



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 – 400 051

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

Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai – 400 001

Toll Free No.: 1800 22 3435, Customer Care No.: (0124) 4092750

Visit us at: www.dhfl.com, Email: response@dhfl.com

Notice for Thirtieth Annual General Meeting

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Dewan Housing Finance Corporation Limited will be 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, to transact the following business:

Ordinary Business

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.
2. To declare final dividend and confirm interim dividend of ₹ 3.00 per equity share, already paid for the financial year ended March 31, 2014.
3. To appoint a director in place of Mr. Dheeraj Wadhawan (DIN 00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, 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 be and are hereby re-appointed as Joint Statutory Auditors of the Company, to hold office from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of the Thirty Fourth (34th) 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, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and

the Joint Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

RESOLVED FURTHER THAT based on the recommendation of the Audit Committee, the Board of Directors be and is hereby authorized to appoint Branch Auditor(s) of the Company, in consultation with the Joint Statutory Auditors, to audit the accounts of the Company's Zonal/Regional Offices and branch offices, present and future, on such terms and conditions, including remuneration, as may be deemed fit.”

Special Business

5. To appoint Mr. Kaikushru Vicaji Taraporevala, Nominee Director of M/s. Caledonia Investments Plc., as a Director on the Board of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mr. Kaikushru Vicaji Taraporevala [DIN 00691210], a nominee of M/s. Caledonia Investments Plc., who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 21st October, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

6. To appoint Mr. R. P. Khosla as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,

152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. P. Khosla [DIN 00012473], who was appointed as a director liable to retire by rotation and who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed 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."

7. To appoint Mr. G. P. Kohli as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. G. P. Kohli [DIN 00230388], who was appointed as a director liable to retire by rotation and who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed 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."

8. To appoint Mr. Ajay Vazirani as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ajay Vazirani [DIN 02006622], who was appointed as a director liable to retire by rotation and who retires by rotation

at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed 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."

9. To appoint Mr. V. K. Chopra as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V. K. Chopra [DIN 02103940], who was appointed as a director liable to retire by rotation and who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed 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."

10. To appoint Mr. Mannil Venugopalan as an Independent Director of the Company.

To consider, and if thought fit, to pass with or without modification(s) the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mannil Venugopalan [holding DIN 00255575], who was appointed as a director liable to retire by rotation and who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed 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."

11. Approval for entering into Related Party Transactions by the Company

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Amounts (₹ in crore)	
				Receipts	Payments
1	Support Services		DHFL Vysya Housing Finance Limited	0.35	-
			Aadhar Housing Finance Limited (previously known as Aadhar Housing Finance Private Limited)	0.75	-
			Avanse Financial Services Limited (previously known as Avanse Financial Services Private Limited)	0.12	-
2	Syndication Agreements	Mr. Kapil Wadhawan, Chairman and Managing Director, is a common director and promoters carry shareholding interest	DHFL Vysya Housing Finance Limited	100	-
			Aadhar Housing Finance Limited (previously known as Aadhar Housing Finance Private Limited)	100	-
			Avanse Financial Services Limited (previously known as Avanse Financial Services Private Limited)	50	-
3	Leasing/sublease/rent for office sharing of property	Mr. Kapil Wadhawan, Chairman and Managing Director and Mr. Dheeraj Wadhawan, Non-Executive Director, are common directors and promoters carry shareholding interest.	DHFL Property Services Limited	0.012	-
			Aadhar Housing Finance Limited (previously known as Aadhar Housing Finance Private Ltd.)	0.813	-
			Avanse Financial Services Limited (previously known as Avanse Financial Services Private Limited)	0.05	-
			Arthveda Fund Management Private Limited	0.06	-
		Wadhawan Holdings Private Limited	-	0.12	

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Registered Office:

Warden House, 2nd Floor,
Sir P. M. Road, Fort, Mumbai - 400 001
Dated: April 30, 2014

By Order of the Board

Niti Arya
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy must be duly filled in all respect and should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 17th July, 2014 to Thursday, 24th July, 2014 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the Annual General Meeting.
5. The Board of Directors have recommended a final dividend of ₹ 2.00 per equity share along with additional special 30th anniversary celebration dividend of ₹ 3.00 per equity share in addition to interim dividend of ₹ 3 per equity share paid during the financial year 2013-14. The dividend on equity shares, as recommended by the Board for the financial year ended 31st March, 2014, if declared at the Meeting, will be payable to those eligible members whose names appear on the Company's Register of Members on 16th July, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and

Central Depository Services (India) Limited as beneficial owners as on that date. The dividend, if declared at the Annual General Meeting shall be paid within a period of 30 days from the date of the declaration, as per the provisions of Companies Act, 2013.

