



## DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity Number (CIN) – L65910MH1984PLC032639

National Office: HDIL Towers, Ground Floor & 6<sup>th</sup> Floor, Anant Kanekar Marg, Station Road, Bandra (East), Mumbai - 400051  
Maharashtra, India. Tel.: (022) 7158 3333, Fax: (022) 7158 3344

Registered Office: Warden House, 2<sup>nd</sup> Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

Toll Free No. 1800 22 3435, Customer Care No. : 1800 3000 1919

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### NOTICE OF THIRTY SIXTH (36<sup>th</sup>) ANNUAL GENERAL MEETING

#### BACKGROUND:

The Reserve Bank of India (RBI) vide Press Release dated November 20, 2019 in exercise of the powers conferred under Section 45-IE (1) of the Reserve Bank of India Act, 1934 (RBI Act) superseded the Board of Directors of your Company on November 20, 2019 owing to governance concerns and defaults by your Company in meeting various payment obligations and the RBI appointed Mr. R. Subramaniakumar, ex-MD and CEO of Indian Overseas Bank as the Administrator of your Company under Section 45-IE (2) of the RBI Act. Thereafter, RBI vide its Press Release dated November 22, 2019, in exercise of the powers conferred under Section 45-IE 5(a) of the RBI Act, constituted a three (3) member Advisory Committee to assist the Administrator in discharge of his duties and to advise the Administrator in the operations of your Company during the Corporate Insolvency Resolution Process (CIRP). As per the framework of the Advisory Committee as approved by RBI, primary responsibility of the Advisory Committee is to guide the Administrator to undertake all steps that will maximize the value for all stakeholders of your Company through a successful resolution. Since the Administrator also takes over the responsibility of the Board of Directors of your Company, the Advisory Committee will support the Administrator in fulfillment of his role and responsibilities. The members of the Advisory Committee are Dr Rajiv Lall, erstwhile Non-Executive Chairman, IDFC First Bank Ltd., Mr. N S Kannan, Managing Director and CEO, ICICI Prudential Life Insurance Co. Ltd. and Mr. NS Venkatesh, Chief Executive, Association of Mutual Funds in India.

On November 29, 2019, the RBI filed a Petition before the Hon'ble National Company Law Tribunal, Mumbai Bench (Hon'ble NCLT/ Adjudicating Authority) under Section 227 read with Section 239(2)(zk) of the Insolvency and Bankruptcy Code, 2016 (IBC / IBC Code / Code) read with Rules 5 and 6 of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudication Authority) Rules, 2019 (FSP Rules), to initiate CIRP against your Company. Accordingly, in terms of Rule 5(b)(i) of the FSP Rules, an interim moratorium came into effect on the date of filing of the application to initiate CIRP. Thereafter, CIRP was initiated against your Company by an Order dated December 3, 2019 of the Hon'ble NCLT. The Hon'ble NCLT, vide the said order, confirmed the appointment of the Administrator to perform the functions of an Interim Resolution Professional / Resolution Professional to complete the CIRP of your Company as required under the provisions of the Code and also announced commencement of the moratorium under Section 14 of the Code with effect from November 29, 2019.

Accordingly, your Company is presently undergoing CIRP under the provisions of the Code along with the Regulations and Rules thereunder.

**NOTICE** is hereby given that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (AGM) of the Members of Dewan Housing Finance Corporation Limited (the Company) will be held on Wednesday, September 30, 2020 at 10.00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2020 and the Board's Report (Report of Advisory Committee Chaired by the Administrator) and Statutory Auditors thereon.

#### R. Subramaniakumar

Administrator of Dewan Housing Finance Corporation Limited  
6<sup>th</sup> Floor, HDIL Towers, Anant Kanekar Marg, Station Road,  
Bandra (East), Mumbai 400 051

For and on behalf of  
Dewan Housing Finance Corporation Limited

(a Company under Corporate Insolvency Resolution Process by an Order dated December 3, 2019 passed by Hon'ble NCLT, Mumbai)

The Administrator has been appointed under Rule 5(a)(iii) of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 under the Insolvency and Bankruptcy Code, 2016. The affairs, business and property of Dewan Housing Finance Corporation Limited are being managed by the Administrator, Mr. R. Subramaniakumar, who acts as agent of the Company only and without any personal liability.

Registered Office:

Warden House, 2<sup>nd</sup> Floor,  
Sir P. M. Road, Fort, Mumbai - 400 001.

