



DHFL Vysya Housing Finance Limited
Corporate Identity Number (CIN) : U66010KA1990PLC011409
Regd. & Corporate Office: #3, JVT Towers, 8th 'A' Main Road, S R Nagar,
BENGALURU – 560 027, Ph: 080 2221 7637, 2227 6764 Fax – 2229 0568
Website: www.dvhousing.com, Email: info@dvhousing.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of Members of DHFL Vysya Housing Finance Limited, will be held on Monday, 25th September, 2017 at 3.00 P.M. (15.00 Hours) at **the Registered and Corporate Office of the Company, at No.3, 8th A Main, J.V.T. Towers, Sampangirama Nagar, Bangalore, Karnataka-560 027**, to transact the following business:

SPECIAL BUSINESS

1. Increase in borrowing powers of the Board of Directors of the Company

To consider, and if thought fit, to pass with or without modification(s), following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at their Annual General Meeting held on 20th June 2014 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per the directions/guidelines/circulars/notifications issued by the National Housing Bank and as per the relevant provisions of the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which shall deem to include any existing Board Committee(s) or any other Committee which the Board may constitute for this purpose), to raise or borrow any sum or sums of money (including non-fund based facilities) through loans, bonds, debentures or otherwise whether from India or outside India, in one or more tranches, from time to time at their discretion, which together with the money already borrowed by the Company (apart from temporary loans, overdrafts obtained or to be obtained from the Company’s Bankers in the ordinary course of business), may at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed shall not at any time exceed Rs. 3,000 crore (Rupees three thousand crore) or 16 times of Net Owned Fund (NOF) of the Company whichever is lower and that the Board be and is hereby empowered and authorized to arrange or settle the terms and conditions of all such money to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things and to settle any queries,

difficulties, doubts that may arise in respect of the borrowings and further to execute documents and writings, as may be necessary or desirable for giving effect to the aforesaid resolution.”

RESOLVED FURTHER THAT Certified true copy of this Resolution and any other related documents as may be required in this regard be duly certified by any of the Director or by the Company Secretary the Company and the same be furnished to the concerned authorities and they be requested to act thereon.”

2. Authority to create charge and/or mortgages on the assets of the Company

To consider, and if thought fit, to pass with or without modification(s), following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per the relevant provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any existing Board Committee(s) or any other Committee which the Board may constitute for this purpose), to create such mortgages, charges and/or hypothecations, in addition to the existing mortgages, charges and hypothecations created by the Company, in such form and manner and with such ranking and at such time and at such term(s) as the Board may determine, on all or any of the immovable and/or movable properties and/or Receivables of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, to in favour of the Banks/ Financial Institution(s) /other Lender(s)/ Agent(s)/ Trustee(s), for securing the borrowings by whatever name called, availed/to be availed including but not limited to by way of loan(s) in foreign currency and/or rupee currency and securities comprising of Secured/Unsecured, Fully/ Partly paid-up, Convertible and/or Non-Convertible Debentures and/or Bonds and/or other securities with or without detachable or non-detachable warrants and/or secured premium notes/bonds and/or fixed/floating rate notes/ bonds or pass through Certificate(s) of Mortgage Backed Securitized Assets or any other debt instruments, issued/to be issued by the Company in India or outside India, in one or more tranches, from time to time, subject to the overall limits approved under Section 180(1)(c) of the Companies Act, 2013 and limit prescribed by National Housing Bank, together with interest and in case of default with accumulated interest, liquidated damages and commitment charges, premia on repayment (if any) or on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of their respective loan agreement(s), Debenture Trust Deed(s) or any other documents entered into between the Company and the Bank(s)/ Financial Institution(s)/ other Lender(s)/ Agent(s)/ Trustee(s) on such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board and Bank(s)/ Financial Institution(s) /other Lender(s)/ Agent(s)/Trustee(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/ or Directors and/or officers of the Company to give effect to this resolution.”

RESOLVED FURTHER THAT Certified true copy of this Resolution and any other related documents as may be required in this regard be duly certified by any of the Director or by the Company Secretary the Company and the same be furnished to the concerned authorities and they be requested to act thereon.”

