

Details of Voting results

Name of the Company : **Dewan Housing Finance Corporation Limited**
Date of AGM : **24th July, 2014**
Total number of Shareholders as on record date : **27,505**

Number of Shareholders present in the Annual General Meeting either in person or through proxy :

- (a) Promoter and Promoter Group : **4**
- (b) Public : **214**

Number of Shareholders attended the meeting through video conferencing

- (a) Promoter and Promoter Group : **Not Applicable**
- (b) Public : **Not Applicable**

Details of Agenda :

Pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 and the rules prescribed thereunder, the Company had provided the e-voting facility to the members, to cast their vote/s on all the resolutions mentioned in the Notice of the 30th Annual General Meeting. The Members attending the Annual General Meeting either in person or through proxy, and who had not casted their vote through electronic mode were provided with the facility to cast their vote on all the resolutions, through the poll at the 30th Annual General Meeting.

The details of Agenda are as under :

Item No.	Type of Resolution	Detail of Resolution	Mode of Voting (E-voting/ Poll)
1	Ordinary	Adoption of the Financial Statements of the Company for the year ended 31 st March, 2014, including Audited Balance Sheet as at 31 st March, 2014, the Statement of the Profit & Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.	E-voting and Poll Process
2	Ordinary	Declaration of final dividend of ₹ 2.00 per equity share along with additional special 30th anniversary celebration dividend of ₹ 3.00 per equity share and confirmation of interim dividend of ₹ 3.00 per equity share, already paid for the financial year ended 31 st March, 2014.	"do"
3	Ordinary	Appointment of Mr. Dheeraj Wadhawan (DIN 00096026), who retires by rotation at this Annual General Meeting as Non- executive Director, liable to retire by rotation.	"do"

Dewan Housing Finance Corporation Ltd.

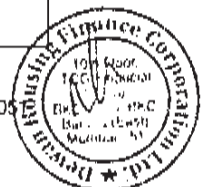
Corporate Identification Number (CIN) : L05910MH1904PLC032639

Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400050

Tel.: (022) 6600 6990 Fax : (022) 6600 6998

Regd. Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001, Toll Free No. 1800 22 3435

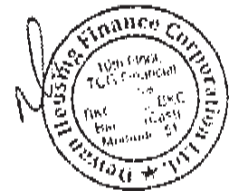
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4	Ordinary	Re-appointment of M/s. T. R. Chadha & Co., Chartered Accountants, (FRN No. 006711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN No.006543C), as Joint Statutory Auditors of the Company to hold office from the conclusion of 30 th Annual General Meeting until the conclusion of the 34 th Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013.	"do"
5	Ordinary	Appointment of Mr. Kaikhushru Vicaji Taraporevala (DIN: 00691210), Nominee Director of M/s. Caledonia Investments Plc., as a Director on the Board of the Company whose period of office shall be liable to determination by retirement of directors by rotation.	"do"
6	Ordinary	Appointment Mr. R. P. Khosla (DIN : 00012473) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	#
7	Ordinary	Appointment Mr. G. P. Kohli (DIN : 00230388) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	"do"
8	Ordinary	Appointment Mr. Ajay Vazirani (DIN : 02006622) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	"do"
9	Ordinary	Appointment Mr. V. K. Chopra (DIN : 02103940), as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	"do"
10	Ordinary	Appointment Mr. Mannil Venugopalan (DIN : 00255575), as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	"do"
11	Special	Approval for entering into Related Party Transactions by the Company.	"do"

Due to sudden and sad demise of Mr. R. P. Khosla on 5th July, 2014 this Agenda Item became infructuous.

For details of the said results pursuant to e-voting and Poll conducted at AGM, please refer annexure attached in the format attached herein after.



Dewan Housing Finance Corporation Ltd.

