DHFL
Changing Rules Changing Lives

National Office : DHFL House, 3rd - 7th Floor,
19 Sahar Road, Off Western Express Highway,
Vile Parle (East), Mumbai - 400 099.
T: +91 22 7158 3333 / 2921 2333
F: +91 22 7158 3344

DHFL/CSD/2018-2019/1322

Date: 30th January, 2019

The Manager Listing Department The BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001.	The Manager Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 051.
Fax No. 2272 2082 / 3132	Fax No. 26598237 / 38
Kind Attn. DCS –CRD	Kind Attn. Head – Listing
Stock Code : 511072	**Stock Code : DHFL**

Dear Sir/Madam,

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

In continuation to our letter dated 25th January, 2019, please find enclosed herewith the Notice of Postal Ballot as approved by the Board of Directors at their meeting held on 25th January, 2019, 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 Notice of Postal Ballot along with explanatory statement is being sent through electronic means to all the Members whose e-mail addresses are registered with the Depository Participants or the Registrar and Share Transfer Agent(s) and; to the Members whose e-mail addresses are not registered, the physical copies shall be sent through the permissible mode. The Postal Ballot Notice along with the Explanatory statement and Postal Ballot Form are also available on the Company's website i.e. www.dhfl.com

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

Dewan Housing Finance Corporation Ltd. Mumbai

Changing Rules Changing Lives

National Office : DHFL House, 3rd - 7th Floor,
19 Sahar Road, Off Western Express Highway,
Vile Parle (East), Mumbai - 400 099.
T: +91 22 7158 3333 / 2921 2333
F: +91 22 7158 3344

The e-voting period commences on Sunday, 3rd February, 2019 (9.00 a.m. IST) and ends on Monday, 4th March, 2019 (5.00 p.m. IST). The results of the Postal Ballot will be announced on Wednesday, 6th March, 2019 at the Registered Office, Corporate Office and National Office of the Company and shall also be uploaded on the website of the Company.

Kindly acknowledge receipt and take the same on record.

Thanking you,

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

Niti Arya
Company Secretary
(FCS 5586)
Encl: as above

Dewan Housing Finance Corporation Ltd. Mumbai

DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity No. (CIN) – L65910MH1984PLC032639
National Office: DHFL House, 3rd – 7th Floor, 19 Sahar Road, Off Western Express Highway, Vile Parle (East), Mumbai - 400099, Maharashtra, India Tel: (022) 7158 3333, Fax: (022) 7158 3344
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
Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001, Maharashtra, India
Toll free No.: 1800 22 3435 Customer Service No.: 1800 3000 1919; **Visit us at**: www.dhfl.com; email: response@dhfl.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given to the Members of Dewan Housing Finance Corporation Limited, pursuant to Section 110 of the Companies Act, 2013 (the "**Companies Act**"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to other applicable laws and regulations, for seeking consent/approval of the Members of the Company in respect of the special businesses as mentioned at Item Nos. 1 to 4, through postal ballot.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the resolutions mentioned at Item Nos. 1 to 4 setting out the material facts and the reasons thereof, is also appended. The said Resolutions and explanatory statement are being sent to you along with a postal ballot form for your consideration.

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

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

SPECIAL BUSINESS:

1. **To approve re-appointment of Mr. Vijay Kumar Chopra as an Independent Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vijay Kumar Chopra (DIN: 02103940), who was appointed and holds office as an Independent Director of the Company for a period from 1st April, 2014 to 31st March, 2019 and who shall attain the age of seventy five years (75 years) during the second term of appointment as proposed herein, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold the office for the second term of 5 consecutive years effective from 1st April, 2019 up to 31st March, 2024;

   RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. **To approve re-appointment of Mr. Mannil Venugopalan as an Independent Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Dewan Housing Finance Corporation Ltd. Mumbai

Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Mannil Venugopalan (DIN: 00255575), who was appointed and holds office as an Independent Director of the Company for a period from 1st April, 2014 to 31st March, 2019 and who shall attain the age of seventy five years (75 years) during the second term of appointment as proposed herein, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold the office for the second term of 5 consecutive years effective from 1st April, 2019 up to 31st March, 2024;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3. **To approve re-appointment of Mr. Guru Prasad Kohli as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Guru Prasad Kohli (DIN: 00230388), who was appointed and holds office as an Independent Director of the Company for a period from 1st April, 2014 to 31st March, 2019 and who has attained the age of seventy five years (75 years), and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold the office for the second term of 5 consecutive years effective from 1st April, 2019 up to 31st March, 2024;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To approve keeping the Register and Index of Members and Debenture holders along with the copies of Annual Return as per the Companies Act, 2013, at a place other than the Registered office of the Company**

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

"**RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard and pursuant to the provisions of Section 94(1) of the Companies Act, 2013 and all other applicable provisions and relevant rules, if any, consent of the Members of the Company be and is hereby accorded to keep the Register and Index of Members, (for equity shares), Register and Index of Debenture holders (for debentures issued on Private Placement basis), Register and Index of Debenture holders (for debentures issued by way of public issue), pursuant to Section 88 of the Companies Act, 2013, and copies of all the Annual Returns pursuant to Section 92 of the Companies Act, 2013, together with the certificates and documents as may be required to be annexed thereto or any other documents as may be required, from the date of approval of this Resolution by the Members of the Company, at the new National Office of the Company situated at Ground & 6th Floor, HDIL Towers, Anant Kanekar Marg, Station Road, Bandra (East), Mumbai – 400051 or at the office of respective Registrar and Share Transfer Agents as mentioned below:

For Equity Shares	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikroli (West), Mumbai – 400083 [or such other address as they may specify from time to time]
For Debentures issued on private placement basis	
For Debentures issued by way of public issue	Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited) Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500032 [or such other address as they may specify from time to time]

Dewan Housing Finance Corporation Ltd. Mumbai

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-

Niti Arya
Company Secretary
FCS – 5586

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

Date: 25th January, 2019
Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses under Item Nos. 1 to 4 is annexed hereto and also forms part of the Notice.

   A copy of the Notice is also available on the website of the Company at www.dhfl.com, the website of Link Intime India Private Limited at www.linkintime.co.in, the website of National Securities Depository Limited at www.evoting.nsdl.com, the website of the BSE Limited at www.bseindia.com and the website of the National Stock Exchange of India Limited at www.nseindia.com.

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 the cut-off date i.e. Friday, 25th January, 2019. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Members as on Friday, 25th January, 2019 and a person who is not a Member of the Company as on the cut-off date should treat this Notice for information purposes only. The voting rights for the equity shares are one vote per equity share, registered in the name of the Member.

3. The Company has appointed Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for scrutinising the Postal Ballot process in a fair and transparent manner.

4. Members desiring to exercise their vote through the Postal Ballot Form are requested to read carefully the instructions printed on the Postal Ballot Form.

5. The Members who are voting through the Postal Ballot Form must return the same duly completed in the enclosed postage prepaid self-addressed envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) can also be deposited personally at the Registered Office of the Company. The Postal Ballot Forms(s) should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Monday, 4th March, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

6. SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, has directed all the listed companies to record the PAN and Bank Account details of holders holdings securities in physical form. Accordingly, the shareholders holding shares in physical form, who have not submitted their PAN and Bank Account details, are requested to submit a copy of their PAN and bank details along with a cancelled cheque to the Registrar and Share Transfer Agent of the Company at the earliest. Separate letters were also sent to the security holders of the Company holding securities in physical form as per the said Circular.

   Further, in view of amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI Press Release no. 49/2018 dated 3rd December, 2018, effective from 1st April, 2019, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository, except in case of transmission or transposition of shares. Accordingly, the shareholders of the Company holding shares in physical form are requested to

Dewan Housing Finance Corporation Ltd. Mumbai

dematerialise the shares held by them at the earliest. Separate letters were sent to the shareholders holding shares in physical form in this connection. SEBI has issued a Press Release No. PR No.: 34/2018 dated 10th August, 2018 whereby it has been, inter-alia, clarified that the aforesaid amendment does not prohibit the shareholders from holding the shares in physical form, shareholders have the option of holding shares in physical form.

