DHFL/2014/CSD/117

29th September, 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
Scrip Code : 511072	**Scrip Code : DHFL**

Dear Sirs,

Sub.: ***Minutes of the announcement of results of the Postal Ballot, pursuant to Clause 31 (d) of Listing Agreement.***

In compliance with sub-clause (d) of Clause 31 of the Listing Agreement, enclosed please find the certified true copy of the Minutes of the announcement of results of the Postal Ballot on Wednesday, 10th September 2014, at 11.00 a.m (11.00 Hrs) at the Registered Office of the Company, 2nd Floor, Warden House, Sir P. M. Road, Fort, Mumbai 400 001.

Kindly acknowledge the receipt and take the same on your records.

Thanking you

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

Niti Arya
Company Secretary

Encl : As above

Minutes of the Announcement of Results of Postal Ballot on Wednesday, 10th September, 2014 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 24th July, 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 7th August, 2014:

(a) Completed the dispatch of Postal Ballot Notice dated 24th July, 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 24th July, 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 8th August, 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 24th July, 2014.

The Members were requested to return the Postal Ballot forms, duly completed and signed so as to reach the Scrutinizer on or before 6th September, 2014 or cast their votes electronically on or before 6.00 p.m. of 6th September, 2014.

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 9th September, 2014, on the resolutions proposed in the Postal Ballot notice dated 24th July, 2014, as follows:

Resolution No. 1:

Resolution under section 42 of the Companies Act, 2013 read with the rules made there under, for authorizing the Board of Directors to further issue Non- Convertible Debentures on Private Placement basis, during a period of one year, commencing from the date of declaration of result of this Postal Ballot Resolution :

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	**125**	**171**	**85607253**	
Ballots – Valid	**123**	**171**	85607103	
Ballots – Invalid	***2**	**0**	**150**	
Ballots – In favour of the Resolution	**120**	**149**	**83188225**	**97.17**
Ballots – Against the Resolution	**3**	**22**	**2418878**	**2.83**

*Includes one Member who 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 this Member through e-voting has been considered.

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	0	100.00	0.00
Public – Institutional holders	32634515	11971359	36.68	9555007	2416352	79.82	20.18
Public- Others	45562343	*23225922	50.98	23223396	2526	99.99	0.01
Total	**128606680**	**85607103**	**66.57**	**83188225**	**2418878**	**97.17**	**2.83**

*Excludes invalid votes represented by 150 Shares

Note :- One Member holding 20 (Twenty) Shares 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 vote cast by this Member, through e-voting has been considered by the Scrutinizer.

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 24th July, 2014, 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 was as under :

Resolution under section 42 of the Companies Act, 2013 read with the rules made there under, for authorizing the Board of Directors to further issue Non-Convertible Debentures on Private Placement basis, during a period of one year, commencing from the date of declaration of result of this Postal Ballot Resolution.

"**RESOLVED THAT** in partial modification of the Special Resolution passed by the members through Postal Ballot on 12th June, 2014, for issue of Securities on private placement basis, consent of the Company be and is hereby accorded in terms of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under {including any statutory modification(s) or re-enactment(s) thereof} and in accordance with (i) the provisions of SEBI (Issue & Listing of Debt Securities) Regulations, 2008 and amendment thereto; (ii) the Securities Contracts (Regulation) Act, 1956; (iii) the Memorandum and Articles of Association of the Company; and (iv) the Listing Agreement entered into/to be entered into by the Company with the National Stock Exchange of India Limited ("NSE")/ BSE Limited ("BSE"); (v) Housing Finance Companies Issuance of Non-Convertible Debentures on Private Placement Basis (NHB) Directions, 2014 and subject to the consent and such other approvals, permissions and sanctions as may be necessary and as per Housing Finance Companies (NHB), Directions, 2010 to the Board of Directors of the Company to issue further securities during a period of one year, commencing from the date of declaration of result of this Postal Ballot Resolution, by way of (a) Non-Convertible Secured Debentures, upto an additional amount of ₹ 15,500 crore, (b) Non- Convertible Subordinated Unsecured Debentures upto an additional amount of ₹ 500 crore, (c) Non- Convertible Perpetual Unsecured Debentures, upto an additional amount of ₹ 300 crore, to Scheduled Commercial Banks; Financial Institutions, Insurance Companies, Primary/State/ District/Central Co-operative Banks (subject to permission from RBI), Regional Rural Banks, Mutual Funds, Companies, Bodies Corporate authorized to invest in Debentures, Provident Funds, Superannuation & Pension Funds, subject to their Investment guidelines, Trust and any other investor category eligible to invest subject to current applicable rules, act, laws, etc. (the subscriber) on Private Placement Basis, inter alia, from time to time, in one or more combination, as may be deemed appropriate by the Board, such issue and allotment to be made at such time or times, in one or more tranches, under one or more shelf disclosure document/s and/ or one or more offer letter/s, at such price or prices, at such rate of interest, that may range between 9.50% & 12.50%

as may be decided by and deemed appropriate by the Board as per applicable laws and depending upon the prevailing yields, systematic liquidity tenure and market conditions including the discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made also considering other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency, as the Board may in its absolute discretion deem fit and appropriate ."

"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 aforesaid securities 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 aforesaid Securities, including but not limited to the listing with the stock exchanges and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of the aforesaid Securities, 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 aforesaid Securities issued on private placement basis."

The above results were announced by the undersigned at 11.00 a.m. on Wednesday, 10th September, 2014 at the Registered Office of the Company.

Sd/-

Kapil Wadhawan
Chairman & Managing Director

Place : Mumbai *Date of Preparation : 17th September, 2014.*
Date of Signing: 17th September, 2014