

Ref. No. : DHFL/CSD/2017/942

Date : 29th November, 2017

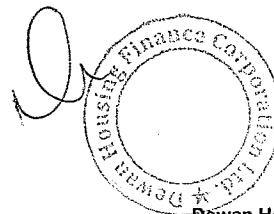
The Manager Listing Department Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Fax no. 2272 2082 / 3132/ 3121	The Manager Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 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.

In continuation to our Letter No. DHFL/CSD/2017-18/916 dated 26th October, 2017, the Company had issued Postal Ballot Notice dated 16th October, 2017 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 the consent of the Members of the Company in respect of the following special business items as set out in the aforesaid Postal Ballot Notice:

Item No.	Brief Particulars of the Resolutions	Type of Resolution
1.	Appointment of Mr. Harshil Mehta (DIN: 03038428) as a Director of the Company;	Ordinary
2.	Appointment of Mr. Harshil Mehta (DIN: 03038428) as the Whole Time Director (designated as Joint Managing Director and Chief Executive Officer) of the Company;	Ordinary
3.	Approval for revision in the terms of appointment and remuneration of Mr. Kapil Wadhawan (DIN: 00028528) – Chairman and Managing Director of the Company;	Ordinary
4.	Approval for alteration of Articles of Association of the Company;	Special
5.	Approval to keep the Register and Index of Members and Debenture holders along with the copies of Annual Return at a place other than the Registered office of the Company.	Special





National Office : DHFL House, 3rd - 7th Floor,
19 Sahar Road, Off Western Express Highway,
Vile Parle (East), Mumbai - 400 099.
T: +91 22 7158 3333 / 2921 2333
F: +91 22 7158 3344

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 its meeting held on Monday, 16th October, 2017, for the aforesaid Postal Ballot process, has submitted her Report dated 29th November, 2017.

As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolutions as embodied in the Postal Ballot Notice dated 16th October, 2017 with the requisite majority. The aforesaid resolutions are deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Monday, 27th November, 2017.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of voting results in the prescribed format is enclosed herewith for your information and records. The same is also uploaded on the Company's website at : www.dhfl.com.

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

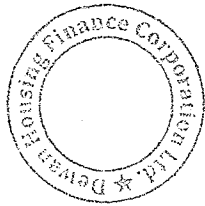
Kindly acknowledge receipt and take the same on records.

Thanking you

Yours sincerely,

for **Dewan Housing Finance Corporation Limited**

Niti Arya
Company Secretary
FCS No. - 5586



Enclosure : as above

Date : 29th November 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 (“the Act”), 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 Resolutions as set out in the Postal Ballot Notice dated 16th October, 2017 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolutions 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 Forms, 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 Monday, 27th November, 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 dated 29th November, 2017 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 all the Resolutions as set out in the Postal Ballot Notice dated 16th October, 2017 have been duly passed by the Members of the Company with the requisite majority.

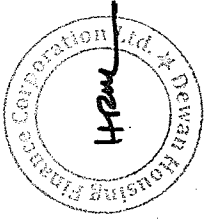
The details of the voting results of the resolutions passed through Postal Ballot process (including e- voting) are reproduced hereunder:

1.	Date of Postal Ballot (Date of Declaration of Results of Postal Ballot)	Wednesday, 29 th November, 2017
2.	Last date of receipt of postal ballot forms / e-voting	Monday, 27 th November, 2017
3.	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).	1,21,534 equity shareholders (as on Friday, 20 th October, 2017)
4.	No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
	Promoters and Promoter Group:	
	Public:	
5.	No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
	Promoters and Promoter Group:	
	Public:	



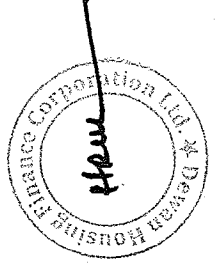
Resolution Required : (Ordinary)		1 - To appoint Mr. Harshil Mehta (DIN: 03038428) as a Director of the Company						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2/1]*100	No. of Votes - in favour [4]	No. of Votes - Against [5]	% 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	E-Voting		123049714	100.0000	123049714	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	123049714	0	0.0000	0	0	0.0000	0.0000
	Total		123049714	100.0000	123049714	0	100.0000	0.0000
Public Institutions	E-Voting		53654531	56.8326	52341446	1313085	97.5527	2.4473
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	94408072	0	0.0000	0	0	0.0000	0.0000
	Total		53654531	56.8326	52341446	1313085	97.5527	2.4473
Public Non Institutions	E-Voting		31460074	32.7392	31458699	1375	99.9956	0.0044
	Poll		2084631	2.1694	2084631	0	100.0000	0.0000
	Postal Ballot	96092851	0	0.0000	0	0	0.0000	0.0000
	Total		33544705	34.9086	33543330	1375	99.9959	0.0041
Total		313550637	210248950	67.0542	208934490	1314460	99.3748	0.6252

