

*Minutes of the Thirtieth Annual General Meeting of the Members of Dewan Housing Finance Corporation Ltd held on Thursday, 24<sup>th</sup> 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.*

**Directors Present:**

1. Mr. Kapil Wadhawan (Chairman & Managing Director)
2. Mr. G P Kohli (Chairman of the Audit Committee)
3. Mr. Dheeraj Wadhawan
4. Mr. Ajay Vazirani
5. Mr. V. K. Chopra
6. Mr. M. Venugopalan
7. Mr. Kaikhushru V. Taraporevala

**Joint Statutory Auditors :**

1. Mr. T.R. Chadha : Partner of M/s. T.R. Chadha & Co.  
Chartered Accountants (FRN : 06711N)
2. Mr. Rajendra Gupta : Partner of M/s Rajendra Neeti & Associates  
Chartered Accountants (FRN : 06543C)

**In attendance**

1. Mr. Deo Shankar Tripathi : President & Chief Operations Officer
2. Mr. Rakesh Makkar : President & Chief Distribution Officer
3. Mr. Prashant Chatruvedi : Executive Vice President – Special Projects
4. Mr. Santosh Sharma : Chief Financial Officer & Sr. Vice  
President – Finance
5. Ms. Niti Arya : Company Secretary

**Members Present : As per Members' Attendance Register:**

1. 185 Members holding 10,50,033 equity shares of ₹ 10 each, representing 0.82 % of the paid-up equity share capital of the Company, present in person.
2. 29 Proxies holders holding 152,81,385 equity shares of ₹ 10 each, representing 11.88% of the paid-up equity share capital of the Company, present through Proxy
3. 4 Corporate representatives, holding 6,30,34,194 equity shares of ₹ 10 each, representing 49.01% of the paid-up equity share capital of the Company.

**Scrutinizer for Poll Process :**

1. Mrs. Jayshree S. Joshi, PCS (Proprietress of M/s. Jayshree Dagli & Associates)
2. Mr. Vijay Tambe, Member Client-ID ( IN303719 10155350)

**Chairman**



Mr. Kapil Wadhawan - Chairman & Managing Director of the Company took the chair and presided over the proceedings of the Meeting. The Chairman welcomed the Members to the Thirtieth Annual General Meeting of the Company.

The Chairman informed the members that, Mr. R.P. Khosla, Independent Director of the Company for over 2 decades, passed away on 5th July 2014. He further submitted that, Mr. Khosla brought his rich experience as a respected IAS officer to the Board deliberations and contributed to many important decisions taken by the Board. All the Directors, Members and other officials of the Company present at the meeting, observed silence for one minute in remembrance of the departed soul.

After ascertaining that the requisite number of members forming the quorum for the Meeting as per the provisions of the Companies Act, 2013 was present, the Chairman called the meeting to order.

He welcomed the Board of Directors of the Company and introduced Mr. Kaikhushru Taraporevala, who joined the Board of the Company in October, 2013 as a Nominee Director of Caledonia Investments Plc. in place of Mr. Jamine Cayzer-Colvin. He informed the members that, Mr. Taraporevala had rich experience of over 18 years in advising international companies in Corporate Finance and investments.

***The Register of Members, Register of Directors' Shareholding and Register of Proxy***

The Chairman informed the members that the Register of Members, Register of Directors', & Key Managerial Personal (KMPs') shareholdings maintained pursuant to the provisions of the Companies Act, 2013, the Register of Proxy and other Registers/documents as required under the provisions of the Companies Act, 2013 were available for inspection by the members during the meeting.

He also informed that Auditors' certificate on Employee Stock Options as required under Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 was also kept open for inspection by the members.

***Notice of the Meeting and Directors' Report***

With the consent of the Members present, the Notice convening the Thirtieth (30<sup>th</sup>) Annual General Meeting and the Report of Directors of the Company were taken as read.

***Auditors' Report***

With the consent of the members present and as there were no adverse remarks by the Auditors in their Report, the Auditors' Report on Audited Accounts for the financial year ended 31<sup>st</sup> March 2014, was taken as read.