6. Members may please note that the dividend warrants will be payable at par at the designated branches of the Bank as may be specified on the dividend warrant for an initial period of 3 months only. Thereafter, the dividend warrant on revalidation will be payable only at the limited centers/branches. The members are, therefore, advised to encash dividend warrants within the initial validity period.
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd. ("Link Intime") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates or for change in their address. Such changes are to be advised only to the Depository Participant by the Members. Thus, Members holding shares in electronic form are hereby requested to inform immediately of any change in the Bank details or address to their Depository Participants. The Members holding shares in physical form and desirous of registering change in their address or bank details already registered against their respective folios are requested to write to the Company or the Registrar & Share Transfer Agent. Members are encouraged to utilize Electronic Clearing System (ECS) for receiving dividends.
8. Pursuant to Section 205(5) and Section 205C of Companies Act, 1956, during the year the Company has transferred unclaimed dividend of ₹ 7.70 lakh for the financial year 2005-06 and ₹ 8.08 lakh unclaimed Interim Dividend for the financial year 2006-07 to Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd July, 2013 (i.e date of

last Annual General Meeting) on the website of the Company (www.dhfl.com) and also filed the same with the Ministry of Corporate Affairs.

Information in respect of such unclaimed dividend for the three years which is due for transfer to the said fund is given below:

Financial Year ended	Date of Declaration	Due for Transfer on
2006-2007 (Final)	23/07/2007	28/08/2014
2007-2008 (Interim)	22/10/2007	27/11/2014
2007-2008 (Final)	28/07/2008	03/09/2015
2008-2009 (Final)	28/07/2009	03/09/2016

9. Members are requested to claim their unclaimed dividend, if any, and for the purpose may correspond with the Company Secretary or the Registrar and Share Transfer Agent. Members are requested to note that the dividend not claimed within seven (7) years from the date of transfer to the Companies unpaid dividend account, will be transferred to the Investor Education and Protection Fund, as per the provisions of Companies Act.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
12. In support of the green initiative of the Government, electronic copy of the Annual Report for Financial Year 2013-14 and notice of the Thirtieth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for

the financial year 2013-14 and the Notice of the Thirtieth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. We, however, request and encourage you to register your email-id for e-communication in the records of your Depository Participant (incase of electronic holding) / the Registrar and Share Transfer Agent (incase of physical shareholding) mentioning your demat account details / folio number. You may also, in order to register your email id send an email from the respective email id to dewanhousinggogreen@linkintime.co.in, with a subject "Registration of email id."
14. Members may also note that the Notice of the Thirtieth Annual General Meeting and the Annual Report for financial year 2013-14 will also be available on the Company's website i.e. www.dhfl.com for their download.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication/information, the members may also send requests to the Company's investor email id: secretarial@dhfl.com.
16. All relevant documents referred in the Notice and the Explanatory Statements shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.A.M to 6 P.M) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.
17. Appointment of Joint Statutory Auditors of the Company - In terms of Section 139 (1) of the Companies Act, 2013, every Company shall, at the first AGM, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting. M/s. T.R Chadha, Chartered Accountants and M/s. Rajendra Neeti and Associates, Chartered Accountants who were appointed as Joint – Statutory Auditors of the Company for the financial year i.e. 2013-14 hold the office upto the conclusion of this Annual General Meeting. Thus, the appointment of Joint Statutory Auditors for a period of four consecutive years has been put up for the approval of members at item no. 4 of the Notice.

18. Brief resume of all Directors including those proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/reappointment.
19. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
20. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip alongwith their copy of Annual Report to the meeting.
21. In case, of joint holders attending the meeting, only such joint holders who is higher in order of names will be entitled to vote.
22. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.dhfl.com available under the "Investors Information."
23. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agent, for consolidation into single folio.
24. Non – Resident Indian Members are requested to inform Registrar and Share Transfer Agent, immediately of :
 - a. Change in their residential status on return in India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. Members who wish to seek any information on the financial statements of the Company or have any query/(ies) relating

thereto may write to the Company at secretarial@dhfl.com, at an early date to enable the management to keep the information ready.

26. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed the e-voting services as provided by National Securities Depository Limited.(NSDL). The Company has appointed Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai as scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions for e-voting are detailed hereunder:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and download PDF file "DHFL.pdf" to get your "User ID" and "Password" for e-voting by using your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password.
 - ii. Please note that the password is an initial password.
 - iii. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
 - iv. Click on "Shareholder Login".
 - v. Put User ID and password as initial password noted in step (i) above and Login.
 - vi. Password Change Menu appears. Change the password with new password for your choice with minimum 8 digits/characters or combination thereof.
 - vii. Please note your new password. We strongly recommend that you should not share your new password with any other persons and take utmost care to keep your password confidential.
 - viii. Home page of "e-Voting" opens. Click on - Voting - Active Voting Cycles.

