Minutes of the Announcement of Results of Postal Ballot on Wednesday, 14th January, 2015 at 11.00 a.m. (11.00 Hrs) at the Registered Office of the Company at Warden House, Second Floor, Sir P. M. Road, Fort, Mumbai 400 001.

Present

1.	Mr. Kapil Wadhawan	-	Chairman & Managing Director.
2.	Ms. Niti Arya	-	Company Secretary
3.	Mrs. Jayshree Dagli	-	Scrutinizer, Practicing Company Secretary

Background:

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors in their meeting held on 1st December, 2014, approved the Notice of Postal Ballot, including the Calendar of Events and appointed M/s. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practicing Company Secretaries, Mumbai, as "Scrutinizers" for conducting the Postal Ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

The Company on Wednesday, 10th December, 2014:

(a) Completed the dispatch of Postal Ballot Notice dated 1st December, 2014, alongwith the Postal Ballot Form and self-addressed postage prepaid business reply envelope to the members whose e-mail id were not registered with the Company; and

(b) Sent Notice of Postal Ballot dated 1st December, 2014, through e-mail alongwith the details of Login ID and password to the Members whose e-mail ids were registered with the Company.

On Thursday 11th December, 2014, the Company published an advertisement in English and Marathi newspapers about the completion of dispatch/sending of e-mails in relation to Notice of Postal Ballot, dated 1st December, 2014.

The Members were requested to return Postal Ballot forms, duly completed and signed so as to reach the Scrutinizer on or before Friday, 9th January, 2015, or cast their votes electronically on or before 6.00 p.m. of 9th January, 2015.

The Scrutinizer after due scrutinization of the postal ballot forms received in physical form and the voting done through e-voting process, submitted her Report dated 13th January, 2015, on the resolutions proposed in the Postal Ballot notice dated 1st December, 2014, as follows:

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CONTENTS NOT VERIFIED

Dewan Housing Finance Ltd.

Resolution No. 1:

Special Resolution under Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or reenactment 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. :

Description	No. of Ballots through Physical Voting	No. of Ballots through e-Voting	No. of Votes Polled through Postal Ballot Papers and e-voting	Percentage of Votes
Total Ballots Received	214	329	80,971,300	-
Ballots – Valid	199	317	80,78,8567	-
Ballots – Invalid	15	12	11,87,446	-
Ballots – In favour of the Resolution	193	308	8,07,87,008	100.00 (approx.)
Ballots – Against the Resolution	6	9	1,559	0.002

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	5,09,09,822	5,09,09,822	100.00	5,09,09,822	0	100.00	0.00
Public – Institutional holders	2,74,31,928	*1,12,67,656	41.07	1,12,67,656	0	100.00	0.00
Public-Others	5,03,08,844	*1,86,11,089	36.99	1,86,09,530	1559	99.99	0.01
Total	**12,86,50,594**	**8,07,88,567**	**62.80**	**8,07,87,008**	**1559**	**100.00**	**0.00**

'* Exclude invalid votes

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of notes to Notice of Postal Ballot, the votes cast by this Member, through e-voting have been considered for this Report.

Based on the Scrutinizers Report, Mr. Kapil Wadhawan – Chairman & Managing Director, announced that the Special Resolution at Item No. 1 mentioned in the Postal Ballot Notice dated 1st December, 2014, was passed with the requisite majority by the members of the Company and directed that following resolution be recorded in the Minutes Book recording the proceedings of General Meeting of Members.

Dewan Housing Finance Corporation Ltd.

The Special Resolution duly approved by the Members of the Company was as under :

"RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act") and as per the guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/ or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed in such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company, the consent of the Company be and is hereby accorded for the alteration of the Main Object in the Object Clause of the Memorandum of Association of the Company by inserting the following new clause number 1(b) after the existing clause number 1(a) under Clause III A of the Memorandum of Association of the Company:

1(b) "To set-up, create, float, promote, sponsor, co-sponsor and manage assets, trusts or funds including mutual funds, growth funds, investment funds, income or capital funds, venture capital funds, alternative investment funds, real estate investment trust, infrastructure investment trust, taxable or tax exempt funds, provident, pensions, gratuity and superannuation funds, charitable funds, trusts or consortium funds, or any other funds, trusts or pooled investment vehicles, by whatever name called, whether in India or outside India, and to promote, establish, manage, organise, handle, operate or float an asset management company, a trustee company or any other type of entity to manage and administer all such types of trusts, funds and pooled investment vehicles and to carry on the business of retail and institutional distribution of the units of mutual funds or other trusts, funds or pooled investment vehicles or any other financial products issued by banks, mutual funds, non-banking financial companies, asset reconstruction companies or any financial intermediary."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Resolution No. 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. :

