DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identification Number (CIN) – L65910MH1984PLC032639
Corporate Office : TCG Financial Centre, 10th Floor, BKC Road,
Bandra Kurla Complex, Bandra (East), Mumbai – 400 098,
Tel. : (022) 6600 6999, Fax: (022) 6600 6998.
Registered Office :Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai – 400 001.
Toll Free No. 1800 22 3435, Customer Care No. : (0124) 4092750,
Website :www.dhfl.com ; email : response@dhfl.com

Notice of Postal Ballot

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

Dear Member (s),

Notice is hereby given to the Members of Dewan Housing Finance Corporation Ltd., pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution as set out in this Notice is proposed to be passed by the Members through Postal Ballot (Postal Ballot Forms and voting through electronic means).

The explanatory statement setting out the material facts and related particulars with reference thereto, is enclosed along with this Notice for your consideration.

Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai has been appointed as Scrutinizer for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

As per the provisions of the Companies Act, 2013, Special Resolution shall be declared as passed by way of Postal Ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote.

Members desiring to exercise their vote by Postal Ballot Form are requested to read carefully the instructions printed in the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating their assent (FOR) / dissent (AGAINST) for the resolution in the enclosed postage prepaid self-addressed envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 6.00 p.m. on Friday, 26th February, 2016. Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received.

E-voting Option:

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 "**Listing Regulations**", the Company is pleased to provide the Members, with the facility to exercise their right to vote on the matter included in this Postal Ballot Notice by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on Thursday, 28th January, 2016 (9.00 a.m.) and ends on Friday, 26th February, 2016 (6.00 p.m). The Members are requested to read carefully and follow the instructions on e-voting as printed in this notice.

The Scrutinizer will submit her Report to the Chairman & Managing Director of the Company or any other person authorized by the Chairman & Managing Director of the Company after the completion of the scrutiny of the voting done through the Postal Ballot Forms received in physical form and through e-voting process and the consolidated results thereof will be announced on Monday, 29th February, 2016, at the Registered Office of the Company at 2nd Floor, Warden House, Sir P. M. Road, Fort, Mumbai 400 001. The resolution will be taken as passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Friday, 26th February, 2016 ("deemed date of passing of the resolution"), if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. The results of the Postal Ballot shall also be displayed at the said address and posted on the Company's website i.e. www.dhfl.com besides communicating to the BSE Limited and National Stock Exchange of India Limited. The results of the postal ballot shall also be announced through an advertisement in newspaper.

SPECIAL BUSINESS:

Item of business requiring consent of Members of the Company through Postal Ballot:

1. **To consider and approve issue of warrants on preferential basis to Promoter Group Entity**

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

"RESOLVED THAT pursuant to Sections 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval(s), consent(s), permission(s)and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, up to 2,40,00,000 (Two Crore Forty Lakh) convertible warrants on preferential basis to M/s. Wadhawan Global Capital Private Limited (CIN - U67110MH2010PTC204063) ("**Warrant Holder**" / "**Proposed Allottee**"), entitling the Warrant Holder to apply for and get allotted one equity share of the face value of ₹ 10/- each fully paid-up against every Warrant held (hereinafter referred to as the "**Warrants**"), in one or more tranches within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner, at such price not being less than the price as may be arrived at in accordance with SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms:

(i) The 'Relevant Date' in relation to this preferential issue of Warrants as per the provisions of SEBI ICDR Regulations, would be Wednesday, 27th January, 2016, being the date 30 days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot.

(ii) In accordance with the provisions of Chapter VII of SEBI ICDR Regulations, 25% (Twenty Five Per Cent) of the consideration payable for the Warrants (and the equity shares into which they are converted), shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Per Cent) shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant.

(iii) The tenure of Warrants shall not exceed eighteen (18) months from the date of allotment.

(iv) The Warrant Holder shall be entitled to exercise any or all of the warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of shares to the Warrant Holder.

(v) If the entitlement against the Warrants to apply for the equity shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire (and any amount paid on such Warrants shall stand forfeited).

(vi) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (i) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and (ii) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

(vii) Upon exercise by Warrant Holder of the Warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder, evidence of the credit of the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares.

(viii) Subject to applicable laws, it is hereby expressly agreed that where pursuant to a scheme of arrangement, a company issues shares or similar securities to the Company's shareholders, then Warrant Holder shall be entitled to receive in lieu of the Warrants held by Warrant Holder such number of shares, warrants or similar securities issued by such company, on the same terms and conditions and with the same rights as the Warrants, and at such effective price that Warrant Holder would have been entitled to receive immediately after the occurrence of such scheme of arrangement had the Warrants been exercised immediately prior to the occurrence of such scheme of arrangement.