7. In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013, 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members, facility to exercise their votes through electronic means and vote on the Resolutions through e-voting services provided by National Securities Depository Limited (NSDL).

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

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

(i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

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

(iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can login at https://eservices.nsdl.com/ with your existing IDEAS login. Once you login to NSDL eservices after using your login credentials, click on eVoting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is as under:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** EVEN Number is mentioned at the bottom of the Postal Ballot Form.

(v) Your password details are given below:

(a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

(b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which has been communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

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

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

Dewan Housing Finance Corporation Ltd. Mumbai

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address and is mentioned at bottom of the Postal Ballot Form.

(vi) If you are unable to retrieve the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

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

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

Details on Step 2 are given below:

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

(i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

(ii) After click on Active Voting Cycles, you will be able to see all the companies' "EVEN" in which you are holding shares and whose voting cycle is in active status.

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

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

(v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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

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

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

General Guidelines for shareholders:

(i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

(iii) The e-voting period commences on Sunday, 3rd February, 2019 (9.00 a.m. IST) and ends on Monday, 4th March, 2019 (5.00 p.m. IST). During this period, the Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 25th January, 2019, may cast their vote through e-voting. The e-voting module shall be disabled/blocked by NSDL for voting thereafter. Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently.

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 evoting@nsdl.co.in.

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

Dewan Housing Finance Corporation Ltd. Mumbai

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

12. **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.**

13. Any query in relation to the Resolutions 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.

14. The Scrutinizer will submit her report to the Chairman & Managing Director or in his absence to the Joint Managing Director & Chief Executive Officer or any other person as may be authorized by the Chairman & Managing Director, after scrutiny of the Postal Ballot Forms and voting by the Members through electronic means and the consolidated results of the voting shall be declared by the Chairman & Managing Director, or in his absence, by Joint Managing Director & Chief Executive Officer, or by any other person authorized by the Chairman & Managing Director in writing, on Wednesday, 6th March, 2019, at the Registered Office, Corporate Office and National Office of the Company. The resolutions 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, 4th March, 2019, "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 resolutions. The result of the voting by Postal Ballot shall also be announced on the website of the Company i.e. www.dhfl.com, besides communicating to BSE Ltd. and National Stock Exchange of India Ltd.

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

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

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

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

ITEM NO. 1

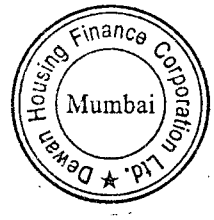
To approve re-appointment of Mr. Vijay Kumar Chopra as an Independent Director of the Company

Mr. Vijay Kumar Chopra (DIN: 02103940), aged 72 years, was appointed as an Independent Director of the Company for a term of five consecutive years, effective from 1st April, 2014 by the Members of the Company at 30th Annual General Meeting held on 24th July, 2014 and he presently holds office upto 31st March, 2019. Mr. Vijay Kumar Chopra is Chairman of the Nomination and Remuneration Committee and a Member of Audit Committee, Corporate Social Responsibility Committee, Risk Management Committee, NCD Public Issue Committee and Review Committee (for declaration of Wilful Defaulters to Credit Information Committees (CICs)) of the Board of Directors of the Company.

Mr. Vijay Kumar Chopra is a Fellow Member of the Institute of Chartered Accountants of India (FCA) by profession. Mr. Vijay Kumar Chopra had a long and illustrious career in banking, having served in the sector for over four decades in different capacities. He was the Chairman & Managing Director of Corporation Bank and SIDBI and an Executive Director with Oriental Bank of Commerce for a long tenure. His last assignment was with the Securities and Exchange Board of India (SEBI) where he served as a whole-time member for two years until March 2008. He is a Non- Executive and Independent Director on the Board of several listed companies.

