DEWAN HOUSING FINANCE CORPORATION LIMITED

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

Notice of Postal Ballot
(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

Notice is hereby given, to the Members of Dewan Housing Finance Corporation Limited for passing the following resolution through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 (including any statutory modification or re-enactment thereof for the time being in force).

In accordance with Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders is sought by way of postal Ballot. Accordingly, draft resolutions for the aforesaid purposes and the explanatory statement with reference thereto are enclosed along with a Postal Ballot Form for your consideration and doing the needful. Shri Mohammed Aabid of M/s. Aabid & Co., Practising Company Secretaries, Mumbai has been appointed as Scrutinizer for conducting the postal ballot process. You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating your assent (FOR) / dissent (AGAINST) for each resolution in the attached business reply envelope so as to reach the Scrutinizer on or before the close of working hours on Saturday, 16th July, 2011. Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received. The Scrutinizer will submit his report to the Chairman & Managing Director or any other Director of the Company after completion of the scrutiny of the postal ballots and the results thereof will be announced on Monday, 18th July, 2011, at the Registered Office of the Company at Second Floor, Warden House Sir P. M. Road, Fort, Mumbai 400 001.

Special Business:

1. Amendment in the Main Object Clause of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution.

"RESOLVED THAT purusant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter reffered to the Act) including any statutory modifications or re-enactment thereof for the time being in force, read with the Section 192A of the Act and the Companies (passing the Resolution by Postal Balot Rules, 2001 and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regards from the Registrar of Companies and/or any other appropriate authority and subject to such terms, condtions, amendments or modifications as may be required or suggested by any such appropriate authorites with the terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities with terms, conditions, amendments, or modifications, the Board of Directors (hereinafter refered to as "the Board"), which term shall include any of the duly authorised Committee or one or more Director(s) is authorised to accept as it may deem fit, the Main Object in the Object Clause of the Memorandum of Association of the Company be and is bereby altered by inserting the the following new clause number 1(a) after the exisitng main clause number 1 under Clase III A of the Memorandum of Association of the Company.

1(a) "To solicit and procure Insurance business as Corporate Agent in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto"

RESOLVED FURTHER THAT the Directors and / or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and excute all such agreements, documents, instruments and writings as may be required including filling of requsite forms, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and /or any other person(s) to give effect to this resolution."

By Order of the Board

Sd/-
S. Y. Sankhe
Company Secretary

Registered Office:
Warden House, 2nd Floor,
Sir P. M. Road, Fort, Mumbai - 400 001
Dated: 8th June, 2011

NOTES:

(1) The Explanatory Statements and reasons pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is annexed hereto and forms part of this Notice.
(2) Shri Mohammed Aabid of M/s. Aabid & Co., Practising Company Secretaries, Mumbai has been appointed as the Scrutinizer to receive and scrutinize the completed Postal Ballot Form received from the Members. The Postal Ballot Form and the business reply envelope are enclosed for use of the Members.
(3) All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11:00 a.m. and 1:00 p.m. upto Saturday, 16th July, 2011.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 1

Amendment in the Main Object Clause of the Company

To obtain licence/approval from Insurance Regulatory and Development Authority (IRDA) for functioning as Corporate Agent, the Company's Memorandum of Association is required to contain in the Main Object Clause, a specific object of soliciting or procurring insurance business as Corporate Agent.

Since the Company is registered with the National Housing Bank and having net owned fund of not less than Rs. 5 crore as per the last balance sheet it would be permited to under take insurance business as agent of insurance companies on fee basis without any risk participations.

The amendment and inclusion of the new sub – clause 1(a), as set out in resolution will fulfill the requirement of IRDA.

The Company intends to carry on the activities of insurance business as Corporate Agents in terms of Clause 1(a) of the Memorandum of Association. A copy of (a) the exisiting Memorandum of Association of the Company and (b) the Memorandum of Association incorporating the proposed amendment thereto will be available for inspection for the Members at the Registered Office of the Company between 10.00 a.m and 1.00 p.m on all working days, until Saturday, 16th July, 2011being the last date of the receipt of the Postal Ballots.

Your Directors consider that the resolution set out is in the interest of the company and therefore recommend the same for your approval. None of the Directors are interested or concerned in the above Special Resolution.

By Order of the Board

Sd/-
S. Y. Sankhe
Company Secretary

Registered Office:
Warden House, 2nd Floor,
Sir P. M. Road, Fort, Mumbai - 400 001.
Dated: 8th June, 2011