CIN: L65910MH1984PLC032639

Tel No - 022 7158 3333

Email – secretarial@dhfl.com

Place: Mumbai

Date: September 5, 2020

**NOTES:**

1. In view of the global COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, (collectively referred to as the Circulars), have allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the Circulars, the 36<sup>th</sup> AGM of the Company is being held through VC/OAVM. The process and manner for attending the 36<sup>th</sup> AGM through VC/OAVM is provided hereunder. The proceedings of the AGM shall be deemed to be conducted at the National Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the provisions of Section 105 the Companies Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the Circulars as mentioned hereinabove through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. In view of the above, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 the (Act).
4. Members under the category of Institutional Investors are encouraged to participate at and vote at the AGM through VC/OAVM. Body Corporate(s) intending to authorize their representative(s) to participate at the AGM are requested to email to the Company at [secretarial@dhfl.com](mailto:secretarial@dhfl.com) or to the Scrutinizer at [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) or upload it on the e-voting portal, a certified true copy of the relevant resolution / Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the AGM, together with attested specimen signature of the duly authorised representative(s).
5. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, September 23, 2020, to Wednesday, September 30, 2020, (both days inclusive) for the purpose of 36<sup>th</sup> AGM.
6. Members of the Company are requested to update their e-mail address to enable the Company to send communications electronically.
7. Pursuant to General Circular No. 20/2020 dated May 5, 2020 issued by the MCA read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 36<sup>th</sup> AGM and Annual Report for the financial year 2019-20 are being sent electronically to those Members whose email addresses are registered with the Depository Participant (DP) /Registrar and Transfer Agent (RTA).  
  
Members may also note that the Notice of the 36<sup>th</sup> AGM will be available on the Company's website at URL - <https://www.dhfl.com/investors/shareholders-notices-and-voting-results/agmegm-notices-and-results> and the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>. Annual Report for financial year 2019-20 will be available at URL: <https://www.dhfl.com/investors/annual-reports>.
8. The certificate from the Statutory Auditors certifying that the Employees Stock Options Schemes and Employee Stock Appreciation Rights Plan are being implemented in accordance with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 and the resolutions passed by the Members of the Company as well as the Statutory Registers and the documents referred in this Notice shall be available for inspection by the Members through electronic mode. Members who wish to inspect such documents are requested to send an email to [secretarial@dhfl.com](mailto:secretarial@dhfl.com) mentioning their name, folio no. / Client ID and DP ID and the documents they wish to inspect.
9. In case of joint holders attending the AGM, only such joint holder whose name appears first in order of names will be entitled to vote.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website at URL: <https://www.dhfl.com/docs/default-source/investors/nomination-form/nomination-form.pdf>  
  
Members who hold shares singly in Dematerialised form are advised to make a nomination through their Depository Participant.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the details of such folios together with their share certificates to RTA, for consolidation of their holding into single folio.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form

are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or to the RTA.

SEBI has also mandated that for registration of transfer of securities, the transferor(s) and transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

13. Information in relation to transfer to Investors Education and Protection Fund (IEPF) pursuant to the requirements of the Companies Act, 2013 is detailed in Board's Report (Report of Advisory Committee Chaired by the Administrator) of the Company, a part of Annual Report for the financial report 2019-20.
14. Members of the Company are requested to contact RTA of the Company Link Intime India Pvt. Ltd., C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case of any change of address or any other queries relating to their shares.

#### 15. GENERAL INSTRUCTIONS FOR VOTING, ATTENDING AGM ETC.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolution proposed to be considered at the 36<sup>th</sup> AGM by electronic means i.e. "remote e-voting". The facility of casting the votes by the Members during the remote e-voting prior to the date of AGM, using an electronic voting system will be provided by Link Intime India Pvt. Ltd. (LIPL).
2. The remote e-voting period commences from Sunday, September 27, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5.00 p.m. IST). During this period, the Members of the Company holding shares either in physical form or in dematerialized form as on the "cut-off date" being Wednesday, September 23, 2020, may cast their vote through remote e-voting. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled / blocked for voting thereafter.
3. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
4. Any person, who acquires shares of the Company and becomes its Member after dispatch of Notice of the AGM and holds shares as on the cut-off date for voting i.e. Wednesday, September 23, 2020, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) by mentioning their Folio No.(s)/ DP ID and Client ID No.(s). However, if he/she is already registered with LIPL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
5. The voting rights of the Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on cut-off date, being Wednesday, September 23, 2020. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
6. Ms. Aparna Gadgil, Company Secretary, Partner of S. N. Ananthasubramanian & Co., Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the voting process (both remote e-voting and voting process at the AGM) in a fair and transparent manner.
7. The Scrutinizer shall submit a scrutinizer's report of the total votes cast in favour or against, if any, to the Administrator or a person authorized by the Administrator in writing, who shall countersign the same and declare the results of the voting forthwith within 48 hours of conclusion of the AGM.
8. The results as declared by the Administrator or a person authorized by the Administrator in writing, along with the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. [www.dhfl.com](http://www.dhfl.com) and LIPL i.e. <https://instavote.linkintime.co.in> after the declaration of results. The results shall also be simultaneously communicated to BSE Limited and National Stock Exchange of India Ltd.
9. The resolution listed in the Notice of the 36<sup>th</sup> AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the resolution.