*Chairman's Statement*

Thereafter, the Chairman addressed the members and delivered his statement, extract of which was as follows:

*"Quote*

*Ladies and gentlemen*

This is our 30th AGM and a significant milestone in DHFL's history that brings alive the memory of my father Late Shri Rajesh Kumar Wadhawan. It is his pioneering vision that built DHFL's foundations, strong enough to keep growing for three decades. It is very satisfying that his mantra of "every Indian should own a home" has found resonance with our Government, when it has set 2022 as the target date for the mission of providing a house to every Indian.

While the journey so far has been exciting, the future looks even brighter. The national mission to bring affordable housing to centre stage has opened up vast growth potential in the core area of our strength. The Union Budget 2014 encourages home buying by common Indians and Indian real estate sector is indeed seeing vast opportunities in 2014-15. We too have planned significant growth in our home loan business.

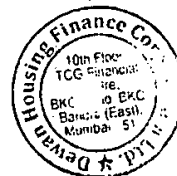
We believe that financial protection is the foundation of a mature society and as India grows into an economic super-power, insurance will become a necessity for the large Indian populace. Therefore, soon after our previous AGM, your Company forayed into the insurance sector through a joint venture with Prudential Financial Inc. (PFI). The combination of PFI's 138 year life insurance experience and DHFL's deep customer knowledge is already driving the business towards profitability and customer satisfaction.

Your Company delivered a creditable performance for the year 2013-14. With the right strategies in place, we hope to continue to do well.

The vision is to make DHFL an outstanding Housing finance company both in its size and service and leverage the strength to become a very large financial services group. We would like to take our group presence across life insurance, non life insurance, mutual funds and perhaps look to be mortgage sector bank, as and when the regulatory environment presents such an opportunity.

Thank you, shareholders, for your constant and valuable support. We will continue to be focused on our efforts and initiatives towards maximising your wealth.

I also thank, the National Housing Bank, Commercial Banks and Financial Institutions for their support. I also acknowledge the unstinted support of all our partners in progress and stakeholders- our shareholders, employees, business



associates and our valued customers. I look forward to their continued and collectively beneficial association.

I also seek blessings of our Founder Chairman, Shri Rajesh Kumar Wadhawan, as we embark upon the next exciting chapters in our growth story.

I also wish to inform you that the Company has sent the Annual Report and the Notice of the 30th AGM by email to the Shareholders whose e-mail ids were registered for communication purposes and to the remaining Shareholders, they were dispatched through registered post (book post), well before the statutory time limit.

Thank you,

Warm Regards,

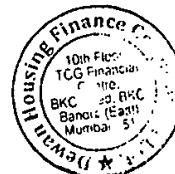
*"Unquote"*

The Chairman, informed the members that, as per the provisions of Section 108 of the Companies Act, 2013, and Rules made thereunder and in terms of Clause 35B of the Listing Agreement, the Company had extended e-voting facility to the members of the Company in respect of the businesses to be transacted at the 30<sup>th</sup> Annual General Meeting and that the e-voting period commenced at 9.00 a.m. on Friday, 18<sup>th</sup> July, 2014 and ended at 6.00 p.m. on Sunday 20<sup>th</sup> July, 2014. He informed the members that the Board of Directors had appointed Mrs. Jayshree S Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, as scrutinizer for the e-voting process and had also received the Scrutinizer's Report on e-voting.

The Chairman further informed that the members attending the Annual General Meeting were also provided with an option to vote in proportion to their shareholding, through voting by Poll.

The Chairman, thereafter, ordered Poll on his own motion for all the Resolutions as set out in the notice of 30<sup>th</sup> Annual General Meeting, to be conducted together after all the items had been deliberated / transacted, with a view to facilitate smooth conduct of the Meeting.