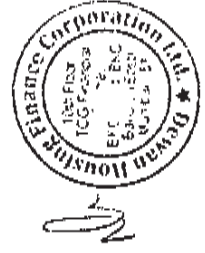
Corporate Identification Number (CIN) - L85910MH1904PLC032639

Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel.: (022) 6600 6999 Fax : (022) 6600 6998

Regd. Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001, Toll Free No. 1800 22 3435
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Resolution No. 1 : Adoption of the Financial Statements of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014, the Statement of the Profit & Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	39896603	9081142	22.76	9081142	0	100.00	0.00
Public-Others	38300255	2154	0.01	2144	10	99.54	0.46
Total (A)	128606680	9083296	7.06	9083286	10	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00
Public-Others	38300255	16750765	43.74	16750765	0	100.00	0.00
Total (B)	128606680	76780897	59.70	76780897	0	100.00	0.00
Result (A+B)	128606680	85864193	66.76	85864183	10	100.00	0.00



Resolution No. 2 : Declaration of final dividend of ₹ 2.00 per equity share along with additional special 30th anniversary celebration dividend of ₹ 3.00 per equity share and confirmation of interim dividend of ₹ 3.00 per equity share, already paid for the financial year ended 31st March, 2014.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: {E-voting}							
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	39896603	9116308	22.85	9116308	0	100.00	0.00
Public-Others	38300255	2154	0.01	2154	0	100.00	0.00
Total (A)	128606680	9118462	7.09	9118462	0	100.00	0.00
Mode of Voting: {Poll}							
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00
Result (A+B)	128606680	85899609	66.79	85899609	0	100.00	0.00



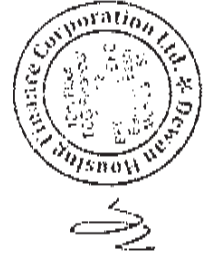
Resolution No. 3 : Appointment of Mr. Dheeraj Wadhawan (DIN 00096026), the retiring director, as Non- Executive Director, liable to retire by rotation.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Mode of Voting: {E-voting}			% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
				No of Votes in Favour (4)	No of Votes Against (5)			
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00	
Public Institutional Holders	39896603	9116308	22.85	9116308	0	100.00	0.00	
Public-Others	38300255	2154	0.01	1964	190	91.18	8.82	
Total (A)	128606680	9118462	7.09	9118272	190	100.00	0.00	
Mode of Voting: {Poll}								
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00	
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00	
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00	
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00	
Result (A+B)	128606680	85899609	66.79	85899419	190	100.00	0.00	



Resolution No. 4 : Re-appointment of M/s. T. R. Chadha & Co., Chartered Accountants, (FRN No. 006711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN No.006543C), as Joint Statutory Auditors of the Company to hold office from the conclusion of 30th (Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	39896603	9116308	22.85	9116308	0	100.00	0.00
Public-Others	38300255	2154	0.01	2143	11	99.49	0.51
Total (A)	128606680	9118462	7.09	9118451	11	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00
Result (A+B)	128606680	85899609	66.79	85899598	11	100.00	0.00



Resolution No. 5 : Appointment of Mr. Kaikhushru Vijaji Taraporewala (DIN:00691210)Nominee Director of M/s. Caledonia Investments Plc., a Non-Executive Director of the Company, liable to retire by rotation.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	39896603	9116308	22.85	9116308	0	100.00	0.00
Public-Others	38300255	2154	0.01	2154	0	100.00	0.00
Total (A)	128606680	9118462	7.09	9118462	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00
Result (A+B)	128606680	85899609	66.79	85899609	0	100.00	0.00



