Corporate Office : TCG Financial Center,
10th Floor, BKC Road, Bandra Kurla Complex,
Bandra (East), Mumbai - 400098.
T: (022) 66006999
F: (022) 66006998

DHFL/CSD/2017/ 671

20th January, 2017

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 Sirs,

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

In continuation to our letter dated 16th January, 2017, please find enclosed herewith the Notice of Postal Ballot as approved by the Board of Directors at their meeting held on 16th January, 2017, 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 businesses as mentioned therein.

The Postal Ballot Notice alongwith explanatory statement is being sent through electronic means to all the Members whose e-mail ID's are registered with the Depository Participants or the Registrar and Share Transfer Agent(s) and; to the Members whose e-mail IDs are not registered, the physical copies are being 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).

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Bandra (East), Mumbai - 400098.
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The e-voting period commences on Sunday, 22nd January, 2017 (9.00 a.m. IST) and ends on Monday, 20th February, 2017 (5.00 p.m. IST). The results of the Postal Ballot will be announced on Wednesday, 22nd February, 2017.

Kindly acknowledge receipt and take the same on record.

Thanking you,

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

Niti Arya
Company Secretary
(FCS 5586)

Dewan Housing Finance Corporation Ltd.
10th Floor, TCG Financial Centre, BKC Road, BKC, Bandra (East), Mumbai - 98

Encl : as above

DEWAN HOUSING FINANCE CORPORATION LIMITED

CIN: L65910MH1984PLC032639.
Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001, Maharashtra, India
Tel: +91 22 6106 6800; **Fax**: +91 22 2287 1985
Corporate Office: TCG Financial Centre, 10th Floor, BKC Road,
Bandra Kurla Complex, Bandra (East), Mumbai - 400098, Maharashtra, India
Tel: (022) 6600 6999, **Fax:** (022) 6600 6998
Toll free No.: 1800 22 3435 **Customer Service No.:** 1800 3000 1919
Website: www.dhfl.com; **E-mail:** response@dhfl.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given to the Members of Dewan Housing Finance Corporation Limited, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "**Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Companies Rules**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, for seeking consent/ approval of the Members of the Company in respect of the following proposals to be passed through Postal Ballot (Postal Ballot Forms / voting through electronic means)

1. Re-classification of Authorised Share Capital of the Company;
2. Alteration of the Memorandum of Association of the Company upon reclassification of Authorised Share Capital of the Company;
3. Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-1;
4. Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-2;
5. Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-3;
6. Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-4;
7. Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-5; and
8. Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-6.

The Company has, in compliance with Rule 22(5) of the Companies Rules, appointed Mrs. Jayshree Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretary, (FCS: 1451; CP No.: 487), as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

Members holding shares in demat form and 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 e-voting facility, they are required to follow the instructions as mentioned at Note 7 of the accompanying notice.

SPECIAL BUSINESS:

1. Re-classification of Authorised Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder and subject to the provisions of the Memorandum and Articles of Association of the Company the approval of the Members of the Company be and is hereby accorded to cancel the below mentioned unissued shares that have not been taken or agreed to be taken by any person –

(i) 17,00,00,000 (Seventeen Crore only) equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 170,00,00,000 (Rupees One Hundred and Seventy Crore only);

(ii) 7,50,00,000 (Seven crore and Fifty lakh only) preference shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 75,00,00,000 (Rupees Seventy Five Crore only); and

(iii) 5,00,000 (Five Lakh only) redeemable preference shares of Rs. 100 (Rupees One Hundred only) each aggregating to Rs. 5,00,00,000 (Rupees Five Crore only) and

to alter/ change / reclassify the composition of Authorised Share Capital of the Company **FROM** the present Rs. 828,00,00,000 (Rupees Eight Hundred Twenty Eight Crore only) divided into (i) 74,80,00,000 (Seventy Four Crore Eighty Lakh only) equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 748,00,00,000 (Rupees Seven Hundred Forty Eight Crore only); (ii) 7,50,00,000 (Seven Crore and Fifty Lakh only) preference shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 75,00,00,000 (Rupees Seventy Five Crore only); and (iii) 5,00,000 (Five Lakh only) redeemable preference shares of Rs. 100 (Rupees One Hundred only) each aggregating to Rs. 5,00,00,000 (Rupees Five Crore only) **TO** Rs. 828,00,00,000 (Rupees Eight Hundred Twenty Eight Crore only) divided into (i) 57,80,00,000 (Fifty Seven Crore Eighty Lakh only) equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 578,00,00,000 (Rupees Five Hundred Seventy Eight Crore only); and (ii) 25,00,000 (Twenty Five Lakh only) non-convertible redeemable cumulative preference shares of Rs. 1,000 (Rupees One Thousand only) each aggregating to Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crore only).

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RESOLVED FURTHER THAT for giving effect to this Resolution, the Board of Directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the cancellation and re-classification of the authorised share capital of the Company, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in this regard, as it may in its discretion deem fit in best interest of the Company.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information, for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required."

2. **Alteration of the Memorandum of Association of the Company upon reclassification of Authorised Share Capital of the Company**

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

"RESOLVED THAT pursuant to provisions of Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies (Incorporation) Rules, 2014, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect, the approval of the Members of the Company, be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company and in its place the following Clause V be substituted:

"V. The Authorised Share Capital of the Company is Rs. 828,00,00,000 (Rupees Eight Hundred Twenty Eight crore only) divided into:

(a) 57,80,00,000 (Fifty Seven Crore Eighty Lakh only) Equity Shares of Rs. 10 (Rupees Ten only) each, and

(b) 25,00,000 (Twenty Five Lakh only) Non-Convertible Redeemable Cumulative Preference Shares of Rs. 1000 (Rupees One Thousand only) each.

with such rights, privileges and conditions as to security, redemption, conversion into equity shares, rate of dividend, right of accumulation of dividend etc., attaching thereto as are provided by the Articles of Association of the Company. The Company shall have power to increase or reduce, consolidate or sub-divide the Share Capital of the Company for the time being and from time to time divide the shares of the new Capital into several classes and denomination and to issue any shares of the original or further Share Capital of the Company for the time being with such preferential, qualified or special rights, privileges or conditions attached thereto respectively including rights to dividend in distribution of assets of the Company from time to time in accordance with the Articles of Association of the Company and subject to the provisions of the Companies Act, 2013, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force."

