

Jayshree S. Joshi

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



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JAYSHREE DAGLI & ASSOCIATES

SCRUTINIZER'S REPORT

COMPANY SECRETARIES

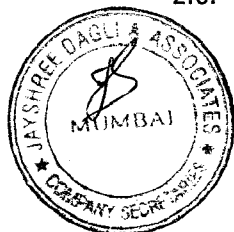
To,

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 Resolutions to be passed through Postal Ballot covered under the Notice dated 30th April, 2014.**

Dear Sir,

1. The Board of Directors of the Company at its Meeting held on 30.04.2014 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 180(1)(c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors (b) u/s 180(1)(a) of the Companies Act, 2013, to give consent to the Board Directors to create Charge and/or Mortgage on the assets of the Company, (c) u/s 42 of the Companies Act, 2013, for issue of securities on Private Placement, all covered under the Notice dated 30.04.2014.
2. I submit my Report as under: -
 - 2.1. The Company has completed the dispatch of Postal Ballot Papers, through Registered Post, Speed Post and Airmail, as the case may be, along with postage prepaid business reply envelope to its Members on 11.05.2014. 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 upto the close of working hours i.e. 6 pm on 10.06.2014, (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.



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3. Voting Pattern of Special Resolutions passed by Postal Ballot under Section 110 of the Companies Act, 2013, for:

RESOLUTION NO. 1: Under Section 180(1)(c) of the Companies Act, 2013, for grant of Borrowing Powers to the Board of Directors.

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	50409822	50409822	100.00	50409822	-	100.00	-
Public - Institution al holders	29759880	#11839480	39.78	7826140	4013340	66.10	33.90
Public- Others	48250538	\$27219056	56.41	27210479	8577	99.97	0.03
Total	128420240	89468358	69.67	85446441	4021917	95.90	4.50

Excludes invalid votes represented by 184097 Shares.

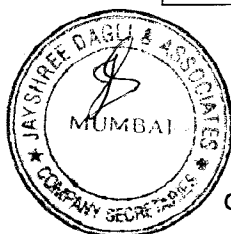
\$ Excludes invalid votes represented by 18294 Shares.

RESOLUTION NO. 2: Under Section 180(1)(a) of the Companies Act, 2013, to give consent to the Board Directors to create Charge and/or Mortgage on the assets of the Company

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	50409822	50409822	100.00	50409822	-	100.00	-
Public - Institution al holders	29759880	#11839480	39.78	7826140	4013340	66.10	33.90
Public- Others	48250538	\$27199287	56.37	27192109	7178	99.97	0.03
Total	128420240	89448589	69.69	85428071	4020518	95.51	4.49



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Excludes invalid votes represented by 184097 Shares.

\$ Excludes invalid votes represented by 37023 Shares.

RESOLUTION NO. 3: Under Section 42 of the Companies Act, 2013, for Issue of Securities on Private Placement.

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	50409822	50409822	100.00	50409822	-	100.00	-
Public - Institution al holders	29759880	#11839480	39.78	6405254	5434226	54.10	45.90
Public- Others	48250538	\$27200679	56.37	27190666	10013	99.96	0.04
Total	128420240	89449981	69.65	84005742	5444239	93.91	6.09

Excludes invalid votes represented by 184097 Shares.

\$ Excludes invalid votes represented by 36942 Shares.

Note :- Five Members had voted through e-voting as well as through Postal Ballot. In terms of Point No. 6 of General Instructions of the Postal Ballot Form, the votes cast by these Members, through e-voting have been considered for this Report.

4. I would like to inform you that all the Special Resolutions have been passed with the requisite majority.

5. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

Jayshree S. Joshi
JAYSHREE S. JOSHI
Company Secretary
FCS 1451, CP 487

Place: Mumbai
Date: 12.06.2014