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DHFL/CSD/2014/162

1st December, 2014

Hand Delivery / Facsimile Message

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

Dear Sirs,

Sub: Outcome of Board Meeting

This is to inform that the Board of Directors of the Company at their meeting held on Monday, 1st December, 2014, had inter-alia, approved the postal ballot notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of Shareholders of the company on the following matters:

1. Special Resolution under Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) read with the rules made thereunder for alteration in the Main Object Clause of the Memorandum of Association of the Company.

2. Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) for alteration in the Articles of Association by way of adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

3. Special Resolution under section 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, authorizing the Board of Directors to issue Commercial Papers on private placement basis upto a maximum amount of Rs.10,000 crore outstanding at any given point of time.

As per the provisions of Companies Act, 2013 and the listing agreement with the Stock Exchanges, the Company shall also provide to its members the facility to exercise their right rto vote on the matters included in the Postal Ballot notice by electronic means i.e. through e-voting.

For the purpose of above Postal Ballot process, Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, has been appointed as Scrutinizer to conduct the said Postal Ballot process (through physical form and e-voting process) in fair and transparent manner and the result of the Postal Ballot will be announced on Wednesday, 14th January, 2015, a copy of the Calendar of Events for conducting the said Postal Ballot process is enclosed herewith.

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This is to further submit that the Board has authorised the Chairman & Managing Director and the Company Secretary of the Board to be responsible for the entire Postal Ballot process.

Kindly acknowledge receipt and take the same on record.

Thanking you,

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

Niti Arya
Company Secretary

Encl : as above

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CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT (PHYSICAL FORM AND E-VOTING)

(a)	Date on which consent is given by the Scrutinizer	Tuesday, 25th November, 2014
(b)	Date of Board Resolution authorizing the Chairman & Managing Director and the Company Secretary to be responsible for the entire Postal Ballot process	Monday, 01st December, 2014
(c)	Date of appointment of the Scrutinizer (Appointed at Board Meeting)	Monday, 01st December, 2014
(d)	Cutoff date for ascertaining the list of shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos – Beneficiary Position)	Friday, 05th December, 2014
(e)	Date of completion of dispatching of Notice (Physical and through e-mail)	Wednesday, 10th December, 2014
(f)	Release of Advertisement in Newspaper giving the date of completion of dispatch of the Notice.	Thursday, 11th December, 2014
(g)	Date of voting period starts from Thursday, 11th December, 2014, and ends on Friday, 9th January, 2015. The e-voting module shall also be disabled by NSDL for voting members.	Thursday, 11th December, 2014 to Friday, 09th January, 2015
(h)	Last date for receiving postal ballot forms by the Scrutinizer.	Friday, 9th January, 2015
(i)	Last date of submission of the Report by the Scrutinizer.	Tuesday, 13th January, 2015
(j)	Date of declaration of the result by the Chairman (the same date as has been mentioned in the Notice).	Wednesday, 14th January, 2015
(k)	Last date of signing of Minutes by the Chairman	Within thirty days from the date of declaration of the result of the Postal Ballot.
(l)	Date of handing over the postal ballot forms to the designated person	After signing of minutes

for **Dewan Housing Finance Corporation Ltd.**

Niti Arya
Company Secretary