**16. INSTRUCTIONS FOR REMOTE E-VOTING**

The details of the process and manner of remote e-voting is explained herein below:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.

**Those who are the first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:-**

- Click on **'Sign Up'** under **'SHARE HOLDER'** tab and register with your following details: -

**A. User ID:** Enter your User ID

- Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
- Members holding shares in physical form shall provide Event No. **200345** + Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB)/ Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- Members holding shares in **CDSL demat account shall provide either 'C' or 'D', above.**
- Members holding shares in **NSDL demat account shall provide 'D', above.**
- Members holding shares in **physical form** but have not recorded **'C'** and **'D'**, shall provide their Folio number in **'D'** above.

- Set the password of your choice (The password should contain minimum 8 characters, at least one Special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- Click 'confirm' (Your password is now generated).

2. Click on 'Login' under **'SHARE HOLDER'** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon for 'DHFL / Event number **200345**'.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour/Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
7. After selecting the desired option i.e. **'Favour/Against'**, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian/Mutual Fund/Corporate Body'** login for the Scrutinizer to verify the same. Alternatively, you may email the aforesaid documents to [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) or [secrearial@dhfl.com](mailto:secrearial@dhfl.com).

**If you have forgotten the password:**

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case member is having valid email address, Password will be sent to his/her registered e-mail address.

- Member can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

In case Members have any queries regarding e-voting, they may refer the **Frequently Asked Questions (FAQs) and InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or call on +91 (022) 4918 2505/4918 6000.

## 17. PROCESS AND MANNER FOR ATTENDING AGM THROUGH INSTAMEET

For a smooth experience of AGM proceedings, Members who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html/>. Members also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, Members may also call the RTA on the dedicated number provided in the instructions.

1. Open the internet browser and launch the URL for InstaMeet **<https://instameet.linkintime.co.in>** and register with your following details:-
  - a. **Demat Account No. or Folio No.:** Enter your 16-digit Demat Account No. or Folio Number registered with the Company.
  - b. **PAN:** Enter your 10-digit Permanent Account Number.
  - c. **Mobile Number**
  - d. **Email ID**
2. Click "Go to Meeting"
3. Members can log in and join 30 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15

minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large members (i.e. Members with 2% or more shareholding), institutional investors, key managerial personnel, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

In case Members have any queries or need assistance with using the technology before or during the meeting, they can address them to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on +91 (022) 4918 6175.

### Instructions for Members to Speak during the AGM through InstaMeet:

1. Members who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@dhfl.com](mailto:secretarial@dhfl.com) from Friday, September 25, 2020 to Sunday, September, 27, 2020.
2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
3. Members who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@dhfl.com](mailto:secretarial@dhfl.com) from Friday, September 25, 2020 to Sunday, September, 27, 2020. The same will be replied by the Company suitably.
4. Members will get confirmation on first come first served basis depending upon the provision made by the Company.
5. Members will receive 'speaking serial number' once they mark attendance for the meeting. Members are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
6. Please remember 'speaking serial number' and start your conversation with panelist by switching on audio of your device.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for Members to Vote during the AGM through InstaMeet:**

Once the electronic voting is activated by the Scrutinizer/ Moderator during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under: -

1. On the Shareholders VC page, click on the link for e-Voting 'Cast your vote'.
2. Enter Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered Email ID) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see 'Resolution Description' and against the same the option '**Favour/Against**' for voting.
4. Cast your vote by selecting appropriate option i.e. '**Favour/Against**' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under '**Favour/Against**'.
5. After selecting the appropriate option i.e. '**Favour/Against**' as desired and you have decided to vote, click on 'Save'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Confirm', else to change your vote, click on 'Back' and accordingly modify your vote.
6. Once you confirm your vote on the Resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Members present at the AGM through InstaMeet facility and who have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting till the expiry of 15 minutes after the AGM is concluded.

Members are encouraged to join the AGM through Tablets/Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the currency of the AGM. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate such kind of glitches.

In case Members have any queries regarding remote e-voting, attending the AGM, through Instameet or e-voting at the AGM they can address them to instameet@linkintime.co.in or call on +91 (022) 4918 6175.

**R. Subramaniakumar**

Administrator of Dewan Housing Finance Corporation Limited  
6<sup>th</sup> Floor, HDIL Towers, Anant Kanekar Marg, Station Road,  
Bandra (East), Mumbai 400 051

For and on behalf of  
Dewan Housing Finance Corporation Limited

(a Company under Corporate Insolvency Resolution Process by an order dated December 3, 2019 passed by Hon' NCLT, Mumbai)

The Administrator has been appointed under Rule 5(a)(iii) of the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 under the Insolvency and Bankruptcy Code, 2016. The affairs, business and property of Dewan Housing Finance Corporation Limited are being managed by the Administrator, R. Subramaniakumar, who acts as agent of the Company only and without any personal liability.

Place: Mumbai  
Date: September 5, 2020