Brief details of Mr. Vijay Kumar Chopra, the nature of his expertise, and the names of companies he holds directorship along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company, relationship between the directors inter-se and other details are annexed to this Notice.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing candidature of Mr. Vijay Kumar Chopra for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act for the second term. The Company has received from Mr. Vijay Kumar Chopra his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time including by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018) ("SEBI Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section



164(2) of the Act and also a confirmation that he satisfies the fit and proper criteria as prescribed under Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Vijay Kumar Chopra, as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company effective 1st April, 2019.

The Board, based on the reports of performance evaluation and as per the recommendation of the NRC, considers that, keeping in view his vast experience of over four decades in the financial service industry, deep knowledge of various aspects and nuances of business of the Company and the contribution being made by him as an Independent Director, his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company and therefore the Board recommends to Members of the Company for their approval the re-appointment of Mr. Vijay Kumar Chopra as an Independent Director of the Company for the second term of 5 consecutive years as mentioned above, even though he would attain the prescribed age of seventy five years during the proposed second term of appointment.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Further, pursuant to the provisions of the SEBI Listing Regulations, the approval of the Members by way of a Special Resolution is required for appointment or continuing the appointment of a Non-Executive Director (which includes independent director), who has attained the age of seventy five years or shall attain such age during his term of appointment. Since Mr. Vijay Kumar Chopra is proposed to be re-appointed as an Independent Director of the Company for the second term of 5 consecutive years effective from 1st April, 2019 up to 31st March, 2024, during which term he shall not be liable to retire by rotation; and since he shall attain the age of seventy five years during the proposed second term of appointment, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Mr. Vijay Kumar Chopra fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority; and he is independent of the management. Copy of the draft letter of appointment of Mr. Vijay Kumar Chopra as Independent Director setting out terms and conditions is available for inspection without any fee by the Members at the Registered Office, Corporate Office and National Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of receipt of Postal Ballot Forms as specified in this Notice.

Except for Mr. Vijay Kumar Chopra to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

ITEM NO. 2

To approve re-appointment of Mr. Mannil Venugopalan as an Independent Director of the Company

Mr. Mannil Venugopalan (DIN: 00255575), aged 73 years, was appointed as an Independent Director of the Company for a term of five consecutive years, effective from 1st April, 2014 by the Members of the Company at 30th Annual General Meeting held on 24th July, 2014 and he presently holds office upto 31st March, 2019. Mr. Mannil Venugopalan the Chairman of the Audit Committee and Member of Risk Management Committee and Review Committee (for declaration of Wilful Defaulters to Credit Information Committees (CICs)) of the Board of Directors of the Company.

Mr. Mannil Venugopalan is a well-known Banker with a career spanning over four and half decades and touching diverse geographies in leadership positions - both in India and abroad. He had opportunities to be in leadership positions of the core teams of three Commercial Banks in the country. After earning his Bachelor's degree in Commerce with Gold medal from the University of Kerala, he joined Bank of India as a probationary officer and rose to the position of its Chairman & Managing Director, after leading the Bank's operations in Southern, Northern and Western regions in India, Japan and U.K. abroad. He had a stint of 3 years as an Executive Director of Union Bank of India (2000-2003). After completion of his term as Chairman and Managing Director of Bank of India, he headed Federal Bank Ltd. as its Chairman and Chief Executive Officer for 5 years (2005-2010). He is also on the boards of other listed companies.

Brief details of Mr. Mannil Venugopalan, the nature of his expertise, and the names of companies he holds directorship along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company, relationship between the directors inter-se and other details are annexed to this Notice.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing candidature of Mr. Mannil Venugopalan for the office of Independent Director of the Company, to

Dewan Housing Finance Corporation Ltd. Mumbai

be appointed as such under the provisions of Section 149 of the Act for the second term. The Company has received from Mr. Mannil Venugopalan his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time including by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018) ("SEBI Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and also a confirmation that he satisfies the fit and proper criteria as prescribed under Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Mannil Venugopalan, as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company effective 1st April, 2019.

