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/2018-19/1139

27th June, 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	**Scrip Code : DHFL**

Dear Sir/ Madam,

Ref: **Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Sub: **Proceedings of the 34th Annual General Meeting held on June 27, 2018**

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith a summary of proceedings of the 34th Annual General Meeting of the Members of the Company held on Wednesday, June 27, 2018 at 11.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001.

Kindly take the same on your record.

Thanking you,

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

Dewan Housing Finance Corporation Ltd. Mumbai

Niti Arya
Company Secretary
FCS – 5586

Encl: as above

DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity Number (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. Tel.:+91 22-6600 6999, Fax: +91 22-6600 6998
Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.
Toll Free No. 1800 22 3435, Customer Care No. : 1800 3000 1919
Visit us at: www.dhfl.com , email– response@dhfl.com

Proceedings of the Thirty Fourth Annual General Meeting of the Members of Dewan Housing Finance Corporation Ltd. held on Wednesday, June 27, 2018 which commenced at 11.00 a.m. and concluded at 12.45 p.m.

As per the Notice dated May 16, 2018, the Thirty Fourth Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, June 27, 2018 at 11.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor,18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400001.

Mr. Kapil Wadhawan - Chairman & Managing Director of the Company presided over the proceedings and welcomed the Members to the Thirty Fourth AGM of the Company.

A total of 224 Members attended the AGM including 7 Members being present through proxy, as per the Member's attendance register. The representatives of the Statutory Auditors and the Secretarial Auditors were also present at the AGM.

The Chairman introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members, the notice being already circulated was taken as read.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended March 31, 2018 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had extended the remote e-voting facility through National Securities Depository Limited (NSDL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 34th AGM. The remote e-voting period had commenced on Sunday, June 24, 2018 (9.00 a.m. IST) and ended on Tuesday, June 26, 2018 (5.00 p.m. IST).

Dewan Housing Finance Corporation Ltd. Mumbai

The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mrs. Jayshree S. Joshi (FCS No. 1451), Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 34th AGM.

The Chairman then invited participation of the Members of the Company for discussing the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 along with Auditors' and Board's Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman proposed item no. 1, to be passed as an Ordinary Resolution, relating to consideration and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Statutory Auditors thereon and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 2, to be passed as an Ordinary Resolution, relating to confirmation of the payment of interim dividend and declaration of final dividend on equity shares for the financial year ended March 31, 2018, and the same was proposed and seconded by the Members.

Then, the Chairman being interested in item no 3, requested Mr. V.K. Chopra, Independent Director of the Company (DIN: 02103940) to take the chair and conduct the proceedings. Mr. V.K. Chopra took the chair and conducted the proceedings and proposed item no. 3, to be passed as an Ordinary Resolution, relating to appointment of a Director in place of Mr. Dheeraj Wadhawan (DIN: 00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment and the same was proposed and seconded by the Members.

Mr. V.K. Chopra vacated the chair and requested Mr. Kapil Wadhawan to conduct the proceedings. Mr. Kapil Wadhawan took the chair and conducted the proceedings.

The Chairman proposed item no. 4, to be passed as an Ordinary Resolution, relating to appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W- 100018) as Joint Statutory Auditors of the Company along with the existing statutory auditors, M/s. Chaturvedi & Shah, Chartered Accountants

Dewan Housing Finance Corporation Ltd. Mumbai

(Firm Registration Number 101720W) and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 5, to be passed as Special Resolution, relating to issuance of Non – Convertible Debentures on Private Placement Basis and the same was proposed and seconded by the Members.

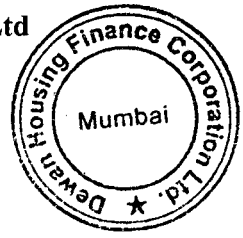
The Chairman then ordered for voting through Ballot Paper on all the agenda items as stated in the Notice of 34th AGM and requested the Members who had not voted through remote e-voting to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the Meeting Hall.

He, then, requested Mrs. Jayshree S. Joshi, Scrutinizers for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairman announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report shall be announced within 48 hours of conclusion of AGM and would be uploaded on the website of the Company. He also informed that the results would also be intimated to the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) and would be available at the Registered Office, Corporate Office & National Office of the Company.

The Chairman thanked all the Members for their presence and support and after casting of the votes by all the Members present, the 34th AGM stood closed.

for **Dewan Housing Finance Corporation Ltd**



Niti Arya
Company Secretary
FCS No. - F5586
Address : DHFL House, 3rd -7th Floor,19, Sahar Road,
Off Western Express Highway, Vile Parle (East), Mumbai - 400099, MH IN.

Date: June 27, 2018
Place: Mumbai