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board of Directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question, remove any difficulty or doubt that may arise from time to time and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in this regard, as it may in its discretion deem fit in best interest of the Company.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information, for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required."

3. **To consider and approve Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-1**

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder including but not limited to Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, as may be amended from time to time (together called **"applicable laws"**) and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) to create, offer and/or invite to subscribe and allot upto 7,00,000

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(Seven lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 140,00,00,000 (Rupees One Hundred Forty Crore only) at such rate of dividend as may be deemed fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company (**"Offer-1"**) to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Companies Act, 2013 and bodies corporate, public financial institutions as defined in Section 2(72) of the Companies Act, 2013, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu undivided family through Karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc. for the purpose of (a) augmenting long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; (b) meeting the general corporate purposes including refinancing of the existing debt; and (c) meeting other purposes as may be approved by the Board and permissible under applicable laws.

RESOLVED FURTHER THAT the particulars of the Offer-1 in pursuance of including but not limited to provisions of Section 55 of the Companies Act, 2013 and as required under Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 shall be as under:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 7,00,000 (Seven Lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 140,00,00,000 (Rupees One Hundred Forty Crore only)
Offer Period	To be determined by the Board within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company.

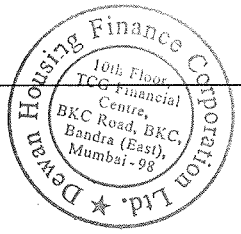
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	In pursuance of Section 43 of the Companies Act, 2013, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption of NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Companies Act, 2013, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default / listing /statutory / market related covenants.

RESOLVED FURTHER THAT the Board is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRCPS including but not limited to timing, tenor(s), rate(s) of dividend, yield, listing, allotment, dematerialization and other terms and conditions of NCRCPS as may be deemed necessary in its absolute discretion.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental including appointment of merchant banker for mobilizing the issue, for issue and / or allotment of the NCRCPS and listing thereof with the stock exchange(s) and to resolve and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment and utilization of the issue proceeds of NCRCPS, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the official(s) of the Company for the aforesaid purpose, as deemed fit.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required."



4. To consider and approve Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-2

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder including but not limited to Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, as may be amended from time to time (together called "**applicable laws**") and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) to create, offer and/or invite to subscribe and allot upto 5,00,000 (Five Lakh only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore only) at such rate of dividend as may be deemed fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company (**"Offer-2"**) to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Companies Act, 2013 and bodies corporate, public financial institutions as defined in Section 2 (72) of the Companies Act, 2013, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu undivided family through Karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc. for the purpose of (a) augmenting long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; (b) meeting the general corporate purposes including refinancing of the existing debt; and (c) meeting other purposes as may be approved by the Board and permissible under applicable laws.

RESOLVED FURTHER THAT the particulars of the Offer-2 in pursuance of including but not limited to provisions of Section 55 of the Companies Act, 2013 and as required under Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 shall be as under:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 5,00,000 (Five Lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore only)
Offer Period	To be determined by the Board within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board and permissible under applicable laws.

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Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Companies Act, 2013, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption of NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Companies Act, 2013, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default / listing /statutory / market related covenants.

RESOLVED FURTHER THAT the Board is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRCPS including but not limited to timing, tenor(s), rate(s) of dividend, yield, listing, allotment, dematerialization and other terms and conditions of NCRCPS as may be deemed necessary in its absolute discretion.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental including appointment of merchant banker for mobilizing the issue, for issue and / or allotment of the NCRCPS and listing thereof with the stock exchange(s) and to resolve and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment and utilization of the issue proceeds of NCRCPS, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the official(s) of the Company for the aforesaid purpose, as deemed fit.

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RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required."

5. **To consider and approve Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-3**

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder including but not limited to Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, as may be amended from time to time (together called "**applicable laws**") and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) to create, offer and/or invite to subscribe and allot upto 4,00,000 (Four Lakh only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 40,00,00,000 (Rupees Forty Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 80,00,00,000 (Rupees Eighty Crore only) at such rate of dividend as may be deemed fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company (**"Offer-3"**) to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Companies Act, 2013 and bodies corporate, public financial institutions as defined in Section 2(72) of the Companies Act, 2013, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu undivided family through Karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc. for the purpose of (a) augmenting long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; (b) meeting the general corporate purposes including refinancing of the existing debt; and (c) meeting other purposes as may be approved by the Board and permissible under applicable laws.

RESOLVED FURTHER THAT the particulars of the Offer-3 in pursuance of including but not limited to provisions of Section 55 of the Companies Act, 2013 and as required under Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 shall be as under:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 4,00,000 (Four Lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 40,00,00,000 (Rupees Forty Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 80,00,00,000 (Rupees Eighty Crore only)
Offer Period	To be determined by the Board within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS

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Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Companies Act, 2013, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Companies Act, 2013, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default / listing/ statutory / market related covenants.

RESOLVED FURTHER THAT the Board is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRCPS including but not limited to timing, tenor(s), rate(s) of dividend, yield, listing, allotment, dematerialization and other terms and conditions of NCRCPS as may be deemed necessary in its absolute discretion.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board is hereby authorized to take such steps and to do all such acts, deeds and things as the Board in its absolute discretion, consider necessary, expedient, usual, proper or incidental including appointment of merchant banker for mobilizing the issue, for issue and / or allotment of the NCRCPS and listing thereof with the stock exchange(s) and to resolve and to settle any question, remove any difficulty or doubt that may arise from time to time in relation

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to the offer, issue, allotment and utilization of the issue proceeds of NCRCPS, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the official(s) of the Company for the aforesaid purpose, as deemed fit.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required."

6. **To consider and approve Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-4**

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder including but not limited to Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, as may be amended from time to time (together called "**applicable laws**") and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) to create, offer and/or invite to subscribe and allot upto 3,50,000 (Three Lakh Fifty Thousand only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 35,00,00,000 (Rupees Thirty Five Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only) at such rate of dividend as may be deemed fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company (**"Offer-4"**) to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Companies Act, 2013 and bodies corporate, public financial institutions as defined in Section 2 (72) of the Companies Act, 2013, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu undivided family through Karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc. for the purpose of (a) augmenting long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; (b) meeting the general corporate purposes including refinancing of the existing debt; and (c) meeting other purposes as may be approved by the Board and permissible under applicable laws.

