DHFL/CSD/2015/_____ 27th February, 2015

By Hand Delivery / Facsimile Message

The Manager Listing Department Bombay Stock Exchange Ltd. PhirozeJeejeebhoy 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

Sub: Qualified Institutions Placement of equity shares of face value Rs. 10 each ("the Equity Shares") by Dewan Housing Finance Corporation Limited (the "Company") under the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") and Section 42 of the Companies Act, 2013 (including the rules made thereunder) ("the Issue")

Dear Sir/ Madam,

We wish to inform you that in respect of the Issue, the Finance Committee (the "Committee") of the Company at its meeting held today i.e. Friday, 27th February, 2015, has *inter alia* approved the following:

a. Approved the closure of the Issue today i.e. Friday, 27th February, 2015;

b. Approved the issue price of Rs. 478.18 per Equity Share (the "**Issue Price**").The Issue Price is at discount of 3.39 percent (amounting to Rs. 16.77 per equity share) to the Floor Price of Rs. 494.95 per Equity Shares; and

c. Approved and adopted the Placement Document (PD) dated 27th February, 2015, in connection with the Issue.

We request you to take this letter on record and the same be treated as compliance under the applicable clauses(s) of the Listing Agreement.

Thanking you

Yours sincerely,
for Dewan Housing Finance Corporation Limited

Niti Arya
Company Secretary

Dewan Housing Finance Corporation Ltd.
Corporate Identification Number (CIN) - L65910MH1984PLC032639
Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098.
Regd. Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

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Certified true copy of the Resolution of the Finance Committee of Board of Directors of Dewan Housing Finance Corporation Limited held on Friday, 27th February, 2015, authorising the closure of the Qualified Institutions Placement of equity shares and approving and adopting the final price at which the equity shares would be issued pursuant to Qualified Institutions Placement.

RESOLVED THAT in respect of the issue of equity shares of face value of Rs. 10 each ("Equity Shares") of Dewan Housing Finance Corporation Limited (the "**Company**") to Qualified Institutional Buyers pursuant to a Qualified Institutions Placement in terms of the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (the "**SEBI Regulations**") and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "**Issue**") and as opened pursuant to the resolution passed by the Finance Committee at its meeting dated 24th February, 2015, the Issue be and is hereby declared to be closed on the date of this resolution with immediate effect.

RESOLVED FURTHER THAT an issue price of Rs. 478.18 per equity share (including Premium of Rs. 468.18 per Equity Share) (the **"Issue Price"**) in respect of the proposed Issue and allotment of 1,69,31,102 Equity Shares of the Company aggregating to Rs. 809,61,14,354.36 to Qualified Institutional Buyers who are successful bidders in the Issue, *inter-alia* in accordance with the terms and conditions of the Preliminary Placement Document dated Tuesday, 24th February, 2015, and applicable contractual, statutory and/ or regulatory requirements under Chapter VIII of the SEBI Regulations, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to shareholders approval received on 23rd February, 2015, by means of passing of a special resolution through Postal Ballot, permitting a discount to the floor price, the Issue Price shall be fixed at a price of Rs. 478.18 per equity share, which is at discount of 3.39 per cent (amounting to Rs. 16.77 per equity share) to the Floor Price of Rs. 494.95 per Equity Shares.

RESOLVED FURTHER THAT the Placement Document dated 27th February, 2015 and Confirmation of Allocation Note ("**CAN**") tabled at the meeting and duly initialled by the Chairman for identification purpose be and are hereby approved and adopted.

RESOLVED FURTHER THAT Mr. Kapil Wadhawan - Chairman & Managing Director, and/or Mr. Harshil Mehta - Chief Executive Officer and/or Mr. Santosh Sharma - Sr. Vice President - Finance and Chief Financial Officer and/or Mrs. Niti Arya - Company Secretary and/or Mr. P. K. Kumar – Chief Manager – Secretarial be and are hereby severally authorised to carry out amendments or modifications to the Placement Document as they in their absolute reasonable discretion may deem necessary or desirable, to execute Placement Document, the form of pricing notification, the confirmation of allocation notes and any other document in connection with the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by BSE Limited and the National Stock Exchange of India Limited (together, the "**Stock Exchanges**"), the Securities and Exchange Board of India, the Registrar of Companies or any other governmental or regulatory authority in connection with the Issue.

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RESOLVED FURTHER THAT the serially numbered Placement Document, together with the serially numbered CAN, be sent to such Qualified Institutional Buyers to whom the allocation of the Equity Shares is to be confirmed, to pay the entire Issue Price for the Equity Shares allocated.

RESOLVED FURTHER THAT the Mr. Kapil Wadhawan - Chairman & Managing Director, and/or Mrs. Niti Arya - Company Secretary and /or Mr. P.K. Kumar – Chief Manager, Secretarial be and are hereby severally authorized to certify the true copy of the aforesaid resolution and Placement Document and forward the same to the Stock Exchanges and/or other concerned authorities for their record and necessary action."

For Dewan Housing Finance Corporation Limited

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

Niti Arya
Company Secretary

Date: 27th February, 2015
Place: Mumbai

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