Resolution No. 6 : Appointment of Mr. R. P. Khosla (DIN:00012473) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Note : This Agenda Item has become INFRUCTUOUS due to sad demise of Mr. R. P. Khosla on 5th July, 2014.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	-----	-----	-----	-----	-----	-----	-----
Public Institutional Holders	-----	-----	-----	-----	-----	-----	-----
Public-Others	-----	-----	-----	-----	-----	-----	-----
Total (A)	-----	-----	-----	-----	-----	-----	-----
Mode of Voting: (Poll)							
Promoter and Promoter Group	-----	-----	-----	-----	-----	-----	-----
Public Institutional Holders	-----	-----	-----	-----	-----	-----	-----
Public-Others	-----	-----	-----	-----	-----	-----	-----
Total (B)	-----	-----	-----	-----	-----	-----	-----
Result (A+B)	-----	-----	-----	-----	-----	-----	-----



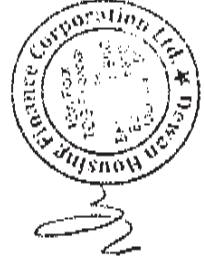
Resolution No. 7 : Appointment of Mr. G. P. Kohli (DIN:00230388) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: [E-voting]							
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	39896603	9116308	22.85	7071758	2044550	77.57	22.43
Public-Others	38300255	2154	0.01	2152	2	99.91	0.09
Total (A)	128606680	9118462	7.09	7073910	2044552	77.58	22.42
Mode of Voting: [Poll]							
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00
Result (A+B)	128606680	85899609	66.79	83855057	2044552	97.62	2.38



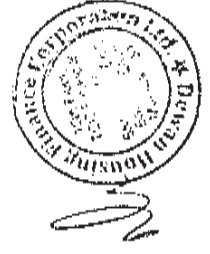
Resolution No. 8 : Appointment of Mr. Ajay Vazirani (DIN:02006622) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Mode of Voting: (E-voting)			% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
				No of Votes in Favour (4)	No of Votes Against (5)			
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00	
Public Institutional Holders	39896603	9116308	22.85	4745540	4370768	52.06	47.94	
Public-Others	38300255	2154	0.01	2152	2	99.91	0.09	
Total (A)	128606680	9118462	7.09	4747692	4370770	52.07	47.93	
Mode of Voting: (Poll)								
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00	
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00	
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00	
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00	
Result (A+B)	128606680	85899609	66.79	81528839	4370770	94.91	5.09	



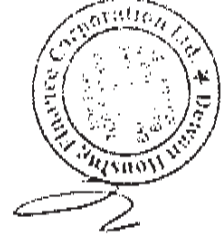
Resolution No. 9 : Appointment of Mr. V. K. Chopra (DIN:02103940), as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Mode of Voting: (E-voting)				% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
				No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00	0.00	
Public Institutional Holders	39896603	9116308	22.85	9092156	24152	99.74	0.26	0.26	
Public-Others	38300255	2154	0.01	2152	2	99.91	0.09	0.09	
Total (A)	128606680	9118462	7.09	9094308	24154	99.74	0.26	0.26	
Mode of Voting: (Poll)									
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00	0.00	
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00	0.00	
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00	0.00	
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00	0.00	
Result (A+B)	128606680	85899609	66.79	85875455	24154	99.97	0.03	0.03	



Resolution No. 10 : Appointment of Mr. Mannil Venugopalan (DIN:00255575), as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	39896603	9116308	22.85	9116308	0	100.00	0.00
Public-Others	38300255	2154	0.01	2153	1	99.95	0.05
Total (A)	128606680	9118462	7.09	9118461	1	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00	0.00
Public-Others	38300255	16751015	43.74	16751015	0	100.00	0.00
Total (B)	128606680	76781147	59.70	76781147	0	100.00	0.00
Result (A+B)	128606680	85899609	66.79	85899608	1	100.00	0.00



