DHFL
Changing Rules Changing Lives

DHFL/CSD/2014/_____

7th May, 2014

Hand Delivery / Facsimile Message

The Manager Listing Department Bombay Stock Exchange Ltd., 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 : Dewanhous

Dear Sirs,

Re: Postal Ballot Notice

Please find enclosed herewith six (6) copies of the postal ballot notice dated 30th April, 2014, as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, alongwith the Explanatory Statement under Section 102 of the Companies Act, 2013, pertaining to the Special Business to be passed by way of Special Resolution by the Members of the Company.

We also enclose herewith the copy of the revised calendar of events for conducting the postal ballot of the Company.

Kindly acknowledge receipt and take the same on records.

Thanking you

Yours faithfully,
for Dewan Housing Finance Corporation Ltd.

Niti Arya
Company Secretary

Enclosure : as above

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CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT

(a)	Date on which consent is given by the Scrutinizer	Tuesday , 22nd April, 2014
(b)	Date of Board Resolution authorizing the Managing Director and the Company Secretary to be responsible for the entire Postal Ballot process	Wednesday, 30th April, 2014
(c)	Date of appointment of the Scrutinizer (Appointed at Board Meeting)	Wednesday, 30th April, 2014
(d)	Cut of date for Benpos (Beneficiary Position)	Friday, 2nd May, 2014
(e)	Date of completion of dispatching of Notice (physical and through e-mail).	Sunday, 11th May, 2014
(f)	Release of Advertisement in Newspaper giving the date of completion of dispatch of the Notice and the last date of receipt of Postal Ballot Forms from the shareholder (thirty days from the date of dispatch).	Monday, 12th May, 2014
(g)	Date of voting period starts from 12th May, 2014, and ends on 10th June, 2014. The e-voting module shall also be disabled by NSDL for voting members on 10th June, 2014.	Monday, 12th May, 2014 to Tuesday, 10th June, 2014
(h)	Last date for receiving postal ballot forms by the Scrutinizer.	Tuesday, 10th June, 2014
(i)	Last date of submission of the Report by the Scrutinizer.	Thursday, 12th June, 2014
(j)	Date of declaration of the result by the Chairman (the same date as has been mentioned in the Notice).	Thursday, 12th June, 2014
(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).	Friday 11th July, 2014
(l)	Date of handing over the postal ballot forms to the designated person	After signing of the minutes.

Dewan Housing Finance Corporation Ltd. 10th Floor, TCG Financial Centre, BKC Bandra (East) Mumbai 51



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 – 4000051,
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,
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 for passing the following Special Business through Postal Ballot pursuant to Section 110 of The Companies Act, 2013, read with Rule 22 of The Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force).

In accordance with Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 for passing of Resolutions, the consent of the members is sought by way of Postal Ballot. Accordingly, resolutions and explanatory statement setting out the material facts and related particulars with reference thereto, are enclosed along with a Postal Ballot Form for your consideration.

Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practising 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.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating your assent (FOR) / dissent (AGAINST) for each resolution in the attached business reply envelope so as to reach the Scrutinizer **on or before the close of working hours on Tuesday, 10th June, 2014 at 6.00 P.M.** 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:

Further, the Company in compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, is pleased to provide the members, with the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on **12th May, 2014 (9.00 a.m.) and ends on 10th June, 2014 (6.00 p.m.).** Please 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 after completion of the scrutiny of the postal ballots received in physical form and through e-voting process and the results thereof will be announced on **Thursday, 12th June, 2014**, at 4.00 p.m. at the Registered Office of the Company at Second Floor, Warden House Sir P. M. Road, Fort, Mumbai 400001. The result of the Postal Ballot shall also be displayed at the said address and Posted on the Company's website www.dhfl.com besides communicating to BSE Limited and National Stock Exchange of India Limited. The results of the postal ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS:

1. Borrowing Powers of the Board of Directors :

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

"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."