- ix. Select "EVEN" of Dewan Housing Finance Corporation Limited.
- x. E-Voting as "Cast Vote" page opens.
- xi. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are requested to send scanned copy (pdf./jpg format) of the relevant Board Resolution/Authority Letter etc together with the attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the scrutinizer on or before 20th July, 2014 (6.00 pm) on e-mail id: jayshreedagli@gmail.com or suvashri@vsnl.com with a copy marked to e-voting@nsdl.com

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

Even (E-Voting Event Number)	User Id	Password / Pin
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- (ii) Please follow all steps from Sl. No. (iii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com.
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(iv) The e-voting period commences on Friday, 18th July, 2014 (9:00 am) and ends on Sunday, 20th July, 2014 (6:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(v) The voting rights of members voting through electronic means shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th June, 2014.

27. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folio / demat accounts.

28. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period / unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

29. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the Company www.dhfl.com within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

30. Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

ANNEXURE TO THE NOTICE

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

ITEM NO. 5

Appointment of Mr. Kaikhushru Vicaji Taraporevala as Director of the Company.

Mr. Kaikhushru Vicaji Taraporevala [DIN 00691210] was appointed as an Additional Director of the Company with effect from 21st October, 2013, as per the nomination received from M/s. Caledonia Investments Plc., (herein after referred as Caledonia) pursuant to the Share Purchase Agreement entered between the Company and Caledonia. As per the provisions of Section 161 of the Companies Act, 2013 read with Article 147 of the Articles of Association of the Company, Mr. Kaikhushru Vicaji Taraporevala continues to hold office as a Director until the conclusion of the ensuing Annual General Meeting. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notice together with requisite deposit of Rupees One lakh from a member signifying his intention to propose Mr. Kaikhushru Vicaji Taraporevala as candidate for the office of Director of the Company, liable to retire by rotation.

A brief profile of Mr. Kaikhushru Vicaji Taraporevala, the nature of his expertise, the names of companies in which he holds directorships along with the details of membership / chairmanship on various committee of the Board of other companies, shareholding in the company and relationship between the directors inter-se is annexed to this notice.

The Company has received an intimation from Mr. Kaikhushru Vicaji Taraporevala to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act and has given his consent to act as a Director of the Company. The Board considers that the appointment of Mr. Kaikhushru Vicaji Taraporevala as a Director of the Company shall benefit the Company immensely. Accordingly, the Board recommends the appointment of Mr. Kaikhushru Vicaji Taraporevala as a Director of the Company, whose period of office is liable to determination by retirement of director by rotation for approval of the Members of the Company.

Except Mr. Kaikhushru Vicaji Taraporevala to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the Directors and Key Managerial Personnel and their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This explanatory statement along with the disclosure pertaining to the details of director as annexed herewith, may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 6

Appointment of Mr. R. P. Khosla as an Independent Director

Mr. R. P. Khosla is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company, as Independent Director on 17th March, 1993. Mr. R. P. Khosla is Chairman of the Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. R. P. Khosla (Retd. IAS) is a former Secretary to the Government of India and has held senior positions in various Government Undertakings in the past.

A brief profile of Mr. R. P. Khosla, the nature of his expertise, and the names of companies in which he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

Mr. Khosla retires by rotation at the ensuing Annual General Meeting under the provisions of the erstwhile Companies Act, 1956. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit of Rupees One lakh, proposing the candidature of Mr. R. P. Khosla for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. R. P. Khosla his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for appointment of Mr. R. P. Khosla, as an Independent Director for a term of five consecutive years, upto 31st March, 2019 and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. R. P. Khosla fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. R. P. Khosla as an Independent Director setting out the terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours i.e. between 10.00 A. M. to 6.00 P.M. on any working day, (excluding Saturday) upto the date of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. R. P. Khosla as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. R. P. Khosla as an Independent Director as set out at Item No. 6 of the Notice, for the approval of the members of the Company.

Except, Mr. R. P. Khosla to whom the resolution relates, and his relatives (to the extent of their shareholding interest in the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 7

Appointment of Mr. G. P. Kohli as an Independent Director

Mr. G. P. Kohli is a Non-Executive Independent Director of the Company. He is on the Board of the Company as an Independent Director since 23rd May, 2001. Mr. G. P. Kohli is Chairman of the Audit Committee and Corporate Social Responsibility Committee and a Member of Nomination & Remuneration Committee and Finance Committee of the Board of Directors of the Company.

