



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 – 4000098, Tel. : (022) 6600 6999, Fax: (022) 6600 6998

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Proceedings of the Thirty First Annual General Meeting of the Members of Dewan Housing Finance Corporation Ltd held on Thursday, 23rd July, 2015 at 12.00 noon.

As per the Notice dated 29th April 2015, the Thirty First Annual General Meeting (AGM) of the Company was held on Thursday, 23rd July, 2015 at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium, (NSE Building), Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

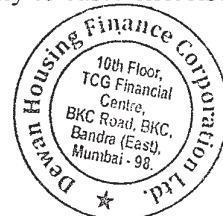
Mr. Kapil Wadhawan - Chairman & Managing Director of the Company presided over the proceedings and welcomed the Members to the Thirty First AGM of the Company.

A total of 254 Members attended the AGM including 12 Members being present through proxy, as per the Members attendance register. All the Directors of the Company were present at the AGM. The representatives of the Joint Statutory Auditors and the Secretarial Auditors were also present at the AGM.

The Chairman introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members the notice being already circulated was taken as read.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 and its future outlook. Further, he announced that the Board of Directors at their Board Meeting held in the morning on the same day i.e. 23rd July, 2015, had subject to the approval of the Members of the Company, recommended an issue of bonus shares in the ratio of 1:1, i.e. one additional equity shares for every one equity share held.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through National Securities Depository Limited (NSDL) to enable the Members of the Company to cast / exercise their



vote(s) electronically on the agenda items specified in the Notice of the 31st AGM. The remote e-voting period had commenced on 20th July, 2015 at 9.00 a.m. and ended on 22nd July, 2015 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mrs. Jayshree S. Joshi (FCS No. 1451), Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 31st AGM.

The Chairman then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31st March 2015 along with Auditors and Directors Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman proposed item no 1, to be passed as an ordinary resolution, relating to Consideration and adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Joint Statutory Auditors thereon, was proposed and seconded by the Members.

Then, the Chairman proposed item no. 2, to be passed as an ordinary resolution, relating to confirmation of the payment of Interim Dividend and declaration of the Final Dividend on the equity shares, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 3, to be passed as an ordinary resolution, relating to appointment of a Director in place of Mr. Dheeraj Wadhawan (DIN:00096026) who retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 4, to be passed as an ordinary resolution, relating to ratification for appointment of Joint Statutory Auditors of the Company, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 5, to be passed as an ordinary resolution, relating to re-appointment of Mr. Kapil Wadhawan (DIN: 00028528) as the Managing Director (designated as the Chairman & Managing Director) of the Company, and the same was proposed and seconded by the Members.



Then, the Chairman proposed item no. 6, to be passed as an ordinary resolution, relating to appointment of Ms. Vijaya Sampath (DIN: 006411110) as a Director of the Company and as an Independent Director of the Company, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 7, to be passed as an ordinary resolution, relating to approval for payment of commission to Non- Executive Directors (including Independent Directors) of the Company, and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 8, to be passed as a special resolution, relating to Issuance of Non – Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis, and the same was proposed and seconded by the Members.

The Chairman then ordered for the poll on all the agenda items as stated in Notice of 31st AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the Auditorium.

He, then, requested Mrs. Jayshree S. Joshi, Scrutinizers for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairman announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report shall be announced on 25th July, 2015 at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) and would be available at the Registered Office of the Company.

The Chairman thanked all the Members for their presence and support and after the casting of the votes by all the Members present at the 31st AGM stood closed.

Based on the Scrutinizers consolidated Report on voting, all the resolutions contained in the Notice of the 31st Annual General Meeting were approved by the requisite majority of the Members and accordingly, all the resolutions were declared to be passed on the date of AGM date i.e. 23rd July, 2015.



The consolidated scrutinizer report was uploaded on the website of the Company. Further the results in the format prescribed under Clause 35A of the Listing Agreement were notified to the BSE and NSE .

for Dewan Housing Finance Corporation Ltd.

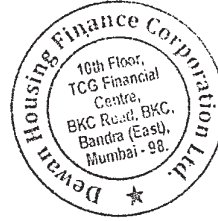


Niti Arya

Company Secretary

FCS No. - F5586

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



Date: 11th August, 2015

Place: Mumbai