Result : Resolution Passed by requisite majority



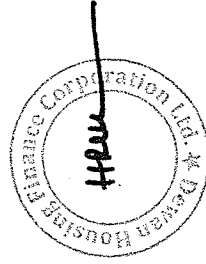
Resolution Required : (Ordinary)		2 - To approve the appointment of Mr. Harshil Mehta (DIN:03038428) as the Whole Time Director (designated as Joint Managing Director and Chief Executive Officer) of the Company						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled 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	E-Voting		123049714	100.0000	123049714	0	100.0000	0.0000
	Poll	123049714	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123049714	100.0000	123049714	0	100.0000	0.0000
Public Institutions	E-Voting		53654531	56.8326	53654531	0	100.0000	0.0000
	Poll	94408072	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53654531	56.8326	53654531	0	100.0000	0.0000
Public Non Institutions	E-Voting		31460013	32.7392	31458638	1375	99.9956	0.0044
	Poll	96092851	2084781	2.1695	2084713	68	99.9967	0.0033
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33544794	34.9087	33543351	1443	99.9957	0.0043
Total		313550637	210249039	67.0543	210247596	1443	99.9993	0.0007

Result : Resolution Passed by requisite majority



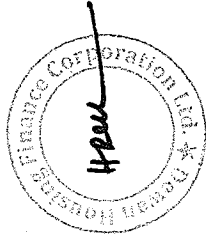
Resolution Required : (Ordinary)		3 - To approve the revision in the terms of appointment and remuneration of Mr. Kapil Wadhawan (DIN: 00028528) – Chairman and Managing Director of the Company									
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. 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	NO	
Promoter and Promoter Group		E-Voting		123049714	100.0000	123049714	0	100.0000	0.0000		
		Poll	123049714	0	0.0000	0	0	0.0000	0.0000		
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
		Total		123049714	100.0000	123049714	0	100.0000	0.0000	0.0000	
Public Institutions		E-Voting		53654531	56.8326	48182013	5472518	89.8005	10.1995		
		Poll	94408072	0	0.0000	0	0	0.0000	0.0000		
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
		Total		53654531	56.8326	48182013	5472518	89.8005	10.1995		
Public Non Institutions		E-Voting		31451870	32.7307	31447468	4402	99.9860	0.0140		
		Poll	96092851	2084881	2.1697	2084881	0	100.0000	0.0000		
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
		Total		33536751	34.9004	33532349	4402	99.9869	0.0131		
Total			313550637	210240996	67.0517	204764076	5476920	97.3949	2.6051		

Result : Resolution Passed by requisite majority



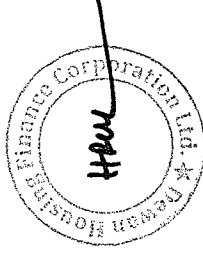
Resolution Required : (Special)		4 - To approve the alteration in the Articles of Association of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding 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	E-Voting		123049714	100.0000	123049714	0	100.0000	0.0000
	Poll	123049714	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		123049714	100.0000	123049714	0	100.0000	0.0000
Public Institutions	E-Voting		53339851	56.4992	53339851	0	100.0000	0.0000
	Poll	94408072	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53339851	56.4992	53339851	0	100.0000	0.0000
Public Non Institutions	E-Voting		31452537	32.7314	31448927	3610	99.9885	0.0115
	Poll	96092851	2084781	2.1695	2084689	92	99.9956	0.0044
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33537318	34.9009	33533616	3702	99.9890	0.0110
Total		313550637	209926883	66.9515	209923181	3702	99.9982	0.0018

Result : Resolution Passed by requisite majority



Resolution Required : (Special)		5 - Approval to keep the Register and Index of Members and Debenture holders along with the copies of Annual Return at a place other than the Registered office of the Company							
Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?	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	E-Voting			123049714	100.0000	123049714	0	100.0000	0.0000
	Poll		123049714	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	Total			123049714	100.0000	123049714	0	100.0000	0.0000
Public Institutions	E-Voting			53339851	56.4992	53339851	0	100.0000	0.0000
	Poll		94408072	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	Total			53339851	56.4992	53339851	0	100.0000	0.0000
Public Non Institutions	E-Voting			31460325	32.7395	31452558	7767	99.9753	0.0247
	Poll		96092851	2084881	2.1697	2084139	742	99.9644	0.0356
	Postal Ballot			0	0.0000	0	0	0.0000	0.0000
	Total			33545206	34.9092	33536697	8509	99.9746	0.0254
Total			313550637	209934771	66.9540	209926262	8509	99.9959	0.0041