Mr. G. P. Kohli is the former Managing Director of Life Insurance Corporation of India (LIC) and has vast experience in the areas of insurance, housing, human resource development, information technology and marketing. He has a Master's Degree in English literature MA. (Hons) and has acquired the Diploma in Labour

Laws, Labour Welfare and Personnel Management - LLD.

A brief profile of Mr. G. P. Kohli, the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

Mr. G. P. Kohli retires by rotation at the ensuing Annual General Meeting under the provisions of erstwhile Companies Act, 1956. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit of Rupees One lakh proposing the candidature of Mr. G. P. Kohli for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. G. P. Kohli his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2014 and Clause 49 of the Listing Agreement and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for the appointment of Mr. G. P. Kohli as an Independent Director for a term of five consecutive years, upto 31st March, 2019 and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. G. P. Kohli fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. G. P. Kohli as an Independent Director setting out the terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours i.e. between 10.00 A. M. to 6.00 P.M. on any working day, (excluding Saturday) upto the date of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue

to avail services of Mr. G. P. Kohli as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. G. P. Kohli as an Independent Director as set out at Item No. 7 of the Notice, for the approval of the members of the Company.

Except, Mr. G. P. Kohli to whom the resolution relates, and his relatives (to the extent of their shareholding interest in the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 8

Appointment of Mr. Ajay Vazirani as an Independent Director

Mr. Ajay Vazirani is a Non-Executive Independent Director of the Company. He is on the Board of the Company as an Independent Director since 4th January, 2008. Mr. Ajay Vazirani is Chairman of the Stakeholders Relationship Committee and a Member of the Finance Committee of the Board of Directors of the Company.

Mr. Ajay Vazirani is a Senior Partner of M/s. Hariani & Co. He has over 17 years of experience advising clients and specializes in real estate and real estate financial transactions, corporate and commercial law, mergers and acquisitions, private equity and funds, and media and entertainment. He has also handled various cross-border transactions.

A brief profile of Mr. Ajay Vazirani, the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

Mr. Ajay Vazirani retires by rotation at the ensuing Annual General Meeting under the provisions of erstwhile Companies Act, 1956. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit of Rupees One lakh proposing the candidature of Mr. Ajay Vazirani for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Ajay Vazirani his consent to act as Director of the Company along with a declaration to

the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2014 and Clause 49 of the Listing Agreement and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for the appointment of Mr. Ajay Vazirani as an Independent Director for a term of five consecutive years upto 31st March, 2019 and he shall not be liable to retire by rotation

In the opinion of the Board of Directors, Mr. Ajay Vazirani fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ajay Vazirani as an Independent Director setting out the terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours i.e. between 10.00 A. M. to 6.00 P.M. on any working day (excluding Saturday) upto the date of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ajay Vazirani as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ajay Vazirani as an Independent Director as set out at Item No. 8 of the Notice, for the approval of the members of the Company.

Except, Mr. Ajay Vazirani to whom the resolution relates, and his relatives (to the extent of their shareholding interest in the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No: 8.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 9.

Appointment of Mr. V. K. Chopra as an Independent Director

Mr. V. K. Chopra is a Non-Executive Independent Director of the Company. He is on the Board of the Company as an Independent Director since 12th May, 2008. Mr. V. K. Chopra is the Member of the Audit Committee, Nomination and Remuneration

Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Mr. V. K. Chopra is a Fellow Member of the Institute of Chartered Accountants of India (FCA) by profession. He had a long and illustrious career in banking, having served in that sector for over 37 years in different capacities. He was Chairman & Managing Director of Corporation Bank and SIDBI and Executive Director of Oriental Bank of Commerce for a long tenure. His last assignment was with Securities and Exchange Board of India (SEBI) as Whole-time Member for two years till March, 2008. He is a Non-Executive and Independent Director of several listed companies.

A brief profile of Mr. V. K. Chopra, the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

Mr. V. K. Chopra retires by rotation at the ensuing Annual General Meeting under the provisions of erstwhile Companies Act, 1956. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit of Rupees One lakh proposing the candidature of Mr. V. K. Chopra for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. V. K. Chopra his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2014 and Clause 49 of the Listing Agreement and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the Members for the appointment of Mr. V. K. Chopra as an Independent Director for a term of five consecutive years upto 31st March, 2019 and he shall not be liable to retire by rotation.