The Board, based on the reports of performance evaluation and as per the recommendation of the NRC, considers that, keeping in view his vast experience of over four and half decades in the financial service industry, deep knowledge of various aspects and nuances of business of the Company and the contribution being made by him as an Independent Director, his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company and therefore the Board recommends to Members of the Company for their approval the re-appointment of Mr. Mannil Venugopalan as an Independent Director of the Company for the second term of 5 consecutive years as mentioned above, even though he would attain the prescribed age of seventy five years during the proposed second term of appointment.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Further, pursuant to the provisions of the SEBI Listing Regulations, the approval of the Members by way of a Special Resolution is required for appointment or continuing the appointment of a Non-Executive Director (which includes independent director), who has attained the age of seventy five years or shall attain such age during his term of appointment. Since Mr. Mannil Venugopalan is proposed to be re-appointed as an Independent Director of the Company for the second term of 5 consecutive years effective from 1st April, 2019 up to 31st March, 2024, during which term he shall not be liable to retire by rotation; and since he shall attain the age of seventy five years during the proposed second term of appointment, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Mr. Mannil Venugopalan fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority; and he is independent of the management. Copy of the draft letter of appointment of Mr. Mannil Venugopalan as Independent Director setting out terms and conditions is available for inspection without any fee by the Members at the Registered Office, Corporate Office and National Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of receipt of Postal Ballot Forms as specified in this Notice.

Except for Mr. Mannil Venugopalan to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

ITEM NO. 3

To approve re-appointment of Mr. Guru Prasad Kohli as an Independent Director of the Company

Mr. G. P. Kohli (DIN: 00230388), aged 78 years, was appointed as an Independent Director of the Company for a term of five consecutive years, effective from 1st April, 2014 by the Members of the Company at 30th Annual General Meeting held on 24th July, 2014 and he presently holds office upto 31st March, 2019. Mr. G. P. Kohli is Chairman of the Corporate Social Responsibility Committee, Stakeholders Relationship Committee and a Member of Audit Committee, Nomination & Remuneration Committee, Finance Committee and NCD Public Issue Committee of the Board of Directors of the Company.

Mr. G. P. Kohli is the former Managing Director of Life Insurance Corporation of India (LIC). He has vast experience in the fields of insurance, housing, human resource development and marketing. He has worked in various positions in LIC. He was the Chairman of Asset Management Company of LIC. He was a Vice Chairman of foreign business operations of LIC. He holds Master's Degree in English Literature – (MA Hons) and has acquired a Diploma in Labour Laws, Labour Welfare and Personnel Management. He is alumni of Indian Institute of Management – Ahmedabad. He was declared best communicator of the year in 1995. He was presented P. R. Person of the year award in 2000 by Public Relation Society of India. He was Member of the Core Committee for reorganisation of LIC.

Dewan Housing Finance Corporation Ltd. Mumbai

Brief details of Mr. G. P. Kohli, the nature of his expertise, and the names of companies he holds directorship along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company, relationship between the directors inter-se and other details are annexed to this Notice.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("the Act"), from a Member proposing candidature of Mr. G. P. Kohli for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act for the second term. The Company has received from Mr. G. P. Kohli his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time including by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018) ("SEBI Listing Regulations") and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and also a confirmation that he satisfies the fit and proper criteria as prescribed under Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. G. P. Kohli, as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company effective 1st April, 2019.

