



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.

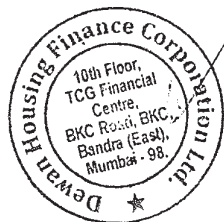
Toll Free No. 1800 22 3435, Customer Care No. : (0124) 4092750, Visit us at : www.dhfl.com, email – response@dhfl.com

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 Resolutions through Postal Ballot as set out in the Notice dated 1st December, 2014.

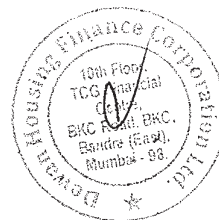
The Postal Ballot Notice containing the Special Resolutions together with the statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Form, either through physical submission by the Members of the Company in postage pre paid self addressed envelope or through e-voting was Friday, 9th January, 2015. 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 a 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 Resolutions as set out in the Postal Ballot Notice dated 1st December, 2014, have been duly passed by the Members of the Company with requisite majority.



The details of the voting results of the Special Resolutions passed through Postal Ballot process (including e- voting) are reproduced hereunder :

1.	Date of Declaration of Postal Ballot Results	Wednesday, 14 th January, 2015		
2.	Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos –Beneficiary Position)	33,680 (as on Friday, 5 th December, 2014)		
3.	No. of shareholders present in the meeting either in person or through proxy:	Not Applicable		
	Promoters and Promoter Group:			
	Public:			
4.	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable		
	Promoters and Promoter Group:			
	Public:			
5.	Details of the Agenda:	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands/Poll/Postal ballot/e-voting)	Result
(i)	Special Resolution under Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) read with the rules made thereunder for alteration in the Main Object Clause of the Memorandum of Association of the Company.	Special	Postal Ballot / e-voting	Passed with requisite majority
(ii)	Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) for alteration in the Articles of Association by way of adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.	Special	Postal Ballot / e-voting	Passed with requisite majority
(iii)	Special Resolution under section 42 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, authorizing the Board of Directors to issue Commercial Papers on private placement basis upto a maximum amount of ₹10,000 crore outstanding at any given point of time.	Special	Postal Ballot / e-voting	Passed with requisite majority



Resolution No. 1 :

Alteration of Memorandum of Association of the Company pursuant to section 13 of the Companies Act, 2013, and the Rules made there under.

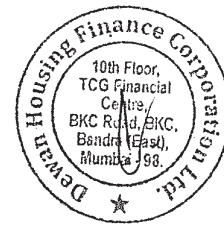
Type of Resolution Required: Special Resolution

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	50909822	50909822	100.00	50909822	0	100.00	0.00
Public – Institutional holders	27431928	*11267656	41.07	11267656	0	100.00	0.00
Public-Others	50308844	*18611089	36.99	18609530	1559	99.99	0.01
Total	128650594	80788567	62.80	80787008	1559	100.00	0.00

*Excludes invalid votes

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of Notes to the Postal Ballot Notice, the votes cast by this Member, through e-voting have been considered for this Report.



Resolution No. 2 :

Adoption of New set of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013, and the Rules made there under.

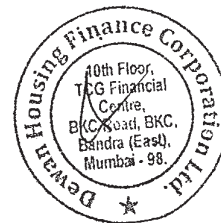
Type of Resolution Required: Special Resolution

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	50909822	50909822	100.00	50909822	0	100.00	0.00
Public – Institutional holders	27431928	*11267656	41.07	9481747	1785909	84.15	15.82
Public- Others	50308844	*18611032	36.99	18598995	12037	99.61	0.39
Total	128650594	80788510	62.80	78990564	1797946	97.77	2.23

*Excludes invalid votes.

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of Notes to the Postal Ballot Notice, the votes cast by this Member, through e-voting have been considered for this Report.



Resolution No. 3 :

Authorizing the Board of Directors to issue Commercial Papers on private placement basis pursuant to Section 42 of the Companies Act, 2013, and the Rules made there under.