In the opinion of the Board of Director, Mr. V. K. Chopra fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. V. K. Chopra as an Independent Director setting out the terms and conditions of his

appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours i.e. between 10.00 A. M. to 6.00 P.M. on any working day (excluding Saturday) upto the date of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. V. K. Chopra as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. V. K. Chopra as an Independent Director as set out at Item No. 9 of the Notice, for the approval of the members of the Company.

Except, Mr. V. K. Chopra to whom the resolution relates, and his relatives (to the extent of their shareholding interest in the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 10.
Appointment of Mr. Mannil Venugopalan as an Independent Director

Mr. Mannil Venugopalan is a Non-Executive Independent Director of the Company. He joined the Board of the Company as an Independent Director since 25th February, 2013. Mr. Mannil Venugopalan is the Member of Audit Committee of the Board of Directors of the Company.

Mr. Mannil Venugopalan holds a degree of Bachelor of Commerce from Kerala University and has worked as a commercial banker for nearly four and a half decades. He started his career as a probationary officer with Bank of India in 1966. In 2000, he joined Union Bank as an Executive Director. In 2003, he returned to Bank of India as the Chairman and Managing Director. In May 2005, he joined Federal Bank as the Managing Director and Chief Executive Officer. Mr. Mannil Venugopalan has also been runner-up for the E&Y entrepreneur of the Year 2009 award. He is a Non-Executive and Independent Director of several listed companies.

A brief profile of Mr. Mannil Venugopalan, the nature of his expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various

committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

Mr. Mannil Venugopalan retires by rotation at the ensuing Annual General Meeting under the provisions of erstwhile Companies Act, 1956. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit of Rupees One lakh proposing the candidature of Mr. Mannil Venugopalan for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Mannil Venugopalan his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2014 and Clause 49 of the Listing Agreement and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for the appointment of Mr. Mannil Venugopalan as an Independent Director for a term of five consecutive years upto 31st March, 2019 and he shall not be liable to retire by rotation

In the opinion of the Board of Directors, Mr. Mannil Venugopalan fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mannil Venugopalan as an Independent Director setting out the terms and conditions of his appointment would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours i.e. between 10.00 A. M. to 6.00 P.M. on any working day (excluding Saturday) upto the date of Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mannil Venugopalan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mannil Venugopalan as an Independent Director as set out at Item No. 10 of the Notice, for the approval by the members of the Company.

Except, Mr. Mannil Venugopalan to whom the resolution relates, and his relatives (to the extent of their shareholding interest in the

Company), none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 11

Approval for entering into Related Party Transactions by the Company

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

The Board of Directors of the Company took note that the Company being in existence for last three decades has developed into a financial institution with efficient systems, competent credit management practices and stringent operational control processes, thus, may extend the required support to its associate Companies.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- (1) Name of the Related Party:
 (2) Name of the Director or Key Managerial Personnel who is related, if any:
 (3) Nature of Relationship:
- } As provided in table below

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
Avanse Financial Services Limited Aadhar Housing Finance Limited Arthveda Fund Management Private Limited DHFL Vysya Housing Finance Limited DHFL Property Services Limited	Mr. Kapil Wadhawan, Chairman and Managing Director, is a common director and promoters carry shareholding interest
Wadhawan Holdings Private Limited	Mr. Kapil Wadhawan, Chairman and Managing Director and Mr. Dheeraj Wadhawan, Non- executive director, are common directors and promoters carry shareholding interest.

(4) Nature, material terms, monetary value and particulars of the contract or arrangement: The details are as mentioned below

(a) **Leasing/ subleasing/ rent for office sharing of property:**

- i. The Company has entered into agreements with respective related parties for leasing/ subleasing/ office sharing of the property, at such locations where either the property / office or part thereof is/are lying unutilized. The details of such arrangement(s) are mentioned herein below:

Name of the related party	Particulars	Maximum Amount per annum (₹ in crore)
DHFL Property Services Limited	Existing agreement for sharing of office space of a premise situated at Bandra, Mumbai. The amount being charged for the said services is fixed after considering all the relevant factors and are on arms length basis	0.012
Aadhar Housing Finance Limited	The Company has subleased two premises situated at Vakola, Mumbai and Hazira Road, Surat. Existing Agreements for sharing of office space at two locations, the said facility may be extended for few more locations during the year. The amount being charged for the said services is fixed after considering all the relevant factors and are on arms length basis.	0.813
Avanse Financial Services Limited	Existing agreements for sharing of office space at five locations. The Company may extend the said facility for few more locations during the year. The amount being charged for the said services is fixed after considering all the relevant factors and are on arms length basis.	0.05
Arthveda Fund Management Private Limited	Existing agreements for sharing of office space at five locations. The Company may extend the said facility for few more locations during the year. The amount being charged for the said services is fixed after considering all the relevant factors and are on arms length basis.	0.06

- ii. The Company has also taken on lease a premise located at Vasai, Thane which is owned by Wadhawan Holdings Private Limited, an associate Company, on a monthly lease rent payment of ₹ 1 lac. The amount being paid is on arms length basis.

