

Certified true copy of the Special Resolution passed by Members of the Company through postal ballot and result whereof was declared on 31st August, 2015.

Approval for the Issue of Bonus Shares in the ratio of 1:1 for the approval of Members of the Company ;

“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 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.

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.

Tel.: (022) 6600 6999

Fax No.: (022) 6600 6998

Toll Free No.: 1800 22 3435

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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.”

CERTIFIED TO BE TRUE EXTRACT
for Dewan Housing Finance Corporation Ltd.


Niti Arya

Company Secretary

FCS No. - F5586

Address : 10th Floor, TCG Financial Centre,
BKC Road, Bandra-Kurla Complex, Bandra (e),
Mumbai - 400 098.



Date: 31st August, 2015

Place: Mumbai

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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As the Members are aware that the Equity Shares of the Company are listed and actively traded on National Stock Exchange of India Ltd and BSE Ltd. the price of the Equity shares of the Company on the Stock Exchanges has also increased significantly over the last 2 years. Thus, with a view to improve the liquidity of the equity shares of the Company in the stock market, to make it affordable for the small investors and to expand the retail shareholders base, the Board of Directors of the Company at its meeting held on Thursday, 23rd July 2015 recommended issue of Bonus Shares to the Members of the Company in the ratio of 1:1 (One share for every one share held) subject to approval of the Members of the Company. The Record Date for the purpose, to be fixed by the Board of Directors or the Finance Committee of the Board of Directors. The present paid-up Equity Share Capital of the Company is ₹ 145,79,48,520 consisting of 14,57,94,852 equity shares of ₹ 10/- each. Thus, issue of subject bonus shares shall be well within the ambit of the Authorized Equity Share Capital of the Company. At present, the Authorized Equity Share Capital of the Company stands at ₹ 7,48,00,00,000 divided into 74,80,00,000 Equity shares of face value of ₹ 10/- each.

The issue of Bonus Shares will require appropriate adjustment with respect to all options under various Employee Stock Option Plans and Employee Stock Appreciation Rights Plan of the Company, such that all the options outstanding on the Record Date, both vested and unvested including lapsed and forfeited options available for reissue, shall be proportionately adjusted.

Thus, the approval of the Members of the Company is sought for capitalization of the amount standing to the credit of the Securities Premium Account or Capital Redemption Reserve or such other Reserve (as may be permissible) and available for capitalization, for the purpose of issue of bonus shares, as the Board or the Finance Committee of the Board, may deem fit and appropriate subject to such terms and conditions as set out in the resolution.

The Bonus Shares so allotted shall rank *pari passu* in all respects including dividend with the existing equity shares of the Company. The proposed issue of Bonus Shares will be made in accordance with the provisions of Companies Act, 2013 and relevant Rules framed there under and guidelines/ regulations issued by the Securities Exchange Board of India from time to time and subject to such approvals, as may be required, from the statutory authorities. Further, it is proposed to authorize the Board of Directors / Committees of the Board (i.e. Finance Committee / Nomination and Remuneration Committee) to complete all the regulatory formalities prescribed

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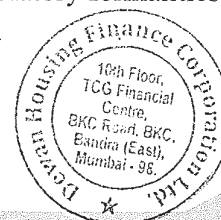
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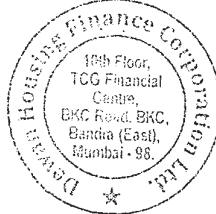
by SEBI, Stock Exchanges on which the shares of the Company are listed and / or by any other regulatory or statutory authority(ies) in connection with the issue of Bonus Shares.

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for Dewan Housing Finance Corporation Ltd.


Niti Arya
Company Secretary

FCS No. - F5586

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