



Corporate Office : TCG Financial Center,
10th Floor, BKC Road, Bandra Kurla Complex,
Bandra (East), Mumbai - 400098.
T: (022) 66006999
F: (022) 66006998

Ref. No. : DHFL/CSD/2017/ 709

| | |
|--|---|
| The Manager Listing Department Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax no. 2272 2082 / 3132/ 3121 | 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 |
| Scrip Code : 511072 | DHFL |

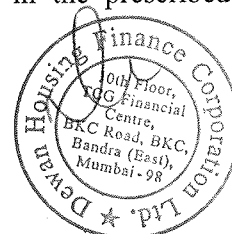
Dear Sirs,

Sub : Declaration of Result of the Postal Ballot as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations"

In continuation to our Letter No. DHFL/CSD/2017/684, dated 15th February, 2017, the Company had issued Postal Ballot Notice, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, for seeking consent/ approval of the Members of the Company for entering into Related Party Transaction with Wadhawan Global Capital Private Limited ("WGC"), a Promoter Entity and DHFL Investments Limited ("WOS"), a Wholly Owned Subsidiary of the Company.

We wish to inform you that Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, who was appointed as Scrutinizer by the Board of Directors of the Company at their meeting, held on 14th February, 2017, for the aforesaid Postal Ballot process, has submitted her report dated 20th March, 2017. In accordance with the said report, the Members of the Company have duly approved the Ordinary Resolution as embodied in the Postal Ballot Notice dated 14th February, 2017 with the requisite majority. The result of the subject Postal Ballot Notice was accordingly declared today i.e. 20th March, 2017.

Pursuant to Listing Regulations the details of voting result in the prescribed format is enclosed herewith for your information and records.




Dewan Housing Finance Corporation Ltd.
Corporate Identification Number (CIN) - L65910MH1984PLC032639
Regd. Office : Warden House, 2nd Floor, Sir P.M. Road, Fort, Mumbai - 400 001
Toll-free: Sales Enquiry: 1800 22 3435 / Customer Care: 1800 3000 1919
Email: response@dhfl.com
www.dhfl.com

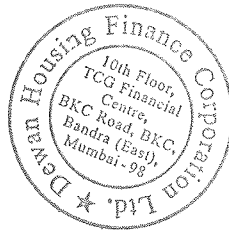
A duly certified copy of the report of the Scrutinizer in this regard is also enclosed herewith.

Kindly acknowledge receipt and take the same on records.

Thanking you
Yours sincerely,
for **Dewan Housing Finance Corporation Limited**



Niti Arya
Company Secretary
FCS No. - 5586
Encl : as above



Date : 20th March, 2017
Place: Mumbai



DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity Number (CIN) – L65910MH1984PLC032639

Corporate Office : TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex,
Bandra (East), Mumbai – 400098,

Tel. : (022) 6600 6999, Fax: (022) 6600 6998

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

Toll Free No. 1800 22 3435, Customer Care No. : (0124) 4092750,

Visit us at : www.dhfl.com, email – response@dhfl.com

**NOTICE TO THE MEMBERS
DECLARATION OF RESULTS OF POSTAL BALLOT**

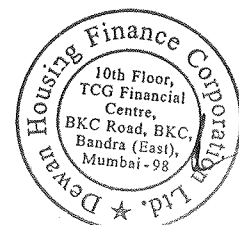
Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulations”, consent of the Members of the Company was sought by way of Resolution as set out in the Postal Ballot Notice dated 14th February, 2017 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolution together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Form, either through physical submission of Postal Ballot Forms by the Members of the Company in postage pre-paid self-addressed envelope or through e-voting was Friday, 17th March, 2017. Mrs. Jayshree S. Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practising Company Secretaries, Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted her Report and basis the report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting, by the Members, it is hereby declared, that the Resolution as set out in the Postal Ballot Notice dated 14th February, 2017, has been duly passed by the Members of the Company with requisite majority.

The details of the voting result of the Resolution passed through Postal Ballot process (including e- voting) are reproduced hereunder:

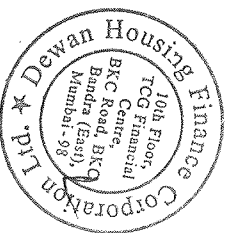
| | | |
|----|--|---|
| 1. | Date of Declaration of Postal Ballot Results | Monday, 20 th March, 2017 |
| 2. | Total Number of Shareholders as on Cut-off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights. (i.e. Cut-Off date for Benpos –Beneficiary Position). | 1,02,335 equity shareholders (as on Friday, 10 th February, 2017) |
| 3. | No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | Not Applicable |
| 4. | No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public: | Not Applicable |



Agenda

Resolution No. 1 : Approval for entering into Related Party Transaction with Wadhawan Global Capital Private Limited ("WGC"), a Promoter Entity and DHFL Investments Limited ("WOS"), a Wholly Owned Subsidiary of the Company.