The Board, based on the reports of performance evaluation and as per the recommendation of the NRC, considers that, keeping in view his vast experience in the financial service industry and insurance sector, deep knowledge of various aspects and nuances of business of the Company and the contribution being made by him as an Independent Director, his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company and therefore the Board recommends to Members of the Company for their approval the re-appointment of Mr. G. P. Kohli as an Independent Director of the Company for the second term of 5 consecutive years as mentioned above, even though he has attained the prescribed age of seventy five years.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. Further, pursuant to the provisions of the SEBI Listing Regulations, the approval of the Members by way of a Special Resolution is required for appointment or continuing the appointment of a Non-Executive Director (which includes independent director), who has attained the age of seventy five years or shall attain such age during his term of appointment. Since Mr. G. P. Kohli is proposed to be re-appointed as an Independent Director of the Company for the second term of 5 consecutive years effective from 1st April, 2019 up to 31st March, 2024, during which term he shall not be liable to retire by rotation; and since he has attained the age of seventy five years, the approval of the Members of the Company is being sought by way of a Special Resolution.

In the opinion of the Board, Mr. G. P. Kohli fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company, he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority; and he is independent of the management. Copy of the draft letter of appointment of Mr. G. P. Kohli as Independent Director setting out terms and conditions is available for inspection without any fee by the Members at the Registered Office, Corporate Office and National Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 2.00 p.m. to 5.00 p.m. upto the last date of receipt of Postal Ballot Forms as specified in this Notice.

Except for Mr. G. P. Kohli to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

This explanatory statement along with the additional information as per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act and SEBI Listing Regulations.

ITEM NO. 4

To approve keeping the Register and Index of Members and Debenture holders along with the copies of Annual Return as per the Companies Act, 2013, at a place other than the Registered office of the Company

Pursuant to the provisions of Section 94(1) of the Companies Act, 2013 ("the Act"), Register and Index of Members and Debenture holders maintained under Section 88 of the Act along with the copies of Annual Return filed under Section 92 of the Act are required to be maintained at the registered office of the Company.

However, pursuant to proviso to Section 94(1) of the Act, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total Members entered in the register of members resides, if approved by a Special Resolution passed by the Members of the Company.

The Company is in the process of shifting its National Office from DHFL House, 3rd – 7th Floor, 19 Sahar Road, Off Western Express Highway, Vile Parle (East), Mumbai - 400099, Maharashtra to Ground & 6th Floor, HDIL Towers, Anant Kanekar Marg,

Dewan Housing Finance Corporation Ltd. ★ Mumbai

Station Road, Bandra (East), Mumbai – 400051 ("the new National Office"). Since certain Registers, copies of Annual Return and other documents are currently being kept at the present National Office of the Company as per the approval of the Members obtained pursuant to the Special Resolution passed on 27th November, 2017 and such documents shall also be shifted from the present National Office to the new National Office, the approval of the Members is being sought for shifting of such documents to the new National Office. The documents as mentioned herein shall be shifted to the new National Office only after the date of approval of Resolution at Item No. 4 by the Members of the Company.

Accordingly, the Board of Directors recommends Resolution at Item No. 4 of the Postal Ballot Notice for approval of the Members of the Company as a Special Resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 4 of this Notice.

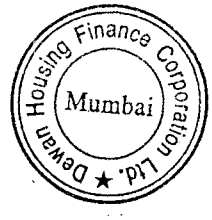
By order of the Board of Directors
For Dewan Housing Finance Corporation Limited

Sd/-

Niti Arya
Company Secretary
FCS – 5586

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

Date: 25th January, 2019
Place: Mumbai



Additional Information on Directors recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2