He then appointed Mrs. Jayshree S. Joshi, Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, and Mr. Vijay Tambe, Member ( Client ID: IN30371910155350) as Scrutinizers for the Poll to be conducted at the Meeting and to provide their Report in the manner as prescribed under the Companies Act, 2013. He requested all the Members and Proxy holders, who did not cast their e-vote and were entitled to vote at the Meeting, to participate in the Poll, that would be taken up immediately after all the resolutions had been deliberated / transacted at the same venue and would remain open till the members and proxy holders would cast their votes. He further informed the members that the combined results of voting on each resolution by way of e-voting as well poll process would be declared within 48 hours and would be displayed on the website of the Company. He also informed that the



results would also be intimated to the BSE Ltd. & National Stock Exchange of India Ltd. and would be available at the Registered Office of the Company. The Chairman then proceeded to take the businesses as per the Notice of the 30<sup>th</sup> Annual General Meeting.

**Ordinary Businesses :**

**1. Adoption of Audited Accounts for the year ended 31<sup>st</sup> March 2014 and the Reports of Directors and Auditors thereon.**

The Chairman proposed the following resolution to be passed as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2014, the Profit and Loss Account and Cash Flow Statement, for the financial year ended 31st March, 2014, together with other documents attached thereto and forming part thereof along with the Reports of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

The Chairman invited the members who wished to speak or offer their comments and who desired to seek clarification on the 30<sup>th</sup> Annual Report. Mr. Ghansham Bharucha, Mrs. Smita Shah, Mr. R.F. Batliwala, Mr. Jiten R. Parikar, Mr. Bharat M.Shah, Mr. Jehangir Batliwala, Mrs. Asha Lata Maheshwari, Mr. Anil Parekh, Mr. K. L. Makhija, Mrs. Homa B. Pouredhi, Mr. Beruz Feramroz, Mr. Ronald Fernandes, Mrs. Chetana Parekh, Mr. Dinesh Bhatia, Mr. Kirti Shah, Mr. Aspi Besania, Mr. Dharmesh Gosalia and the other shareholders voiced their observations and sought certain details / clarification with regard to the accounts and operations of the Company for the financial year ended 31<sup>st</sup> March, 2014 and future growth prospects under the current market scenario. Some of the shareholders offered their best wishes to the Company. Certain shareholders also praised the excellent performance of the Company and congratulated the management on steering the Company to the new heights.

Thereafter, the Chairman replied to all queries to the satisfaction of the members.

**2. Declaration of Final Dividend on Equity Shares and confirmation of Interim Dividend.**

The Chairman informed the members that the Board of Directors had recommended final dividend of ₹ 2.00 per equity share along with additional special 30th anniversary celebration dividend of ₹ 3.00 per equity share on 12,86,06,680 equity shares of ₹ 10 each (on the expanded paid-up equity share capital) of the company payable to the shareholders, in addition to the interim dividend of ₹ 3.00 per equity share already paid during the financial year 2013-14.



The Chairman proposed the following resolution to be adopted as an Ordinary Resolution:

**"RESOLVED THAT** the final dividend for the financial year ended 31<sup>st</sup> March, 2014 of ₹ 2.00 per equity share along with additional special 30th anniversary celebration dividend of ₹ 3.00 per equity share on 12,86,06,680 equity shares of ₹ 10 each (on the expanded paid-up equity share capital) of the company be and is hereby declared out of the current profits of the Company for the financial year ended 31<sup>st</sup> March, 2014, to be paid to the equity shareholders of the Company whose names appeared on the Company's Register of Members on (i) 16<sup>th</sup> July, 2014, in respect of shares held in physical form and (ii) in respect of shares held in dematerialized form, the dividend be paid to the beneficial owners of the shares whose names appeared in the Statement of Beneficial Ownership, as at the close of business hours on 16<sup>th</sup> July, 2014, furnished by National Securities Depository Limited and Central Depository Services (India) Limited and the interim dividend of ₹ 3.00 per equity share already paid during the financial year 2013-14, out of the current years' profits of the Company be and is hereby confirmed.

3. *Re-appointment of Mr. Dheeraj Wadhawan (DIN 00096026) as a Director, liable to retire by rotation.*

The Chairman informed the members that Mr. Dheeraj Wadhawan, would retire by rotation at the Annual General Meeting and being eligible offered himself for reappointment.