Resolution No. 11 : Approval for entering into Related Party Transactions by the Company.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Mode of Voting: {E-voting}			No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
				No of Votes in Favour (4)	No of Votes - Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100			
Promoter and Promoter Group	50409822	0	0.00	0	0	0.00		0.00	
Public Institutional Holders	39896603	9116308	22.85	7878485	1237823	86.42		13.58	
Public-Others	38300255	2154	0.01	2108	46	97.86		2.14	
Total (A)	128606680	9118462	7.09	7880593	1237869	86.42		13.58	
Mode of Voting: {Poll}									
Promoter and Promoter Group	50409822	0	0.00		0	0.00		0.00	
Public Institutional Holders	39896603	9620310	24.11	9620310	0	100.00		0.00	
Public-Others	38300255	16751005	43.74	16751005	0	100.00		0.00	
Total (B)	128606680	26371315	20.51	26371315	0	100.00		0.00	
Result {A+B}	128606680	35489777	27.60	34251908	1237869	96.51		3.49	



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

Date: 22nd July, 2014

**SCRUTINIZER'S REPORT
(E-VOTING PROCESS)**

**{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014}**

To,

The Chairman of 30th Annual General Meeting of the members of **DEWAN HOUSING FINANCE CORPORATION LIMITED** (the Company) to be held on Thursday, July 24, 2014, at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

Dear Sir,

1. I, Mrs. Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Dewan Housing Finance Corporation Limited** (the Company) as the scrutinizer for the purpose of scrutinizing e-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions contained in the Notice of the 30th Annual General Meeting (AGM) of the members of the Company, to be held on Thursday, the 24th day of July, 2014.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made thereunder and also the requirements thereof relating to voting through electronic means on the resolutions contained in the Notice of the 30th AGM of the members of the Company. As the Scrutinizer for the e-Voting process, my role and responsibility are limited to make a Scrutinizer's Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 30th AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Ltd (**NSDL**), the authorized agency to provide e-Voting facilities, engaged by the Company.
3. Further to above, I submit my Report as under:-
 - i. The e-Voting period remained open from Friday, 18th July, 2014, (9.00 A.M.) to Sunday, 20th July, 2014, (6.00 P.M.)
 - ii. The members of the Company as on the "cut-off" date i.e. 20th June, 2014, were entitled to vote on the Resolutions (Items No.1 to 11 as set out in the Notice of the 30th AGM of the Company).
 - iii. Accordingly, the electronic votes cast were taken into account and at the end of this e-Voting period on 20th July, 2014, the NSDL portal was blocked for voting.



**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

- iv. The votes cast were unblocked on July 21, 2014, in the presence of 2 witnesses Mr. Sudeshkumar V. Joshi, Practicing Chartered Accountant (FCA - Membership No. 43678) and Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) who are not in the employment of the Company.
- v. (a) Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of NSDL i.e. <https://evoting.nsdl.com>
- (b) The Agenda Item No. 6 of the NOTICE of 30th AGM had become **INFRACTUOUS** due to sad Demise of Mr. R. P. Khosla on 5th July, 2014. The Company had informed the NSDL about the same on 12th July, 2014. In view thereof, **the voting in respect of the said Item No. 6 is not considered in this Report.**
- vi. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Based on the Reports generated, the result of the e-Voting is as under:-

Sr. No.	Resolution No. as given in the Notice of 30 th Annual General Meeting	Particulars of Votes Cast			Results Declared
			Electronic Voting		
			Nos.	%	
	ORDINARY BUSINESS				
1.	To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2014, including Audited Balance Sheet as at 31 st March, 2014, the Statement of the Profit & Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon. [ORDINARY RESOLUTION]	Votes Cast in Favour	9083286	(appr.) 100.00	Approved by requisite majority
	Votes Cast Against	10	-		
		Total	9083296	100.00	
2.	To declare final dividend and confirm interim dividend of Rs. 3.00 per equity share, already paid for the financial year ended March 31, 2014. [ORDINARY RESOLUTION]	Votes Cast in Favour	9118462	100.00	Approved unanimously
		Votes Cast Against	-	-	
		Total	9118462	100.00	