RESOLVED FURTHER THAT the particulars of the Offer-4 in pursuance of including but not limited to provisions of Section 55 of the Companies Act, 2013 and as required under Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 shall be as under:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

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(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 3,50,000 (Three Lakh Fifty Thousand only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees one thousand only) each aggregating to nominal amount not exceeding Rs. 35,00,00,000 (Rupees Thirty Five Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only)
Offer Period	To be determined by the Board within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Companies Act, 2013, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board.
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Companies Act, 2013, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default / listing /statutory / market related covenants.

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RESOLVED FURTHER THAT the Board is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRCPS including but not limited to timing, tenor(s), rate(s) of dividend, yield, listing, allotment, dematerialization and other terms and conditions of NCRCPS as may be deemed necessary in its absolute discretion.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental including appointment of merchant banker for mobilizing the issue, for issue and / or allotment of the NCRCPS and listing thereof with the stock exchange(s) and to resolve and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment and utilization of the issue proceeds of NCRCPS, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the official(s) of the Company for the aforesaid purpose, as deemed fit.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required."

7. **To consider and approve Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-5**

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder including but not limited to Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, as may be amended from time to time (together called **"applicable laws"**) and subject to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) to create, offer and/or invite to subscribe and allot upto 3,00,000 (Three Lakh only) non-convertible redeemable cumulative preference shares (**"NCRCPS"**) of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 30,00,00,000 (Rupees Thirty Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 60,00,00,000 (Rupees Sixty Crore only) at such rate of dividend as may be deemed fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the company (**"Offer-5"**) to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Companies Act, 2013 and bodies corporate, public financial institutions as defined in Section 2 (72) of the Companies Act, 2013, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu undivided family through Karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc. for the purpose of (a) augmenting long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; (b) meeting the general corporate purposes including refinancing of the existing debt; and (c) meeting other purposes as may be approved by the Board and permissible under applicable laws.

RESOLVED FURTHER THAT the particulars of the Offer-5 in pursuance of including but not limited to provisions of Section 55 of the Companies Act, 2013 and as required under Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 shall be as under:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013;

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(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 3,00,000 (Three Lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 60,00,00,000 (Rupees Sixty Crore only)
Offer Period	To be determined by the Board within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013, and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Companies Act, 2013, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board.
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Companies Act, 2013, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default / listing/ statutory / market related covenants.

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RESOLVED FURTHER THAT the Board is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRCPS including but not limited to timing, tenor(s), rate(s) of dividend, yield, listing, allotment, dematerialization and other terms and conditions of NCRCPS as may be deemed necessary in its absolute discretion.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental including appointment of merchant banker for mobilizing the issue, for issue and / or allotment of the NCRCPS and listing thereof with the stock exchange(s) and to resolve and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment and utilization of the issue proceeds of NCRCPS, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the official(s) of the Company for the aforesaid purpose, as deemed fit.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required."

8. **To consider and approve Issue and Offer of Non-Convertible Redeemable Cumulative Preference Shares on a private placement basis – Offer-6**

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder including but not limited to Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013, as may be amended from time to time (together called **"applicable laws"**) and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include Finance Committee or any Committee thereof or person(s) nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) to create, offer and/or invite to subscribe and allot upto 2,50,000 (Two Lakh Fifty Thousand only) non-convertible redeemable cumulative preference shares (**"NCRCPS"**) of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only) at such rate of dividend as may be deemed fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the company (**"Offer-6"**) to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Companies Act, 2013 and bodies corporate, public financial institutions as defined in Section 2 (72) of the Companies Act, 2013, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu undivided family through Karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc. for the purpose of (a) augmenting long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; (b) meeting the general corporate purposes including refinancing of the existing debt; and (c) meeting other purposes as may be approved by the Board and permissible under applicable laws.

RESOLVED FURTHER THAT the particulars of the Offer-6 in pursuance of including but not limited to provisions of Section 55 of the Companies Act, 2013 and as required under Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014 shall be as under:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013;

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(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 2,50,000 (Two Lakh Fifty Thousand only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only)
Offer Period	To be determined by the Board within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Companies Act, 2013, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board.
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws.
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Companies Act, 2013, as amended from time to time.

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Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board, including but not limited to financial / rating / taxation / management information / delay / default / listing /statutory / market related covenants.

RESOLVED FURTHER THAT the Board is hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of NCRCPS including but not limited to timing, tenor(s), rate(s) of dividend, yield, listing, allotment, dematerialization and other terms and conditions of NCRCPS as may be deemed necessary in its absolute discretion.

RESOLVED FURTHER THAT for giving effect to this Resolution, the Board is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental including appointment of merchant banker for mobilizing the issue, for issue and / or allotment of the NCRCPS and listing thereof with the stock exchange(s) and to resolve and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment and utilization of the issue proceeds of NCRCPS, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the official(s) of the Company for the aforesaid purpose, as deemed fit.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary be and is hereby authorized severally to do all acts, deeds, things and take all such steps to give effect to this Resolution including filing of e-forms or furnish such other documents / information for the purpose of compliance under the Companies Act, 2013 and Rules framed thereunder and/or under any other applicable laws and to furnish a certified true copy of this Resolution as and when required.

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

Sd/-
Niti Arya
Company Secretary
FCS - 5586

Corporate Office:
TCG Financial Centre, 10th Floor, BKC Road,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400098, Maharashtra, India

Date: 16th January, 2017
Place: Mumbai

NOTES:

1. The Explanatory Statement and reasons for the proposed Resolution(s) pursuant to Section 102 of the Companies Act, 2013 setting out all material facts is annexed to this Notice.
2. 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 Friday, 13th January, 2017. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on Friday, 13th January, 2017. The voting rights for the equity shares are one vote per equity share, registered in the name of the Member.
3. The Company has appointed Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practicing Company Secretary, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Members desiring to exercise their vote through the physical Postal Ballot Form are requested to read carefully the instructions printed on the Postal Ballot Form.
5. The Members who are voting through the physical 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 Monday, 20th February, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
6. 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 Members, facility to exercise their votes through electronic means and vote on the resolution(s) through e-voting services provided by National Securities Depository Limited (NSDL).

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7. **Voting through electronic means:** The details of the process and manner of e-voting are explained herein below:

I. In case a Member receives an e-mail from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open the e-mail containing the PDF file viz; "DHFL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that the password is an initial password.

(ii) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote. You can also update your mobile/ phone number and e-mail id in the user profile details of the folio.

(iii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com.

