

Minutes of the Twenty-Ninth Annual General Meeting of the Members of Dewan Housing Finance Corporation Ltd held on Tuesday, 23rd July, 2013 at 12.00 noon at Indian Merchant Chambers, WHH- Walchand Hirachand Hall, 4th Floor, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.

Members Present :

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	8
Public	277

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group	Nil
Public	Nil

Directors Present:

1. Shri Kapil Wadhawan : Chairman & Managing Director
2. Shri Dheeraj Wadhawan : Director
3. Shri R P Khosla : Director
4. Shri G P Kohli : Director
5. Shri Ajay Vazirani : Director
6. Shri V. K. Chopra : Director
7. Shri M. Venugopalan : Director

By invitation:

1. Shri B. M. Chaturvedi &] Partners of M/s. B. M. Chaturvedi & Co.
2. Shri Rajendra Gupta } Chartered Accountants (Statutory Auditors
] of the Company)

In attendance

1. Shri Prashant Chatruvedi : Sr. Vice President – Finance & Resources
2. Shri J. N. Shah : Sr. Vice President - Accounts & Taxation
3. Shri Santhosh Sharma : Sr. Vice President – Finance
4. Shri S. Y. Sankhe : Company Secretary
5. Ms. Niti Arya : Dy. Company Secretary

Chairman

Shri Kapil Wadhawan - Chairman of the Board of Directors took the chair and presided over the proceedings of the meeting.

He welcomed the shareholders to the Twenty-Ninth Annual General Meeting of the Company. After ascertaining that the requisite number of members forming the quorum for the meeting was present, the Chairman called the meeting to order.

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

The Chairman informed the members that the Register of member, Register of Directors' Shareholding maintained pursuant to provisions contained in the Companies Act, 1956 and the Register of Proxy were placed at the Meeting and were available for inspection by the members during the meeting.

Notice of the Meeting and Directors' Report

With the consent of the Members present, the Notice convening the Twenty Ninth (29th) Annual General Meeting and the Report of Directors of the Company were taken as read. The Chairman informed the members that all the necessary Statutory Registers were available for inspection, if so required by the members.

Auditors' Report

The Chairman requested Shri S. Y. Sankhe - Company Secretary to read the Auditors' Report on the audited Accounts for the financial year ended 31st March 2013. Thereafter, the Company Secretary read the Auditors' Report.

Chairman's Statement

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

“Quote

Dear Shareowners,

It gives me immense pleasure to say that the year gone by was one of all round show of good performance by your Company, highlights of which I will be covering as we go along. In the back drop of intensified competition and tough market conditions it also reaffirms the strength of your company to remain competitive, contemporary and

committed to performance. I have all praise from my colleagues who have made this possible through their dedication. My deep appreciation are also to our customers who recognize our commitment to give them the best and select us to serve them and to all stake holders who have reposed immense faith in us, encouraging us to think bigger and bolder year after year.

Let me now set the context in the back drop of major developments in our economy.

The Indian Economy has grown at 4.8 percent in the January-March 2013 quarter, which was the lowest in fifteen quarters. A tense global backdrop and lacklustre industrial growth have been limiting the domestic growth. The RBI has been signalling lowering of interest rate but the latest bout of weakening in the Indian Rupee and high current account deficits have limited the speed with which monetary easing could have taken place.

The forecast however gives us room for a very positive outlook. The World Bank sees India's economic growth rising to 5.7 per cent in 2013-14, buoyed by gradual strengthening of external demand. Growth is projected to accelerate to 6.5 per cent in 2014-15 and 6.7 per cent in 2015-16, the World Bank said in its latest edition of the Global Economic Prospects released in June 2013.

In the above backdrop I will bring out the key aspects of last year's performance.

COMPANY'S PERFORMANCE during 2012-2013:

- The loan Assets under Management grew by 71% to ₹ 36,116 crore during the year.
- The Profits post tax has gone up by 48% to ₹ 452 crore as against ₹ 306 crore.
- The Company enjoys a healthy asset portfolio with a gross NPA constituting 0.71% of its loan portfolio and a net NPA of 0.46%. Net effective NPA is Nil.
- The consolidation of First Blue Home Finance Ltd. with your Company has added its part to the growth numbers. But at the same time it should also be borne in mind that this will hence forth reflect the true potential of the combined entity, which becomes our guiding force in perusing the future growth.