**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

Sr. No.	Resolution No. as given in the Notice of 30 th Annual General Meeting	Particulars of Votes Cast			Results Declared
			Electronic Voting		
			Nos.	%	
3.	To appoint a director in place of Mr. Dheeraj Wadhwan (DIN 00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment. [ORDINARY RESOLUTION]	Votes Cast in Favour	9118272	(appr.) 100.00	Approved by requisite majority
		Votes Cast Against	190	-	
		Total	9118462	100.00	
4.	To appoint M/s. T.R. Chadha & Co., Chartered Accountants, (FRN No. 06711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN No. 06543C), retiring Auditors of the Company as Joint Statutory Auditors of the Company to hold office from the conclusion of the 30 th AGM until the conclusion of the 34 th AGM of the Company. [ORDINARY RESOLUTION]	Votes Cast in Favour	9118451	(appr.) 100.00	Approved by requisite majority
		Votes Cast Against	11	-	
		Total	9118462	100.00	
	SPECIAL BUSINESS				
5.	To appoint Mr. Kalkhushru Vicaji Taraporevala (DIN 00691210), Nominee Director of M/s. Caledonia Investments Plc., as a Director on the Board of the Company, liable to retire by rotation. [ORDINARY RESOLUTION]	Votes Cast in Favour	9118462	100.00	Approved unanimously
		Votes Cast Against	-	-	
		Total	9118462	100.00	



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

Sr. No.	Resolution No. as given in the Notice of 30 th Annual General Meeting	Particulars of Votes Cast			Results Declared
			Electronic Voting		
			Nos.	%	
6.	To appoint Shri R.P. Khosla (DIN 00012473) as an Independent Director of the Company [ORDINARY RESOLUTION]	Votes Cast In Favour	-	-	On account of demise of Shri R. P. Khosla, this Resolution became infructuous & accordingly votes cast in respect thereof are not considered.
		Votes Cast Against	-	-	
		Total	-	-	
7.	To appoint Mr. G.P. Kohli (DIN 00230388) as an Independent Director of the Company. [ORDINARY RESOLUTION]	Votes Cast In Favour	7073910	77.58	Approved by requisite majority
		Votes Cast Against	2044552	22.42	
		Total	9118462	100.00	
8.	To appoint Mr. Ajay Vazirani (DIN 02006622) as an Independent Director of the Company. [ORDINARY RESOLUTION]	Votes Cast In Favour	4747692	52.07	Approved by requisite majority
		Votes Cast Against	4370770	47.93	
		Total	9118462	100.00	



Jayshree S. Joshi

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



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suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

Sr. No.	Resolution No. as given in the Notice of 30 th Annual General Meeting	Particulars of Votes Cast			Majority Declared
		Electronic Voting	Nos.		
			Nos.	%	
9.	To appoint Mr. V.K. Chopra (DIN 02103940) as an Independent Director of the Company. [ORDINARY RESOLUTION]	Votes Cast in Favour	9094308	(appr.) 100.00	Approved by requisite majority
		Votes Cast Against	24154	-	
		Total	9118462	100.00	
10.	To appoint Mr. Mannil Venugopalan (DIN 00255575) as an Independent Director of the Company. [ORDINARY RESOLUTION]	Votes Cast in Favour	9118461	(appr.) 100.00	Approved by requisite majority
		Votes Cast Against	1	-	
		Total	9118462	100.00	
11.	Approval for entering into Related Party Transactions by the Company [SPECIAL RESOLUTION]	Votes Cast in Favour	7880593	86.42	Approved by requisite majority
		Votes Cast Against	1237869	13.58	
		Total	9118462	100.00	

FOR JAYSHREE DAGLI & ASSOCIATES

Company Secretaries

Jayshree S. Joshi

JAYSHREE S. JOSHI
FCS 1451, CP 487

Signature of Witness:

1) Mr. Sudeshkumar V. Joshi

2) Mr. Ajay V. Mehta

[Signature]

[Signature]

A

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

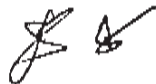
To,

The Chairman of 30th Annual General Meeting of the Equity Shareholders of DEWAN HOUSING FINANCE CORPORATION LIMITED (the Company) held on Thursday, 24th July, 2014 at 12:00 noon at Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

