

Ref. No. : DHFL/CSD/2017/ 690

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
<b>Scrip Code : 511072</b>	<b>DHFL</b>

Dear Sirs,

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

In continuation to our Letter No. DHFL/ CSD/2017/684, dated 15<sup>th</sup> February, 2017, the Company had issued Postal Ballot Notice, 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/ approval of the Members of the Company in respect of the following proposals:

1. Re-classification of Authorised Share Capital of the Company;
2. Alteration of the Memorandum of Association of the Company upon reclassification of Authorised Share Capital of the Company;
3. Issue and Offer of 7,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1,000 each at a premium of Rs. 2,000 per NCRCPs on a private placement basis – Offer-1;
4. Issue and Offer of 5,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1,000 each at a premium of Rs. 2,000 per NCRCPs on a private placement basis– Offer-2;
5. Issue and Offer of 4,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1,000 each at a premium of Rs. 2,000 per NCRCPs on a private placement basis– Offer-3;
6. Issue and Offer of 3,50,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1,000 each at a premium of Rs. 2,000 per NCRCPs on a private placement basis – Offer-4;
7. Issue and Offer of 3,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1,000 each at a premium of Rs. 2,000 per NCRCPs on a private placement basis – Offer-5;
8. Issue and Offer of 2,50,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1,000 each at a premium of Rs. 2,000 per NCRCPs on a private placement basis – Offer-6



**Corporate Office :** TCG Financial Center,  
10th Floor, BKC Road, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400098.  
T: (022) 66006999  
F: (022) 66006998

We wish to inform you that 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 16<sup>th</sup> January, 2017, for the aforesaid Postal Ballot process, has submitted her report dated 21<sup>st</sup> February, 2017. In accordance with the said report, the Members of the Company have duly approved the Resolutions as embodied in the Postal Ballot Notice dated 16<sup>th</sup> January, 2017 with the requisite majority. The result of the subject Postal Ballot Notice was accordingly declared today i.e. 22<sup>nd</sup> February, 2017.

Pursuant to Listing Regulations the details of voting result in the prescribed format 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**

  
**Niti Arya**  
**Company Secretary**  
FCS No. - 5586



*Encl : as above*

Date : 22<sup>nd</sup> February, 2017  
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](http://www.dhfl.com), email – [response@dhfl.com](mailto: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 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 Resolutions as set out in the Postal Ballot Notice dated 16<sup>th</sup> January, 2017 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolutions together with the explanatory 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 Monday, 20<sup>th</sup> February, 2017. 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 all the Resolutions as set out in the Postal Ballot Notice dated 16<sup>th</sup> January, 2017, have been duly passed by the Members of the Company with requisite majority.

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

1.	Date of Declaration of Postal Ballot Results	Wednesday, 22 <sup>nd</sup> February, 2017
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)	98,039 equity shareholders (as on Friday, 13 <sup>th</sup> January, 2017)



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:	



Agenda – wise disclosure

1. Resolution No. 1

Resolution required : Ordinary Resolution	Re-classification of Authorised Share Capital of the Company
Whether promoter /promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>123049714</b>	<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.0000	0	0	0.00	0.00
	<b>Total</b>	<b>101425216</b>	<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public – Non Institutions	E-Voting	88650814	21374463	24.11	21362874	11589	99.95	0.05
	*Postal Ballot		2014561	2.27	2014561	0	100.00	0.00
	<b>Total</b>	<b>88650814</b>	<b>23389024</b>	<b>26.38</b>	<b>23377435</b>	<b>11589</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>313125744</b>	<b>165620547</b>	<b>52.89</b>	<b>154451808</b>	<b>11168739</b>	<b>93.26</b>	<b>6.74</b>

\*Excludes Invalid Votes

Result : Resolution Passed by requisite majority



## 2. Resolution No. 2

<b>Resolution required : Ordinary Resolution</b>	Alteration of the Memorandum of Association of the Company upon re-classification of Authorised Share Capital of the Company.
<b>Whether promoter /promoter group are interested in agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>123049714</b>	<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>19181809</b>	<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public - Non Institutions	E-Voting	88650814	21372883	24.11	21360733	12150	99.94	0.06
	*Postal Ballot		2014561	2.27	2014561	0	100.00	0.00
	<b>Total</b>	<b>23387444</b>	<b>23387444</b>	<b>26.38</b>	<b>23375294</b>	<b>12150</b>	<b>99.95</b>	<b>0.05</b>
<b>Total</b>		<b>313125744</b>	<b>165618967</b>	<b>52.89</b>	<b>154449667</b>	<b>11169300</b>	<b>93.26</b>	<b>6.74</b>