PERFORMANCE Q1 2013-14:

The Board of Directors of your Company at its meeting held earlier today had approved the Unaudited Financial Results for the quarter ended 30th June, 2013, which has been subjected to Limited Review by the Auditors. Your Company has registered a stable

growth in the first quarter ending 30th June, 2013 as compared to previous corresponding quarter 30th June, 2012.

- Loan disbursements grew by 36% from ₹ 2,676 crore to ₹ 3,615 crore.
- Total income increased by 52% from ₹ 739 crore to ₹ 1,127 crore.
- Profit before Tax increased by 52% from ₹ 105 crore to ₹ 159 crore.
- Net Profit has increased by 55% from ₹ 78 crore to ₹ 120 crore.

ANNUAL REPORT & GREEN INITIATIVES

In terms of the green initiative on corporate governance undertaken by the Ministry of Corporate Affairs, the company has sent the annual report and the notices by e-mail to shareholders who have registered their e-mail addresses for this initiative.

In order to support this green initiative, I request members to register their e-mail address. I believe that this small step would go a long way in maintaining a greener planet.

The cost of printing the annual report for financial year 2012-13 was ₹ 40.75/- per copy as against ₹ 43.95/- per copy in the previous year.

CONCLUSION

I thank you all for your constant and valuable support, which I am sure, will continue in the future as well. Your encouragement is important for DHFL's continuous growth and for fulfilment of the vision of our Late Founder Chairman. Personally for me, it is an honour to be at the helm at this phase of growth of your Company.

The Board is grateful to all the members for their continual support and trust in us. The Board places on record their appreciation for the advice, guidance and support extended by the National Housing Bank. The Board would like to put on record its sincere thanks to the Company's Bankers, Foreign Investors, Legal Advisers, Management, Tax Consultants, Internal Auditors and Statutory Auditors for their co-operation and valuable guidance. I take this opportunity to express my gratitude to our members, borrowers, depositors and all employees for their valuable support.

With warm Regards,

Thank you,

“Unquote”

The Chairman then invited Shareholders who wished to speak or offer their comments and who desire to seek clarification on the 29th Annual Report. Smt. Asha Lata Maheshwari, Smt. Smita Bharat Mehta, Smt. Lekha Shah, Smt. Homa B. Pouredehi, Shri

Jehangir Batliwala, Shri Bharat M. Shah, Shri Kirti Shah, Shri. Anil Parekh, Shri. Nugal Gonsalves, Shri. Shobana Mehta, Shri Hariram Chaudhary, Shri Beruz Pouredehi, Shri Aspi Bhasania, Shri Manish Bhendari, Shri Jiten Parekh, Shri Christopher Rodriguez, Shri Dinesh Bhatia, Shri K. L. Makhija, Shri. H. V. Sanghvi, Smt. C. E. Mascarenhas, Shri Ronald Fernandes and the other shareholders voiced their observations and raised certain queries and sought certain details with regards to the accounts and operations of the Company for the financial year ended 31st March, 2013 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 responded to all queries to the satisfaction of the shareholders.

The Chairman, then proceeded with the ordinary business to be transacted in the Annual General Meeting as per the provisions of Section 173 (1) of the Companies Act, 1956.

1. Adoption of Audited Accounts

The following resolution was proposed by *Smt. Asha Lata Maheshwari* as an **Ordinary Resolution**, which was seconded by *Shri H. V. Sanghavi*

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013, the Profit and Loss Account, Cash Flow, Notes to Account for the financial year ended 31st March, 2013 and the Reports of Directors and Auditors thereon be and are hereby received, approved and adopted.”

The Resolution was then put to vote by show of hands and was passed unanimously. The Chairman declared the aforesaid Ordinary Resolution passed unanimously.

2. Declaration of Dividend on Equity Shares

The following resolution was proposed by *Mrs. C. E. Mascarenhas* as an **Ordinary Resolution**, which was seconded by *Shri K. L. Makhija*.