Dear Sir,

We, Mrs. Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, and Mr. Vijay Tambe appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 30th Annual General Meeting of the Equity Shareholders of Dewan Housing Finance Corporation Limited, held on Thursday, 24th July, 2014 at 12:00 noon at Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot box kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



(a) **Resolution No. 1-** To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014, the Statement of the Profit & Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon. [Ordinary resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
129	76780897	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(b) **Resolution No. 2-** To declare final dividend and confirm interim dividend of Rs. 3.00 per equity share, already paid for the financial year ended March 31, 2014. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(c) **Resolution No. 3-** To appoint a director in place of Mr. Dhcranj Wadhawan (DIN 00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(d) **Resolution No. 4-** To appoint M/s T.R. Chadha & Co., Chartered Accountants, (FRN No. 06711N), together with M/s Rajendra Neeti & Associates, Chartered Accountants, (FRN No. 06543C), retiring Auditors of the Company as Joint Statutory Auditors of the Company to hold office for a period of 4 years. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(c) **Resolution No. 5-** To appoint Mr. Kaikhushru Vicaji Taraporevala, Nominee Director of M/s. Caledonia Investments Plc., as a Director on the Board of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

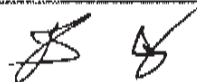
(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	5209

(f) **Resolution No. 6-** To appoint Shri R.P. Khosla as an Independent Director of the Company. [Ordinary Resolution]- This Agenda Item has become INFRUCTUOUS due to sad demise of Shri R.P. Khosla on 5th July, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
---	---	---



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
---	---	---

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
---	----

(g) Resolution No. 7- To appoint Mr. G.P. Kohli as an Independent Director of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(h) Resolution No. 8- To appoint Mr. Ajay Vazirani as an Independent Director of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(i) **Resolution No. 9-** To appoint Mr. V.K. Chopra as an Independent Director of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(j) **Resolution No. 10-** To appoint Mr. Mannil Venugopalan as an Independent Director of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	76781147	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

(k) Resolution No. 11- Approval for entering into Related Party Transactions by the Company. [Special Resolution]

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
124	26371315	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	NA	NA

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	5259

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping,

Thanking you,

Yours faithfully,

1. Mrs. Jayshree S. Joshi (Scrutinizer)

Jayshree S. Joshi

2. Mr. Vijay Tambe (Scrutinizer)

[Signature]

Witnesses:

1. Mr. Ajay V. Mehta

Ameeta

2. Mr. Akshay Joshi

A. A. Joshi

Date: 24th July, 2014

Place: Mumbai

Announcement of the consolidated Results of E-voting and Poll conducted with respect to the 30th Annual General Meeting of Dewan Housing Finance Corporation Ltd.

Pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the rules prescribed thereunder, the Company had provided the e-voting facility to its members, to cast their vote/s on all the resolutions mentioned in the Notice of the 30th Annual General Meeting.

The Members attending the Annual General Meeting either in person or through proxy, and who had not casted their vote through electronic mode were also provided with the facility to cast their vote on all the resolutions, through poll at the 30th Annual General Meeting.

Based on the scrutinizer's report, on e-voting and poll process, I declare the resolutions contained in the Notice of the 30th Annual General Meeting as passed with the requisite majority.

The details of the results are as summarized below:

Item No.	Type of Resolution	Details of Resolution	Votes in favour of the resolutions		Votes Against the resolutions		Status
			No. of Shares	% of total no. of valid votes casted (e-voting and poll)	No. of Shares	% of votes polled	
1	Ordinary	Adoption of the Financial Statements of the Company for the year ended 31 st March, 2014, including Audited Balance Sheet as at 31 st March, 2014, the Statement of the Profit & Loss Account for the year ended on that date and Reports of the Board of Directors and Auditors thereon.	858,64,183	100% (approx)	10	0.00%	Passed with requisite majority as an Ordinary resolution
2	Ordinary	Declaration of final dividend of ₹ 2.00 per equity share along with additional special 30th anniversary celebration dividend of ₹ 3.00	858,99,609	100%	0	Nil	Passed with requisite majority as an Ordinary resolution

Dewan Housing Finance Corporation Ltd.