The Chairman proposed the following resolution to be passed as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Dheeraj Wadhawan – Director (DIN 00096026), who retires by rotation, at this Annual General Meeting pursuant to Section 152 of the Companies Act, 2013 and Article 158 of the Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

4. *Appointment of Joint Statutory Auditors of the Company and to fix their remuneration.*

The Chairman informed the Members that Joint Statutory Auditors M/s. T. R. Chadha & Co., Chartered Accountants, (FRN No. 06711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN No. 06543C) were appointed as Joint Statutory Auditors of the Company, for the financial year 2013-14 and held office upto the conclusion of the Annual General Meeting. They had completed tenure of one year as Joint Statutory Auditors of the Company. He also informed that pursuant to provisions of Sec. 139 of the Companies Act, 2013 read with Rules made thereunder, the Statutory Auditors could be appointed for a term of



4 years, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting.

The Chairman proposed the following resolution to be passed 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.

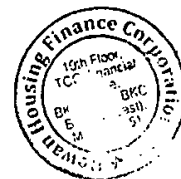
**RESOLVED FURTHER THAT** based on the recommendation of the Audit Committee, the Board of Directors be and is hereby authorized to appoint Branch Auditor(s) of the Company, in consultation with the Joint Statutory Auditors, to audit the accounts of the Company’s Zonal/Regional Offices and branch offices,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

5. *Appointment of Mr. Kaikushru Vicaji Taraporevala [DIN: 00691210] , Nominee Director of M/s. Caledonia Investments Plc., as a Director liable to retire by rotation.*

The Chairman informed that Mr. Kaikushru Vicaji Taraporevala [DIN 00691210] was appointed as an Additional Director of the Company with effect from 21<sup>st</sup> October, 2013, as a Nominee Director of M/s. Caledonia Investments Plc.

The Chairman proposed the following resolution to be passed 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. *Appointment of Mr. R. P. Khosla [DIN 00012473] as an Independent Director of the Company.***

With deep regret, it was informed by the Chairman that, due to sad and sudden demise of Mr. R.P. Khosla, Director of the Company, who passed away on 5th July, 2014, the resolution number 6 as mentioned in the Notice of the 30<sup>th</sup> Annual General Meeting, dated 30th April, 2014, for his appointment as an Independent Director of the Company, had become infructuous.

**7. *Appointment of Mr. G.P. Kohli [DIN 00230388] as an Independent Director of the Company.***

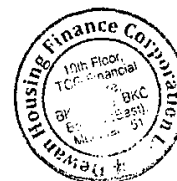
The Chairman informed the members that Mr. G.P. Kohli had been on the Board of the Company as a Non-Executive Independent Director since 23<sup>rd</sup> May, 2001 and fulfilled the conditions specified in the Companies Act, 2013; rules made there under and the Listing Agreement, for his appointment as an Independent Director of the Company and was independent of the management.

The Chairman proposed the following resolution to be passed 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. *Appointment of Mr. Ajay Vajirani [DIN 02006622], as an Independent Director of the Company.***

The Chairman informed the members that Mr. Ajay Vajirani had been a Non-Executive Independent Director of the Company since 4<sup>th</sup> January, 2008 and fulfilled the conditions specified in the Companies Act, 2013; Rules made there





under and the Listing Agreement for his appointment as an Independent Director of the Company and was independent of the management.

The Chairman proposed the following resolution to be passed 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 31<sup>st</sup> March, 2019.”

9. *Appointment of Mr V. K. Chopra [DIN 02103940] as an Independent Director of the Company.*

The Chairman informed the members that Mr. V. K. Chopra had been a Non-Executive Independent Director of the Company since 12<sup>th</sup> May, 2008 and fulfilled the conditions specified in the Companies Act, 2013; Rules made there under and the Listing Agreement for his appointment as an Independent Director of the Company and was independent of the management.

The Chairman proposed the following resolution to be passed 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 31<sup>st</sup> March, 2019.”