(ix) The Warrants by itself until exercised and equity shares alloted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottee, the aforesaid Warrants allotted in terms of this Resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in requirements as per the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the equity shares alloted on exercise of warrants in terms of this resolution shall rank *pari passu* in all respects (including as to entitlement to voting powers and dividend) with the then existing fully paid-up equity shares of face value of ₹ 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board of Directors vide this resolution may be exercised by the Board or a Special Committee named as the "Allotment Committee" of the Board comprising of two (2) Independent Directors of the Company or any other Committee of the Board (with power to delegate to any Officer of the Company), as the Board or such Allotment Committee or such other Committee, for the purpose of giving effect to this resolution, may in its absolute discretion deem necessary, desirable or expedient, including the Listing Application to the Stock Exchange(s), filing of requisite forms with Registrar of Companies and to resolve and settle any questions and difficulties that may arise in the proposed offer, issue and allotment of aforesaid securities, utilization of issue proceeds, signing of all deeds and documents as may be required and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board

Sd/-
Niti Arya
Company Secretary
FCS – 5586
Address : Flat No. – 403,
Ushus Co-operative Housing Society,
Shastri Nagar, Santacruz (West), Mumbai 400 054.

Registered Office
Warden House, 2nd Floor,
Sir P. M. Road,
Fort, Mumbai – 400 001

Date: 20th January, 2016
Place: Mumbai

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, 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 Wednesday, 20th January, 2016. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on Wednesday, 20th January, 2016. 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 Secretaries, 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. 6.00 p.m. on Friday, 26th February, 2016 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 through e-voting services provided by National Securities Depository Limited (NSDL).

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, 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 Thursday, 28th January, 2016 (9.00 a.m. IST) and ends on Friday, 26th February, 2016 (6.00 p.m. IST). During this period, the Members of the Company holding shares either in physical form or in dematerialized form as on Wednesday, 20th January, 2016, 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 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 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 e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.**

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

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 Monday, 29th February, 2016, at the Registered Office of the Company at Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai – 400 001. The resolution will be taken as passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Friday, 26th February, 2016, "deemed date of passing of the resolution", if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolution. 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 and other holidays, between 10.00 a.m. to 1.00 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.

ANNEXURE TO THE NOTICE

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

The following Explanatory Statement relating to the accompanying Notice set out all material facts:

Item No. 1.

With a view to augment long-term resources for its business, the Board of Directors of the Company, at its meeting held on Wednesday, 20th January, 2016, approved the issue of up to INR 500 Crore (Indian Rupees Five Hundred Crore) amounting to approximately 2,40,00,000 (Two Crore Forty Lakh) warrants, convertible into equivalent number of equity shares of ₹ 10/- each to the Promoter Group Entity i.e. M/s Wadhawan Global Capital Private Limited (CIN - U67110MH2010PTC204063) "Warrant Holder / Proposed Allottee" on preferential basis, in one or more tranches, at a price which shall not be less than the minimum price as may be arrived at in accordance with the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 "SEBI ICDR Regulations", as amended from time to time.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 (the "Act") any preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution. Further, in terms of Regulation 73 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice of Postal Ballot.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Allottee has been approved by the Board of the Company on 20th January, 2016, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

a. Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the allotment shall be made only in dematerialised form;

b. In accordance with the provisions of Regulation 71 and 76(1) of Chapter VII of the SEBI ICDR Regulations, the Relevant Date for the issue would be Wednesday, 27th January, 2016 i.e. 30 days prior to the date of passing of this Resolution by the Members of the Company through Postal Ballot;

c. In accordance with the provisions of Charter VII of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the Warrant Holder on or before the allotment of Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant;

d. The consideration for allotment of Warrants and/or equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Proposed Allottee;

e. In case the option to subscribe to equity shares against such Warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such Warrants shall be forfeited by the Company;

f. The warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s); and

g. The equity shares allotted on exercise of Warrants shall rank *pari passu* in all respects (including with respect to voting rights and dividend), with the then existing fully paid up equity shares of the Company.

The proposed issue and allotment of the Warrants and the exercise thereof will be governed by the applicable provisions of the Companies Act, 2013, rules made thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the SEBI ICDR Regulations or any other laws applicable in this respect.

Details of the Issue

1. The allotment of the Warrants is subject to the Proposed Allottee not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottee has represented that the allottee has not sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date.

2. The relevant disclosures as required under Chapter VII of the SEBI ICDR Regulations are set out below:

   (a) **Objects of the Preferential Issue**

   The proceeds of the preferential issue of Warrants will be used by the Company as long term resources for its business purposes and general corporate purposes and for any other purpose as approved by the Board.

   (b) **Proposal of the Directors / Promoters / Key Managerial Personnel of the Company to subscribe to the preferential issue**

   M/s. Wadhawan Global Capital Private Limited (CIN- U67110MH2010PTC204063), Promoter Group Entity registered in India, intends to subscribe to the warrants by way of preferential issue.

   No shares are being offered to Directors, Key Managerial Personnel or relatives of the Directors or Key Managerial Personnel of the Company.

