

Jayshree S. Joshi

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



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**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

**SCRUTINIZER'S REPORT**

To,

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

Sub: **Result of Postal Ballot conducted in respect of Special Resolution to be passed through Postal Ballot covered under the Notice dated 24<sup>th</sup> July, 2014.**

Dear Sir,

1. The Board of Directors of the Company at its Meeting held on 24.07.2014 has appointed me as the Scrutinizer for conducting the POSTAL BALLOT VOTING PROCESS under the provisions of Section 110 of the Companies Act, 2013 ["The Act"] read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for passing the Special Resolution u/s 42 of the Companies Act, 2013, read with the Rules made thereunder, for authorizing the Board of Directors to further issue Non- Convertible Debentures on Private Placement Basis, during a period of one year, commencing from the date of declaration of result of the postal ballot resolution i.e. 10.09.2014, covered under the Notice dated 24.07.2014.
2. I submit my Report as under: -
  - 2.1. The Company has completed the dispatch of Postal Ballot Papers, through Courier, Registered Post and Airmail, as the case may be, along with postage prepaid business reply envelope to its Members on 07.08.2014. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting.
  - 2.2. Particulars of all the Postal Ballot Papers as well as E-voting communications received from the Members have been entered in a Register, separately maintained for the purpose.
  - 2.3. The Postal Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Papers.
  - 2.4. In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-voting communications received up to the close of working hours i.e. 6.00 pm on 06.09.2014, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.
  - 2.5. The Postal Ballot Papers as well as E-voting communications were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries.
  - 2.6. I did not find any defaced or mutilated Ballot Paper.



**CERTIFIED TRUE COPY**

For Dewan Housing Finance Corporation Ltd

*Niti Ary*  
Niti Ary  
Company Secretary

Jayshree S. Joshi

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3. Voting Pattern of Special Resolution passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

**RESOLUTION NO. 1:** Resolution u/s 42 of the Companies Act, 2013, read with the Rules made there under, for authorizing the Board of Directors to further issue Non-Convertible Debentures on Private Placement Basis, during a period of one year, commencing from the date of declaration of result of this Postal Ballot Resolution.

**Type of Resolution Required:** Special Resolution

**Mode of Voting:** Postal Ballot Papers & E-voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
Public - Institutional holders	32634515	11971359	36.68	9555007	2416352	79.82	20.18
Public- Others	45562343	*23225922	50.98	23223396	2526	99.99	0.01
<b>Total</b>	<b>128606680</b>	<b>85607103</b>	<b>66.57</b>	<b>83188225</b>	<b>2418878</b>	<b>97.17</b>	<b>2.83</b>

\*Excludes invalid votes represented by 150 Shares

Note :- One Member holding 20 (Twenty) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 6 of General Instructions of the Postal Ballot Form, the vote cast by this Member, through e-voting has been considered for this Report.

4. I would like to inform you that the Special Resolution has been passed with the requisite majority.
5. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

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

Place: Mumbai  
Date: 09.09.2014

**CERTIFIED TRUE COPY**

**For Dewan Housing Finance Corporation Ltd.**

*Niti Arya*  
**Niti Arya**  
Company Secretary

**DEWAN HOUSING FINANCE CORPORATION LIMITED**

Corporate Identification Number (CIN) - L65910MH1984PLC032639

Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400098,

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

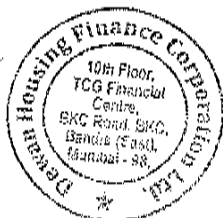
Registered Office : Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

Toll Free No. 1800 22 3435, Customer Care No. : (0124) 4092750, Visit us at : [www.dhfl.com](http://www.dhfl.com), email - [response@dhfl.com](mailto:response@dhfl.com)**NOTICE TO THE MEMBERS  
DECLARATION OF RESULTS OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies ( Management and Administration ) Rules, 2014, consent of the Members of the Company was sought by way of Special Resolution through Postal Ballot as set out in the Notice dated 24<sup>th</sup> July, 2014.

Postal Ballot Notice containing the Special Resolution together with the statement to be annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Form, either through physical submission by the Members of the Company in the self addressed, postage pre paid business reply envelope or through E-Voting was 6<sup>th</sup> September, 2014. Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot process in fair and transparent manner.

The Scrutinizer has submitted her Report and basis the report of the Scrutinizer on the Postal Ballot Papers as well as e-voting communications, received from the Members, I hereby declare, that the Special Resolution as set out in the Postal Ballot Notice dated 24<sup>th</sup> July, 2014, have been duly passed by the Members of the Company with requisite majority.



The voting details of the Special Resolution passed through Postal Ballot under Section 110 of the Companies Act, 2013, is as under :

**Resolution No. 1 :** Resolution under section 42 of the Companies Act, 2013, read with the Rules made there under, for authorizing the Board of Directors to further issue Non - Convertible Debentures on Private Placement Basis, during a period of one year, commencing from the date of declaration of result of this Postal Ballot Resolution.

**Resolution Required :** Special Resolution

**Mode of Voting :** Postal Ballot Papers & E-Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) $= \frac{[(2)/(1)] \times 100}{100}$	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% of Votes in favour on votes polled (6) $= \frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled (7) $= \frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	50409822	50409822	100.00	50409822	0	100.00	0.00
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*Note :- One Member holding 20 (Twenty) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 6 of General Instructions of the Postal Ballot Form, the vote cast by this Member, through e-voting has been considered by the Scrutinizer.*

The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,

for Dewan Housing Finance Corporation Limited

Kapil Wadhawan  
Chairman & Managing Director.

Date : 10<sup>th</sup> September, 2014  
Place : Mumbai

Encl : as above