Particulars	Mr. Vijay Kumar Chopra	Mr. Mannil Venugopalan	Mr. Guru Prasad Kohli
Director Identification Number	02103940	00255575	00230388
Date of Birth	6th March, 1946	23rd April, 1945	15th June, 1940
Age	72 years	73 years	78 years
Qualification	FCA	B.Com, CAIIB	Master Degree in English literature MA. (Hons)
Experience	He was Chairman & Managing Director of Corporation Bank and SIDBI and Executive Director of Oriental Bank of Commerce for a long tenure. His last assignment was with Securities and Exchange Board of India (SEBI) as Whole-time Member for two years till March, 2008. He is a Non-Executive Independent Director of several listed companies	Has vast experience of more than four and half decades in banking with domestic and international experience in corporate finance, foreign exchange, resource management and strategic planning for large public and private sector banks and having worked in different positions in Bank.	Has vast experience in the areas of insurance, housing, human resource development, information technology and marketing
Terms and conditions of re-appointment	As per the resolution at Item No. 1 of the Postal Ballot Notice.	As per the resolution at Item No. 2 of the Postal Ballot Notice.	As per the resolution at Item No. 3 of the Postal Ballot Notice.
Details of remuneration sought to be paid	Sitting Fees for attending the Board and Committee meetings and Commission, subject to approval of the Board of Directors and Shareholders, if required.	Sitting Fees for attending the Board and Committee meetings and Commission, subject to approval of the Board of Directors and Shareholders, if required.	Sitting Fees for attending the Board and Committee meetings and Commission, subject to approval of the Board of Directors and Shareholders, if required.
Details of remuneration last drawn	For the financial year 2017-18, sitting Fees of Rs. 6,78,000 for attending Board and Committee meetings; and Commission of Rs. 10,00,000 was paid.	For the financial year 2017-18, sitting Fees of Rs. 4,18,000 for attending Board and Committee meetings; and Commission of Rs. 10,00,000 was paid.	For the financial year 2017-18, sitting Fees of Rs. 11,50,000 for attending Board and Committee meetings; and Commission of Rs. 10,00,000 was paid.
Date of first appointment on board	12th May, 2008	25th February, 2013	23rd May, 2001
Shareholding in the company	Nil	1000	6800
Relationship with other directors, manager and KMP	No	No	No
Number of meetings of the Board attended during the year (i.e. Financial year 2017-18)	6 out of 6	5 out of 6	6 out of 6

Dewan Housing Finance Corporation Ltd. Mumbai

Other directorships	(a) Future Enterprises Limited (b) Havells India Ltd. (c) Milestone Capital Advisors Limited (d) India Infoline Finance Ltd. (e) Pegasus Assets Reconstruction Pvt. Ltd. (f) Greenlam Industries Limited (g) Sheela Foam Limited (h) IIFL Facilities Services Limited (i) DHFL Holdings Limited	(a) Shreyas Shipping And Logistics Limited (b) IL & FS Environmental Infrastructure and Services Ltd. (c) LICHFL Asset Management Company Limited (d) Shri Kailash Logistics (Chennai) Ltd. (e) AU Small Finance Bank Limited (f) Shivalik Agro Poly Products Limited (g) Shaolin Trusteeship Pvt Ltd (h) DHFL Holdings Limited	(a) Aadhar Housing Finance Limited (b) DHFL Advisory & Investments Pvt. Ltd. (c) DHFL General Insurance Ltd.
Membership/ chairmanship of committees of other boards	(a) Member- Audit Committee - Future Enterprises Limited (b) Member- Audit Committee - Havells India Ltd. (c) Chairman- Audit Committee - Milestone Capital Advisors Limited (d) Chairman- Audit Committee - India Infoline Finance Ltd. (e) Chairman- Stakeholder Relationship Committee - India Infoline Finance Ltd. (f) Chairman- Audit Committee - Pegasus Assets Reconstruction Pvt. Ltd. (g) Chairman- Audit Committee - Greenlam Industries Limited (h) Chairman- Audit Committee - Sheela Foam Limited (i) Member of Audit Committee - IIFL Facilities Services Limited	(a) Member- Audit Committee - IL & FS Environmental Infrastructure and Services Ltd. (b) Member- Audit Committee - LICHFL Asset Management Company Limited (c) Member- Audit Committee - AU Small Finance Bank Limited (d) Chairman- Stakeholders Relationship Committee - AU Small Finance Bank Limited	(a) Member- Audit Committee - Aadhar Housing Finance Limited (b) Member- Stakeholder and Relationship Committee- Aadhar Housing Finance Limited

Dewan Housing Finance Corporation Ltd. Mumbai

Printed by: www.westernpress.in