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WADHAWAN HOLDINGS

WHPL:2014: March 24, 2014

To,

By Hand Delivery / Facsimile Message

The Manager Listing Department Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax no. 2272 2082 / 3132/ 3121	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. 26598237 / 38
Scrip Code : 511072	**DHFL**

Sub. : Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code") in respect of inter-se transfer of equity shares amongst Promoters of Dewan Housing Finance Corporation Limited, as per details mentioned hereunder:

Sr. No.	Name of Promoters/Person Acting in Concert	Disposal of shares/voting rights	Percentage of total shares/voting rights
1	M/s Pooja Wadhawan	11,50,000	0.90
2	M/s. Wadhawan Holdings Pvt. Ltd	1,16,26,755	9.05
3	M/s. Wadhawan Consolidated Holdings Pvt. Ltd.	20,00,000	1.56
4	M/s. Wadhawan Retail Ventures Pvt. Ltd.	20,00,000	1.56
	Total	**1,67,76,755**	**13.07**

This is for your information and records.

Thanking you,

Yours faithfully,
for Wadhawan Holdings Private Limited

Director
(On behalf of itself and other Sellers)

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

<table>
<tr><td>1</td><td>Name of the Target Company (TC)</td><td colspan="3">Dewan Housing Finance Corporation Limited</td></tr>
<tr><td>2</td><td>Name(s) of the ~~acquirer and Persons Acting in Concert (PAC) with the acquirer~~ / sellers</td><td colspan="3"><u>Sellers:</u>
Wadhawan Holdings Pvt Ltd (for 1,16,26,755 shares)
Pooja Wadhawan'(for 11,50,000 shares)
Wadhawan Retail Ventures Pvt Ltd (for 20,00,000 shares)
Wadhawan Consolidated Holdings Pvt Ltd (for 20,00,000 shares).

<u>Acquirers:</u>

Kapil Wadhawan (for 31,33,875 shares)
Dheeraj Wadhawan (for 39,47,713 shares)
Aruna Wadhawan (for 96,95,167 shares)

<u>Other Persons Acting in Concert</u>:

Wadhawan Housing Pvt Ltd</td></tr>
<tr><td>3.</td><td>Whether the ~~acquirer~~ / seller belongs to Promoter/Promoter group</td><td colspan="3">Yes</td></tr>
<tr><td>4.</td><td>Name(s) of the Stock Exchange(s) where the shares of TC are Listed</td><td colspan="3">The National Stock Exchange of India Limited and the BSE Limited</td></tr>
<tr><td>5.</td><td>Details of the ~~acquisition~~ / disposal as follows</td><td>Number</td><td>% w.r.t. total share/voting capital wherever applicable(*)</td><td>% w.r.t. total diluted share/voting capital of the TC(**)</td></tr>
<tr><td></td><td>Before the ~~acquisition~~/ disposal under consideration holding
(a) Shares carrying voting rights :
<table><tr><td>Name</td><td>No. of Shares</td><td>%</td></tr><tr><td>Wadhawan Holdings Pvt. Ltd.</td><td>1,16,26,755</td><td>9.05</td></tr><tr><td>Pooja Wadhawan</td><td>11,50,000</td><td>0.90</td></tr></table></td><td><u>5,04,09,822</u></td><td>39.25</td><td>39.25</td></tr>
</table>



	Wadhawan Retail Ventures Pvt. Ltd	20,00,000	1.56		
	Wadhawan Consolidated Holdings Pvt Ltd	20,00,000	1.56		
	Kapil Wadhawan	1,01,22,836	7.88		
	Dheeraj Wadhawan	93,08,998	7.25		
	Aruna Wadhawan	79,80,447	6.21		
	Wadhawan Housing Private Limited	62,20,786	4.84		
	(b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)			Nil	Nil	Nil
	(c) Voting rights (VR) otherwise than by shares.			Nil	Nil	Nil
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category).			Nil	Nil	Nil
	(c) Total (a+b+c+d)			**5,04,09,822**	**39.25**	**39.25**
	Details of ~~acquisition~~/sale (a) Shares carrying voting rights ~~acquired~~/sold			**Nil**	**Nil**	**Nil**
	Name of seller	No. of Shares sold	%			
	Pooja Wadhawan	11,50,000	0.90			
	Wadhawan Retail Ventures Pvt. Ltd.	20,00,000	1.56			
	Wadhawan Consolidated Holdings Pvt. Ltd.	20,00,000	1.56			
	Wadhawan Holdings Pvt. Ltd	1,16,26,755	9.05			
				This filing is being made in respect of a sale of shares by Pooja Wadhawan, Wadhawan Retail Ventures Pvt. Ltd., Wadhawan Consolidated Holdings Pvt. Ltd. and Wadhawan Holdings Pvt. Ltd., promoters / persons acting in concert		