3. Amendment of Articles of Association

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s), or modification(s), or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby substituted in its entirety by the revised Articles of Association and the same is approved and adopted in place and stead of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors the Company or the Company Secretary of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

RESOLVED FURTHER THAT Certified true copy of this Resolution and any other related documents as may be required in this regard be duly certified by any of the Director or by the Company Secretary the Company and the same be furnished to the concerned authorities and they be requested to act thereon.”

By order of the Board
For **DHFL Vysya Housing Finance Limited**

Sd/-
M.S.L. Nathan
COMPANY SECRETARY
ACS : 7608

Regd. & Corporate Office:
No.3, 'JVT Towers', 8th A Main Road,
Sampangi Rama Nagar, Bangalore Karnataka- 560027
Place: Bangalore
Date: 31st August, 2017

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY DULY FILLED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE EGM. A PROXY FORM FOR THE EGM IS ENCLOSED HEREWITH.
2. Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. The Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
3. Every Member during the period beginning twenty-four (24) hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, would be entitled to inspect the proxies lodged at any time during the business hours of the Company (i.e. between 10.00 a.m. to 5.00 p.m.), provided that not less than three (3) days prior notice in writing is given to the Company.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the all Special Businesses to be transacted at the EGM and Attendance Slip is annexed hereto.
5. Members may also note that the Notice of this EGM will be available on the website of the Company i.e. www.dvhousing.com.
6. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Regd. & Corporate Office of the Company during the business hours (10.00 a.m. to 5.00 p.m.) on all working days (except Saturdays) upto the date of EGM.
7. In case, of joint holders attending the EGM, only such joint holder whose name appear first in order of names will be entitled to vote.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
9. The voting result shall be announced by the Chairman or any other person authorized by the Chairman in writing for this purpose.
10. The resolutions listed in the Notice of this EGM shall be deemed to be passed on the date of the EGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.

By order of the Board

For **DHFL Vysya Housing Finance Limited**

Sd/-

M.S.L. Nathan

COMPANY SECRETARY

ACS : 7608

Regd. & Corporate Office:

No.3, 'JVT Towers', 8th A Main Road,

Sampangi Rama Nagar, Bangalore Karnataka- 560027

Place: Bangalore

Date: 31st August, 2017

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and 2

Increase in borrowing powers of the Board of Directors of the Company and Authority to create charge and/or mortgages on the assets of the Company

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Members of the Company vide Special Resolution passed at their Annual General Meeting held on 20th June, 2014, authorized the Board of Directors of the Company to borrow, from time to time, in excess of the paid up share capital and its free reserves (that is to say the reserves not set apart for any specific purpose) to the extent of Rs. 3,000 crores (Rupees three thousand crores).

Further the Members are requested to note that the borrowing limit as prescribed by National Housing Bank (NHB) is 16 times of Net Owned Fund of the Company.

Keeping in view the Company's business requirements and its growth plans, it is considered desirable to increase the said borrowing limits upto Rs. 3,000 crore. The Company shall, however, at all times ensure that the borrowings of the Company remains within the limit (i.e. 16 times of the Net Owned Fund) as prescribed by the National Housing Bank (NHB).

Members are further requested to note that, provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, stipulates that the Board of Directors shall not borrow money in excess of the paid up share capital of the Company and its free reserves, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business and shall not, create charge / hypothecation or mortgage the undertakings/properties of the Company (movable and/or immovable) to secure its borrowings respectively except with the consent of the Members accorded by way of a Special resolution.

It is, therefore necessary, for the Company to obtain Member's approval by way of a special resolution on the matters as set out at Item No. 1 of this Notice for enabling the Board to borrow (together with the money already borrowed), through loans, bonds, debentures or otherwise whether from India or outside India in one or more tranches, in excess of aggregate of the paid up share capital of the Company and its free reserves upto an amount of Rs. 3,000 crores (Rupees three thousand crores) and the total amount so borrowed shall at all times remain within the limits as prescribed by NHB. It is also pertinent to simultaneously seek approval of the Members of the Company by way of Special Resolution as set out at Item No. 2 of this Notice to create charge/hypothecation and/or mortgage on the immovable and/or movable properties and/or Receivables of the Company, present and future, to secure the borrowings of the Company.

