Minutes of the announcement of results of Postal Ballot on Thursday, 12th June, 2014 at 4.00 p.m (16.00 Hrs).at the Registered Office of the Company 2nd Floor, Warden House, Sir P. M. Road, Fort, Mumbai 400 001.

Present

1.	Mr. Dheeraj Wadhawan	-	Director.
2.	Mr. P. K. Kumar	-	Chief Manager – Secretarial.
3.	Mrs. Jayshree Dagli	-	Scrutinizer, Practicing Company Secretary

Background:

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors in their meeting held on 30th April, 2014, approved the Notice of Postal Ballot, including the Calendar of Events and appointed M/s Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai, as "Scrutinizers" for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

The Company on 11th May, 2014:

(a) Completed the dispatch of Postal Ballot Notice dated 30th April, 2014, alongwith the Postal Ballot Form and self-addressed postage prepaid business reply envelope to the members whose e-mail id were not registered with the Company; and

(b) Sent Notice of Postal Ballot dated 30th April, 2014 through e-mail alongwith the details of Login ID and password to the Members whose e-mail ids were registered with the Company.

On 12th May, 2014 the Company published an advertisement in English and Marathi newspapers about the completion of dispatch/sending of e-mails in relation to Notice of Postal Ballot, dated 30th April, 2014.

The Members were requested to return the Postal Ballot forms, duly completed and signed so as to reach the Scrutinizer on or before 10th June, 2014 or cast their votes electronically on or before 6.00 p.m., 10th June, 2014.

Since, Mr. Kapil Wadhawan – Chairman & Managing Director was not present due to his preoccupation, in his absence Mr. Dheeraj Wadhawan –Director of the Company occupied the Chair.

The Scrutinizer after due scrutinization of the postal ballot forms received in physical form and the voting done through e-voting process, submitted her Report dated 12th June, 2014, on the resolutions proposed in the Postal Ballot notice dated 30th April, 2014, as follows:

For Dewan Housing Finance Co... For Dewan Housing Finance Corporation...

Niti Arya
Company Secretary

Company Se...

Resolution No. 1 :

Under Section 180 (1) (c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors. :

Description	No. of Ballots through Physical Voting	No. of Ballots through e-Voting	No. of Votes polled	Percentage of Votes
Total Ballots Received	508*	363	89670749	-
Ballots – Valid	432	363	89468358	-
Ballots – Invalid	76	-	202391	-
Ballots – In favour of the Resolution	397	285	85446441	95.50%
Ballots – Against the Resolution	35	78	4021917	4.50%

* Excludes 5 (five) Ballots where Members had voted through E-Voting also.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	50409822	50409822	100.00	50409822	-	100.00	-
Public – Institutional holders	29759880	#11839480	39.78	7826140	4013340	66.10	33.90
Public-Others	48250538	$27219056	56.41	27210479	8577	99.97	0.03
Total	128420240	89468358	69.67	85446441	4021917	95.50	4.50

Excludes invalid votes represented by 184097 Shares.
$ Excludes invalid votes represented by 18294 Shares.

Resolution No. 2 :

Under Section 180 (1) (a) of the Companies Act, 2013, to give consent to the Board of Directors to create Charge and or / Mortgage on the assets of the Company:

Description	No. of Ballots through Physical Voting	No. of Ballots Shares through e-Voting	No. of Votes Polled	Percentage of Votes
Total Ballots Received	508*	360	89669709	-
Ballots – Valid	380	360	89448589	-
Ballots – Invalid	128	-	221120	-
Ballots – In favour of the Resolution	337	278	85428071	95.51%
Ballots – Against the Resolution	43	82	4020518	4.49%

* Excludes 5 (five) Ballots where Members had voted through E-Voting also.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	50409822	50409822	100.00	50409822	-	100.00	-
Public – Institutional holders	29759880	#11839480	39.78	7826140	4013340	66.10	33.90
Public-Others	48250538	$27199287	56.37	27192109	7178	99.97	0.03
Total	128420240	89448589	69.69	85428071	4020518	95.51	4.49

Excludes invalid votes represented by 184097 Shares.
$ Excludes invalid votes represented by 37023 Shares.

Resolution No. 3 :

Under Section 42 of the Companies Act, 2013, for Issue of Securities on Private Placement basis:

Description	No. of Ballots through Physical Voting	No. of Ballots through e-Voting	No. of Votes Polled	Percentage of Votes
Total Ballots Received	508*	368	89671020	-
Ballots – Valid	378	368	89449981	-
Ballots – Invalid	130	-	221039	-
Ballots – In favour of the Resolution	346	273	84005742	93.91%
Ballots – Against the Resolution	32	95	5444239	6.09%

* Excludes 5 (five) Ballots where Members had voted through E-Voting also.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	50409822	50409822	100.00	50409822	-	100.00	-
Public – Institutional holders	29759880	#11839480	39.78	6405254	5434226	54.10	45.90
Public-Others	48250538	$27200679	56.37	27190666	10013	99.96	0.04
Total	128420240	89449981	69.65	84005742	5444239	93.91	6.09

Excludes invalid votes represented by 184097 Shares.
$ Excludes invalid votes represented by 36942 Shares.

After receiving the Scrutinizers Report, the Chairman of the Meeting, announced that all the Special Resolutions proposed in the Postal Ballot Notice dated 30th April, 2014, were duly passed by the requisite majority and directed that following resolutions be recorded in the Minutes Book recording the proceedings of General Meeting of Members.