(c) **Relevant Date**

The Relevant date for the purpose of this issue shall be Wednesday, 27th January, 2016, being the date 30 days prior to the deemed date of passing of special resolution by the Members of the Company through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations. Where the Relevant Date falls on a weekend / holiday, the day preceding the weekend / holiday will be reckoned to be the Relevant Date.

(d) **Basis or Justification of Price :**

The issue price will be determined in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations.

Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Securities of the Company on both the Stock Exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

i. the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or

ii. the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.

The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

The Company would notify through the newspapers the price of each equity share to be issued in lieu of Warrants calculated in accordance with Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the Relevant Date for the benefit of the Members.

(e) **Requirement as to re-computation of price and lock-in of specified securities**

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 6 months prior to the Relevant Date, the Company is not required to re-compute the price of the equity shares and therefore, the Company is not required to submit the undertakings specified under Regulations 73(1)(f) and (g) of the SEBI ICDR Regulations.

(f) Shareholding pattern of the Company before and after the proposed issue

Particulars	Pre- Issue Shareholding as on 20.01.2016		Post- Issue Shareholding after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	Percentage of Shareholding	Total No. of Shares	Percentage of Shareholding
Shareholding of Promoter and Promoter Group				
Individual				
Mr. Kapil Wadhawan	18,00,000	0.62	18,00,000	0.57
Mr. Dheeraj Wadhawan	18,00,000	0.62	18,00,000	0.57
Persons Acting in Concert				
Mrs. Aruna Wadhawan	24,00,000	0.82	24,00,000	0.76
M/s. Wadhawan Global Capital Pvt. Ltd.	9,58,19,644	32.84	11,98,19,644	37.94
Total shareholding of Promoters and Promoter Group	**10,18,19,644**	**34.90**	**12,58,19,644**	**39.84**
Public shareholding of Institutions				
Mutual Funds	49,24,579	1.69	49,24,579	1.56
Financial Institutions / Banks	6,42,535	0.22	6,42,535	0.20
Central Government/ State Government(s)	2,000	0.00	2,000	0.00
Foreign Institutional Investors	6,94,47,529	23.80	6,94,47,529	21.99
Foreign Portfolio Investor (Corporate)	3,35,72,231	11.51	3,35,72,231	10.63
Non Resident Indians (REPAT)	9,44,623	0.32	9,44,623	0.30
Non Resident Indians (NON REPAT)	2,93,320	0.10	2,93,320	0.09
Sub Total	**10,98,26,817**	**37.64**	**10,98,26,817**	**34.78**
Non- Institutions				
Bodies Corporate	4,07,95,425	13.98	4,07,95,425	12.92
Individuals (Public)	3,83,66,111	13.15	3,83,66,111	12.15
Clearing Member	9,71,308	0.33	9,71,308	0.31
Trust	635	0.00	635	0.00
Sub Total	**8,01,33,479**	**27.46**	**8,01,33,479**	**25.38**
Total Shareholding	**29,17,79,940**	**100.00**	**31,57,79,940**	**100.00**

Assuming exercise by the Proposed Allottee of all the Warrants

(g) **The time within which the preferential issue shall be completed**

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the special resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

(h) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post-preferential issued capital that may be held by the said allottee and change in control, if any, in the Company consequent to the preferential issue**

Name of the allottee	Ultimate Beneficial Owners	Pre Issue Equity Holding		No. of Warrants to be allotted	Post Issue Holding (After exercise of Warrants)	
M/s. Wadhawan Global Capital Pvt. Ltd.	1. Mr. Kapil Wadhawan 2. Mr. Dheeraj Wadhawan 3. Mrs. ArunaWadhawan	9,58,19,644	32.84%	2,40,00,000	11,98,19,644	37.94%

Assuming exercise by the Proposed Allottee of all the Warrants

There shall be no change in control of the Company pursuant to the issue of Warrants.

(i) **Auditor's Certificate**

A copy of the certificate from M/s T. R. Chadha & Co., LLP., Chartered Accountants and M/s. Rajendra Neeti & Associates, Chartered Accountants the Joint Statutory Auditors of the Company, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations, shall be available for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10.00 a.m. and 1.00 p.m. up to the date of declaration of results of Postal Ballot i.e. Monday, 29th February, 2016.

(j) **Lock-in Period**

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in as provided in the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval granted by the Stock Exchange(s).

The Board recommends passing of the resolution set out at Item No.1 as a Special Resolution.

Except Mr. Kapil Wadhawan– Chairman & Managing Director and Mr. Dheeraj Wadhawan– Director and their relatives, none of the Directors or Key Managerial Personnel of the Company including their relatives are in anyway, concerned or interested in the resolution.

By Order of the Board

Sd/-
Niti Arya
Company Secretary
FCS – 5586
Address : Flat No. – 403,
Ushus Co-operative Housing Society,
Shastri Nagar, Santacruz (West), Mumbai 400 054.

Registered Office
Warden House, 2nd Floor,
Sir P. M. Road,
Fort, Mumbai – 400 001

Date: 20th January, 2016
Place: Mumbai

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