\*Excludes Invalid Votes

Result : Resolution Passed by requisite majority



3. Resolution No. 3

<b>Resolution required : Special Resolution</b>	Issue and Offer of 7,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000 each at a premium of Rs. 2000 per NCRCPs on a private placement basis – Offer-1
<b>Whether promoter /promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public - Non Institutions	E-Voting	88650814	21373813	24.11	21358634	15179	99.93	0.07
	*Postal Ballot		2014636	2.27	2014636	0	100.00	0.00
	<b>Total</b>		<b>23388449</b>	<b>26.38</b>	<b>23373270</b>	<b>15179</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>		<b>313125744</b>	<b>165619972</b>	<b>52.89</b>	<b>154447643</b>	<b>11172329</b>	<b>93.25</b>	<b>6.75</b>

\*Excludes Invalid Votes

Result : Resolution Passed by requisite majority



4. Resolution No. 4

<b>Resolution required : Special Resolution</b>	Issue and Offer of 5,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000 each at a premium of Rs. 2000 per NCRCPs on a private placement basis- Offer-2
<b>Whether promoter /promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>123049714</b>	<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>101425216</b>	<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public - Non Institutions	E-Voting	88650814	21373768	24.11	21357468	16300	99.92	0.08
	*Postal Ballot	0	2014636	2.27	2014636	0	100.00	0.00
	<b>Total</b>	<b>88650814</b>	<b>23388404</b>	<b>26.38</b>	<b>23372104</b>	<b>16300</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>313125744</b>	<b>165619927</b>	<b>52.89</b>	<b>154446477</b>	<b>11173450</b>	<b>93.25</b>	<b>6.75</b>

\*Excludes Invalid Votes

Result : Resolution Passed by requisite majority





5. Resolution No. 5

<b>Resolution required : Special Resolution</b>	Issue and Offer of 4,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000 each at a premium of Rs. 2000 per NCRCPs on a private placement basis- Offer-3
<b>Whether promoter /promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public - Non Institutions	E-Voting	88650814	21372727	24.11	21357481	15246	99.93	0.07
	*Postal Ballot		2014636	2.27	2014636	0	100.00	0.00
	<b>Total</b>		<b>23387363</b>	<b>26.38</b>	<b>23372117</b>	<b>15246</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>313125744</b>	<b>165618886</b>	<b>52.89</b>	<b>154446490</b>	<b>11172396</b>	<b>93.25</b>	<b>6.75</b>

\*Excludes Invalid Votes

Result : Resolution Passed by requisite majority



6. Resolution No. 6

<b>Resolution required : Special Resolution</b>	Issue and offer of 3,50,000 Non Convertible Redeemable Cumulative Preference Shares ( NCRCPs) of Rs 1000 each at a premium of Rs. 2000 per NCRCPs on a private placement basis- Offer 4
<b>Whether promoter /promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public – Non Institutions	E-Voting	88650814	21373463	24.11	21357638	15825	99.93	0.07
	*Postal Ballot		2014636	2.27	2014636	0	100.00	0.00
	<b>Total</b>		<b>23388099</b>	<b>26.38</b>	<b>23372274</b>	<b>15825</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>313125744</b>	<b>165619622</b>	<b>52.89</b>	<b>154446647</b>	<b>11172975</b>	<b>93.25</b>	<b>6.75</b>

\*Excludes Invalid Votes

Result: Resolution Passed by requisite majority



7. Resolution No. 7

<b>Resolution required : Special Resolution</b>	Issue and Offer of 3,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000 each at a premium of Rs. 2000 per NCRCPs on a private placement basis – Offer-5
<b>Whether promoter /promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public - Non Institutions	E-Voting	88650814	21373663	24.11	21358214	15449	99.93	0.07
	*Postal Ballot		2014636	2.27	2014636	0	100.00	0.00
	<b>Total</b>		<b>23388299</b>	<b>26.38</b>	<b>23372850</b>	<b>15449</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>313125744</b>	<b>165619822</b>	<b>52.89</b>	<b>154447223</b>	<b>11172599</b>	<b>93.25</b>	<b>6.75</b>

