

DLF Limited

DLF Gateway Tower, R Block,
DLF City Phase – III, Gurugram – 122 002,
Haryana (India)
Tel. : (+91-124) 4396000



September 2, 2017

To, The General Manager Dept. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai 400 001	To, The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051
--	---

Dear Sir,

Sub: Notice of AGM & Book Closure

In compliance with the Regulation 30 of the SEBI (LODR) Regulations, 2015, kindly find enclosed herewith a copy of Annual General Meeting (AGM) Notice convening 52nd AGM to be held on **Friday, the 29 September 2017 at 12.00 Noon at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram.**

The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 21 September 2017 to Friday, 29 September 2017** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.

The dividend on equity shares will be credited/dispatched to those members of the Company whose names appear on the Register of Members and to the beneficial owners whose particulars would be furnished by the Depositories as on **Record Date, i.e., 20 September 2017.**

Further, the dividend will be paid / dispatched to the members entitled thereto on or before **28 October 2017.**

This is for your kind information and record please.

Thanking you,

Yours faithfully,
for **DLF LTD.**

Subhash Setia
Company Secretary

For any clarifications by Stock Exchanges:-

1. Mr. Subhash Setia – 09873718989/setia-subhash@dlf.in
2. Mr. Raju Paul – 09999333687 / paul-raju@dlf.in

Notice

Notice is hereby given that the **52nd** Annual General Meeting (AGM) of DLF Limited will be held on **Friday, the 29 September 2017 at 12.00 Noon at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122 002 (Haryana)** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31 March 2017 together with the Reports of Board of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. G.S. Talwar (DIN 00559460), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force read with the Companies (Audit and Auditors) Rules, 2014, as amended, S.R. Batliboi & Co. LLP, Chartered Accountants (FRN 301003E/E300005), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 52nd Annual General Meeting till the conclusion of 57th Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company.”

Special Business:

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force read with the Companies (Audit and Auditors) Rules, 2014, as amended and the Companies (Cost Records and Audit) Rules, 2014, as amended, the remuneration payable to M/s R.J. Goel & Co., Cost Accountants (FRN 000026), appointed by the Board of Directors (the “Board”) to conduct the audit of the cost records pertaining to real estate development activities of the Company for the financial year ended 31 March 2017, amounting to ₹ 3.25 lakhs (Rupees three lakhs twenty five thousand only) plus applicable taxes and

reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable Securities and Exchange Board of India regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable laws, rules, regulations/ guidelines, the consent of the Company be and is hereby accorded to the Board of Directors (the “Board”), which term shall include any Committee thereof constituted/ to be constituted by the Board, to offer or invite subscriptions for secured/ unsecured redeemable Non-convertible Debentures (“NCDs”) including subordinated debentures, bonds and/ or other debt securities etc., in one or more series/ tranches up to an aggregate amount of ₹ 2,500 crore (Rupees two thousand five hundred crore only), on a private placement basis and on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms of issue of such securities including the class of investors, securities to be offered, number of securities, series, tranches, issue price, denomination, currency, tenor, interest rate, premium/ discount, repayment, listing or otherwise, howsoever, as it may think appropriate and to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including appointment of intermediaries and to sign and execute any deed(s)/ document(s)/ undertaking(s)/ agreement(s)/ paper(s)/ underwriting(s) and also to delegate all or any of the above powers, as may be required to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company.”

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Company be and is hereby accorded to the Board of Directors (the “Board”), which term shall include any Committee thereof constituted/ to be constituted by the Board, to enter into such contracts/ arrangements/ transactions with DLF Cyber City Developers Limited, DLF Assets Private Limited, DLF Utilities Limited and DLF Power & Services Limited, subsidiaries and related parties of the Company for the purposes of the Companies Act, 2013 and the Listing Regulations, as more particularly enumerated in the statement to the Notice, for an amount which may exceed the threshold for material related party transactions, by an amount not exceeding an aggregate value of ₹ 10,000 crore individually or collectively.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution.”

