DHFL/CSD/2014/ 57 12th June, 2014

By 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
Kind Attn. General Manager – DCS- CRD	Kind Attn. Shri Hari K. – Head Listing

Dear Sirs,

Sub: ***Results of the Postal Ballot as per Clause 35A of the Listing Agreement***

This is further to our letter dated 12th May, 2014, intimating the completion of dispatch of postal ballot notice along with the postal ballot forms to the Members of the Company.

In this regards, please note that Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai who was appointed as Scrutinizer for the aforesaid Postal Ballot process has submitted her report today. In accordance with the said report, the members of the Company have approved the resolutions as embodied in the notice dated 30th April, 2014, with requisite majority. The results of the Postal Ballot were accordingly announced today.

Postal Ballot results in respect of each resolution as stated in the Postal Ballot Notice dated 30th April, 2014; in the prescribed format is enclosed herewith as required under the Clause 35A of the Listing Agreement.

A duly certified copy of the report of the Scrutinizer containing the details of the Postal Ballot is also attached herewith.

Kindly acknowledge receipt and take the same on records.

Thanking you

Yours sincerely,
for Dewan Housing Finance Corporation Limited

Dheeraj Wadhawan
Director

Enclosure : as above

Dewan Housing Finance Corporation Ltd.
Corporate Identification Number (CIN) - L65910MH1984PLC032639
Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel.: (022) 6600 6999 Fax : (022) 6600 6998
Regd. 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 E-mail : response@dhfl.com

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 TO THE MEMBERS
DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, consent of the Members of the Company was sought by way of Special Resolutions through Postal Ballot as set out in the Postal Ballot Notice dated 30th April, 2014.

Postal Ballot Notice containing the Special Resolutions together with the statement to be annexed to the Notice was sent to all the Members and the last date of receipt of postal form, either through physical submission by members of the Company in the self addressed, postage pre paid business reply envelope or through e-voting was 10th June, 2014.

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 Reports and the following results were announced on 12th June 2014 at the Registered Office of the Company:

Resolution No. 1: Under Section 180(1)(c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors.
Resolution Required: Special Resolution
Mode of Voting: Postal Ballot Papers & E-voting

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	95.90	4.50

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

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

Resolution No. 2: **Under Section 180(1)(a) of the Companies Act, 2013, to give consent to the Board Directors to create Charge and/or Mortgage on the assets of the Company**
Resolution Required: Special Resolution
Mode of Voting: Postal Ballot Papers & E-voting

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.**
Resolution Required: Special Resolution
Mode of Voting: Postal Ballot Papers & E-voting

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.

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

On the basis of the above results, it is announced that all the Special Resolutions as set out in the Postal Ballot Notice dated 30th April, 2014, have been duly passed by the Members of the Company with requisite majority.

for Dewan Housing Finance Corporation Limited

Dheeraj Wadhawan
Director

Date: 12th June, 2014
Place : Mumbai

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

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 Special Resolutions to be passed through Postal Ballot covered under the Notice dated 30th April, 2014.**

Dear Sir,

1. The Board of Directors of the Company at its Meeting held on 30.04.2014 has 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 and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for passing the Special Resolutions viz., (a) u/s 180(1)(c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors (b) u/s 180(1)(a) of the Companies Act, 2013, to give consent to the Board Directors to create Charge and/or Mortgage on the assets of the Company, (c) u/s 42 of the Companies Act, 2013, for issue of securities on Private Placement, all covered under the Notice dated 30.04.2014.

2. I submit my Report as under: -

   2.1. The Company has completed the dispatch of Postal Ballot Papers, through Registered Post, Speed Post and Airmail, as the case may be, along with postage prepaid business reply envelope to its Members on 11.05.2014. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting.

   2.2. 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.

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

   2.4. 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 hours i.e. 6 pm on 10.06.2014, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.

   2.5. 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.

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

JAYSHREE DAGLI & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

1

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

3. Voting Pattern of Special Resolutions passed by Postal Ballot under Section 110 of the Companies Act, 2013, for:

RESOLUTION NO. 1: Under Section 180(1)(c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors.

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

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
Promoter and Promoter Group	50409822	50409822	100.00	50409822	-	100.00	-
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Public- Others	48250538	$27219056	56.41	27210479	8577	99.97	0.03
Total	128420240	89468358	69.67	85446441	4021917	95.90	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 Directors to create Charge and/or Mortgage on the assets of the Company

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

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
Promoter and Promoter Group	50409822	50409822	100.00	50409822	-	100.00	-
Public – Institutional holders	29759880	#11839480	39.78	7826140	4013340	66.10	33.90
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Total	128420240	89448589	69.69	85428071	4020518	95.51	4.49

JAYSHREE DAGLI & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

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

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.

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

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
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.

Note :- Five Members had voted through e-voting as well as through Postal Ballot. In terms of Point No. 6 of General Instructions of the Postal Ballot Form, the votes cast by these Members, through e-voting have been considered for this Report.

4. I would like to inform you that all the Special Resolutions have been passed with the requisite majority.

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

Thanking You,

Jayshree S Joshi

Jayshree S. Joshi

JAYSHREE S. JOSHI
Company Secretary
FCS 1451, CP 487

Place: Mumbai
Date: 12.06.2014

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