\*Excludes Invalid Votes

Result : Resolution Passed by requisite majority



8. Resolution No. 8

<b>Resolution required : Special Resolution</b>	Issue and Offer of 2,50,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000 each at a premium of Rs. 2000 per NCRCPs on a private placement basis – Offer-6
<b>Whether promoter /promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>123049714</b>	<b>123049714</b>	<b>100.00</b>	<b>123049714</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	*E-Voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>101425216</b>	<b>19181809</b>	<b>18.91</b>	<b>8024659</b>	<b>11157150</b>	<b>41.83</b>	<b>58.17</b>
Public - Non Institutions	E-Voting	88650814	21372424	24.11	21356859	15565	99.93	0.07
	*Postal Ballot	0	2014636	2.27	2014636	0	100.00	0.00
	<b>Total</b>	<b>88650814</b>	<b>23387060</b>	<b>26.38</b>	<b>23371495</b>	<b>15565</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>313125744</b>	<b>165618583</b>	<b>52.89</b>	<b>154445868</b>	<b>11172715</b>	<b>93.25</b>	<b>6.75</b>

\*Excludes Invalid Votes

Result : Resolution Passed by requisite majority



The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,  
*for Dewan Housing Finance Corporation Limited*



**Kapi Wadhawan**  
**Chairman & Managing Director**  
**DIN : 00028528**

*Date : 22<sup>nd</sup> February, 2017*

*Place: Mumbai*

*Encl : as above*

Jayshree S. Joshi

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



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

**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 21.02.2017

To,  
The Chairman & Managing Director,  
DEWAN HOUSING FINANCE CORPORATION LIMITED  
Warden House, 2<sup>nd</sup> Floor,  
Sir P.M. Road, Fort,  
Mumbai- 400001

Sub: Result of Postal Ballot conducted in respect of the Resolutions as included in Postal Ballot Notice dated 16.01.2017

Dear Sir,

The Board of Directors of the Company at its Meeting held on 16.01.2017 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 Resolutions as included in the Postal Ballot Notice dated 16.01.2017 .

I submit my Report as under: -

- 1.1. The Company has completed the dispatch of Postal Ballot Papers, through Courier/Registered Post along with postage prepaid business reply envelope to its Members on 21.01.2017. The Company has also completed on 20.01.2017 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. 5.00 p.m on 20.02.2017, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.



Contd...2

Jayshree S. Joshi

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



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

**JAYSHREE DAGLI & ASSOCIATES**  
COMPANY SECRETARIES

:: 2 ::

- 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.
2. Voting Pattern of the Resolutions passed through Postal Ballot under Section 110 of the Companies Act, 2013 is given in attachment hereto marked as 'Annexure'
3. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

*Jayshree S. Joshi*  
JAYSHREE S. JOSHI  
FCS 1451, CP 487

*h*

ANNEXURE

Name of the Company: DEWAN HOUSING FINANCE CORPORATION LIMITED

Resolution No.:1 - Re-classification of Authorised Share Capital of the Company. (Ordinary Resolution)

Whether promoter/promoter group are interested in the agenda/Resolution ?										No	
Category	Mode of Voting	No. of Shares Held (1)	No. of Shares 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 (6) = [(4)/(2)] x 100	% of Votes against (7) = [(5)/(2)] x 100			
Promoter and Promoter Group	E-voting		123049714	100.00	123049714	0	100.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	Total		123049714	100.00	123049714	0	100.00	0.00			
Public - Institutions	*E-voting		19181809	18.91	8024659	11157150	41.83	58.17			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	Total		19181809	18.91	8024659	11157150	41.83	58.17			
Public - Non Institutions	E-voting		21374463	24.11	21362874	11589	99.95	0.05			
	*Postal Ballot		88650814	2.27	2014561	0	100.00	0.00			
	Total		23399024	26.38	23377435	11589	99.95	0.05			
Total		313125744	165620547	52.89	154451808	11168739	93.26	6.74			

\*Excludes Invalid Votes

**Result: Resolution passed by majority**



Name of the Company: DEWAN HOUSING FINANCE CORPORATION LIMITED

Resolution No.2 - Alteration of the Memorandum of Association of the Company upon re-classification of Authorised Share Capital of the Company. (Ordinary Resolution)