The Special Resolutions duly approved by the Members are as under :

Special Resolution No. 1:

Borrowing Powers of the Board of Directors:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members at the Twenty Seventh Annual General Meeting of the Company held on 27th July, 2011, consent of the Company be and is hereby accorded pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013, {including any statutory modification(s) or re-enactment(s) thereof} and any other applicable provisions thereof of the Companies Act, 2013 and as per the guidelines issued by National Housing Bank, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to borrow any sum or sums of money (including non fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, which together with the money already borrowed by the Company (apart from temporary loans, overdrafts obtained or to be obtained from the Company's Bankers in the ordinary course of business), may at any time, exceed the aggregate of the, paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed shall not at any time exceed ₹ 1,00,000 crore (Rupees One Lakh crore only) and the total amount so borrowed by the Company shall be within the limit as prescribed under the Housing Finance Companies (NHB) Directions, 2010 and that the Board of Directors be and is hereby empowered and authorised to arrange or settle the terms and conditions of all such money to be borrowed from time to time as to interest, repayment, security or otherwise as they may in their absolute discretion think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things and to settle any queries, difficulties, doubts that may arise in respect of the borrowings and further to execute documents and writings, as may be necessary or desirable for giving effect to the aforesaid resolution."

Special Resolution No. 2:

Creation of Charges and/or mortgages on the assets of the Company

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members of the Company by way of Postal Ballot on 31st July, 2007, in terms of provisions of Section 293(1)(a) of the Companies Act, 1956, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof} and any other applicable provisions of the Companies Act, 2013, to the Board of Directors/Committee (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to create such mortgages, charges and/or hypothecations, in addition to the existing

mortgages, charges and hypothecations created by the Company, in such form and manner and with such ranking and at such time and at such terms and in such manner as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Banks/ Financial Institutions /other Lender(s)/ Agents/Trustee(s), for securing the borrowings by whatever name called availed/to be availed by way of loan(s) in foreign currency and/or rupee currency and securities comprising of Secured/Unsecured Fully/ Partly paid-up Convertible and/or Non Convertible Debentures and/or Bonds and or other securities with or without detachable or non-detachable warrants and/or secured premium notes/bonds and/or fixed/floating rate notes/bonds or pass through Certificate/s of Mortgage Backed Securitized Assets or any other debt instruments, issued/to be issued by the Company from time to time, subject to the overall limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest and in case of default with accumulated interest, liquidated damages and commitment charges, premia on repayment (if any) or on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of their respective loan agreement(s), Debenture Trust Deed(s) or any other documents entered into between the Company and the Lender(s)/ Agent(s)/ Trustee(s) on such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors of the Company or Committee thereof and Bank/ Financial Institutions /other Lender(s)/ Agents/Trustee(s)."

3. ***Special Resolution No. 3***

Issue of Securities on Private Placement Basis

"**RESOLVED THAT** consent of the Company be and is hereby accorded in terms of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under {including any statutory modification(s) or re-enactment(s) thereof} and in accordance with (i) the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008 and amendment thereto; (ii) the Securities Contracts (Regulation) Act, 1956; (iii) the Memorandum and Articles of Association of the Company; and (iv) the Listing Agreement entered into/to be entered into by the Company with the National Stock Exchange of India Limited ("NSE")/ BSE Limited ("BSE"); (v) Housing Finance Companies Issuance of Non- Convertible Debentures on Private Placement Basis (NHB) Directions, 2014 and subject to consent and such other approvals, permissions and sanctions as may be necessary, to the Board of Directors of the Company to issue securities during the financial year 2014-15, by way of - (i) Non-Convertible Secured Debentures upto an amount of ₹ 4,500 crore (ii) Non-Convertible Subordinated Unsecured Debentures upto an amount of ₹ 500 crore, (iii) Non Convertible Perpetual Unsecured Debentures upto an amount of ₹ 200 crore, (iv) Other hybrid instruments which can be classified as Tier II, as per the limits prescribed by NHB Guidelines, to Scheduled Commercial Banks; Financial Institutions, Insurance Companies, Primary/State/ District/Central Co-operative Banks (subject to permission from RBI), Regional Rural Banks, Mutual Funds, Companies, Bodies Corporate authorized to invest in Debentures, Provident Funds, Superannuation & Pension Funds, subject to their Investment guidelines, Trust and any other investor category eligible to invest subject to current applicable rules, act, laws, etc. (the

subscriber) on Private Placement Basis, inter alia, from time to time, in one or more combination, as may be deemed appropriate by the Board, such issue and allotment to be made at such time or times, in one or more tranches, at such price or prices, at such rate of interest, that may range between 9.50% to 14% as may be decided by and deemed appropriate by the Board as per applicable laws and depending upon the prevailing yields, systematic liquidity tenure and market conditions including the discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made also considering other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency, as the Board may in its absolute discretion deem fit and appropriate and to issue Commercial Papers on private placement basis upto a maximum extent of ₹ 4,500 crore, at any given point of time, at the prevailing market/negotiated price and tenure as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT such issue and allotment of aforesaid securities, on private placement basis, as approved by the Board of Directors within the limits and terms as mentioned in the aforesaid resolution, be and is hereby ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable to the issue of aforesaid securities and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient for any offer, issue, allotment of the aforesaid Securities, including but not limited to the listing with the stock exchanges and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of the aforesaid Securities, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members 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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate such powers to any Committee of the Board as it may deem necessary or appropriate in relation to allotment of aforesaid securities issued on private placement basis."

The above results were announced by the undersigned at 4.00 p.m. on Thursday, 12th June, 2014 at the Registered Office of the Company.

Sd/-
Dheeraj Wadhawan
Chairman of the Meeting

Place : Mumbai
Date of Signing: 12th June, 2014

Date of Preparation :12th June, 2014.

For Dewan Housing Finance Corporation Ltd.

CERTIFIED TRUE COPY

Niti Arya
Company Secretary

For Dewan Housing Finance

Niti
Company Secretary