Description	No. of Ballots through Physical Voting	No. of Ballots through e-Voting	No. of Votes Polled through Postal Ballot Papers and e-voting	Percentage of Votes
Total Ballots Received	212	328	8,19,75,956	-
Ballots – Valid	197	316	8,07,88,510	-
Ballots – Invalid	15	12	11,87,446	-
Ballots – In favour of the Resolution	191	297	7,89,90,564	97.77 (approx.)
Ballots – Against the Resolution	6	19	17,97,946	2.23

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	5,09,09,822	5,09,09,822	100.00	5,09,09,822	0	100.00	0.00
Public – Institutional holders	2,74,31,928	*1,12,67,656	41.07	94,81,747	17,85,909	84.15	15.82
Public-Others	5,03,08,844	*18611032	36.99	1,85,98,995	12,037	99.61	0.39
Total	**12,86,50,594**	**8,07,88,510**	**62.80**	**7,89,90,564**	**17,97,946**	**97.77**	**2.23**

'* Exclude invalid votes

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of notes to Notice of Postal Ballot, the votes cast by this Member, through e-voting have been considered for this Report.

Based on the Scrutinizers Report, Mr. Kapil Wadhawan – Chairman & Managing Director, announced that the Special Resolution at Item No. 2 mentioned in the Postal Ballot Notice dated 1st December, 2014, was passed with the requisite majority by the members of the Company and directed that following resolution be recorded in the Minutes Book recording the proceedings of General Meeting of Members.



The Special Resolution duly approved by the Members of the Company was as under :

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association being available for inspection by the Members of the Company at the Registered Office of the Company and on the website of the Company i.e www.dhfl.com, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Resolution No. 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 ₹ 10,000 crore outstanding at any given point of time.

Description	No. of Ballots through Physical Voting	No. of Ballots through e-Voting	No. of Votes Polled through Postal Ballot Papers and e-voting	Percentage of Votes
Total Ballots Received	211	333	8,19,76,355	-
Ballots – Valid	196	321	8,07,88,909	-
Ballots – Invalid	15	12	11,87,446	-
Ballots – In favour of the Resolution	183	282	7,81,83,962	96.78 (approx.)
Ballots – Against the Resolution	13	39	26,04,947	3.22



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	5,09,09,822	5,09,09,822	100.00	5,09,09,822	0	100.00	0.00
Public – Institutional holders	2,74,31,928	*1,12,67,656	41.07	86,76,442	25,91,214	77.00	23.00
Public-Others	5,03,08,844	*1,86,11,431	36.99	1,85,97,698	13,733	99.93	0.07
Total	**12,86,50,594**	**8,07,88,909**	**63.58**	**7,81,83,962**	**26,04,947**	**96.78**	**3.22**

'* Exclude invalid votes

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of notes to Notice of Postal Ballot, the votes cast by this Member, through e-voting have been considered for this Report.

Based on the Scrutinizers Report, Mr. Kapil Wadhawan – Chairman & Managing Director, announced that the Special Resolution at Item No. 3 mentioned in the Postal Ballot Notice dated 1st December, 2014, was passed with the requisite majority by the members of the Company and directed that following resolution be recorded in the Minutes Book recording the proceedings of General Meeting of Members.

The Special Resolution duly approved by the Members of the Company was as under :

"RESOLVED THAT in partial modification to the special resolutions passed by the Members of the Company through postal ballot on 12th June, 2014 and 10th September, 2014, the consent of the Company be and is hereby, accorded in terms of the provisions of Sections 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and as per the Housing Finance Companies (NHB) Directions, 2010 and in accordance with any other Rules / Regulations / Guidelines/ Notifications / Circulars / Directions, if any, prescribed by Securities and Exchange Board of India, Reserve Bank of India, National Housing Bank or any other statutory or regulatory authorities and the provisions of the Memorandum and Articles of Association of the Company and subject to such consent(s) or such other approval(s), as may be necessary, to the Board of Directors of the Company, to issue Commercial Papers during a period of one (1) year commencing from 14th January, 2015, i.e. the date of declaration of result of this postal ballot resolution on private placement basis in one or more tranches and with a maximum outstanding of ₹ 10,000 crore, at any given point of time, at the prevailing market/negotiated yield and tenure as may be decided by the Board of Directors of the Company from time to time.

Dewan Housing Finance Corporation Ltd.

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 commercial papers 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 commercial papers and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of the commercial papers, 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 Commercial Papers issued on private placement basis."

The above results were announced by the undersigned at 11.00 a.m. on Wednesday, 14th January, 2015, at the Registered Office of the Company.

Sd/-
Kapil Wadhawan
Chairman & Managing Director

Place : Mumbai
Date of Signing: 29th January, 2015

Date of Preparation : 20th January, 2015.

CERTIFIED TRUE COPY
Dewan Housing Finance Corporation Ltd.
Company Secretary

Dewan Housing Finance Ltd.