DHFL/CSD/2015/320

21st September, 2015

By Hand Delivery

The Manager Listing Department **BSE 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 : DHFL

Dear Sirs,

Reg.: Minutes of the Proceedings of the Announcement of results of the Postal Ballot, pursuant to Clause 31(d) of the Listing Agreement

In terms of clause 31(d) of the Listing Agreement, we enclose herewith the copy of the minutes of the proceedings held on Monday, 31st August, 2015 at the Registered Office of the Company, at Warden House, 2nd Floor, Sir P.M Road, Fort, Mumbai 400 001 relating to declaration of the results of voting by Postal Ballot (Physical and e-voting) conducted pursuant to Section 110 of the Companies Act, 2013 ("the Act') on the Special Resolution pertaining to issue of Bonus Shares pursuant to Section 63 of the said Act read with Rule 14 of the Companies (Share Capital & Debenture) Rules 2014 and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, as set out in the Postal Ballot Notice dated 23rd July, 2015, sent to the Members of the Company, for your information and records.

Kindly acknowledge receipt and take the same on your records.

Thanking you

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

Niti Arya
Company Secretary
FCS No- 5586

Encl : as above

Place: Mumbai

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 - 400 098.
Regd. Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

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Dewan Housing Finance Corporation Ltd.

Dewan Housing Finance Corporation Limited.

Minutes of the announcement of results of Postal Ballot held on Monday, 31st August, 2015 at 8.00 p.m [20.00 Hrs] of Dewan Housing Finance Corporation Limited, at the Registered Office of the Company at Warden House, 2nd Floor, Sir P.M. Road, Fort, Mumbai - 400 001.

Present

1. Mr. Dheeraj Wadhawan - Director (Chairman of the Proceedings)
2. Mrs. Niti Arya - Company Secretary.
3. Mrs. Jayshree Dagli - Scrutinizer, Practicing Company Secretary

Since, Mr. Kapil Wadhawan – Chairman & Managing Director was not present due to his preoccupation, in his absence, Mr. Dheeraj Wadhawan –Director of the Company occupied the Chair.

Background:

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 35B of the Listing Agreement, the Board of Directors at their meeting held on 23rd July, 2015, approved the Notice of Postal Ballot along with the Explanatory Statement, 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 (through physical ballot forms and e-voting) in a fair and transparent manner.

It was informed that for the purpose of conducting the postal ballot through physical as well as e-voting, the cut-off date was fixed as Friday, 24th July, 2015. The Company had on Thursday, 30th July, 2015 :

(a) completed the dispatch of physical copies of Postal Ballot Notice dated 23rd July, 2015 and Explanatory Statement, alongwith the Postal Ballot Form and postage prepaid self addressed envelope to the members whose e-mail ids were not registered with the Company, in the permissible mode; and

(b) Sent copies of the Notice of Postal Ballot dated 23rd July, 2015 and Explanatory Statement alongwith Postal Ballot Form through electronic means to the Members whose e-mail Ids were registered with the Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Ltd and Depository Participant

The Company Secretary informed that the Company had published an advertisement in the Newspapers Free Press Journal (English) and Navshakti (Marathi) on Friday, 31st July, 2015, informing the Members about completion of dispatch of the Postal Ballot Notice on Thursday, 30th July, 2015. Further, the Members were intimated that the period for e-voting and physical voting through

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Postal Ballot Forms was made available from Friday, 31st July, 2015 (9.00 a.m.) till Saturday, 29th August, 2015 (6.00 p.m.).

The Scrutinizer after due scrutiny of the postal ballot forms received in physical form and the voting done through e-voting process, submitted her Report dated 31st August, 2015, on the resolution proposed in the Postal Ballot Notice dated 23rd July, 2015, as follows:

RESOLUTION NO. 1 : Special Resolution u/s 63 of the Companies Act, 2013, read with relevant Rules made thereunder, for Issue of Bonus Shares of Rs. 10/- each in the ratio of 1 (one) equity share for every 1 (one) equity share held by the Members of the Company.