- (b) **Support Services:** The Company extends certain services to its associate companies to leverage its existing know how and professional expertise. It has entered into agreement(s) with DHFL Vysya Housing Finance Limited (DVHFL) to provide support for IT applications/developments. It has also entered into agreements with Avanse Financial Services Limited (Avanse) and Aadhar Housing Finance Limited (Aadhar) for providing support services towards IT applications/developments, internal audit processes & systems and setting up new offices. The amount being charged for the said services is fixed after considering all the relevant factors and are on arms length basis. For the said services rendered to DVHFL, Avanse and Aadhar, the Company is expected to receive an amount upto rupees ₹ 35 Lac, ₹ 12 Lac and ₹ 75 Lac, per annum, respectively.
- (c) **Syndication Agreement:** The Company has entered into syndication agreement(s) with DHFL Vysya Housing Finance Limited (DVHFL), Aadhar Housing Finance Limited (Aadhar) and Avanse Financial Services Limited (Avanse) to collectively participate in providing loans to the borrowers and the parties shall have security interest in proportion to their share of lending. The amount of loans to be syndicated, annually, shall be upto ₹ 100 crore with DVHFL, ₹ 100 crore with Aadhar and ₹ 50 crore with Avanse. Syndication arrangements between the companies are on arms length basis, and do not constitute any financial support or lending or borrowing from each other as this is a joint effort for expanding their respective business activities.
- (5) Any other information relevant or important for the Board/Members to take a decision: The support and services being extended by the Company to its associate Companies in relation to business enhancement and for building up robust practices and processes are towards the benefit of all the Companies. The respective agreements are entered on arm's length basis and all factors relevant to the respective contracts have been considered by the Board. The Copies of the above mentioned existing agreements shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (10 am to 6 pm) on all working days (except Saturdays) upto the date of Annual General Meeting of the Company.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 11 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 11 for approval of the Members.

Except Promoter Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

Registered Office:

Warden House, 2nd Floor,
Sir P. M. Road, Fort, Mumbai - 400 001
Dated: April 30, 2014

By Order of the Board

Niti Arya
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES.

Sr. No.	Name of the Directors	Mr. Dheeraj Wadhawan	Mr. Kaikhushru Vicaji Taraporevala
1	Director Identification Number (DIN)	00096026	00691210
2	Date of Birth	November 10, 1978	March 10, 1965
3	Age	35 years	49 years
4	Permanent Account Number (PAN)	AAOPW4517G	AADPT3959Q
5	Date of Appointment on the Board	May 12, 2008	October 21, 2013
6	Experience in specific functional area	13 years	18 years
7	Expertise in specific functional areas	Has over 13 years of experience in the real estate / developers and construction industry	He has over 18 years experience advising international companies on corporate Finance and Investment activities in Indian and ASEAN market.
8	No. of equity shares held in the Company (as on 31st March, 2014)	9,00,000	Nil
9	Qualifications	Graduate in Construction Management from University of London.	M.Sc. in Physics from IIT Delhi. MS in Material Science from Dundee University, Scotland.
10	List of other directorships	<ol style="list-style-type: none"> 1. Township Developers India Limited. 2. First Blue Business Advisors Limited 3. Home Stores (India) Limited 4. DHFL Sales and Services Limited 5. First Blue Financial Consultants Limited 	1. Marwardi Shares and Finance Ltd.
11	Membership/Chairman of Committees of the other Companies	Nil	Marwardi Shares and Finance Ltd. - Audit Committee - Chairman
12	Relationships, if any, between Directors inter se	Yes – Brother of Mr. Kapil Wadhawan – Chairman & Managing Director of the Company.	No