(iv) Click on Shareholder - Login

(v) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.

(vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(viii) Select "EVEN" of DHFL.

(ix) Now you are ready for E-voting as Cast Vote page opens.

(x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

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

(xii) Once you have voted on the resolution(s), you will not be allowed to modify your vote.

II. In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is being provided as below; at the bottom of the Postal Ballot Form:

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

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

III The e-voting period commences on Sunday, 22nd January, 2017 (9.00 a.m. IST) and ends on Monday, 20th February, 2017 (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 Friday, 13th January, 2017, may cast their vote through e-voting. The e-voting module shall be disabled/blocked by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, he/ she shall not be allowed to change it subsequently.

IV. 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.

8. In case, 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.

9. 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 (i) jayshreedagli@gmail.com or(ii) jayshreedagli@rediffmail.com and with a copy marked to e-voting@nsdl.co.in.

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

11. **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.**

12. Any query in relation to the resolution(s) 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.

13. The Scrutinizer will submit her report to the Chairman & Managing Director or in his absence to any other person 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 any other person authorized by the Chairman & Managing Director, on Wednesday, 22nd February, 2017, at the Registered Office of the Company at Warden House, 2nd Floor, Sir P.M. Road, Fort, Mumbai – 400 001 and at the Corporate Office of the Company at TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai – 400098. The resolution(s) 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. Monday, 20th February, 2017,

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"deemed date of passing of the resolution(s)", if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution(s). Members, who wish to be present at the venue at the time of declaration of the result, may do so. The result of the voting by Postal Ballot shall also be announced through newspaper advertisement and shall be posted on the website of the Company i.e. www.dhfl.com., besides communicating to the BSE Ltd. and the National Stock Exchange of India Ltd.

14. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
15. 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. up to the date of declaration of the result of Postal Ballot.
16. Members may also note that the Notice of Postal Ballot will also be available on the Company's website i.e. www.dhfl.com for their downloading.
17. 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.
18. Postal Ballot Notice is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants or Registrar & Share Transfer Agents. For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned under accompanying Notice.

Item No. 1 & 2

At present, the Authorized Share Capital of the Company is Rs. 828,00,00,000 (Rupees Eight Hundred Twenty Eight crore only) divided into 74,80,00,000 (Seventy Four Crore Eighty Lakh only) equity shares of Rs.10 (Rupees Ten only) each aggregating to Rs. 748,00,00,000 (Rupees Seven Hundred and Forty Eight Crore only), 7,50,00,000 (Seven Crore Fifty Lakh only) preference shares of Rs.10 (Rupees Ten only) each aggregating to Rs. 75,00,00,000 (Rupees Seventy Five Crore only) and 5,00,000 (Five Lakh only) redeemable preference shares of Rs.100 (Rupees One Hundred only) each aggregating Rs. 5,00,00,000 (Rupees Five Crore only). The Company requires additional capital for (a) augmenting long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; (b) meeting the general corporate purposes including refinancing of the existing debt; and (c) meeting other purposes as may be approved by the Board or Finance Committee or any other committee as may be constituted for this purpose and permissible under applicable laws and therefore proposes to issue further securities.

With a view to raise further capital without impairing the shareholding pattern, it is considered necessary to alter / change / reclassify the composition of Authorized Share Capital of the Company **FROM** the present Rs. 828,00,00,000 (Rupees Eight Hundred Twenty Eight Crore only) divided into 74,80,00,000 (Seventy Four Crore Eighty Lakh only) equity shares of Rs.10 (Rupees Ten only) each aggregating to Rs. 748,00,00,000 (Rupees Seven Hundred Forty Eight Crore only) and 7,50,00,000 (Seven Crore Fifty Lakh only) preference shares of Rs.10 (Rupees Ten only) each aggregating Rs. 75,00,00,000 (Rupees Seventy Five Crore only) and 5,00,000 (Five Lakh only) redeemable preference shares of Rs.100 (Rupees One Hundred only) each aggregating to Rs. 5,00,00,000 (Rupees Five Crore only) **TO** Rs. 828,00,00,000 (Rupees Eight Hundred Twenty Eight Crore only) divided into 57,80,00,000 (Fifty Seven Crore Eighty lakh only) equity shares of Rs. 10 (Rupees Ten only) each aggregating to Rs. 578,00,00,000 (Rupees Five Hundred Seventy Eight Crore only) and 25,00,000 (Twenty Five Lakh only) non-convertible redeemable cumulative preference shares of Rs. 1,000 (Rupees One Thousand only) each aggregating to Rs. 250,00,00,000 (Rupees Two Hundred Fifty Crore only).

Consequent to the aforesaid alteration / change / reclassification in the composition of the Authorized Share Capital, the relevant Clause V of the Memorandum of Association would need to be altered accordingly.

A duly altered draft copy of the Memorandum of Association and Articles of Association of the Company is available at the Registered Office of the Company for inspection of the Members on all working days (except Saturdays, Sundays and Public holidays) between 2.00 pm and 5.00 pm.

The Board of Directors at its meeting held on 16th January, 2017, approved the aforesaid change / alteration / re-classification in the composition of Authorised Share Capital of the Company and consequent amendment in Clause V of the Memorandum of Association. Accordingly, approval of the Members is sought for change / alteration / re-classification in the composition of Authorised Share Capital of the Company and consequent amendment in Clause V of the Memorandum of Association as Item Nos. 1 and 2 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the Resolutions as mentioned at Item No 1 & 2.

Item No. 3

At the Meeting of the Board of Directors of the Company ("**Board**") held on 16th January, 2017, the Directors had, pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and any other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder, approved of an issue and offer not exceeding 7,00,000 (Seven lakh only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 140,00,00,000 (Rupees One Hundred Forty Crore only), for cash at such rate of dividend as may be deemed

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fit by the Board in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, *inter alia*, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including NCRCPS on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation and as per Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement is required to be annexed to such Special Resolution.

The approval of the Members of the Company is accordingly being sought by way of Special Resolution under Sections 42, 55 and 62 and any other applicable provisions of the Act read with the Rules framed there under, for the issue of Offer-1 consisting of 7,00,000 (Seven Lakh only) NCRCPS of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 140,00,00,000 (Rupees One Hundred Forty Crore only), at such rate of dividend as may be deemed fit by the Board or the Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company and to allot the NCRCPS to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Act and bodies corporate, public financial institutions as defined in Section 2(72) of the Act, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu Undivided Family through karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc.