2. Creation of Charges and/or mortgages on the assets of the Company :

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

"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. Issue of Securities on Private Placement Basis :

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

"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.

By Order of the Board

Sd/-
Nitl Arya
Company Secretary

Registered Office:

Warden House, 2nd Floor,
Sir P. M. Road, Fort,
Mumbai - 400 001.

Dated: 30th April, 2014.

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is annexed to this Notice.

2. The Notice will be sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, 2nd May, 2014. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on 2nd May, 2014.

3. In compliance of with the provisions of section 108 of Companies Act, 2013, and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, facility to exercise their right to vote on the resolutions sent through the Postal Ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

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

5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form.

6. The members who are voting through physical Postal Ballot form must return the same duly completed in the attached self-addressed postage pre-paid Business Reply Envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot(s) may also be deposited personally. The Postal Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 6.00 pm on Tuesday, 10th June, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

7. Members who are voting through electronic means are required to cast their vote electronically by 6.00 pm on Tuesday, 10th June, 2014 as e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member of the Company, the member shall not be allowed to change it subsequently.

8. In case, shares are jointly held, for the members voting through physical, this 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. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No. 6 above. Unsigned Postal Ballot form shall be rejected.

11. For member voting through the physical Postal Ballot form, a tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.

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

13. Kindly note that members can opt 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 casted through e-voting shall prevail and voting casted by Postal Ballot shall be treated as invalid.

14. The Scrutinizer will submit her report to the Chairman after scrutiny of the Postal Ballot forms and voting by the members through electronic means and the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other person authorized by the Chairman, on Thursday, 12th June, 2014 at 4.00 P.M at the Registered Office of the Company at Warden House, 2nd Floor, Sir P.M. Road, Fort, Mumbai – 400 001. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, 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 Postal Ballot shall also be announced through newspaper advertisement and shall be posted on the website of the Company www.dhfl.com., besides communications to the BSE Ltd. and the National Stock Exchange of India Ltd.

15. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during normal business hours, 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. Electronic copy of the postal ballot notice inter-alia indicating the process and manner of e-voting along with postal ballot form will be sent to all the members whose e-mail id are registered with the company / depository participants for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the notice of the postal ballot inter-alia indicating the process and manner of e-voting is being sent in the permitted mode.

18. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

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

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

Dated: 30th April, 2014

By Order of the Board

Sd/-
Niti Arya
Company Secretary

ANNEXURE TO THE NOTICE

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

Item No. 1 & 2

Borrowing Powers of the Board of Directors and Creation of Charges and/or mortgages on the assets of the Company :

The Members of the Company at the 27th Annual General Meeting held on 27th July, 2011, approved by way of Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowing in excess of the aggregate of the paid up capital and its free reserves, that is to say reserves not set apart for any specific purpose, to the extent of ₹ **1,00,000 Crore** (Rupees One Lakh Crore Only).

Further, the Members of the Company had accorded consent to the Board of Directors by way of ordinary resolution under Section 293 (1)(a) of the Companies Act, 1956, for the mortgage of immovable / movable properties of the Company for securing its borrowings, passed by way of postal ballot on 31st July, 2007.

Provisions of Section 180 of the Companies Act, 2013, effective from 12th September, 2013 stipulates that the Board of Directors shall not borrow money in excess of the paid up share capital of the Company and its free reserve, apart from the temporary loan obtained from the Company's Bankers/Financial Institutions/Other Lenders in the ordinary course of business and shall not sell, lease or mortgage the undertakings/properties of the Company (movable/or immovable) to secure its borrowings except with the consent of the Members accorded by way of Special Resolution.

The provisions of Section 180(1)(a) of the Companies Act, 2013, requires Members consent by way of Special Resolution. However, Rule 22 of the Companies (Management and Administration) Rules, 2014, requires passing of resolution through Postal Ballot.