		of the Target Company to certain promoters/persons acting in concert pursuant to an *inter-se* transfer of shares. Please see the Note below. As such, although there is a change in the *inter-se* shareholding of the promoters/person acting in concert, the collective shareholding of the promoters/persons acting in concert remains unchanged and there is no sale of shares/voting rights by the promoters / persons acting in concert collectively.		
	(b) VRs ~~acquired~~ /sold otherwise than by shares	Nil	Nil	Nil
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) ~~acquired~~/sold.	Nil	Nil	Nil
	(d) Shares encumbered / invoked / released by the acquirer.	Nil	Nil	Nil
	(e) Total (a+b+c+d)	**Nil**	**Nil**	**Nil**
	After the ~~acquisition~~/sale, holding of: (a) Shares carrying voting rights	**5,04,09,822**	**39.25**	**39.25**

Name	No. of Shares	%
Wadhawan Holdings Pvt. Ltd.	0	0
Pooja Wadhawan	0	0
Wadhawan Retail Ventures Pvt.Ltd	0	0
Wadhawan Consolidated Holdings Pvt Ltd	0	0
Kapil Wadhawan	1,32,56,711	10.32
Dheeraj Wadhawan	1,32,56,711	10.32
Aruna Wadhawan	1,76,75,614	13.77
Wadhawan Housing Private Limited	62,20,786	4.84

WADHAWAN HOLDINGS PVT. LTD. * MUMBAI

	(b) Shares encumbered with the acquirer.	**Nil**	**Nil**	**Nil**
	(c) VRs otherwise than by shares	**Nil**	**Nil**	**Nil**
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	**Nil**	**Nil**	**Nil**
	(e) Total (a+b+c+d)	**5,04,09,822**	**39.25**	**39.25**
6.	Mode of ~~acquisition~~ / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer of shares through block deal amongst the Promoters.		
7.	Date of ~~acquisition~~ / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	21st March, 2014		
8.	Equity share capital / total voting capital of the TC before the said ~~acquisition~~ / sale.	12,84,20,240 Equity Shares of Rs. 10/- each aggregating to Rs 1,28,42,02,400 (***)		
9.	Equity share capital/ total voting capital of the TC after the said ~~acquisition~~ / sale	12,84,20,240 Equity Shares of Rs. 10/- each aggregating to Rs 1,28,42,02,400. (***)		
10	Total diluted share/voting capital of the TC after the said ~~acquisition~~/sale	12,84,20,240 Equity Shares of Rs. 10/- each aggregating to Rs 1,28,42,02,400 (***)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) During the 4th quarter, on 5th February 2014, the Company allotted 93,973 Equity shares of Rs. 10 each upon exercise of stock option to the eligible employees of the Company under Employee Stock Option Scheme, 2008 and 2009, consequently the paid up equity share capital of the company increased from ₹ **128,32,62,670** divided into **12,83,26,267** equity shares of face value of ₹ 10/- each (as reported for the quarter ended 31st December 2013 under clause 35 of the Listing Agreement) to ₹ **128,42,02,400** divided into **12,84,20,240** equity shares of face value of ₹ 10/- each.

Note :

This disclosure is being made in respect of the transfer of 1,67,76,755 shares constituting 13.07% of the shares carrying voting rights of the Target Company undertaken on 21st March 2014, between the promoters/persons acting in concert in terms of the disclosure filed on 13th March, 2014 under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The total holding of the promoters/persons acting in concert in the Target Company after such *inter-se* transfer remains unchanged and there is no sale of shares/voting rights by the promoters/persons acting in concert collectively.

for Wadhawan Holdings Private Limited



Director
(On behalf of itself and other Sellers)

Place : Mumbai
Dated : 24th March, 2014