Given below are the terms of issue of the NCRCPS and a Statement of disclosures as required under Rule 9(2) and (3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer-1:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board or Finance Committee or any other Committee as may be constituted for this purpose at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 7,00,000 (Seven Lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 140,00,00,000 (Rupees One Hundred Forty Crore only)
Offer Period	To be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board or Finance Committee or any other committee as may be constituted for this purpose and permissible under applicable laws.

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Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Act, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption of NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Act, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board or Finance Committee or any other Committee as may be constituted for this purpose, including but not limited to financial / rating / taxation / management information / delay / default / listing/statutory / market related covenants.

(ix) There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company, in the past.

(x) The issue of NCRCPS has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the Resolutions to the extent of the NCRCPS that may be subscribed by them or by the companies or firms in which they are interested.

(xi) Issue of NCRCPS shall not lead to any dilution in equity share capital of the Company since the NCRCPS are non-convertible in nature.

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(xii) Equity shareholding pattern of the Company as on December 31, 2016 stood as under:

Dewan Housing Finance Corporation Limited (Scrip Code: BSE- 511072 and NSE- DHFL)			
Shareholding as on 31st December 2016			
Category	**Number of shareholders**	**Number of shares held**	**% of total Shareholding**
A. Promoter and promoter group			
Individuals / Hindu Undivided Family	3	6000000	1.92
Bodies Corporate	1	117049714	37.38
Sub-total (A)	**4**	**123049714**	**39.30**
B. Public			
Mutual Funds	34	9915090	3.17
Foreign Portfolio Investors	136	61995729	19.80
Foreign Inst. Investors	39	20575142	6.57
Financial Institutions / Banks / Insurance Companies	6	8749072	2.79
Central Government / State Government(s)	1	2000	0.00
Individuals	92349	42375670	13.53
Trusts	8	365	0.00
Foreign Nationals	1	500	0.00
Hindu Undivided Family	2197	1564062	0.50
Non Resident Indians (Non Repat)	1259	1292716	0.41
Non Resident Indians (Repat)	436	358782	0.11
Clearing Member	517	1584679	0.51
Bodies Corporate	1025	41662223	13.31
Sub-total (B)	**98008**	**190076030**	**60.70**
Total (A) + (B)	**98012**	**313125744**	**100.00**

Item No. 4

At the Meeting of the Board of Directors of the Company ("**Board**") held on 16th January, 2017, the Directors had, pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and any other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder, approved of an issue and offer not exceeding 5,00,000 (Five Lakh only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 100,00,00,000 (Rupees One Hundred crore only), for cash at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, *inter alia*, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including NCRCPS on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation and as per Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement is required to be annexed to such Special Resolution.

The approval of the Members of the Company is accordingly being sought by way of Special Resolution under Sections 42, 55 and 62 and any other applicable provisions of the Act read with the Rules framed there under, for the issue of Offer-2 consisting of 5,00,000 (Five Lakh only) NCRCPS of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore only), at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other Committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company and to allot the NCRCPS to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Act and bodies corporate, public financial institutions as defined in Section 2(72) of the Act, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu Undivided Family through karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc.

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Given below are the terms of issue of the NCRCPS and a Statement of disclosures as required under Rule 9(2) and (3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer-2:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board or Finance Committee or any other Committee as may be constituted for this purpose at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 5,00,000 (Five lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 100,00,00,000 (Rupees One Hundred Crore only)
Offer Period	To be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board or Finance Committee or any other committee as may be constituted for this purpose and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Act, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption of NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"

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Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Act, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board or Finance Committee or any other Committee as may be constituted for this purpose, including but not limited to financial / rating / taxation / management information / delay / default / listing/statutory / market related covenants.

(ix) There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company, in the past.

(x) The issue of NCRCPS has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the Resolutions to the extent of the NCRCPS that may be subscribed by them or by the companies or firms in which they are interested.

(xi) Issue of NCRCPS shall not lead to any dilution in equity share capital of the Company since the NCRCPS are non-convertible in nature.

(xii) Equity shareholding pattern of the Company as on December 31, 2016 stood as under:

Dewan Housing Finance Corporation Limited (Scrip Code: BSE- 511072 and NSE- DHFL)			
Shareholding as on 31st December 2016			
Category	**Number of shareholders**	**Number of shares held**	**% of total Shareholding**
A. Promoter and promoter group			
Individuals / Hindu Undivided Family	3	6000000	1.92
Bodies Corporate	1	117049714	37.38
Sub-total (A)	**4**	**123049714**	**39.30**
B. Public			
Mutual Funds	34	9915090	3.17
Foreign Portfolio Investors	136	61995729	19.80
Foreign Inst. Investors	39	20575142	6.57
Financial Institutions / Banks / Insurance Companies	6	8749072	2.79
Central Government / State Government(s)	1	2000	0.00
Individuals	92349	42375670	13.53
Trusts	8	365	0.00
Foreign Nationals	1	500	0.00
Hindu Undivided Family	2197	1564062	0.50
Non Resident Indians (Non Repat)	1259	1292716	0.41
Non Resident Indians (Repat)	436	358782	0.11
Clearing Member	517	1584679	0.51
Bodies Corporate	1025	41662223	13.31
Sub-total (B)	**98008**	**190076030**	**60.70**
Total (A) + (B)	**98012**	**313125744**	**100.00**

Item No. 5

At the Meeting of the Board of Directors of the Company ("**Board**") held on 16th January, 2017, the Directors had, pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and any other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder, approved of an issue and offer not exceeding 4,00,000 (Four lakh only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees one thousand only) each aggregating to nominal amount of not exceeding Rs. 40,00,00,000 (Rupees Forty crore only) for cash at a premium of Rs. 2,000 (Rupees Two thousand only) each aggregating to issue premium of not exceeding Rs. 80,00,00,000 (Rupees Eighty crore only), for cash at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions

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and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including NCRCPS on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation and as per Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement is required to be annexed to such Special Resolution.

The approval of the Members of the Company is accordingly being sought by way of Special Resolution under Sections 42, 55 and 62 and any other applicable provisions of the Act read with the Rules framed there under, for the issue of Offer-3 consisting of 4,00,000 (Four Lakh only) NCRCPS of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 40,00,00,000 (Rupees Forty Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 80,00,00,000 (Rupees Eighty Crore only), at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company and to allot the NCRCPS to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Act and bodies corporate, public financial institutions as defined in Section 2 (72) of the Act, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu Undivided Family through karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc.