It is, therefore necessary, for the Company to obtain Member's approval by way of Special Resolution as set out at Item No. 2 of the Notice of Postal Ballot, through Postal Ballot for enabling the Board to create charge and/or mortgage on the immovable and movable properties of the Company, present and future, to secure further borrowings. It is also pertinent to take simultaneous approval of the Members by way of special resolution, through Postal Ballot for borrowings in excess of the aggregate of the paid up share capital of the Company and its free reserve to the extent of **₹ 1,00,000 Crore** (Rupees One Lakh Crore Only) within the limits as prescribed under Housing Finance Companies (NHB) Directions 2010, as set out at Item No. 1 of the Notice of Postal Ballot. For the avoidance of doubt, it is clarified that these resolutions do not increase the amount that may be borrowed by the Board of Directors or the amount of charges that may be created that had already been approved by the Members of the Company.

The above proposals are in the interest of the Company and the Directors commend the Resolution at Item Nos. 1 and 2 of the Notice of Postal Ballot for the approval by the Members as special resolution.

None of the Promoters, Directors, Managers and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, in the above referred Resolutions.

Item No. 3

Issue of Securities on Private Placement Basis :

The Company has been issuing Secured Redeemable Non-Convertible Debentures, Unsecured Non-Convertible Redeemable Debentures (in the nature of Subordinate Debt), Non Convertible Perpetual Unsecured Debentures, and Commercial Paper (herein after referred as **SECURITIES**) on private placement basis for raising funds, with the approval of the Board of Directors of the Company.

As per Section 42 of the Companies Act, 2013, and the Rules made thereunder, notified on 1st April, 2014, requires that for issue of securities on private placement basis, the Company is required to obtain prior approval of the shareholders of the Company by way of Special Resolution.

Thus, the approval of the members of the Company is sought by way of special resolution, through postal ballot for enabling 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, in one or more tranches, and 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 and further the Board is authorized 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. The issue of the above mentioned securities shall be in compliance with the provisions of Section 42 of the Companies Act, 2013 and rules made thereunder and as per Housing Finance Companies Issuance of Non-Convertible Debentures on Private Placement Basis (NHB) Directions, 2014, as set out at Item No. 3 of the Notice of Postal Ballot for issuance of securities on private placement basis, during the financial year 2014-15.

The securities shall be issued at varied rate of interest depending upon the prevailing yields, systematic, liquidity, tenure and market conditions from time to time to time.

As the provisions of Companies Act, 2013 got notified on 1st April, 2014 and inorder to meet urgent fund requirements of the Company, certain securities have been / are being issued on private placement basis within the terms and limits as mentioned in the resolution at Item No. 3 of the Notice, herein above. The Board has issued 6,113 **NCDs amounting to** ₹ 611.30 crore **and Commercial Paper amounting to** ₹ 150 **crore on private placement basis as on 30th April, 2014.** The Members of the Company are, therefore, requested to ratify the issue and allotment of securities on private placement basis made by the Company on or before the date of passing of the resolution as set out at Item No. 3 of Notice of Postal Ballot.

None of the Promoters, Directors, Managers and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in the above referred Resolution.

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

Dated: 30th April, 2014 .

By Order of the Board

Sd/-
Niti Arya
Company Secretary

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 – 4000051,
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,
Visit us at : www.dhfl.com , email – response@dhfl.com

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Ballot Serial No.

1. Name(s) of Member(s) including joint holders, if any (in Block Letter(s)

2. Registered Address of the Sole/First named Member

3. Registered Folio No./*DP ID No. and Client ID No.
(* Applicable to investors holding shares in dematerialized form)
4. Number of Shares held

I/ We hereby exercise my/ our vote in respect of the Special Resolutions to be passed through Postal Ballot/E-voting for the business stated in the Notice of the Company dated Wednesday, 30th April, 2014 by conveying my/ our assent or dissent to the said Special Resolutions, by placing the tick (√) mark at the appropriate box below:

