Changing Rules Changing Lives

Dewan Housing Finance Corporation Ltd.,
Corporate Office : TCG Financial Center,
10th Floor, BKC Road, Bandra Kurla Complex,
Bandra (East), Mumbai - 400098.

T: (022) 66006999
F: (022) 66006998

Ref. No. : DHFL/CSD/2016/ 358

The Manager Listing Department Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax no. 2272 2082 / 3132/ 3121	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	**DHFL**

Dear Sirs,

Sub : ***Declaration of Result of the Postal Ballot as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations"***

We refer to our intimation No. DHFL/ CSD/2016/ 354 dated 23rd February, 2016 regarding Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, for seeking consent of the Members of the Company, by way of Special Resolution under Sections 62(1)(c), 42 of the Companies Act, 2013, read with the relevant rules and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 as amended from time to time, for issue of warrants on preferential basis, convertible into equivalent number of equity shares of ₹ 10/- each, to M/s. Wadhawan Global Capital Private Limited, (CIN –U67110MH2010PTC204063) ("**Proposed Allottee**"), Promoter Group Entity

Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, who was appointed as Scrutinizer by the Board of Directors of the Company at their meeting, held on 20th January, 2016, for the aforesaid Postal Ballot process, has submitted her report dated 29th February, 2016. In accordance with the said report, the Members of the Company have duly approved the Special Resolution as embodied in the Postal Ballot Notice dated 20th January, 2016 with the requisite majority. The results of the subject Postal Ballot Notice was accordingly declared today.

Pursuant to Regulation 44 of Listing Regulations the details of voting results is enclosed herewith for your information and records.

A duly certified copy of the report of the Scrutinizer in this regard is also enclosed herewith.

Kindly acknowledge receipt and take the same on records.

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

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

Niti Arya
Company Secretary
FCS No. - 5586

Encl : as above

Date : 29th February, 2016
Place: Mumbai

DEWAN HOUSING FINANCE CORPORATION LIMITED
Corporate Identification Number (CIN) – L65910MH1984PLC032639
Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai – 400098,
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 RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations", consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 20th January, 2016 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Special Resolution together with the statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Form, either through physical submission of Postal Ballot Forms by the Members of the Company in postage pre-paid self addressed envelope or through e-voting was Friday, 26th February, 2016. 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 Report and basis the report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting, by the Members, it is hereby declared, that the Special Resolution as set out in the Postal Ballot Notice dated 20th January, 2016, have been duly passed by the Members of the Company with requisite majority.

The details of the voting results of the Special Resolution passed through Postal Ballot process (including e- voting) are reproduced hereunder :

1.	Date of Declaration of Postal Ballot Results	Monday, 29th February, 2016
2.	Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos –Beneficiary Position)	72,295 equity shareholder (as on Wednesday, 20th January, 2016)
3.	No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
	Promoters and Promoter Group:	
	Public:	
4.	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
	Promoters and Promoter Group:	
	Public:	

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

Agenda – wise disclosure

Resolution required : Special Resolution	Special Resolution under Sections 62(1)(c), 42 of the Companies Act, 2013 read with the relevant rules and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 for issue of warrants, convertible into equivalent number of equity shares of ₹ 10/- each on preferential basis to the Promoter Group Entity i.e. M/s Wadhawan Global Capital Private Limited.
Whether promoter /promoter group are interested n the agenda/resolution?	**Yes**

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares (3)+[(2)/(1)] *100	No. of Votes in favour	No. of Votes in against	% 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	**E-voting**	**101819644**	NIL	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		NIL	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		NIL	N.A.	N.A.	N.A.	N.A.	N.A.
Public Institution	**E-voting**	**108586874**	54998671*	50.65	52508870	2489801	95.47	4.53
	Postal Ballot		**0**	0.00	**0**	**0**	0.00	0.00
	Total		**54998671***	**50.65**	**52508870**	**2489801**	**95.47**	**4.53**
Public-Non Institutions	**E-voting**	**81373422**	120428	0.15	95895	24533	79.63	20.37
	Postal Ballot		33422503*	41.07	33421297	1206	99.9964	0.0036
	Total		**33542931***	**41.22**	**33517192**	**25739**	**99.92**	**0.08**
TOTAL		**291779940**	**88541602***	**30.35**	**86026062**	**2515540**	**97.16**	**2.84**

*Excludes invalid votes.



The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,
for Dewan Housing Finance Corporation Limited



Niti Arya
Company Secretary
FCS - 5586

Date : 29th February, 2016
Place : Warden House, 2nd Floor,
Sir P.M. Road, Road, Fort, Mumbai - 400001

Encl : as above

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gn
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 29.02.2016.

To,
The Chairman & Managing Director,
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 Resolution as included in Postal Ballot Notice dated 20.01.2016**

Dear Sir,

The Board of Directors of the Company at its Meeting held on 20.01.2016 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 Resolution u/s 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any statutory modification(s) or re-enactment thereof for the time being in force) for Issue of warrants on Preferential basis to Promoter Group Entity i.e. Wadhawan Global Capital Private Limited.

I submit my Report as under: -

1.1. The Company has completed the dispatch of Postal Ballot Papers, through Registered Post along with postage prepaid business reply envelope to its Members on 27.01.2016. The Company has also completed on 27.01.2016 the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting.

1.2 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.

1.3 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.

1.4 In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-voting communications received up to the close of working hours i.e. 6.00 p.m on 26.02.2016, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.

1.5 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.

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

Contd...2

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

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

Jayshree S. Joshi
B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS

PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.c
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES
COMPANY SECRETARIES

2. Voting Pattern of Special Resolution passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

RESOLUTION NO. 1: Special Resolution under Section 62(1)(c), 42 of the Companies Act, 2013 read with the relevant rules and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 for issue of warrants Convertible into equal number of Equity Shares of Rs. 10/- each on preferential basis to Promoter Group Entity i.e. Wadhawan Global Capital Private Limited.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)] x 100	No. of Votes – in favour (4)	No. 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	E-Voting	101819644	NIL	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		NIL	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		NIL	N.A.	N.A.	N.A.	N.A.	N.A.
Public – Institutions	E-Voting	108586874	54998671*	50.65	52508870	2489801	95.47	4.53
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		54998671*	50.65	52508870	2489801	95.47	4.53
Public-Non Institutions	E-Voting	81373422	120428	0.15	95895	24533	79.63	20.37
	Postal Ballot		33422503*	41.07	33421297	1206	99.9964	0.0036
	Total		33542931*	41.22	33517192	25739	99.92	0.08
Total		291779940	88541602*	30.35	86026062	2515540	97.16	2.84

*Excludes invalid votes.

3. To conclude, the aforesaid Special Resolution is passed with the requisite majority.

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

Thanking You,

Jayshree S. Joshi

JAYSHREE S. JOSHI
FCS 1451, CP 487

Dewan Housing Finance Corporation Ltd. 10th Floor, Tower 3, The Financial Quadrangle, BKC, Bandra (East), Mumbai