The above proposals are in the interest of the Company and the Board of Directors recommends the resolutions as set out at Item Nos. 1 & 2 of this Notice for the approval of the Members as Special Resolutions.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 1 and 2 of this Notice.

Item No. 3

Amendment of Articles of Association

Members are requested to note that the existing Articles of Association (AOA) of the Company is as per the provisions of Companies Act, 1956, with a view to reflect the provisions of Companies Act, 2013 in the AOA of the Company and to avoid any ambiguity, it is pertinent to amend/substitute the existing AOA of the Company, as per the provisions of Companies Act, 2013.

Members are further requested to note that pursuant to the provisions of Sections 5 & 14 of the Companies Act, 2013, read with the Rule framed thereunder, amendment/substitution of Articles of Association as per provisions of Companies Act, 2013, requires approval of Members of the Company by way of Special Resolution.

The above proposals are in the interest of the Company and the Board of Directors recommends the resolutions as set out at Item No. 3 of this Notice for the approval of the Members as Special resolutions.

A copy of the existing as well as draft of new Articles of Association of the Company are available for inspection at the Regd. & Corporate Office of the Company during the business hours (10.00 a.m. to 5.00 p.m.) on all working days (except Saturdays) upto the date of EGM and will also be available on the website of the Company i.e. www.dvhousing.com.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

By order of the Board
For **DHFL Vysya Housing Finance Limited**
Sd/-

M.S.L. Nathan
COMPANY SECRETARY
ACS : 7608

Regd. & Corporate Office:
No.3, 'JVT Towers', 8th A Main Road,
Sampangi Rama Nagar, Bangalore Karnataka- 560027
Place: Bangalore
Date: 31st August, 2017



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Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):.....

Registered address:

E-mail Id:.....

Folio No/ Clint Id:.....

DP ID:

I/ We being the Member of, holding.....shares, hereby appoint

1. Name:

Address:.....

E-mail Id:.....

Signature: or failing him

2. Name:

Address:.....

E-mail Id:.....

Signature:

as my/our proxy to attend and vote (on a poll, if any) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of Members of the Company, to be held Monday, 25th September, 2017 at 3.00 P.M. (15.00 Hours) at the **Regd. & Corporate Office of the Company, No.3, 8thA Main, J.V.T. Towers, Sampangirama Nagar, Bangalore-560 027,**

and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional* (Please mention No. of equity shares)	
		For	Against
	Special Business :		
1	Increase in borrowing powers of the Board of Directors of the Company		
2	Authority to create charge and/or mortgages on the assets of the Company		
3	Alteration of Articles of Association		

Affix Revenue
Stamp of Rs.
1/-

Signed this day of September, 2017

Signature of Shareholder.....

Signature of Proxy holder(s).....

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Regd. & Corporate Office of the Company addressed to the "Company Secretary", not less than 48 hours before the commencement of the EGM.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

*It is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



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ATTENDANCE SLIP – EXTRA ORDINARY GENERAL MEETING

1	Name(s) of Member(s) including Joint holders, if any (in Block Letter)	
2	Registered Address of the Sole/First named Member	
3	Name of Proxy holder (if applicable)	
4	Registered Folio No./*DPID No and Client ID No. (*Applicable to Members holding shares in dematerialized form)	
5	Number of Equity Shares held	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of DHFL Vysya Housing Finance Limited on Monday, 25th September, 2017 at 3.00 P.M. (15.00 Hours) at the Regd. & Corporate Office of the Company, at No.3, 8th A Main, J.V.T. Towers, Sampangirama Nagar, Bangalore, Karnataka-560 027.

Signature of Member/Proxy

NOTE : PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Route Map



VENUE:

DHFL Vysya Housing Finance Limited, at No.3, 'JVT Towers', 8th A Main Road, Sampangi Rama Nagar, Bangalore Karnataka- 560027

Prominent Land Mark : Sree Kanteerava Outdoor Stadium