Sr. No.	Name of the Directors	Mr. R. P. Khosla	Mr. G. P. Kohli
1.	Director Identification Number (DIN)	00012473	00230388
2	Date of Birth	November 4, 1930	June 15, 1940
3	Age	83 years	74 years
4	Permanent Account Number (PAN)	AAFPK7195M	ABAPK0816H
5	Date of Appointment	March 17, 1993	May 23, 2001
6	Experience in specific functional area	41 years	36 years
7	Expertise in specific functional areas	He was the former Secretary to Govt. of India and has held senior positions in various government undertakings in the past.	Has vast experience in the areas of insurance, housing, human resource development, information technology and marketing
8	No. of equity shares held in the Company. (as on 31st March, 2014)	5,000	5,000
9	Qualifications	Retd. IAS Officer	Master Degree in English literature MA. (Hons),
10	List of other directorships	Nil	1. First Blue Business Advisors Ltd. 2. DHFL Vysya Housing Finance Limited
11	Membership/ Chairman of Committees of the other Companies	Nil	DHFL Vysya Housing Finance Limited Audit Committee - Chairman
12	Relationships, if any, between Directors inter se	No	No

Sr. No.	Name of the Directors	Mr. Ajay Vazirani	Mr. V. K. Chopra
1	Director Identification Number (DIN)	02006622	02103940
2	Date of Birth	May 26, 1971	March 6, 1946
3	Age	43 years	68 years
4	Permanent Account Number (PAN)	AAAPV2711 R	AAAPC0599A
5	Date of Appointment	January 4, 2008	May 12, 2008
6	Experience in specific functional area	17 years	39 years
7	Expertise in specific functional areas	He has over 17 years of experience advising clients and specializes in real estate and real estate financial transactions, corporate and commercial law, mergers and acquisitions, private equity and funds, and media and entertainment. He has also handled various cross-border transactions.	Over 39 years in different capacities. He was Chairman & Managing Director of Corporation Bank and SIDBI and Executive Director of Oriental Bank of Commerce for a long tenure. His last assignment was with Securities and Exchange Board of India (SEBI) as Whole-time Member for two years till March, 2008. He is a Non-Executive Independent Director of several listed companies.

Sr. No.	Name of the Directors	Mr. Ajay Vazirani	Mr. V. K. Chopra
8	No. of shares held in the Company (as on 31st March, 2014)	5000	5000
9	Qualifications	B.Com, LL.B	FCA
10	List of other directorships	<ol style="list-style-type: none"> DHFL Property Services Ltd. Home Store (India) Ltd. 	<ol style="list-style-type: none"> Rolta India Ltd PNB Metlife India Insurance Co. India Ltd Future Retail Ltd Havells India Ltd. Reliance Capital Pension Fund Ltd Milestone Capital Advisors Ltd Jaiprakash Associates Ltd Responsive Industries Ltd RGVN (North East) Micro Finance Ltd. Bhartiya International Ltd. India Infoline Finance Ltd.
11	Membership/Chairman of Committees of the other Companies		<ol style="list-style-type: none"> PNB Metlife India Insurance India Ltd. - Audit Committee – Chairman Rolta India Ltd. - Audit Committee- Chairman Milestone Capital Advisors Ltd. - Audit Committee – Chairman Future Retail Ltd. - Audit Committee – Member Havells India Ltd. - Audit Committee- Chairman Jaiprakash Associates Ltd. - Audit Committee – Member Reliance Capital Pension Fund Ltd. - Audit Committee - Member Responsive Industries Ltd. - Audit Committee - Member.
12	Relationships, if any, between Directors inter se	No	No

Sr. No.	Name of the Directors	Mr. Mannil Venugopalan
1	Director Identification Number (DIN)	00255575
2	Date of Birth	April 23, 1945
3	Age	69 years
4	Permanent Account Number (PAN)	AFKPM8719B
5	Date of Appointment on the Board	February 25, 2013
6	Experience in specific functional area	48 years
7	Expertise in specific functional areas	Has vast experience in banking with domestic and international experience in corporate finance, foreign exchange, resource management and strategic planning for large public and private sector banks and having worked in different positions in Bank.
8	No. of equity shares held in the Company (as on 31st March, 2014)	500
9	Qualifications	B.Com, CAIIB
10	List of other directorships	1. L&T Finance Limited 2. Shreyas Shipping and Logistics Limited 3. KDDL Limited 4. IL&FS Environmental Infrastructure and Services Limited 5. LICHFL Asset Management Company Limited 6. Shri Kailash Logistic Limited 7. AU Financiers (India) Limited
11	Membership/Chairman of Committees of the other Companies	Member in Audit Committee 1. Shreyas Shipping and Logistics Limited 2. LICHFL Asset Management Company Limited 3. AU Financiers (India) Ltd. 4. IL&FS Environment Infrastructure & Services Ltd. 5. L & T Finance Ltd.
12	Relationships, if any, between Directors inter se	No

Note :

- i. The Directorships held by Directors as mentioned above, do not include Directorships of foreign Companies, Section 25 Companies and Private Limited Companies.
- ii. Details of Chairmanship / Membership of Committee pertains to Audit Committee and Stakeholders Relationship Committee / Shareholders / Investor's Grievance Committee.



