

REPORT OF SCRUTINEERS TO THE CHAIRMAN OF THE MEETING OF THE EQUITY SHAREHOLDERS OF DEWAN HOUSING FINANCE CORPORATION LIMITED HELD ON TUESDAY, 17<sup>TH</sup> APRIL, 2012 IN RESPECT OF THE RESOLUTION APPROVING THE ARRANGEMENT EMBODIED IN THE SCHEME OF AMALGAMATION OF FIRST BLUE HOME FINANCE LIMITED AND DHFL HOLDINGS PRIVATE LIMITED WITH DEWAN HOUSING FINANCE CORPORATION LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

To

Shri G. P. Kohli

Chairman appointed by the Hon'ble High Court of Judicature at Mumbai for the Meeting of the equity shareholders of Dewan Housing Finance Corporation Limited

Warden House, 2<sup>nd</sup> Floor,

Sir P.M. Road, Fort,

Mumbai - 400 001

We,

- (1) Mr. Mohammed Aabid of Aabid & Co. (Practicing Company Secretaries) (Client Id & DP No. IN302679 35732145) and
- (2) Mr. Vijay S Tambe (Client Id & DP No: IN303719 1055350)

Representatives of equity shareholders, have been appointed as Scrutinizers in terms of Section 184 of the Companies Act, 1956 by Shri G. P. Kohli, the Chairman of the Court Convened Meeting of Equity Shareholders of Dewan Housing Finance Corporation Limited.

This Meeting of the Equity Shareholders was held on the 17<sup>th</sup> day of April, 2012 at 10:30 a.m. (10.30 Hrs) at Exchange Plaza, National Stock Exchange Auditorium, NSE Building, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 in pursuance of the Order of the High Court of Judicature at Bombay, dated 16<sup>th</sup> day of March, 2012 in Company Summons for Direction No. 174 of 2012 for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of First Blue Home Finance Limited and DHFL Holdings Private Limited with Dewan Housing Finance Corporation Limited with their Respective Shareholders and Creditors (the "Scheme").



The results of the poll conducted in relation to the Resolution placed before the Equity Shareholders in pursuance of the above mentioned Order are as given under:

Sr. No.	Particulars	Results
1.	Total No. of Equity Shareholders attended either in person or by proxy	173
2.	Total No. of Equity Shareholders who abstained from voting either in person or by proxy	20
3.	Total No. of Equity Shareholders voting either in person or by proxy	153
4.	Total Number of votes cast (a) No. of shares (b) Aggregate value (in Rs.)	72248835 722488350
5.	Total No. of Equity Shareholders whose voting is invalid	02
6.	Total Number of invalid votes (a) No. of Shares (b) Aggregate value (in Rs.)	14 140
<b>Details of valid votes</b>		
1.	Total No. of Equity Shareholders who have validly cast their votes either in person or by proxy	151
2.	Total Number of valid votes cast (a) No. of shares (b) Aggregate value (in Rs.)	72057235 720572350
3.	Total No. of Equity Shareholders who have validly cast their votes <b>For</b> the Resolution	150
4.	Percentage of Equity Shareholders who have validly cast their votes <b>For</b> the Resolution	99.34%
5.	Total Number of valid votes <b>For</b> the Resolution (a) No. of shares (b) Aggregate value (in Rs.)	72048598 720485980
6.	Percentage of valid votes <b>For</b> the Resolution	99.99%
7.	Total No. of Equity Shareholders who have validly cast their votes <b>Against</b> the Resolution	01
8.	Percentage of Equity Shareholders who have validly cast their votes <b>Against</b> the Resolution	0.66%
9.	Total Number of valid votes <b>Against</b> the Resolution (a) No. of shares (b) Aggregate value (in Rs.)	8637 86370
10.	Percentage of valid votes <b>Against</b> the Resolution	0.01%





Details for Reporting as per Clause 35A of the Listing Agreement.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	41154453	41154453	100.00%	41154453	0	100.00%	0
Public – Institutional holders	51970536	15648191	30.11%	15639554	8637	99.94%	0.06%
Public-Others	23714992	15254591	64.32%	15254591	0	100.00%	0
<b>Total</b>	<b>116839981</b>	<b>72057235</b>	<b>61.67%</b>	<b>72048598</b>	<b>8637</b>	<b>99.99%</b>	<b>0.01%</b>

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Details of shareholders who voted 'For' the Scheme, 'Against' the Scheme and those whose votes were Invalid are specified in Annexure to our report (Annexure A1, A2, A3, B & C respectively).

Based on the foregoing, we state that the Resolution in respect of Scheme of Amalgamation providing for amalgamation of First Blue Home Finance Limited and DHFL Holdings Private Limited with Dewan Housing Finance Corporation Limited with their Respective Shareholders and Creditors on terms and conditions and other details mentioned in the said Scheme of Amalgamation, a copy of which has been circulated with the Notice of the meeting and also placed before this meeting was duly passed with requisite majority in number and value, by the Equity Shareholders present at the Meeting and voting in person or by proxy.



Signature of Scrutinizer (1)  
Name : Mr. Mohammed Aabid  
Practicing Company Secretary  
(Client ID. DP No. IN302679 35732145)



Signature of Scrutinizer (2)  
Name : Vijay S. Tambe  
(Employee and Shareholder)  
Client ID. DP. ID. IN3037191055350

FCS 6579 / CP 6625  
68, Sai Sadan, Office No 12,  
Janmabhoomi Marg,  
Fort, Mumbai-400001

B-104, Om Sundaram Tower,  
Keshav Park, Uttan Road,  
Bhayander (West), Thane-401101

Dated : 18<sup>th</sup> April, 2012  
Place : Mumbai