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DHFL/CSD/2019-20/1680

28th September, 2019

The Manager Listing Department Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax no. 2272 2082 / 3132/ 3121 Scrip Code : 511072	The Manager Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 051. Fax No. 26598237 / 38 DHFL
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Dear Sir/ Madam,

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Sub: Proceedings of the 35th Annual General Meeting held on September 28, 2019

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith a summary of proceedings of the 35th Annual General Meeting of the Members of the Company held on Saturday, September 28, 2019 at 02.30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001.

Kindly take the same on your record.

Thanking you,

Yours sincerely,
for **Dewan Housing Finance Corporation Ltd.**

Kapil Wadhawan
Chairman & Managing Director
DIN: 00028528

Encl: as above



DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity Number (CIN) – L65910MH1984PLC032639

National Office: HDIL Towers, Ground Floor & 6th Floor, Anant Kanekar Marg, Station Road, Bandra (East),
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Proceedings of the Thirty Fifth Annual General Meeting of the Members of Dewan Housing Finance Corporation Ltd. held on Saturday, September 28, 2019 which commenced at 2.30 p.m. and concluded at 5.00 p.m.

As per the Notice dated August 30, 2019, the Thirty Fifth Annual General Meeting (AGM) of the Members of the Company was held on Saturday, September 28, 2019 at 2.30 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400001.

Mr. Kapil Wadhawan - Chairman & Managing Director of the Company presided over the proceedings and welcomed the Members to the Thirty Fifth AGM of the Company.

A total of 157 Members attended the AGM including 1 Member being present through proxy, as per the Members' attendance register. The representatives of the Statutory Auditors and the Secretarial Auditors were also present at the AGM.

The Chairman introduced the Board Members present on the dais to the Members of the Company and with the permission of the Members, the Notice being already circulated was taken as read.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended March 31, 2019 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had extended the remote e-voting facility through National Securities Depository Limited (NSDL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 35th AGM. The remote e-voting period had commenced on Wednesday, September 25, 2019

(9.00 a.m. IST) and ended on Friday, September 27, 2019 (5.00 p.m. IST). The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mrs. Jayshree S. Joshi (FCS No. 1451), Proprietress of M/s. Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 35th AGM.

The Chairman then invited participation of the Members of the Company for discussing the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 along with Auditors and Board's Report thereon.

Thereafter, several Members of the Company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman proposed item no. 1, sought to be passed as an Ordinary Resolution, relating to consideration and adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Joint Statutory Auditors thereon and the same was proposed and seconded by the Members.

Then, the Chairman being interested in item no 2, requested Mr. Alok Kumar Misra (DIN: 00163959) to take the chair and conduct the proceedings. Mr. Alok Kumar Misra took the chair and conducted the proceedings and proposed item no. 2, sought to be passed as an Ordinary Resolution, relating to appointment of a Director in place of Mr. Dheeraj Wadhawan (DIN: 00096026) who retired by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment and the same was proposed and seconded by the Members.

Mr. Alok Kumar Misra vacated the chair and requested Mr. Kapil Wadhawan to conduct the proceedings. Mr. Kapil Wadhawan took the chair and conducted the proceedings.

The Chairman proposed item no. 3, sought to be passed as an Ordinary Resolution, relating to appointment of M/s. K. K. Mankeshwar & Co., Chartered Accountants (Firm Registration Number 106009W) as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. Chaturvedi & Shah LLP and to hold office from August 26, 2019 to the conclusion of 35th Annual General Meeting and thereafter for a period of five years, from the conclusion of 35th Annual General Meeting till the conclusion of 40th Annual General Meeting and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 4, sought to be passed as an Ordinary Resolution, relating to appointment of Mr. Alok Kumar Misra (DIN: 00163959) as an Independent Director of the Company and the same was proposed and seconded by the Members.

The Chairman then proposed item no. 5, sought to be passed as an Ordinary Resolution, relating to appointment of Mr. Sunjoy Joshi (DIN: 00449318) as an Independent Director of the Company and the same was proposed and seconded by the Members.

Thereafter the Chairman proposed item no. 6, sought to be passed as an Ordinary Resolution, relating to appointment of Dr. Deepali Pant Joshi (DIN: 07139051) as an Independent Director of the Company and the same was proposed and seconded by the Members.

The Chairman then proposed item no. 7, sought to be passed as an Ordinary Resolution, relating to appointment of Mr. Srinath Sridharan (DIN: 03359570) as a Non-Executive Director of the Company and the same was proposed and seconded by the Members

Then, the Chairman proposed item no. 8, sought to be passed as a Special Resolution, relating to increase in authorized share capital and alteration of Memorandum of Association of the Company and the same was proposed and seconded by the Members.

The Chairman then proposed item no. 9, sought to be passed as a Special Resolution relating to conversion of debt into shares or convertible instruments or other securities and the same was proposed and seconded by the Members.

Then, the Chairman proposed item no. 10, sought to be passed as a Special Resolution, relating to amendment to Articles of Association of the Company, to include therein, authority to appoint Nominee Director(s) on the Board of the Company and the same was proposed and seconded by the Members.

Thereafter, the Chairman proposed item no. 11 sought to be passed as a Special resolution relating to sell, lease, dispose-off or otherwise deal with the whole or part of the assets of the Company and the same was proposed and seconded by the Members.

The Chairman then ordered for the poll on all the agenda items as stated in the Notice of 35th AGM and requested the Members who had not voted through remote e-voting to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the Meeting Hall.

He, then, requested Mrs. Jayshree S. Joshi, Scrutinizers for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairman announced that the results of voting i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizers report shall be announced within 48 hours of conclusion of AGM and would be uploaded on the website of the Company. He also informed that the results would also be intimated to the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) and would be available at the Registered Office, Corporate Office & National Office of the Company.

The Chairman thanked all the Members for their presence and support and after casting of the votes by all the Members present, the 35th AGM stood closed.

for **Dewan Housing Finance Corporation Ltd**



Kapil Wadhawan
Chairman & Managing Director
DIN: 00028528

Address: Ground Floor & 6th Floor, HDIL Towers, Anant Kanekar Marg, Station Road,
Mumbai - 400051, MH IN.

Date: September 28, 2019

Place: Mumbai