Given below are the terms of issue of the NCRCPS and a Statement of disclosures as required under Rule 9(2) and (3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer-3:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board or Finance Committee or any other Committee as may be constituted for this purpose at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 4,00,000 (Four Lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees one thousand only) each aggregating to nominal amount not exceeding Rs. 40,00,00,000 (Rupees Forty Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 80,00,00,000 (Rupees Eighty Crore only)
Offer Period	To be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board or Finance Committee or any other committee as may be constituted for this purpose and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014

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Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Act, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Act, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board or Finance Committee or any other Committee as may be constituted for this purpose, including but not limited to financial / rating / taxation / management information / delay / default / listing/statutory / market related covenants.

(ix) There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company, in the past.

(x) The issue of NCRCPS has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the Resolutions to the extent of the NCRCPS that may be subscribed by them or by the companies or firms in which they are interested.

(xi) Issue of NCRCPS shall not lead to any dilution in equity share capital of the Company since the NCRCPS are non-convertible in nature.

(xii) Equity shareholding pattern of the Company as on December 31, 2016 stood as under:

Dewan Housing Finance Corporation Limited (Scrip Code: BSE- 511072 and NSE- DHFL)			
Shareholding as on 31st December 2016			
Category	**Number of shareholders**	**Number of shares held**	**% of total Shareholding**
A. Promoter and promoter group			
Individuals / Hindu Undivided Family	3	6000000	1.92

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Dewan Housing Finance Corporation Limited (Scrip Code: BSE- 511072 and NSE- DHFL)			
Shareholding as on 31st December 2016			
Category	**Number of shareholders**	**Number of shares held**	**% of total Shareholding**
Bodies Corporate	1	117049714	37.38
Sub-total (A)	**4**	**123049714**	**39.30**
B. Public			
Mutual Funds	34	9915090	3.17
Foreign Portfolio Investors	136	61995729	19.80
Foreign Inst. Investors	39	20575142	6.57
Financial Institutions / Banks / Insurance Companies	6	8749072	2.79
Central Government / State Government(s)	1	2000	0.00
Individuals	92349	42375670	13.53
Trusts	8	365	0.00
Foreign Nationals	1	500	0.00
Hindu Undivided Family	2197	1564062	0.50
Non Resident Indians (Non Repat)	1259	1292716	0.41
Non Resident Indians (Repat)	436	358782	0.11
Clearing Member	517	1584679	0.51
Bodies Corporate	1025	41662223	13.31
Sub-total (B)	**98008**	**190076030**	**60.70**
Total (A) + (B)	**98012**	**313125744**	**100.00**

Item No. 6

At the Meeting of the Board of Directors of the Company ("**Board**") held on 16th January, 2017, the Directors had, pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and any other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder, approved of an issue and offer not exceeding 3,50,000 (Three lakh Fifty Thousand ony) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 35,00,00,000 (Rupees Thirty Five crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 70,00,00,000 (Rupees Seventy crore only), for cash at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including NCRCPS on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation and as per Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement is required to be annexed to such Special Resolution.

The approval of the Members of the Company is accordingly being sought by way of Special Resolution under Sections 42, 55 and 62 and any other applicable provisions of the Act read with the Rules framed there under, for the issue of Offer-4 consisting of 3,50,000 (Three Lakh Fifty Thousand only) NCRCPS of face value of Rs. 1,000 (Rupees one thousand only) each aggregating to nominal amount of not exceeding Rs. 35,00,00,000 (Rupees Thirty Five crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 70,00,00,000 (Rupees Seventy crore only), at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company and to allot the NCRCPS to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Act and bodies corporate, public financial institutions as defined in Section 2(72) of the Act, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu Undivided Family through karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc.

Given below are the terms of issue of the NCRCPS and a Statement of disclosures as required under Rule 9(2) & (3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer-4:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board or Finance Committee or any other

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committee as may be constituted for this purpose at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 3,50,000 (Three Lakh Fifty Thousand only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 35,00,00,000 (Rupees Thirty Five Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 70,00,00,000 (Rupees Seventy Crore only)
Offer Period	To be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board or Finance Committee or any other committee as may be constituted for this purpose and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Act, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS

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Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Act, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board or Finance Committee or any other Committee as may be constituted for this purpose, including but not limited to financial / rating / taxation / management information / delay / default / listing /statutory / market related covenants.

(ix) There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company, in the past.

(x) The issue of NCRCPS has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the Resolutions to the extent of the NCRCPS that may be subscribed by them or by the companies or firms in which they are interested.

(xi) Issue of NCRCPS shall not lead to any dilution in equity share capital of the Company since the NCRCPS are non-convertible in nature.

(xii) Equity shareholding pattern of the Company as on December 31, 2016 stood as under:

Dewan Housing Finance Corporation Limited (Scrip Code: BSE- 511072 and NSE- DHFL)			
Shareholding as on 31st December 2016			
Category	**Number of shareholders**	**Number of shares held**	**% of total Shareholding**
A. Promoter and promoter group			
Individuals / Hindu Undivided Family	3	6000000	1.92
Bodies Corporate	1	117049714	37.38
Sub-total (A)	**4**	**123049714**	**39.30**
B. Public			
Mutual Funds	34	9915090	3.17
Foreign Portfolio Investors	136	61995729	19.80
Foreign Inst. Investors	39	20575142	6.57
Financial Institutions / Banks / Insurance Companies	6	8749072	2.79
Central Government / State Government(s)	1	2000	0.00
Individuals	92349	42375670	13.53
Trusts	8	365	0.00
Foreign Nationals	1	500	0.00
Hindu Undivided Family	2197	1564062	0.50
Non Resident Indians (Non Repat)	1259	1292716	0.41
Non Resident Indians (Repat)	436	358782	0.11
Clearing Member	517	1584679	0.51
Bodies Corporate	1025	41662223	13.31
Sub-total (B)	**98008**	**190076030**	**60.70**
Total (A) + (B)	**98012**	**313125744**	**100.00**

Item No. 7

At the Meeting of the Board of Directors of the Company ("**Board**") held on 16th January, 2017, the Directors had, pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and any other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder, approved of an issue and offer not exceeding 3,00,000 (Three lakh only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 30,00,00,000 (Rupees Thirty crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 60,00,00,000 (Rupees Sixty crore only), for cash at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions

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and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a Company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including NCRCPS on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation and as per Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement is required to be annexed to such Special Resolution.