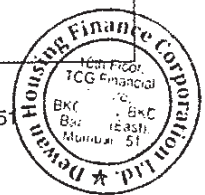
Corporate Identification Number (CIN) - L65910MH1984PLC032639

Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Tel.: (022) 6600 6999 Fax : (022) 6600 6998

Regd. Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001. Toll Free No. 1800 22 3435

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		per equity share and confirmation of interim dividend of ₹ 3.00 per equity share, already paid for the financial year ended 31st March, 2014.					
3	Ordinary	Appointment of Mr. Dheeraj Wadhawan (DIN 00096026), the retiring director, as Non- Executive Director, liable to retire by rotation.	858,99,419	100% (approx)	190	0.00%	Passed with requisite majority as an Ordinary resolution
4	Ordinary	Re-appointment of M/s. T. R. Chadha & Co., Chartered Accountants, (FRN No. 006711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN No.006543C), as Joint Statutory Auditors of the Company to hold office from the conclusion of 30 th Annual General Meeting until the conclusion of the 34 th Annual General Meeting of the Company.	858,99,598	100% (approx)	11	0.00%	Passed with requisite majority as an Ordinary resolution
5	Ordinary	Appointment of Mr. Kaikhushru Vicaji Taraporevala (DIN:00691210) Nominee Director of M/s. Caledonia Investments Plc., a Non-Executive Director of the	858,99,609	100%	0	Nil	Passed with requisite majority as an Ordinary resolution

Dewan Housing Finance Corporation Ltd.

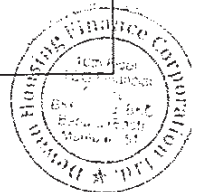
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		Company, liable to retire by rotation.					
6	Ordinary	Appointment of Mr. R. P. Khosla (DIN:00012473) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	Due to sudden and sad demise of Mr. R. P. Khosla on 5th July, 2014 this Agenda Item became infructuous.				
7	Ordinary	Appointment of Mr. G. P. Kohli (DIN:00230388) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	838,55,057	97.62%	20,44,552	2.38%	Passed with requisite majority as an Ordinary resolution
8	Ordinary	Appointment of Mr. Ajay Vazirani (DIN:02006622) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	815,28,839	94.91%	43,70,770	5.09%	Passed with requisite majority as an Ordinary resolution
9	Ordinary	Appointment of Mr. V. K. Chopra (DIN:02103940), as an Independent Director of the Company, not liable to retire by	858,75,455	99.97%	24,154	0.03%	Passed with requisite majority as an Ordinary resolution

Dewan Housing Finance Corporation Ltd.

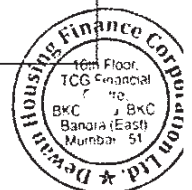
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		rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.					
10	Ordinary	Appointment of Mr. Mannil Venugopalan (DIN:00255575), as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term upto 31 st March, 2019.	858,99,608	100% (approx)	1	0.00%	Passed with requisite majority as an Ordinary resolution
11	Special	Approval for entering into Related Party Transactions by the Company.	342,51,908	96.51%	12,37,869	3.49%	Approved with requisite majority as Special resolution

Thanking you

Yours sincerely,

for Dewan Housing Finance Corporation Limited



Kapil Wadhawan
Chairman & Managing Director
(Chairman of 30th Annual General Meeting)

Date : 25.07.2014

Place : Mumbai

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 - 400051

Tel.: (022) 6600 6999 Fax : (022) 6600 6998

Regd. Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001. Toll Free No. 1800 22 3435

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