



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
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DHFL/CSD/2018-19/1218

Date: 17th September, 2018

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 ("SEBI Listing Regulations")

In continuation to our Letter No. DHFL/CSD/2018-19/1187 dated 14th August, 2018, the Company had issued Postal Ballot Notice dated 13th August, 2018 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 approval of the Members of the Company, by way of Special Resolution, for Issue of Securities for an aggregate amount upto Rs. 4,000 crore or equivalent thereof.

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, 13th August, 2018, for the aforesaid Postal Ballot process, has submitted her Report dated 17th September, 2018.

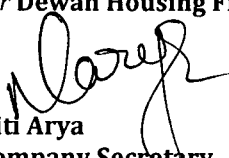
As per the aforesaid Scrutinizer's Report, the Members of the Company have duly approved the Resolution as embodied in the Postal Ballot Notice dated 13th August, 2018 with requisite majority. The aforesaid resolution is deemed to have been passed on the last date of e-voting and receipt of Postal Ballot forms i.e. on Saturday, 15th September, 2018.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, 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
Place: Mumbai



Enclosure: as above



DEWAN HOUSING FINANCE CORPORATION LIMITED

Corporate Identity Number (CIN) - L65910MH1984PLC032639
 Registered Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.
 Tel: +91 22 6106 6800; Fax: +91 22 2287 1985

Corporate Office: TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East),
 Mumbai-400098. Tel.:+91 22-6600 6999; Fax: +91 22-6600 6998

National Office: DHFL House, 19 Sahar Road, Off Western Express Highway, Vile Parle (East), Mumbai-400
 099, Maharashtra, India.

Tel.: +91 22-7158 3333; Fax: +91 22-7158 3344

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

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

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

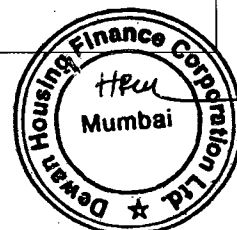
Pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 13th September, 2018 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 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 Saturday, 15th September, 2018. 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 17th September, 2018 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 13th August, 2018 has been duly passed by the Members of the Company with the requisite majority.

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

1.	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Result of Postal Ballot	Monday, 13 th August, 2018 Monday, 17 th September, 2018
2.	Last date of receipt of postal ballot forms / e-voting	Saturday, 15 th September, 2018
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).	1,24,832 equity shareholders (as on Friday, 3 rd August, 2018)
4.	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
5.	No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable



Resolution Required : (Special)		1. Issue of Securities for an aggregate amount upto Rs. 4,000 crore or equivalent thereof						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	123049714	123049714	100.00	123049714	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	100.00	123049714	0	100.00	0.00
Public Institutions	E-Voting	88706993	66208319	74.64	45931528	20276791	69.37	30.63
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		66208319	74.64	45931528	20276791	69.37	30.63
Public Non Institutions	E-Voting	102041884	21710643	21.28	21704229	6414	99.97	0.03
	Poll		-	-	-	-	-	-
	Postal Ballot		2111233	2.07	2111203	30	99.99	0.01
	Total		23821876	23.35	23815432	6444	99.97	0.03
Total		313798591	213079909	67.90	192796674	20283235	90.48	9.52



In view of the above, the resolution contained in the Postal Ballot Notice dated 13th August, 2018 has been duly passed with requisite majority on 15th September, 2018 i.e. the last date of e-voting and receipt of Postal Ballot forms.

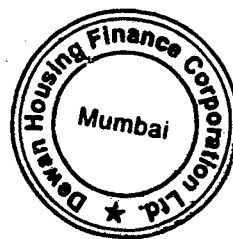
The report of the Scrutinizer is enclosed herewith.

Thanking You,

Yours sincerely,
for Dewan Housing Finance Corporation Limited

Harshil

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



Date: 17th Septmber, 2018
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: 17.09.2018

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 13.08.2018.**

Dear Sir,

The Board of Directors of the Company at its Meeting held on 13.08.2018 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 Special Resolution included in the Postal Ballot Notice dated 13.08.2018.

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 16.08.2018. The Company has also completed the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting on 14.08.2018.
- 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 box 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 upto the close of working hours i.e. 5.00 pm on 15.09.2018, (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 Special Resolution passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

RESOLUTION: Issue of Securities for an aggregate amount upto INR 4,000 Crore or equivalent thereof.

Type of Resolution Required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

Resolution required: (Ordinary/Special)			Special Resolution					
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)] 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	123049714	100.00	123049714	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		123049714	123049714	100.00	123049714	0	100.00
Public - Institutions	*E-Voting	88706993	66208319	74.64	45931528	20276791	69.37	30.63
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		66208319	74.64	45931528	20276791	69.37	30.63
Public-Non Institutions	E-Voting	102041884	21710643	21.28	21704229	6414	99.97	0.03
	\$Postal Ballot		2111233	2.07	2111203	30	99.99	0.01
	Total		23821876	23.35	23815432	6444	99.97	0.03
Total		313798591	213079909	67.90	192796674	20283235	90.48	9.52

*Excludes 40,87,500 invalid votes by 4 Members.

\$ Excludes 12353 invalid votes by 15 Members.

3. To conclude, the Special Resolution enumerated above is passed with the requisite 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