Item No.	Brief particulars of the Resolutions	Number of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for authorizing the Board of Directors or a Committee thereof 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 loan, 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) as per the provisions of Section 180(1)(c) of the Companies Act, 2013 and as per the limits prescribed under Housing Finance Companies (NHB) Directions, 2010.			
2.	Special Resolution for authorizing Board of Directors or a Committee thereof, to sell, lease, mortgage or otherwise dispose of the undertaking, the movable and immovable property of the Company, both present and future as per the provisions of Section 180(1)(a) of the Companies Act, 2013.			
3.	Special Resolution for authorizing the Board of Directors to issue certain securities on Private Placement Basis during the financial year 2014-15, as per the provisions of Section 42 of the Companies Act, 2013. And also ratifying issue and allotment of the Securities made on or before the date of passing of this resolution through Postal Ballot.			

Place :
Date : _____ 2014

(Signature of the Sole/First /Joint Member)

Electronic Voting Particulars

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
100203		

Note : – For e-Voting, please refer the instructions in the notice attached herewith.

INSTRUCTIONS:

VOTING IN PHYSICAL FORM:

1. Members desiring to exercise their votes by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board and address to which duly completed postal ballot form is to be sent.
3. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall be considered as invalid.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours i.e. 6.00 P.M. on Tuesday, 10th June, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Members (s) has not been received.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column.
6. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Member and in his absence, by the next named Member.
7. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
8. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction No. 4 above.
9. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories
10. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
11. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer as well as no extra comments to be written on the Postal Ballot Form as otherwise the same will be considered as invalid.

E-VOTING

1. For Members whose email addresses have been registered: Please download PDF file "DHFL.pdf" to get your "User ID" and "Password" for e-voting by using your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password
2. For Members who have not registered their email ids: Please refer to the user id and password printed on the Postal Ballot Form.
3. Please note that the password is an initial password.
4. Launch internet browser by typing the URL https://www.evoting.nsdl.com
5. Click on "Member Login".
6. Put User ID and password as initial password noted in step (1) and (2) above and Login
7. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
8. Please note that we strongly recommend that you do not share your new password with any other person and to take utmost care to keep your password confidential.
9. Home page of "e-Voting" opens. Click on - Voting - Active Voting Cycles
10. Select "EVEN' of Dewan Housing Finance Corporation Limited
11. Now you are ready for e-Voting as "Cast Vote" page opens.
12. Cast your vote by selecting appropriate option and click on "Submit' and also "Confirm" when prompted
13. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
14. 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.
15. The institutional Members (i.e. other than Individuals, HUF, NRI) are requested to send scanned copy (pdf./jpg. format) of the relevant Board Resolution/Authority Letter etc together with the attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the scrutinizer through e-mail at (i) jayshreedagli@gmail.com or (ii) jayshreedagli@rediffmail.com With a copy marked at e-voting@nsdl.co.in.
16. 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 "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600.

GENERAL INSTRUCTIONS

1. The Voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the member.
2. Voting period commences on and from 12th May, 2014 and ends on 10th June, 2014.
3. The Company has appointed Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot through physical and e-voting process in a fair and transparent manner.
4. 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 - 400 001, email id – secretarial@dhfl.com.
5. The Notice will be sent to all the Members, whose names appear on the Register of Members and /list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 2nd May, 2014. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on 2nd May, 2014.
6. Kindly note that the Members can opt only for one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case a Member has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and by physical Ballot will be treated as invalid.
7. The date of declaration of results of the postal ballot (i.e. on Thursday, 12th June, 2014) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
8. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
9. The voting in this Postal Ballot cannot be exercised through proxy.
10. Electronic copy of the postal ballot notice inter-alia indicating the process and manner of e-voting along with postal ballot form is being sent to all the members whose e-mail id are registered with the company / depository participants for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the notice of the postal ballot inter-alia indicating the process and manner of e-voting is being sent in the permitted mode.