DEWAN HOUSING FINANCE CORPORATION LIMITED

Form No. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L65910MH1984PLC032639
Name of Company	Dewan Housing Finance Corporation Limited
Registered Office	Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001. Tel. No.: (022) 61066800 / 22047092, Fax No.: (022) 22871985 Visit us at : www.dhfl.com, Email: response@dhfl.com

Name of the Member/s	
Registered Address	
E-mail Id	
Folio No./ Client Id	
DP Id.	

I / We, being the member/s of _____ No. of Equity Shares of the above named Company, hereby appoint :

1	Name	
	Address	
	E-mail Id	
	Signature	

Or failing him

2	Name	
	Address	
	E-mail Id	
	Signature	

Or failing him

3	Name	
	Address	
	E-mail Id	
	Signature	

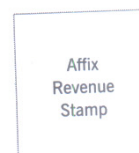
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirtieth Annual General Meeting of the Company, to be held on the Thursday, 24th July, 2014 at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Resolution No.	Resolution
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.	7	To appoint Mr. G. P. Kohli (DIN : 00230388) as an Independent Director of the Company.
2	To declare final dividend and confirm interim dividend of ₹ 3.00 per equity share, already paid for the financial year ended 31st March, 2014.	8	To appoint Mr. Ajay Vazirani (DIN : 02006622) as an Independent Director of the Company.
3	To appoint a director in place of Mr. Dheeraj Wadhawan (DIN 00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.	9	To appoint Mr. V. K. Chopra (DIN : 02103940), as an Independent Director of the Company.
4	To re-appoint M/s. T. R. Chadha & Co., Chartered Accountants, (FRN No. 006711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN No.006543C), as a Joint Statutory Auditors of the Company.	10	To appoint Mr. Mannil Venugopalan (DIN : 00255575), as an Independent Director of the Company.
5	To Appoint Mr. Kaikhushru Vicaji Taraporevala (DIN : 00691210), Nominee Director of M/s. Caledonia Investments Plc., as a Director on the Board of the Company.	11	Approval for entering into Related Party Transactions by the Company.
6	To appoint Mr. R. P. Khosla (DIN : 00012473) as an Independent Director of the Company.		

Signed this _____ day of _____ of 2014.

Signature of the Shareholder: _____

Signature of the Proxy holder/s : _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



DEWAN HOUSING FINANCE CORPORATION LIMITED

Registered Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001

Dear Member(s),

Sub: Service of Documents through Electronic Mode

The New Companies Act, 2013 has been notified w.e.f. 1st April, 2014, it inter alia, allows the Company, to communicate with its Members through electronic mode like email. Thus in view of the same the Company is requesting for a positive consent from its members to receive Notices of General meeting / Postal Ballot, Annual Report and other shareholders communications through electronic mode. This will enable you to receive such notice(s)/ Annual Report(s)/document(s) Communication(s) etc. promptly and without loss in postal transit.

In order to register your email id or update the changes therein, you are requested to send an email from the respective email id to the dewanhousinggreen@linkintime.co.in, with a subject "Registration/Update of email id" or send the duly filled in attached form to the Registrar and Share Transfer Agent, i.e. M/s. Link Intime India Private Limited,

Post receipt of your positive consent, henceforth, Notices of Meetings, Annual Report, Directors' Report and other Members communication will be sent to you electronically to the e-mail address as provided by you.

Please note that if you still wish to get a physical copy of the above documents, the Company will send the same, free of cost, upon receipt of a request from you.

We look forward for your support.

Thanking you,

Yours sincerely,

for Dewan Housing Finance Corporation Ltd.

Sd/-

Niti Arya

Company Secretary

Place: Mumbai
Date: 30/04/2014

To:
M/s. Link Intime India Private Limited,
Unit: Dewan Housing Finance Corporation Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

Dear Sirs,

Sub.: Registration of email id for receiving communication through electronic mode.

I/We submit as under:

1) I/We hereby give my CONSENT to the Company to use my/our registered e-mail id in my/our demat account with the Depository Participant for serving the documents as per the provisions of the Companies Act, 2013. (Please tick mark(✓) appropriately). '**'

Yes No

'**' For members holding share in Demat form.

2) Kindly use my / our e-mail id _____ for serving the documents as per the provisions of the Companies Act, 2013 for Folio No. _____ ***'

Yes No

'***' For members holding shares in physical form.

Thanking you,

Yours faithfully,

Name of Sole / First Holder _____ Signature _____

Date :

Place :