“RESOLVED THAT the final dividend for the financial year ended 31st March, 2013 of ₹ 3.00 per equity share i.e. 30 per cent on **12,83,26,267** equity shares (on the expanded paid-up equity share capital) of the company payable to the shareholders, subject to rounding off as per Rule 23 of Companies (Central Government's) General Rules & Forms 1956) including 1,08,86,375 equity shares of ₹ 10/- each fully paid-up, allotted to the shareholders of erstwhile First

Blue Home Finance Limited pursuant to the Scheme of Amalgamation, in addition to the interim dividend of ₹ 2.00 per equity share i.e. 20 per cent already paid on 3rd November, 2012 and that the total dividend for the financial year 2012-13 will be ₹ 5.00 per equity share i.e. 50 per cent as compared to ₹ 3.50 per equity share i.e. 35 per cent for the previous year ended 31st March, 2012 be and is hereby declared out of the current years' profits of the Company for the financial year **2012-2013** and be paid to the equity shareholders of the Company whose names appear on the Company's Register of Members on **23rd July, 2013**, (i) 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 appear in the Statement of Beneficial Ownership, as at the close of business hours on **15th July, 2013**, furnished by National Securities Depository Limited and Central Depository Services (India) Limited."

The Resolution was then put to vote by show of hands and was passed unanimously. The Chairman declared the aforesaid Ordinary Resolution passed unanimously

3. *Re-appointment of Shri R. P. Khosla as a Director*

The following resolution was proposed by *Smt. Shobhana Mehta* as an **Ordinary Resolution**, which was seconded by *Smt. Homa B. Pouredehi*

“RESOLVED THAT Shri R. P. Khosla – Director, who retires by rotation, at this Annual General Meeting pursuant to sections 255 and 256 of the Companies Act, 1956 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.

The Resolution was then put to vote by show of hands and was passed unanimously. The Chairman declared the aforesaid Ordinary Resolution passed unanimously.

4. *Re-appointment of Shri G. P. Kohli as a Director*

The following resolution was proposed by *Shri Hariram Chaudhary* as an **Ordinary Resolution**, which was seconded by *Smt Lekha Shah*

“RESOLVED THAT Shri G. P. Kohli – Director, who retires by rotation, at this Annual General Meeting pursuant to sections 255 and 256 of the Companies Act, 1956 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.

The Resolution was then put to vote by show of hands and was passed unanimously. The Chairman declared the aforesaid Ordinary Resolution passed unanimously.

5. *Appointment of Joint Statutory Auditors of the Company*

The following resolution was proposed by *Shri Aspi Bhasania* as an **Ordinary Resolution**, which was seconded by *Shri Jiten Parekh*

“RESOLVED THAT M/s. T. R. Chadha & Co., Chartered Accountants, (FRN 006711N), together with M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN 006543C) be and are hereby appointed as Joint Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in place of the retiring auditors M/s. B. M. Chaturvedi & Co., Chartered Accountants, Mumbai (FRN 114317W), who have not offered themselves for reappointment as Auditors of the Company, for auditing the accounts of the Company for the financial year 2013-2014 and in this regard the Board of Directors/Committees of the Board be and are hereby authorized to decide and finalise the terms and conditions of their appointment and to fix their remuneration plus travelling and other out of pocket expenses incurred by them in connection with statutory audit and/or continuous audit and also such other remuneration, as may be decided by the Board of Directors/Committees of the Board of Directors, for performing duties other than those referred to herein above.

RESOLVED FURTHER THAT the Board of Directors is hereby authorized to appoint Branch Auditor(s) of the Company, in consultation with the Company’s 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 decided by the Board of Directors.”

The Resolution was then put to vote by show of hands and was passed unanimously. The Chairman declared the aforesaid Ordinary Resolution passed unanimously.

Thereafter, the Chairman proceeded with the Special Business to be transacted in the Annual General Meeting as per the provisions of Section 173(1) of the Companies Act, 1956.

6. *Appointment of Shri M. Venugopalan as a Director*

The following resolution was proposed by *Shri Beruz Pouredahi* as an **Ordinary Resolution**, which was seconded by *Shri Kirti Shah*.

“RESOLVED THAT Shri M. Venugopalan who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 (the Act) read with Article 146 of the Articles of Association of the Company, being eligible, offers himself for re-appointment and in respect of whom the Company has received a notice in writing under Section 257 of the Act, from a shareholder signifying his intention to propose Shri M. Venugopalan as a candidate for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

The Resolution was then put to vote by show of hands and was passed unanimously. The Chairman declared the aforesaid Ordinary Resolution passed unanimously.

7. ***Vote of Thanks***

Smt. Asha Lata Maheshwari proposed a vote of thanks to the Chair. Thereafter, the Chairman declared the meeting as concluded.

Sd/-
Kapil Wadhawan
Chairman & Managing Director

Date: 29th July, 2013
Place : Mumbai