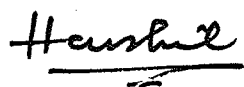
Result : Resolution Passed by requisite majority



The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,
for Dewan Housing Finance Corporation Limited



Mr. Harshil Mehta
(DIN: 03038428)
Joint Managing Director and Chief Executive Officer



Date : 29th November, 2017

Place: Mumbai

Enclosure : 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: 29.11.2017

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 Resolutions to be passed through Postal Ballot covered under the Notice dated 16.10.2017.**

Dear Sir,

The Board of Directors of the Company at its Meeting held on 16.10.2017 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 Resolutions as included in the Postal Ballot Notice dated 16.10.2017.

1. I submit my Report as under: -

- 1.1. The Company has completed the dispatch of Postal Ballot Papers, through Courier, Registered Post and Airmail, as the case may be, along with postage prepaid business reply envelope to its Members on 27.10.2017. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting on 26.10.2017.
- 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 pm on 27.11.2017, (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.



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

RESOLUTION NO. 1: To appoint Mr. Harshil Mehta (DIN: 03038428) as a Director of the Company.

Type of Resolution Required: Ordinary 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	123049714	123049714	100.00	123049714	0	100.0000	0.0000
Public - Institutional holders	94408072	53654531*	56.83	52341446	1313085	97.5527	2.4473
Public- Others	96092851	33544705*	34.91	33543330	1375	99.9959	0.0041
Total	313550637	210248950	67.05	208934490	1314460	99.3748	0.6252

*Excludes invalid votes

RESOLUTION NO. 2: To approve the appointment of Mr. Harshil Mehta (DIN:03038428) as the Whole Time Director (designated as Joint Managing Director and Chief Executive Officer) of the Company.

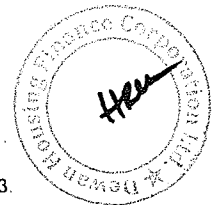
Type of Resolution Required: Ordinary Resolution

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 g 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	123049714	123049714	100.00	123049714	0	100.0000	0.0000
Public - Institutional holders	94408072	53654531*	56.83	53654531	0	100.0000	0.0000
Public-Others	96092851	33544794*	34.91	33543351	1443	99.9957	0.0043
Total	313550637	210249039*	67.05	210247596	1443	99.9993	0.0007

*Excludes invalid votes.

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

RESOLUTION NO. 3: To approve the revision in the terms of appointment and remuneration of Mr.Kapil Wadhawan (DIN: 00028528) Chairman and Managing Director of the Company.

Type of Resolution Required: Ordinary 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 outstandin g 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	123049714	123049714	100.00	123049714	0	100.0000	0.0000
Public - Institutional holders	94408072	53654531*	56.83	48182013	5472518	89.8005	10.1995
Public- Others	96092851	33536751*	34.90	33532349	4402	99.9860	0.0131
Total	313550637	210240996*	67.05	204764076	5476920	97.3949	2.6051

*Excludes invalid votes.

RESOLUTION NO. 4: To approve the alteration in the Articles of Association 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 outstandin g 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	123049714	123049714	100.00	123049714	0	100.0000	0.0000
Public - Institutional holders	94408072	53339851*	56.50	53339851	0	100.0000	0.0000
Public- Others	96092851	33537318*	34.90	33533616	3702	99.9890	0.0110
Total	313550637	209926883*	66.95	209923181	3702	99.9982	0.0018

*Excludes invalid votes.

J



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

RESOLUTION NO. 5: Approval to keep the Register and Index of Members and Debenture holders along with the copies of Annual Return at a place other than the Registered office of the Company.

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

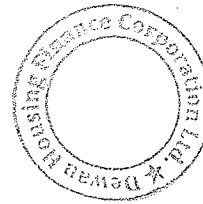
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]$ *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)]$ *100	% of Votes against on votes polled (7) = $[(5)/(2)]$ *100
Promoter and Promoter Group	123049714	123049714	100.00	123049714	0	100.0000	0.0000
Public - Institutional holders	94408072	53339851*	56.50	53339851	0	100.0000	0.0000
Public-Others	96092851	33545206*	34.90	33536697	8509	99.9746	0.0254
Total	313550637	209934771*	66.95	209926262	8509	99.9959	0.0041

*Excludes invalid votes.

3. To conclude, all the Resolutions enumerated above are passed with the requisite majority.
4. You may accordingly declare the result of the Voting by Postal Ballot process.

Thanking You,

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



For Dewan Housing Finance Corporation Limited

Harshil
Harshil Mehta
Joint Managing Director
[DIN - 03038428]