Category	Mode of Voting	No. of Shares Held (1)	No. of Shares Polled (2)	% of Votes Polled on Outstanding Shares (3) = [(2)/(1)] x 100	No. of Votes in Favour (4)	No. of Votes against (5)	No	
							% of Votes in Favour (6) = [(4)/(2)] x 100	% of Votes against (7) = [(5)/(2)] x 100
Promoter and Promoter Group	E-voting		123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	100.00	123049714	0	100.00	0.00
Public - Institutions	*E-voting		19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot	101425216	0	0.00	0	0	0.00	0.00
	Total		19181809	18.91	8024659	11157150	41.83	58.17
Public - Non Institutions	E-voting		21372883	24.11	21360733	12150	99.94	0.06
	*Postal Ballot	88650814	2014561	2.27	2014561	0	100.00	0.00
	Total		23387444	26.38	23375294	12150	99.95	0.05
Total		313125744	165618967	52.89	154449667	11169300	93.26	6.74

\*Excludes Invalid Votes

Result: Resolution passed by majority

Name of the Company: DEWAN HOUSING FINANCE CORPORATION LIMITED

RESOLUTION NO. 3: Issue and Offer of 7,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000/- each at a premium of Rs.2000/- per NCRCPs on a private placement basis – Offer-1. (Special Resolution)

Category	Whether promoter/promoter group are interested in the agenda/Resolution ?							No	
	Mode of Voting	No. of Shares Held (1)	No. of Shares 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 (6) = [(4)/(2)] x 100	% of Votes against (7) = [(5)/(2)] x 100	
Promoter and Promoter Group	E-voting	123049714	123049714	100.00	123049714	0	100.00	0.00	
	Postal Ballot Total	0	0	0.00	0	0	0.00	0.00	
Public - Institutions	*E-voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17	
	Postal Ballot Total	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-voting	88650814	21373813	24.11	21358634	15179	99.93	0.07	
	Postal Ballot Total	0	2014636	2.27	2014636	0	100.00	0.00	
Total		313125744	165619972	52.89	154447643	11172329	93.25	6.75	

\*Excludes Invalid Votes

Result: Resolution passed by Requisite majority

Name of the Company: DEWAN HOUSING FINANCE CORPORATION LIMITED

RESOLUTION NO. 4: Issue and Offer of 5,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000/- each at a premium of Rs.2000/- per NCRCPs on a private placement basis-- Offer-2. (Special Resolution)

Whether promoter/promoter group are interested in the agenda/Resolution ?							No	
Category	Mode of Voting	No. of Shares Held (1)	No. of Shares 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 (6) = [(4)/(2)] x 100	% of Votes against (7) = [(5)/(2)] x 100
Promoter and Promoter Group	E-voting		123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	100.00	123049714	0	100.00	0.00
Public - Institutions	*E-voting	101425216	19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		19181809	18.91	8024659	11157150	41.83	58.17
Public-Non Institutions	E-voting		21373768	24.11	21357468	16300	99.92	0.08
	*Postal Ballot	88650814	2014636	2.27	2014636	0	100.00	0.00
	Total		23388404	26.38	23372104	16300	99.93	0.07
Total		313125744	165619927	52.89	154446477	11173450	93.25	6.75

\*Excludes Invalid Votes

Result: Resolution passed by Requisite majority

Name of the Company: **DEWAN HOUSING FINANCE CORPORATION LIMITED**

RESOLUTION NO. 5: Issue and Offer of 4,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000/- each at a premium of Rs. 2000/- per NCRCPs on a private placement basis – Offer-3. (Special Resolution)

Category	Mode of Voting	No. of Shares Held (1)	No. of Shares Polled (2)	% of Votes Polled on Outstanding Shares (3) = [(2)/(1)] x 100	No. of Votes in Favour (4)	No. of Votes against (5)	Whether promoter/promoter group are interested in the agenda/Resolution?	
							% of Votes in Favour (6) = [(4)/(2)] x 100	% of Votes against (7) = [(5)/(2)] x 100
Promoter and Promoter Group	E-voting		123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	100.00	123049714	0	100.00	0.00
Public - Institutions	*E-voting		19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot	101425216	0	0.00	0	0	0.00	0.00
	Total		19181809	18.91	8024659	11157150	41.83	58.17
Public -Non Institutions	E-voting		21372727	24.11	21357481	15246	99.93	0.07
	*Postal Ballot	88650814	2014636	2.27	2014636	0	100.00	0.00
	Total		23387363	26.38	23372117	15246	99.93	0.07
Total		313125744	165618886	52.89	154446490	11172396	93.25	6.75

