DHFL
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National Office : DHFL House, 3rd - 7th Floor,
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Ref. No. : DHFL/CSD/2017-18/1019

Date: 5th March, 2018

The Manager Listing Department Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax no. 2272 2082 / 3132/ 3121	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	**DHFL**

Dear Sirs,

Sub : Declaration of Result of the Postal Ballot as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In continuation to our Letter No. DHFL/CSD/2017-2018/997 dated 1st February, 2018, the Company had issued Postal Ballot Notice dated 22nd January, 2018 pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the Members of the Company, by way of Special Resolution, for amendment to the Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015.

We wish to inform you that Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, who was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on Monday, 22nd January, 2018, for the aforesaid Postal Ballot process, has submitted her Report dated 5th March, 2018.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolution as embodied in the Postal Ballot Notice dated 22nd January, 2018 with requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Saturday, 3rd March, 2018.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, the details of voting results in the prescribed format is enclosed herewith for your information and records. The same is also uploaded on the Company's website at: www.dhfl.com.

A duly certified copy of the Report of the Scrutinizer in this regard is also enclosed herewith.

Kindly acknowledge receipt and take the same on records.

Thanking you
Yours sincerely,
for **Dewan Housing Finance Corporation Limited**

Niti Arya
Company Secretary
FCS No. - 5586
Place: Mumbai

Dewan Housing Finance Corporation Mumbai

Enclosure: as above

DEWAN HOUSING FINANCE CORPORATION LIMITED
Corporate Identity Number (CIN) – L65910MH1984PLC032639
Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.
Tel: +91 22 6106 6800; Fax: +91 22 2287 1985
National Office: DHFL House, 19 Sahar Road, Off Western Express Highway, Vile Parle (East), Mumbai-400 099, Maharashtra, India.
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Visit us at: www.dhfl.com, email – response@dhfl.com

NOTICE TO THE MEMBERS
DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 22nd January, 2018 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolution together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot Forms by the Members of the Company in postage pre-paid self-addressed envelope or through e-voting was Saturday, 3rd March, 2018. Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted her Report dated 5th March, 2018 and basis the Report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting by the Members, it is hereby declared that the Resolution as set out in the Postal Ballot Notice dated 22nd January, 2018 has been duly passed by the Members of the Company with the requisite majority.

The details of the voting results of the resolution passed through Postal Ballot process (including e- voting) is reproduced hereunder:

1.	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	 Monday, 22nd January, 2018 Monday, 5th March, 2018
2.	Last date of receipt of postal ballot forms / e-voting	Saturday, 3rd March, 2018
3.	Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos –Beneficiary Position).	132,170 equity shareholders (as on Friday, 19th January, 2018)
4.	No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
	Promoters and Promoter Group:	
	Public:	
5.	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
	Promoters and Promoter Group:	
	Public:	

Dewan Housing Finance Corporation Ltd. Mumbai

Resolution Required : (Special)			1. To approve amendment to the Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015 by way of increasing the number of equity shares that can be allotted thereunder upon exercise of options.					
Whether promoter/ promoter group are interested in the agenda/resolution?			**NO**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	123049714	123049714	100.0000	123049714	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**123049714**	**100.0000**	**123049714**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	100653497	45774582	45.4774	23765696	22008886	51.9190	48.0810
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**45774582**	**45.4774**	**23765696**	**22008886**	**51.9190**	**48.0810**
Public Non Institutions	E-Voting	89955636	31371228	34.8741	31355484	15744	99.9498	0.0502
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1951869	2.1698	1951869	0	100.0000	0.0000
	Total		**33323097**	**37.0439**	**33307353**	**15744**	**99.9528**	**0.0472**
Total		**313658847**	**202147393**	**64.4482**	**180122763**	**22024630**	**89.1047**	**10.8953**



In view of the above, the resolution contained in the Postal Ballot Notice dated 22nd January, 2018 has been duly passed with requisite majority on 3rd March, 2018 i.e. the last date of e-voting and receipt of Postal Ballot forms.

The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,
for **Dewan Housing Finance Corporation Limited**



Niti Arya
Company Secretary
FCS No- 5586

Date: 5th March, 2018
Place: Mumbai

Enclosure: as above

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 05.03.2018

To,
The Chairman,
DEWAN HOUSING FINANCE CORPORATION LIMITED
Warden House, 2nd Floor,
Sir P.M. Road, Fort,
Mumbai- 400001

Sub: **Result of Postal Ballot conducted in respect of Resolutions to be passed through Postal Ballot covered under the Notice dated 22.01.2018.**

Dear Sir,

The Board of Directors of the Company at its Meeting held on22.01.2018has appointed me as the Scrutinizer for conducting the POSTAL BALLOT VOTING PROCESS under the provisions of Section 110 of the Companies Act, 2013 ["The Act"] read with Rule 22 of the Companies (Management andAdministration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for passing the Special Resolutionas included in the Postal Ballot Notice dated22.01.2018.

1. I submit my Report as under: -

   1.1 The Company has completed the dispatch of Postal Ballot Papers, throughCourier,Registered Post and Airmail, as the case may be, along with postage prepaid business reply envelope to its Members on01.02.2018. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting on 31.01.2018.

   1.2 Particulars of all the Postal Ballot Papers as well as E-voting communications received from the Members have been entered in a Register, separately maintained for the purpose.

   1.3 The Postal Ballot Papers were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Papers.

   1.4 In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-voting communications received upto the close of working hoursi.e. 5.00 pm on 03.03.2018, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers& e-voting) were considered for my scrutiny.

   1.5 The Postal Ballot Papers as well as E-voting communications were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries.

   1.6 I did not find any defaced or mutilated Ballot Paper.

Dewan Housing Finance Corporation Ltd. Mumbai

Office No. 5, 1st Floor, Rajabahadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

2. Voting Pattern of Special Resolution passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

RESOLUTION:To approve amendment to the Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015 by way of increasing the number of equity shares that can be allotted thereunder upon exercise of options.

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers& E-voting

Resolution required: (Ordinary/Special)			**Special Resolution**					
Whether promoter/promoter group are interested in the agenda/resolution?			**No**					
Category	**Mode of voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3) =[(2)/(1)] x 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6) =[(4)/(2)] x 100**	**% of Votes against on votes polled (7) =[(5)/(2)] x 100**
Promoter and Promoter Group	E-Voting	**123049714**	123049714	100.0000	123049714	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**123049714**	**100.0000**	**123049714**	**0**	**100.0000**	**0.0000**
Public – Institutions	*E-Voting	**100653497**	45774582	45.4774	23765696	22008886	51.9190	48.0810
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**45774582**	**45.4774**	**23765696**	**22008886**	**51.9190**	**48.0810**
Public-Non Institutions	E-Voting	**89955636**	31371228	34.8741	31355484	15744	99.9498	0.0502
	$Postal Ballot		1951869	2.1698	1951869	0	100.0000	0.0000
	Total		**33323097**	**37.0439**	**33307353**	**15744**	**99.9528**	**0.0472**
Total		**313658847**	**202147393**	**64.4482**	**180122763**	**22024630**	**89.1047**	**10.8953**

*Excludes 1,73,13,158 invalid votes by 76 Members.
$ Excludes 381 invalid votes by 1 Member.

3. To conclude, the Special Resolutionenumerated above is passed with the requisite majority.

4. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

Jayshree S. Joshi

JAYSHREE S. JOSHI
FCS 1451, CP: 487

Dewan Housing Finance Corporation Ltd. Mumbai

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