| Resolution Required : (Ordinary/Special) | | ORDINARY RESOLUTION | | | | | | | | | | | | |
|---|--|---------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|----------|---------|----------|--------|---------|--------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | YES (The Promoters and Promoter group [i.e. Mr. Kapil Wadhawan –Promoter, Mr. Dheeraj Wadhawan – Promoter, Mrs. Aruna Wadhawan – Member of the promoter group, Wadhawan Global Capital Private Limited – An entity forming part of the promoter group], being related parties (interested parties) abstained from voting and have not voted on the subject resolution.) | | | | | | | | | | | | | |
| Category | Mode of Voting | 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 | | | | | | |
| Promoter and Promoter Group | E-Voting | 111 | 123049714 | [3]={12/11}×100 | 0 | 0 | [6]={4/12}×100 | [7]={5/12}×100 | | | | | | |
| | Poll | | | | | | | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot | | | | | | | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | | | | | | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 101356709 | 54557638 | 53.8274 | 54105401 | 452237 | 99.1711 | 0.8289 | | | | | | |
| | Poll | | | | | | | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | *Postal Ballot | | | | | | | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | | | | | | | 54557638 | 53.8274 | 54105401 | 452237 | 99.1711 | 0.8289 |



| Public Non Institutions | E-Voting | | 88719321 | 46605617 | 52.5315 | 46544844 | 60773 | 99.8696 | 0.1304 |
|-------------------------|--------------|--|------------------|------------------|----------------|------------------|---------------|----------------|---------------|
| | Poll | | | | | | | | |
| | *Postal | | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Ballot | | | 2117184 | 2.3864 | 2117184 | 0 | 100.0000 | 0.0000 |
| | Total | | | 48722801 | 54.9179 | 48662028 | 60773 | 99.8753 | 0.1247 |
| Total | | | 313125744 | 103280439 | 32.9837 | 102767429 | 513010 | 99.5033 | 0.4967 |

*Excludes Invalid Votes

Result : Resolution Passed by requisite majority

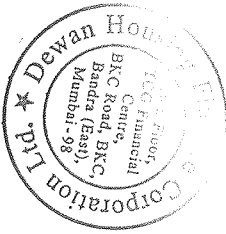
The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,
for Dewan Housing Finance Corporation Limited



Kapil Wadhawan
Chairman & Managing Director
DIN : 00028528



Date : 20th March, 2017

Place: Mumbai

Encl : as above

Jayshree S. Joshi

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



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 20.03.2017

To,
The Chairman & Managing Director,
DEWAN HOUSING FINANCE CORPORATION LIMITED
Warden House, 2nd Floor,
Sir P.M. Road, Fort,
Mumbai- 400001.

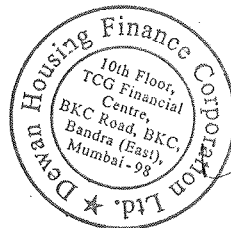
Sub: Result of Postal Ballot conducted in respect of the Ordinary Resolution as included in Postal Ballot Notice dated 14.02.2017

Dear Sir,

The Board of Directors of the Company at its Meeting held on 14.02.2017 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 Ordinary Resolution as included in the Postal Ballot Notice dated 14.02.2017.

I submit my Report as under: -

- 1.1. The Company has completed the dispatch of Postal Ballot Papers, through Courier/Registered Post along with postage prepaid business reply envelope to its Members on 15.02.2017. The Company has also completed on 15.02.2017 the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting.
- 1.2. 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.
- 1.3. 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.
- 1.4. In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-voting communications received up to the close of working hours i.e. 5.00 p.m. on 17.03.2017, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.
- 1.5. 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.
- 1.6. I did not find any defaced or mutilated Ballot Paper.



Contd..2

Jayshree S. Joshi

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



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

:2:

2. Voting Pattern of the Ordinary Resolution passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

RESOLUTION NO. 1: Approval for entering into Related Party Transaction with Wadhawan Global Capital Private Limited (WGC), a Promoter Entity and DHFL Investments Limited (WOS), a Wholly Owned Subsidiary of the Company.

Type of Resolution required: Ordinary Resolution

Mode of Voting: Postal Ballot Papers & E-voting

| Resolution required: (Ordinary/Special) | | | Ordinary Resolution | | | | | |
|--|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | Yes | | | | | |
| Category | Mode of voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)] x 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = [(4)/(2)] x 100 | % of Votes against on votes polled (7) = [(5)/(2)] x 100 |
| Promoter and Promoter Group | E-Voting | 123049714 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutions | E-Voting | 101356709 | 54557638 | 53.8274 | 54105401 | 452237 | 99.1711 | 0.8289 |
| | *Postal Ballot | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 54557638 | 53.8274 | 54105401 | 452237 | 99.1711 | 0.8289 |
| Public-Non Institutions | E-Voting | 88719321 | 46605617 | 52.5315 | 46544844 | 60773 | 99.8696 | 0.1304 |
| | *Postal Ballot | | 2117184 | 2.3864 | 2117184 | 0 | 100.0000 | 0.0000 |
| | Total | | 48722801 | 54.9179 | 48662028 | 60773 | 99.8753 | 0.1247 |
| Total | | 313125744 | 103280439 | 32.9837 | 102767429 | 513010 | 99.5033 | 0.4967 |

*Excludes invalid votes.

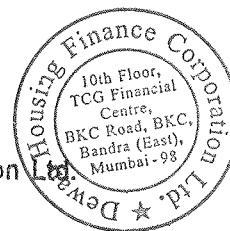
3. To conclude, the aforesaid Ordinary Resolution is passed by majority.
4. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,

Jayshree S. Joshi

JAYSHREE S. JOSHI
FCS 1451, CP 487

For Dewan Housing Finance Corporation Ltd.



kw
Kapil Wadhawan
Chairman & Managing Director

Office No. 5, 1st Floor, Rajabhadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).