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	50909822	50909822	100.00	50909822	0	100.00	0.00
Public – Institutional holders	27431928	*11267656	41.07	8676442	2591214	77.00	23.00
Public-Others	50308844	*18611431	36.99	18597698	13733	99.93	0.07
Total	128650594	80788909	63.58	78183962	2604947	96.78	3.22

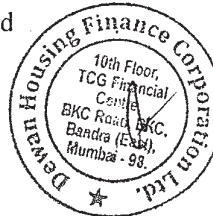
Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of Notes to the Postal Ballot Notice, the votes cast by this Member, through e-voting have been considered for this Report.

The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,
for Dewan Housing Finance Corporation Limited


Kapil Wadhawan
Chairman & Managing Director



Date : 14th January, 2015
Place : Warden House, 2nd Floor,
Sir P.M. Road, Road, Fort, Mumbai - 400001

Encl : as above

Jayshree S. Joshi

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



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

SCRUTINIZER'S REPORT

COMPANY SECRETARIES

Date: 13th January, 2015.

To,

The Chairman,
DEWAN HOUSING FINANCE CORPORATION LIMITED
Warden House, 2nd 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 01.12.2014.**

Dear Sir,

The Board of Directors of the Company at its Meeting held on 01.12.2014 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 Resolutions viz.a) u/s 13 of the Companies Act, 2013, read with the Rules made thereunder, for alteration in the Main Object Clause of the Memorandum of Association of the Company, b) u/s 14 of the Companies Act, 2013, read with the Rules made thereunder for adoption of new set of Articles of Association of the Company and c) u/s 42 of the Companies Act, 2013, read with the Rules made thereunder for authorizing the Board of Directors to issue Commercial Papers on private placement basis.

1. 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 10.12.2014. 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 09.01.2015, (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.



1

Office No. 5, 1st Floor, Rajabhadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

Jayshree S. Joshi

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



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

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

RESOLUTION NO. 1: Alteration of Memorandum of Association of the Company pursuant to section 13 of the Companies Act, 2013, and the Rules made there under.

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) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes In favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	50909822	50909822	100.00	50909822	0	100.00	0.00
Public - Institutional holders	27431928	*11267656	41.07	11267656	0	100.00	0.00
Public- Others	50308844	*18611089	36.99	18609530	1559	99.99	0.01
Total	128650594	80788567	62.80	80787008	1559	100.00	0.00

*Excludes invalid votes

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of Notes to Notice of Postal Ballot, the votes cast by this Member, through e-voting have been considered for this Report.

RESOLUTION NO. 2: Adoption of New set of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013, and the Rules made there under.

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) = $[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of Votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter and Promoter Group	50909822	50909822	100.00	50909822	0	100.00	0.00
Public - Institutional holders	27431928	*11267656	41.07	9481747	1785909	84.15	15.82
Public- Others	50308844	*18611032	36.99	18598995	12037	99.61	0.39
Total	128650594	80788510	62.80	78990564	1797946	97.77	2.23

*Excludes invalid votes.



Jayshree S. Joshi

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



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of Notes to Notice of Postal Ballot, the votes cast by this Member, through e-voting have been considered for this Report.

RESOLUTION NO. 3: Authorizing the Board of Directors to issue Commercial Papers on private placement basis pursuant to Section 42 of the Companies Act, 2013, and the Rules made there under.

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) =[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)] *100	% of Votes against on votes polled (7) =[(5)/(2)] *100
Promoter and Promoter Group	50909822	50909822	100.00	50909822	0	100.00	0.00
Public - Institutional holders	27431928	*11267656	41.07	8676442	2591214	77.00	23.00
Public- Others	50308844	*18611431	36.99	18597698	13733	99.93	0.07
Total	128650594	80788909	63.58	78183962	2604947	96.78	3.22

*Excludes invalid votes.

Note:- One Member holding 800 (Eight Hundred) Shares had voted through e-voting as well as through Postal Ballot. In terms of Point No. 11 of Notes to Notice of Postal Ballot, the votes cast by this Member, through e-voting have been considered for this Report.

- To conclude, the three Special Resolutions enumerated above are passed with the requisite majority.
- You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

JAYSHREE S. JOSHI
FCS 1451, CP 487