

*Minutes of the Twenty-Eight Annual General Meeting of the Members of Dewan Housing Finance Corporation Ltd held on Friday, 27<sup>th</sup> July, 2012 at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra – Kurla Complex, Bandra (East), Mumbai 400 051*

**Members Present** : 196 shareholders were present in person including 53 authorized representatives of the Companies  
33 Shareholders were present by Proxy

**Directors Present:**

1. Shri Kapil Wadhawan : Chairman & Managing Director
2. Shri Dheeraj Wadhawan : Director
3. Shri R. S. Hugar : Director
4. Shri R P Khosla : Director
5. Shri G P Kohli : Director
6. Shri Ajay Vazirani : Director
7. Shri Anthony Hambro : Nominee of M/s. Caledonia Investment Plc.
8. Shri V. K. Chopra : Director
9. Dr. P. S. Pasricha : 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 : G. M – Finance & Resources
2. Shri J. N. Shah : Sr. G. M. Accounts & Taxation
3. Shri S. Y. Sankhe : 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 Eighth 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 Directors' Shareholding and 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 Eight (28<sup>th</sup>) 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 year ended 31<sup>st</sup> March 2012. Thereafter, the Company Secretary read the Auditor Report.

### ***Chairman's Statement***

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

#### ***“Quote***

#### ***Dear Shareholders,***

**A copy of Annual report** is already with you, and I am sure that all of you must have gone through the same.

At the outset, I would like to congratulate all my colleagues for the completion of a successful financial year. It gives me immense pleasure to say that 28 years old DHFL is today uniquely poised to attain leadership position in its areas of operation. In the year 2011-12 your Company has successfully demonstrated a consistent growth and robust all-round performance.

Let me highlight some of the major developments during the last year and the current financial year

**INDIAN ECONOMY - Though the Indian economic scenario looks very positive in the long run**, currently it is undergoing a difficult phase with a volatile market situation and some slow down in the industry. Inflation has remained stubbornly high and the rupee has been volatile, having depreciated sharply in the recent period. Muted capital flows and higher oil and gold imports has widened the current account deficit has led to the tapering of the economic growth curve. India however remains a front runner in economic growth across the world.

**HOUSING SCENARIO - During the year 2011-12 hardening of interest rates scenario** and occasional tight liquidity caused concern in the housing finance system albeit for a shorter term. Overall the industry has been showcasing a conservative CAGR of under 20%. Future outlook for the Housing finance sector looks bright to me. Some of the announcements regarding interest subvention, ECB for affordable housing, setting up a Credit Guarantee Trust fund etc. in the Union Budget 2012-13 are very encouraging.

**COMPANY PERFORMANCE 2011-12 - You must have observed from the Annual Report that your Company** has showcased a commendable performance in the areas of business growth, profitability, asset quality etc. in result enhancing stake holder value. The niche segment catered by DHFL and its presence in tier-2 & tier-3 markets helped the company to demonstrate a better growth wherein the industry has been at a slowdown. Your company's robust operational processes and strong recovery machinery helped the Company to reduce its Non Performing Assets.

### **PERFORMANCE Q1 2012-13**

**The Board of Directors of your Company** at its meeting held earlier today had approved the **Unaudited Financial Results for the quarter ended 30<sup>th</sup> June, 2012**, which has been subjected to Limited Review by the Auditors. Your Company has registered a stable growth in the first quarter ending 30<sup>th</sup> June, 2012 as compared to previous quarter 30<sup>th</sup> June, 2011.

- Loan disbursements grew by 72% from ₹ 1,554.41 crore to ₹ 2,676.33 crore
- Total income increased by 48% from ₹ 497.70 crore to ₹ 738.90 crore
- Profit before Tax increased by 20% from ₹ 87.39 crore to ₹ 104.63 crore
- Net Profit has increased by 18% from ₹ 65.79 crore to ₹ 77.83 crore.

**We strongly believe that the lower and middle income segment** is expected to remain the primary growth driver for the Indian housing sector and your Company, will continue to have a strong focus on this segment.

## **Scheme of Merger**

As most of you are aware that the merger process of First Blue Home Finance Ltd and DHFL Holdings Private Ltd with your Company is going on. These companies will be merged with DHFL as soon as we receive the approval of the concerned High Courts.

## **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 address with the depository participants.

In order to support this green initiative, I request members to register their e-mail address with their depository participant in case they hold shares in electronic form or with the company or Company's Registrar in case they hold shares in physical form. 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 2011-12 was ₹ 43.95/- per copy as against ₹ 65/- per copy in the previous year.

