

DHFL/CSD/2018-19/1399

Date: 29<sup>th</sup> March, 2019

**Corporate Office :** TCG Financial Center,  
10th Floor, BKC Road, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400098.

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The Manager Listing Department The BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001.	The Manager Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 051.
<b>Stock Code : 511072</b>	<b>Stock Code : DHFL</b>

Dear Sir/ Madam,

**Sub: Outcome of Board Meeting**

**Ref: Intimation under Regulation 8(2) of the Securities and Exchange Board of India  
(Prohibition of Insider Trading) Regulations, 2015**

We wish to inform you that the Board of Directors of the Company at its meeting held on Friday, 29<sup>th</sup> March, 2019, inter alia approved and noted the following:


- (i) Further to our letter no. DHFL/CSD/2017-18 1034 dated 22nd March, 2018 and DHFL/CSD/2018-19 1137 dated 27th June, 2018 with regard to grant of 1,17,35,600 ESARs (One Crore Seventeen lakh Thirty Five Thousand Six Hundred only) at a price of Rs. 520.20 per ESAR under Grant -VII and grant of 2,40,000 ESARs (Two Lakh Forty Thousand only) at a price of Rs. 643.65 per ESAR under Grant - VIII, respectively, to the eligible employees of the Company, in terms of Dewan Housing Finance Corporation Limited Employee Stock Appreciation Rights Plan 2015 (DHFL ESAR Plan 2015). In order to protect the interest of stakeholders and the employees of the Company and in view of the interest expressed by the ESAR Grantees covered under the aforesaid Grant - VII and Grant - VIII of the DHFL ESAR Plan 2015 to cancel and discontinue with the said Grants, the Board of Directors of the Company have approved cancellation of said Grant VII and Grant VIII of Employee Stock Appreciation Rights issued under the DHFL ESAR Plan 2015. However, the Company is exploring the possibilities and will introduce new ESAR schemes which would benefit the employees of the Company.
- (ii) Amendment to the "Code of Conduct for Prohibition of Insider Trading" and "DHFL Code of Practices and Procedures for Fair Disclosure of Unpublished price Sensitive Information" of the Company in line with the SEBI (Prohibition of Insider Trading) (Amendment), Regulations, 2018 as notified by SEBI vide notification(s) dated 31<sup>st</sup> December, 2018 and 21<sup>st</sup> January, 2019. The said amended Codes shall come into force with effect from 1<sup>st</sup> April, 2019 and shall be accordingly uploaded on the Company's website i.e. [www.dhfl.com](http://www.dhfl.com).
- (iii) Mr. G.P. Kohli [DIN: 00230388] and Mr. Mannil Venugopalan [DIN:00255575] Independent Directors of the Company, have expressed their desire to resign from the position of Independent Director with effect from 29<sup>th</sup> March, 2019 and 30<sup>th</sup> March, 2019, respectively. It is further informed that the present tenure of Mr. G.P. Kohli and Mr. Mannil Venugopalan as Independent Directors was due to expire on 31st March, 2019. In view of the process initiated by the Company to strengthen its governance structure and as a replacement for the existing Directors, the Company had vide its letter dated 26<sup>th</sup> March, 2019 informed that Mr. Sunjoy Joshi and Mr. Alok Kumar Misra have been appointed as Independent Directors of the Company and Mr. Srinath Sridharan had been appointed as a Non-Executive Director of the Company.

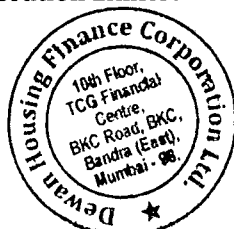
Kindly take the same on your record.

Thanking you

Yours sincerely,

for **Dewan Housing Finance Corporation Limited**

  
**Kapil Wadhawan**  
**Chairman & Managing Director**  
**DIN: 00028528**



**Dewan Housing Finance Corporation Ltd.**  
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