Type of Resolution Required: **Special Resolution**

Mode of Voting : **Physical Postal Ballot Forms & E-Voting**

Promoter /Public	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3) = [(2)/(1)] x 100	Number of Votes in favour (4)	Number 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	5,09,09,822	5,09,09,822	100.00	5,09,09,822	0	100.00	0.00
Public Institutional Holders	4,36,65,958	*2,55,04,178	58.41	2,55,04,178	0	100.00	0.00
Public-Others	5,12,19,072	*2,41,41,515	47.13	2,41,37,127	4,388	99.98	0.02
Total	**14,57,94,852**	**10,05,55,515**	**68.97**	**10,05,51,127**	**4,388**	**99.996**	**0.004**

*Excludes invalid votes.

Based on the Scrutinizers Report, the Chairman of the Meeting, announced that the Special Resolution proposed in the Postal Ballot Notice dated 23rd July, 2015, was duly passed by the requisite majority 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 accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of

CHAIRMAN'S INITIALS

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Directors of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board of Directors/Finance Committee of the Board of Directors for capitalization of such sum as may be standing to the credit of the Securities Premium Account or Capital Redemption Reserve or any other Reserve (as may be permissible), as may be considered necessary and appropriate by the Board and/or the Finance Committee of the Board of Directors, for the purpose of issuance of bonus shares of ₹ 10/- (Rupees ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrar and Share Transfer Agents and the List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ("Record Date") as may be fixed in this regard by the Board of Directors and/or the Finance Committee of the Board of Directors, in the proportion of 1(one) equity share for every 1(one) existing equity share held by the Members.

RESOLVED FURTHER THAT Board/Finance Committee/Nomination & Remuneration Committee of the Board of Directors, be and are hereby, severally, authorized to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the employees of the Company under DHFL ESOP 2008 – Plan I, DHFL ESOP 2009 – Plan II, DHFL ESOP 2009 – Plan III and DHFL ESAR Scheme 2015 of the Company pursuant to the Securities and Exchange Board of India (Employee Stock Options Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and/or Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options as on the 'Record Date' (vested and unvested options, including lapsed and forfeited options available for reissue) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on 'Record Date' shall be appropriately adjusted.

RESOLVED FURTHER THAT the issue of Bonus shares to Non-Resident Shareholder(s) of the Company, if any, shall be subject, as required, to the approval of the Reserve Bank of India under the provisions of Foreign Exchange Management Act, 1999 and rules and regulations made thereunder.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank *pari passu* in all respects with fully paid-up Equity Shares of the Company as existing on the Record Date and shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board/Finance Committee/Nomination & Remuneration Committee of the Board be and are hereby authorized, severally, to do all such acts, deeds, matters and things and to take all such steps as may be necessary to give effect to the aforesaid resolution and to determine all terms and conditions of the issue of bonus shares as they may in their absolute discretion deem fit."

Dewan Housing Finance Corporation Ltd. 10th Floor, TCG Financial Building, BKC Road, Bandra (East), Mumbai - 400 051

CHAIRMAN'S INITIALS

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Thereafter the Chairman of the Meeting instructed the Company Secretary to place the Postal Ballot results on the website of the Company and submit the same to the Stock Exchanges, Depositories, and other agencies and publish the same in the newspaper for dissemination to the Members of the Company.

The above results were announced by the undersigned at 8.00 p.m. on Monday, 31st August, 2015 at the Registered Office of the Company.

Dheeraj Wadhawan
(DIN – 00096026)
Chairman of the Proceedings

Date of Signing: 7th September, 2015
Place : Mumbai

Date of Preparation – 4th September, 2015.

Dewan Housing Finance Corporation Ltd. 100, TCG Financial Centre, BKC Road, BKC, Bandra (East), Mumbai - 98.

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