**10 Appointment of Mr. Mannil Venugopalan [holding DIN 00255575], as an Independent Director of the Company.**

The Chairman informed the Board members that Mr. Mannil Venugopalan had been a Non-Executive Independent Director of the Company since 25<sup>th</sup> February, 2013 and fulfilled the conditions specified in the Companies Act, 2013; and Rules made there under and the Listing Agreement for his appointment as an Independent Director of the Company and was independent of the management.

The Chairman proposed the following resolution to be passed as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 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**

Mr. Kapil Wadhawan - Chairman, being interested in special resolution number 11 pertaining to approval for entering into related party transaction by the Company, vacated the chair. Mr. G P Kohli took the chair and informed the Members that in light of the provisions of the Companies Act, 2013, for entering into Related Party Transactions covered u/s. 188 of the said Act, prior approval of the members by way of a Special Resolution would be required. A list of Related Party Transactions proposed to be entered by the Company was placed before the Members.

Mr. GP. Kohli - Chairman, proposed the following resolution to be passed as a Special Resolution:

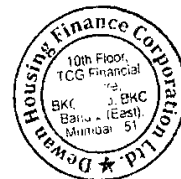
**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded 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:

			Receipts	Payments
1	Support Services	DHFL Vysya Housing Finance Limited	0.35	—
		Aadhar Housing Finance Limited	0.75	—



*Dewan Housing Finance Corporation Ltd.*

		Mr. Kapil Wadhawan, Chairman and Managing Director, is a common director and promoters carry shareholding interest	(previously known as Aadhar Housing Finance Private Limited)		
			Avanse Financial Services Limited (previously known as Avanse Financial Services Private Limited)	0.12	
2	Syndication Agreements		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		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	
		Mr. Kapil Wadhawan, Chairman and Managing Director and Mr. Dheeraj Wadhawan, Non- Executive	Wadhawan Holdings Private Limited		0.12



		Director, are common directors and promoters carry shareholding interest.			
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**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.”


After the discussion on the above special resolution, Mr. G.P. Kohli vacated the Chair and Mr. Kapil Wadhawan took the Chair and informed the members that none of the interested member and/or related party (ies) of the Company shall cast their votes on the aforesaid special resolution.

**Poll**

The Chairman introduced the Poll Scrutinizers and explained the procedure to be followed in respect of Poll before commencement of the process.

Thereafter, the Chairman thanked the members present and Board of Directors for their active participation and support for the orderly conduct of proceedings of the meeting and declared the Poll for all the resolutions as open.

He requested the Scrutinizers appointed for the poll process to conduct the Poll proceedings and re-iterated to the Members that the combined voting results of the E-Voting and Poll at the Annual General Meeting would be announced within 48 hours and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Ltd. and National Stock Exchange of India Ltd. and would be available at the Registered Office of the Company.

  
**Kapil Wadhawan**  
 Chairman & Managing Director

**Date of Preparation: 29<sup>th</sup> July, 2014**  
**Place : Mumbai**

**Date of Signing : 11<sup>th</sup> August, 2014**



**Announcement of the consolidated Results of E-voting and Poll conducted with respect to the 30<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> Annual General Meeting.

Based on the Scrutinizer's Report, on e-voting and poll process, the Chairman of the Annual General Meeting declared the resolutions contained in the Notice of the 30<sup>th</sup> Annual General Meeting as passed with the requisite majority.

The details of the results were 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 <sup>st</sup> March, 2014, including Audited Balance Sheet as at 31 <sup>st</sup> 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	858,99,609	100%	0	Nil	Passed with requisite majority as





		Investments Plc., a Non-Executive Director of the 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 <sup>st</sup> March, 2019.	Due to sudden and sad demise of Mr. R. P. Khosla on 5 <sup>th</sup> 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 <sup>st</sup> 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 <sup>st</sup> 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 rotation, to hold office for five	858,75,455	99.97%	24,154	0.03%	Passed with requisite majority as an Ordinary Resolution