## **Conclusion**

**I thank you**, 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 also would like to put on record its appreciation for the contribution offered by the Company's Legal Advisers, Management and Tax Consultants, Bankers, Foreign Investor, Internal Auditors and Statutory Auditors for their co-operation and their valuable guidance. I take this opportunity to express my gratitude to our members, borrowers, depositors and all employees for their valuable support.

Thank you,

With warm regards,

*Unquote"*

The Chairman then invited Shareholders who wished to speak to offer their comments and who desire to seek clarification on Annual Report. Shri J. P. Maheshwari, Smt. Shobhana Mehta, Smt. Homa B. Pouredehi, Shri H. V. Shanghavi, Smt. Smitha Shah, Smt. C. E. Mascarenhas, Shri Hariram Chaudhary, Shri Gaurav Jungale, Shri Manish Bhendari, Shri Nilesh Mehta, Shri Christopher Rodriguez, Shri Lokesh Manik, Shri Aspi Bhasania, Shah, Shri K. L. Makhija and Shri Anil Parekh 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 year ended 31<sup>st</sup> March, 2012 and future growth prospects under the current market scenario. Some of the shareholders offered their best wishes to the Company. Certain shareholder also praised the excellent performance of the Company and congratulated the management on steering the Company to the heights over past few years.

Thereafter, the Chairman responded to all queries to the satisfaction of the shareholders

Thereafter, the following resolutions were placed before the meeting:

## **ORDINARY BUSINESS**

### ***1 Adoption of Audited Accounts***

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

**“RESOLVED THAT** the audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss Account of the Company for the financial year ended on that date, together with the Schedules and the Notes attached thereto and the Reports of the Directors and the Auditors thereon as circulated to the Members and laid before the Meeting, be and are hereby received, considered, approved and adopted.

**RESOLVED FURTHER THAT** the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss Account of the Company for the financial year ended on that date, together with the Schedules and the Notes attached thereon and the Reports of the Auditors thereon of the subsidiaries of the Company for the period ended 31<sup>st</sup> March 2012, as circulated to the Members and laid before the Meeting, be and are hereby received, considered, 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 dividend @ 35% (i.e. ₹ 3.50 per equity share of ₹10/-) amounting to ₹ 40,97,70,837 (Rupees Forty Crore Ninety Seven Lakh, Seventy Thousand, Eight Hundred And Thirty Seven Only ) 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, be and is hereby declared out of the current/accumulated profits of the Company for the financial year 2011-2012 and be paid to the equity shareholders of the Company whose names appear on the Company's Register of Members on 27<sup>th</sup> July, 2012, (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 21<sup>th</sup> July, 2012, 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 Dheeraj Wadhawan as Director*

*As the next item related to re-appointment of Shri Dheeraj Wadhawan, Shri Kapil Wadhawan, Chairman being interested in the said resolution vacated the Chair and requested Shri R. S. Hugar, Director to take the Chair and conduct the proceedings. Thereafter, Shri R. S. Hugar took the Chair and conducted the proceedings.*

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

**“RESOLVED THAT** Shri Dheeraj Wadhawan who retires by rotation 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.*

Shri R. S. Hugar requested Shri Kapil Wadhawan to take the Chair again. Thereafter, Shri Kapil Wadhawan took the Chair and conducted the proceedings.

**4. *Re-appointment of Dr. P. S. Pasricha as Director***

The following resolution was proposed by *Shri Nilesh Mehta* as an **Ordinary Resolution**, which was seconded by *Shri Hariram Chaudhary*

**“RESOLVED THAT Dr. P. S. Pasricha** who retires by rotation 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 Auditors***

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

**“RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956 M/s. B. M. Chaturvedi & Co., Chartered Accountants, Mumbai, bearing the Registration Number 114317W with the Institute of the Chartered Accountants of India (ICAI), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration as may be mutually agreed to between the Board of Directors and the said Auditors and reimbursement of out of pocket expenses, travelling and other expenses in connection with the work of audit to be carried out by them.

**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 Offices, Regional Processing Units [RPU] 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.*

**6. *Vote of Thanks***

*Smt. Shobana Mehta* proposed a vote of thanks to the Chair. Thereafter, the Chairman declared the meeting as concluded.

*Sd/-*

*Kapil Wadhawan*  
*Chairman & Managing Director*

*Date: 31<sup>st</sup> July, 2012*  
*Place : Mumbai*