The approval of the Members of the Company is accordingly being sought by way of Special Resolution under Sections 42, 55 and 62 and any other applicable provisions of the Act read with the Rules framed there under, for the issue of Offer-5 consisting of 3,00,000 (Three lakh only) NCRCPS of face value of Rs. 1,000 (Rupees one thousand only) each aggregating to nominal amount of not exceeding Rs. 30,00,00,000 (Rupees Thirty Crore only) for cash at a premium of Rs. 2,000 (Rupees two thousand only) each aggregating to issue premium of not exceeding Rs. 60,00,00,000 (Rupees Sixty Crore only), at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company and to allot the NCRCPS to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Act, and bodies corporate, public financial institutions as defined in Section 2(72) of the Act, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu Undivided Family through karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc.

Given below are the terms of issue of the NCRCPS and a Statement of disclosures as required under Rule 9(2) & (3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer-5:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board or Finance Committee or any other committee as may be constituted for this purpose at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 3,00,000 (Three Lakh only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 60,00,00,000 (Rupees Sixty Crore only)
Offer Period	To be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board or Finance Committee or any other committee as may be constituted for this purpose and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014

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Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Act, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose.
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS which will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor, out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)
Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Act, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board or Finance Committee or any other Committee as may be constituted for this purpose, including but not limited to financial / rating / taxation / management information / delay / default / listing/ statutory / market related covenants.

(ix) There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company, in the past.

(x) The issue of NCRCPS has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the Resolutions to the extent of the NCRCPS that may be subscribed by them or by the companies or firms in which they are interested.

(xi) Issue of NCRCPS shall not lead to any dilution in equity share capital of the Company since the NCRCPS are non-convertible in nature.

(xii) Equity shareholding pattern of the Company as on December 31, 2016 stood as under:

Dewan Housing Finance Corporation Limited (Scrip Code: BSE- 511072 and NSE- DHFL)			
Shareholding as on 31st December 2016			
Category	**Number of shareholders**	**Number of shares held**	**% of total Shareholding**
A. Promoter and promoter group			
Individuals / Hindu Undivided Family	3	6000000	1.92
Bodies Corporate	1	117049714	37.38
Sub-total (A)	**4**	**123049714**	**39.30**

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Dewan Housing Finance Corporation Limited (Scrip Code: BSE- 511072 and NSE- DHFL)			
Shareholding as on 31st December 2016			
Category	**Number of shareholders**	**Number of shares held**	**% of total Shareholding**
B. Public			
Mutual Funds	34	9915090	3.17
Foreign Portfolio Investors	136	61995729	19.80
Foreign Inst. Investors	39	20575142	6.57
Financial Institutions / Banks / Insurance Companies	6	8749072	2.79
Central Government / State Government(s)	1	2000	0.00
Individuals	92349	42375670	13.53
Trusts	8	365	0.00
Foreign Nationals	1	500	0.00
Hindu Undivided Family	2197	1564062	0.50
Non Resident Indians (Non Repat)	1259	1292716	0.41
Non Resident Indians (Repat)	436	358782	0.11
Clearing Member	517	1584679	0.51
Bodies Corporate	1025	41662223	13.31
Sub-total (B)	**98008**	**190076030**	**60.70**
Total (A) + (B)	**98012**	**313125744**	**100.00**

Item No. 8

At the Meeting of the Board of Directors of the Company ("**Board**") held on 16th January, 2017, the Directors had, pursuant to the provisions of Sections 42, 43, 47, 55, 62, 123, 230 and any other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules framed thereunder, approved of an issue and offer not exceeding 2,50,000 (Two Lakh Fifty Thousand only) non-convertible redeemable cumulative preference shares ("**NCRCPS**") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only), for cash at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a Company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including NCRCPS on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation and as per Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, an Explanatory Statement is required to be annexed to such Special Resolution.

The approval of the Members of the Company is accordingly being sought by way of Special Resolution under Sections 42, 55 and 62 and any other applicable provisions of the Act read with the Rules framed there under, for the issue of Offer-6 consisting of 2,50,000 (Two Lakh Fifty Thousand only) NCRCPS of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount of not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crore only) for cash at a premium of Rs. 2,000 (Rupees Two Thousand only) each aggregating to issue premium of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only), at such rate of dividend as may be deemed fit by the Board or Finance Committee or any other committee as may be constituted for this purpose in view of prevailing market conditions and in the best interest of the Company, on a private placement basis, upto a period of not exceeding one year from the date of approval from the Members of the Company and to allot the NCRCPS to such person or persons, whether or not they are Member(s) of the Company including but not limited to scheduled commercial banks, co-operative banks, regional rural banks, insurance companies, mutual funds, companies within the meaning of Section 2(20) of the Act and bodies corporate, public financial institutions as defined in Section 2(72) of the Act, alternative investment funds registered with SEBI, societies registered under the Societies Registration Act, 1860, statutory corporations/ undertakings established by central/ state legislature, limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008, trusts set up by corporates with one or more corporate beneficiaries, trusts set up by individuals with one or more corporate beneficiaries, charitable trusts registered under Section 12AA of the Income Tax Act, 1961, charitable trusts registered under Section 12AA carrying out CSR activities, association of persons, resident individual investors, Hindu Undivided Family through karta, partnership firms in the name of the firm, private family trusts with one or more beneficiary being individuals, employee welfare trusts etc.