\*Excludes Invalid Votes

**Result: Resolution passed by Requisite majority**

Name of the Company: DEWAN HOUSING FINANCE CORPORATION LIMITED

RESOLUTION NO. 6: Issue and Offer of 3,50,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000/- each at a premium of Rs. 2000/- per NCRCPs on a private placement basis - Offer-4 (Special Resolution)

Category	Mode of Voting	No. of Shares Held (1)	No. of Shares Polled (2)	% of Votes Polled on Outstanding Shares (3) = [(2)/(1)] x 100	No. of Votes in Favour (4)	No. of Votes against (5)	No	
							% of Votes in Favour (6) = [(4)/(2)] x 100	% of Votes against (7) = [(5)/(2)] x 100
Promoter and Promoter Group	E-voting		123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	100.00	123049714	0	100.00	0.00
Public - Institutions	*E-voting		19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		19181809	18.91	8024659	11157150	41.83	58.17
Public - Non Institutions	E-voting		21373463	24.11	21357638	15825	99.93	0.07
	Postal Ballot		88650814	2.27	2014636	0	100.00	0.00
	Total		23888099	26.38	23372274	15825	99.93	0.07
Total		313125744	165619622	52.89	154446647	11172975	93.25	6.75

\*Excludes Invalid Votes

Result: Resolution passed by Requisite majority

**Name of the Company: DEWAN HOUSING FINANCE CORPORATION LIMITED**

**RESOLUTION NO. 7: Issue and Offer of 3,00,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) of Rs. 1000/- each at a premium of Rs. 2000/- per NCRCPs on a private placement basis – Offer-5 (Special Resolution)**

Whether promoter/promoter group are interested in the agenda/Resolution?							No	
Category	Mode of Voting	No. of Shares Held (1)	No. of Shares Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[(2)/(1)] \times 100$	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in Favour (6) = $[(4)/(2)] \times 100$	% of Votes against (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	E-voting		123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	100.00	123049714	0	100.00	0.00
Public - Institutions	*E-voting		19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		19181809	18.91	8024659	11157150	41.83	58.17
Public -Non Institutions	E-voting		21373663	24.11	21358214	15449	99.93	0.07
	*Postal Ballot		88650814	2.27	2014636	0	100.00	0.00
	Total		23388299	26.38	23372850	15449	99.93	0.07
Total			313125744	52.89	154447223	11172599	93.25	6.75

\*Excludes Invalid Votes

**Result: Resolution passed by Requisite majority**

Name of the Company: DEWAN HOUSING FINANCE CORPORATION LIMITED

RESOLUTION NO. 8: Issue and Offer of 2,50,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRPCS) of Rs. 1000/- each at a premium of Rs. 2000/- per NCRPCS on a private placement basis – Offer-6 (Special Resolution)

Whether promoter/promoter group are interested in the agenda/Resolution ?							No	
Category	Mode of Voting	No. of Shares Held (1)	No. of Shares 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 (6) = [(4)/(2)] x 100	% of Votes against (7) = [(5)/(2)] x 100
Promoter and Promoter Group	E-voting		123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	100.00	123049714	0	100.00	0.00
Public - Institutions	*E-voting		19181809	18.91	8024659	11157150	41.83	58.17
	Postal Ballot	101425216	0	0.00	0	0	0.00	0.00
	Total		19181809	18.91	8024659	11157150	41.83	58.17
Public - Non Institutions	E-voting		21372424	24.11	21356859	15565	99.93	0.07
	*Postal Ballot	88650814	2014636	2.27	2014636	0	100.00	0.00
	Total		23387060	26.38	23371495	15565	99.93	0.07
Total		313125744	165618583	52.89	154445968	11172715	93.25	6.75

\*Excludes Invalid Votes

Result: Resolution passed by Requisite majority



*(Handwritten signature)*