity Shares and/or a combination thereof and such other securities as stated in the resolution ("**Securities**") at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions, as may be deemed appropriate by the Board or Finance Committee or any other committee of the Board constituted thereof, at its absolute discretion, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead managers, either in foreign currency or equivalent India rupees, as may be determined by the Board or Finance Committee or any other committee of the Board constituted thereof in its absolute discretion, by way of one or more public and/or private offerings, and/or on preferential allotment basis including through a qualified institutions placement ("**QIP**") in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**"SEBI ICDR Regulations"**), or any combination thereof, through issue of prospectus and/or placement document and/ or letter of offer and/or any other permissible/requisite offer document, to eligible persons as permitted under applicable law including Qualified Institutional Buyers ("**QIB**") as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations, pursuant to a QIP, resident / foreign investors, institutional investors, foreign portfolio investors, non-resident Indians, individuals, companies/ corporate bodies (whether incorporated in India or abroad), mutual funds, banks, insurance companies, pension funds, venture capital funds (foreign and Indian), alternative investment funds, qualified foreign investors, Indian and/or multilateral financial institutions, financial institutions, trusts or any other category of investors, whether Members of the Company or not, as may be deemed appropriate by the Board or Finance Committee or any other committee of the Board constituted thereof at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment of the Securities shall be made to the exclusion of other categories of investors at the time of such offer, issue and allotment. The Company intends to issue Securities for an aggregate amount upto ₹ 4,000 crore or equivalent thereof.

The proposed Special Resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (or Finance Committee or any other committee of the Board constituted thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or Finance Committee or any other committee of the Board constituted thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law. Accordingly, the Board or Finance Committee or any other committee of the Board constituted thereof may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or Committee of Directors duly authorised by the Board decides to open the issue of such Securities, subsequent to the receipt of Members' approval in terms applicable law.

In case the Board or Finance Committee or any other committee of the Board constituted thereof decided to issue and allot Securities by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations:

1. The allotment of Securities shall be completed within 12 months from the date of resolution passed by the Members of the Company, or such other time as may be permitted under the SEBI ICDR Regulations.
2. The Equity Shares shall rank *pari passu* in all respects, including in respect of entitlement to dividend with the existing Equity Shares, as may be provided under the terms of the Issue, and in accordance with the provisions of the placement document(s).
3. The "relevant date" for the purposes of pricing of the Securities to be issued in the Issue shall be:
    a. In case of allotment of Equity Shares, the date of meeting in which the Board or Finance Committee or any other committee of the Board constituted thereof decides to open the proposed Issue;
    b. In case of allotment of eligible convertible securities, either the date of the meeting in which the Board or Finance Committee or any other committee of the Board constituted thereof decides to open the Issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board or Finance Committee or any other committee of the Board constituted thereof.
4. The issue of Equity Shares made by way of a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under SEBI ICDR Regulations (**"QIP Floor Price"**). The Board or Finance Committee or any other committee of the Board constituted thereof may, however, at its absolute discretion, issue Equity Shares at a discount of not more than 5% on the QIP Floor Price, or such other discount as may be permitted under applicable law.
5. The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Dewan Housing Finance Corporation Ltd. Mumbai

6. The total amount of monies raised in such manner through the QIP, together with other QIP(s) made in the same financial year, if any, shall not exceed five times the net worth of the Company, as per the audited balance sheet of the Company of the previous financial year or as may be permitted from time to time by the SEBI ICDR Regulations.

The purpose and objects for the Issue are as stated below:

(a) To augment long term resources;

(b) To enhance and strengthen the equity base;

(c) To enhance funds raising capacity to meet growing business requirements of disbursement of housing loan to borrower all over the country;

(d) To increase net owned funds of the Company;

(e) To repay/prepay the existing debt of the Company; and

(f) To meet the general business requirements of the Company.

The Equity Shares to be allotted or arising out of conversion of any convertible Securities would be listed. The allotment/ conversion would be subject to the receipt of regulatory or statutory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap.

The Equity Shares that may be issued by the Company in the proposed Issue shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

As and when the Board or Finance Committee or any other committee of the Board constituted thereof does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges where the Equity Shares are listed under the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**).

The special resolution set out at Item No. 1 of the accompanying Postal Ballot Notice, if passed, will have the effect of allowing the Board or Finance Committee or any committee of the Board constituted thereof to issue and allot Securities to the investors who may or may not be the existing Members of the Company. The Company with this resolution intends to retain the right and flexibility to undertake the fund-raising activity, including issue under QIP etc. Thus, the special resolution seeks to give the Board or Finance Committee or any other committee of the Board constituted thereof the powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such investors as it may deem appropriate. The detailed terms and conditions for the Issue will be determined by the Board or Finance Committee or any committee of the Board constituted thereof and if required, in consultation with the advisors, book running lead managers, and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Members' resolution for QIP issuance is valid for a period of 12 months from the date of passing of the resolution by the Members. None of the Promoters or persons related to the Promoters will subscribe to the Issue, if made under Chapter VIII of SEBI ICDR Regulations. Further, no contribution is being made by the Promoters or directors of the Company either as part of the Issue or separately in furtherance of object of the Issue.

The Board of Directors, at its meeting held on 13th August 2018, has accorded its approval for raising of funds by the Company through issue of Securities, subject to Members' approval and such other approvals as may be required under the applicable laws.

The above proposal is in the interest of the Company and the Board thus recommends resolution at Item No. 1 of the accompanying Postal Ballot Notice for approval of the Members of the Company as a Special Resolution through postal ballot process.

None of the Directors or Key Managerial Personnel and/or their relatives, are in any way, financially or otherwise, interested or concerned in this resolution, except to the extent of their shareholding in the Company.

By order of the Board of Directors
For Dewan Housing Finance Corporation Limited

Sd/-

Niti Arya
Company Secretary FCS – 5586

National Office:

DHFL House, 19 Sahar Road,
Off Western Express Highway,
Vile Parle (East),
Mumbai – 400099, Maharashtra, India.

Date: 13th August, 2018

Place: Mumbai

Dewan Housing Finance Corporation Ltd. Mumbai

Printed by: www.westernpress.in