Given below are the terms of issue of the NCRCPS and a Statement of disclosures as required under Rule 9(2) & (3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer-6:

(i) NCRCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend or repayment of capital. The NCRCPS shall carry rate(s) of dividend as may be fixed / determined by the Board or Finance Committee or any other committee as may be constituted for this purpose at the time of issue for each of the tenor of NCRCPS and depending upon profile/ category of holder(s) of NCRCPS;

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(ii) NCRCPS shall be non-participating in the surplus funds;

(iii) NCRCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

(iv) Holders of NCRCPS shall be paid dividend on a cumulative basis;

(v) NCRCPS shall not be convertible into equity shares;

(vi) NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act;

(vii) NCRCPS shall be redeemable at the end of Tenor along with redemption premium equivalent to the premium on issue of NCRCPS; and

(viii) Other terms of the NCRCPS:

Instrument / Security	Non-Convertible Redeemable Cumulative Preference Shares
Issue Size	Upto 2,50,000 (Two Lakh Fifty Thousand only) Non-Convertible Redeemable Cumulative Preference Shares ("NCRCPS") of face value of Rs. 1,000 (Rupees One Thousand only) each aggregating to nominal amount not exceeding Rs. 25,00,00,000 (Rupees Twenty Five Crore only) for cash at premium of Rs. 2,000 (Rupees Two Thousand only) per NCRCPS each aggregating to issue premium of not exceeding Rs. 50,00,00,000 (Rupees Fifty Crore only)
Offer Period	To be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose within a period of one year from the date of approval from the Members of the Company for issue of NCRCPS
Consideration	Cash
Nature of NCRCPS	Non-convertible, redeemable, cumulative and non-participating
Objective	a. augment long-term resource/ capital requirement of the Company for its business activities and capital adequacy purposes; b. meet the general corporate purposes including refinancing of the existing debt; and c. meet other purposes as may be approved by the Board or Finance Committee or any other committee as may be constituted for this purpose and permissible under applicable laws.
Manner of Issue	The NCRCPS shall be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014
Voting rights	NCRCPS shall carry voting rights as per the provisions of Section 47(2) of the Act, as amended and the rules issued thereunder.
Seniority of the holder(s) of the NCRCPS	The claims of holder(s) of NCRCPS shall be subordinate to the claims of all senior, secured, unsecured and subordinate creditors but senior to the claims of the equity shareholders and shall rank *pari passu* amongst themselves and with other non-convertible preference shareholders of the Company. In pursuance of Section 43 of the Act, the NCRCPS shall carry a preferential right with respect to (a) payment of dividend calculated at a fixed rate, which may either be free of or subject to income tax; and (b) repayment, in the case of a winding up or repayment of capital, of the amount of the share capital paid-up or deemed to have been paid-up, whether or not, there is a preferential right to the payment of any fixed premium or premium on any fixed scale, specified in the Memorandum or Articles of Association of the Company.
Face Value	Rs. 1,000 (Rupees One Thousand only) per NCRCPS
Premium on Issue	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS
Issue Price and its basis	The Issue price Rs. 3,000 (Rupees Three Thousand only) per NCRCPS is an aggregate of face value of Rs. 1,000 (Rupees One Thousand only) and premium on Issue of Rs. 2,000 (Rupees Two Thousand only).
Tenor	Within a maximum period of 20 (Twenty) years from the deemed date of allotment of the NCRCPS, as may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose.
Put/ Call Option	None
Rate of Dividend	As may be determined by the Board or Finance Committee or any other committee as may be constituted for this purpose for various tenor(s) based on identity and category of holder(s) of NCRCPS in view of prevailing market conditions in the best interest of the Company
Dividend Type	Cumulative i.e. in the event the dividend is not paid in a particular year, the same shall be accumulated and paid along with the dividend payout in the next year
Premium on Redemption	Rs. 2,000 (Rupees Two Thousand only) per NCRCPS will be payable on redemption on NCRCPS in pursuance of clause titled "Payment of Premium on Redemption"
Redemption Price/ Redemption Amount	Each NCRCPS of face value of Rs. 1000 (Rupees One Thousand only) each will be redeemed at the face value alongwith premium on redemption of Rs. 2000 (Rupees Two Thousand only) per NCRCPS
Payment of Face Value on Redemption/ Manner and Modes of Redemption	The Company shall redeem the Face Value of NCRCPS at the end of the Tenor out of (a) profits of the Company which would otherwise be available for dividend, in which case the Company shall, out of such profits, transfer, a sum equal to the face value amount of NCRCPS to be redeemed, to a reserve, called the capital redemption reserve account; and/or (b) proceeds of fresh issue of shares made for the purpose of such redemption.
Payment of Premium on Redemption	The premium on redemption payable on the date of redemption of NCRCPS shall be paid at the end of the Tenor out of the profits of the Company and/or securities premium account, if any.
Conversion	The NCRCPS are non-convertible in nature
Listing	On recognised stock exchange(s)

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Transferability	The NCRCPS shall be freely transferrable in accordance with the applicable laws
Rating	NCRCPS shall be rated by one or more SEBI registered rating agency(ies)
Rights of holder(s) of NCRCPS	The holder(s) of NCRCPS shall also be entitled to rights available to them under applicable laws including but not limited to sub-section (2) of section 47 and sub-sections (1), (6), (7) of section 230 of the Act, as amended from time to time.
Declaration of Dividend	Declaration and payment of dividend shall be as per applicable laws including provisions of the Companies Act and rules and regulations of National Housing Bank.
Other terms	As may be decided by the Board or Finance Committee or any other Committee as may be constituted for this purpose, including but not limited to financial / rating / taxation / management information / delay / default / listing/ statutory / market related covenants.

(ix) There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company, in the past.

(x) The issue of NCRCPS has been authorized by the Articles of Association of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the Resolutions to the extent of the NCRCPS that may be subscribed by them or by the companies or firms in which they are interested.

(xi) Issue of NCRCPS shall not lead to any dilution in equity share capital of the Company since the NCRCPS are non-convertible in nature.

(xii) Equity shareholding pattern of the Company as on 31st December, 2016 stood as under:

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Non Resident Indians (Repat)	436	358782	0.11
Clearing Member	517	1584679	0.51
Bodies Corporate	1025	41662223	13.31
Sub-total (B)	**98008**	**190076030**	**60.70**
Total (A) + (B)	**98012**	**313125744**	**100.00**

Other Information pertaining to Item nos. 3 to 8

The above Offers at Item no 3 to 8 have been named in seriatim for the sake of clarity and depending on market conditions and liquidity, any Offer may be made in any order, subject however, that no fresh Offer shall be made unless the allotments with respect to the Offer made earlier have been completed or the Offers have been withdrawn or abandoned by the Board.

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

Sd/-
Niti Arya
Company Secretary
FCS - 5586

Corporate Office:
TCG Financial Centre, 10th Floor, BKC Road,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400098, Maharashtra, India

Date: 16th January, 2017
Place: Mumbai

Dewan Housing Finance Corporation Ltd. 10th Floor, TCG Financial Centre, BKC Road, BKC, Bandra (East), Mumbai - 98

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