

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Name of the Target Company (TC)	Dewan Housing Finance Corporation Limited																	
2	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer / sellers.	<p>Sellers:</p> <p>Shri Kapil Wadhawan (for 1,23,56,711 shares) Shri Dheeraj Wadhawan (for 1,23,56,711 shares) Smt. Aruna Wadhawan (for 1,64,75,614 shares).</p> <p>Acquirer:</p> <p>Wadhawan Housing Pvt. Ltd. (for 4,11,89,036 shares).</p>																	
3.	Whether the acquirer/ sellers belong to Promoter/Promoter group	Yes																	
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	The National Stock Exchange of India Limited and the BSE Limited																	
5.	Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC. (**)	Number	% w.r.t. total share/voting capital wherever applicable.	% w.r.t. total diluted share/voting capital of the TC(*)															
	<p><u>Before the acquisition/ disposal under consideration holding</u></p> <p>(a) Shares carrying voting rights :</p> <table border="1"> <thead> <tr> <th>Name</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Shri Kapil Wadhawan</td> <td>1,32,56,711</td> <td>10.32</td> </tr> <tr> <td>Shri Dheeraj Wadhawan</td> <td>1,32,56,711</td> <td>10.32</td> </tr> <tr> <td>Smt. Aruna Wadhawan</td> <td>1,76,75,614</td> <td>13.77</td> </tr> <tr> <td>Wadhawan Housing Private Limited</td> <td>62,20,786</td> <td>4.84</td> </tr> </tbody> </table>	Name	No. of Shares	%	Shri Kapil Wadhawan	1,32,56,711	10.32	Shri Dheeraj Wadhawan	1,32,56,711	10.32	Smt. Aruna Wadhawan	1,76,75,614	13.77	Wadhawan Housing Private Limited	62,20,786	4.84	5,04,09,822	39.25	39.25
Name	No. of Shares	%																	
Shri Kapil Wadhawan	1,32,56,711	10.32																	
Shri Dheeraj Wadhawan	1,32,56,711	10.32																	
Smt. Aruna Wadhawan	1,76,75,614	13.77																	
Wadhawan Housing Private Limited	62,20,786	4.84																	
	(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/	Nil	Nil	Nil															

others).															
(c) Voting rights (VR) otherwise than by shares.	Nil	Nil	Nil												
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category).	Nil	Nil	Nil												
Total (a+b+c+d)	5,04,09,822	39.25	39.25												
<u>Details of acquisition/sale</u> a) Shares carrying voting rights acquired/sold															
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Name	No. of Shares	%													
Shri Kapil Wadhawan	1,23,56,711	9.62													
Shri Dheeraj Wadhawan	1,23,56,711	9.62													
Smt. Aruna Wadhawan	1,64,75,614	12.83													
	Nil	Nil	Nil												
This filing is being made in respect of a sale of shares by Shri Kapil Wadhawan, Shri Dheeraj Wadhawan and Smt. Aruna Wadhawan, promoters of the Target Company to another promoter pursuant to an <i>inter-se</i> transfer of shares. Please see the Note below. As such, although there is a change in the <i>inter-se</i> shareholding of the promoters, the collective shareholding of the promoters remains unchanged and there is no sale of shares/voting rights by the promoters collectively.															
(b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil												
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold.	Nil	Nil	Nil												
(d) Shares encumbered/ invoked/ released by the acquirer.	Nil	Nil	Nil												
Total (a+b+c+d)	Nil	Nil	Nil												

After the acquisition/sale, holding of:						
(a) Shares carrying voting rights						
Name	No. of Shares	%				
Shri Kapil Wadhawan	9,00,000	0.70				
Shri Dheeraj Wadhawan	9,00,000	0.70				
Smt. Aruna Wadhawan	12,00,000	0.93				
Wadhawan Housing Private Limited	4,74,09,822	36.92		5,04,09,822	39.25	39.25
(b) VRs otherwise than by shares				Nil	Nil	Nil
(c) Shares encumbered with the acquirer				Nil	Nil	Nil
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition/sale				Nil	Nil	Nil
Total (a+b+c+d)				5,04,09,822	39.25	39.25
6.	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).			Inter-se transfer of shares through a block deal amongst the Promoters.		
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable			26 th March, 2014		
8.	Equity share capital / total voting capital of the TC before the said acquisition / sale.			12,84,20,240 Equity Shares of Rs. 10/- each aggregating to Rs 1,28,42,02,400 (***)		
9.	Equity share capital/ total voting capital of the TC after the said acquisition / sale			12,84,20,240 Equity Shares of Rs. 10/- each aggregating to Rs 1,28,42,02,400. (***)		
10	Total diluted share/voting capital of the TC after the said acquisition/sale			12,84,20,240 Equity Shares of Rs. 10/- each aggregating to Rs 1,28,42,02,400 (***)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) During the 4th quarter, on 5th February 2014, the Company allotted 93,973 equity shares of Rs. 10 each upon exercise of stock option to the eligible employees of the Company under Employee Stock Option Scheme, 2008 and 2009, consequently the paid up equity share capital of the company increased from ₹ 128,32,62,670 divided into 12,83,26,267 equity shares of face value of ₹ 10/- each (as reported for the quarter ended 31st December 2013 under clause 35 of the Listing Agreement) to ₹ 128,42,02,400 divided into 12,84,20,240 equity shares of face value of ₹ 10/- each.

Note:

- i. This disclosure is being made in respect of the transfer of 4,11,89,036 shares constituting 32.07% of the shares carrying voting rights of the Target Company undertaken on 26th March 2014, between the promoters of the Target Company in terms of the disclosure filed on 19th March, 2014 under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The total holding of the promoters in the Target Company after such *inter-se* transfer remains unchanged and there is no sale of shares/voting rights by the promoters collectively.
- ii. Upon completion of the transactions for which this disclosure is being filed, the aggregate Promoter shareholding in the Target Company remains at 39.25% of the total voting rights of the Target Company of which 36.92% is held by Wadhawan Housing Pvt. Ltd. and the balance 2.33% is held by the other Promoters i.e Shri Kapil Wadhawan, Shri Dheeraj Wadhawan & Smt Aruna Wadhawan. The objective behind the aforementioned transfer of shares amongst the Promoters is to consolidate the shareholding of the Promoters in the Target Company in Wadhawan Housing Pvt. Ltd. Such consolidation does not result in any change of management or control of the Target Company.


Kapil Wadhawan

(On My own behalf and on behalf of all the Sellers)

Place : Mumbai

Dated : 27th March, 2014