8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force read with Rules made thereunder, as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other applicable laws, rules, regulations and guidelines, if any, the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, as may be necessary and such condition(s) or modification(s), as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors (the “Board”) of the Company, consent of the Members of the Company be and is hereby accorded for giving effect to the Share Purchase and Shareholders Agreement dated 27 August 2017 (“SPSHA”), entered into amongst the Company, DLF Cyber City Developers Limited (“DCCDL”), a subsidiary, Rajdhani Investments & Agencies Private Limited (“Rajdhani”), Buland Consultants and Investments Private Limited (“Buland”), Sidhant Housing and Development Company (“Sidhant”) Promoter group entities, (hereinafter jointly referred as the ‘Sellers’) and Reco Diamond Private Limited (“Investor”), involving

inter alia, (a) the sale of 75,48,73,516 (Seventy five crore forty eight lakhs seventy three thousand five hundred and sixteen only) equity shares of ₹ 10/- each of DCCDL, [to be issued upon conversion of 0.01% 12,05,53,301 (Twelve crore five lakhs fifty three thousand three hundred and one only) Cumulative Compulsorily Convertible Preference Shares (“CCPS”) of ₹ 100/- each held by the Sellers] to the Investor for a total consideration of ₹ 8656,05,50,000 (Rupees eight thousand six hundred fifty six crore five lakhs and fifty thousand only) (which purchase consideration is subject to certain adjustments as set-out in the SPSHA but not exceeding ₹ 8956,20,00,000 (Rupees eight thousand nine hundred fifty six crore and twenty lakhs only); (b) bonus issuance of 5,93,75,987 (Five crore ninety three lakhs seventy five thousand nine hundred and eighty seven only) Class B Compulsorily Convertible Preference Shares of ₹ 10/- each by DCCDL to the Company and the Investor in proportion to their equity shareholding in DCCDL immediately after the closing under the SPSHA, convertible into equity shares and/ or Class B equity shares of DCCDL in accordance with the terms of the issuance; (c) buyback of 2,24,11,134 (Two crore twenty four lakhs eleven thousand one hundred and thirty four only) CCPS held by the Sellers in DCCDL for a consideration of ₹ 1645,82,70,000 (Rupees one thousand six hundred forty five crore eighty two lakhs and seventy thousand only) prior to the closing of the SPSHA; (d) buyback of 1,67,35,564 (One crore sixty seven lakhs thirty five thousand five hundred and sixty four only) CCPS held by the Sellers in DCCDL for a consideration of ₹ 1402,20,00,000 (Rupees one thousand four hundred two crore and twenty lakhs only) within 15 (fifteen) months of the closing of the SPSHA; (e) bring into effect other transaction documents including the Omnibus Agreement dated 27 August 2017 entered into amongst the Company and its subsidiaries with DCCDL and its subsidiaries; and (f) provisions regarding *inter se* rights, duties and obligations of the Company and the Investor in connection with the management and governance of DCCDL and the subsidiaries of DCCDL.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, sign and execute all agreements, documents and writings, make any application(s) or issue any certification(s), settle any question or doubt that may arise in relation thereto; to do any or all acts, deeds and things in this connection and incidental thereto as it may in its absolute discretion deem fit to give effect to this resolution including making any such ancillary or incidental changes to the SPSHA and other transaction documents (including the Omnibus Agreement and deed of accession referred therein); and shall have the power to delegate all or any powers conferred herein to any Committee(s) of the Board/ executives/ officers

of the Company and to do all such acts, deeds, matters and things, as may be necessary in this regard.”

By Order of the Board
for **DLF LIMITED**

Gurugram
28 August 2017
Regd. Office: Shopping Mall
3rd Floor, Arjun Marg
Phase-I, DLF City
Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484
Telephone No.: +91-124-4334200
Website: www.dlf.in
e-mail: investor-relations@dlf.in

Subhash Setia
Company Secretary

Notes:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the meeting. Blank Proxy Form is annexed.**

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business under item nos. 5 to 8 set-out above to be transacted at the meeting is annexed hereto and forms part of this Notice.
3. The detail of Director seeking re-appointment, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘Listing Regulations’] and the Companies Act, 2013 (including Secretarial Standard-2) are given in the Corporate Governance Report and also annexed hereto and forms part of this Notice.
4. Keeping in view the requirements set-out in the Companies Act, 2013 the Audit Committee and Board of Directors of the Company have recommended appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (FRN 301003E/E300005) as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 52nd Annual General Meeting till the conclusion of the 57th Annual General Meeting, at such remuneration as may be

fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statements of the Company for the financial year ending 31 March 2018.

They have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), 141(2) and 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set-out at Item No. 4 of the Notice for approval by the members.

5. Route map of the venue of the Meeting (including prominent land mark) is annexed to the Notice.
6. Karvy Computershare Private Limited (Karvy), [Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Phone No. 040-67162222; Fax No. 040-23420814; e-mail: einward.ris@karvy.com; Website: www.karvy.com; Contact Persons: Mr. Rajesh Jagdishnarayan Mishra, Dy. General Manager (RIS)/ Ms. Varalakshmi, Assistant General Manager (RIS)] is the Registrar and Share Transfer Agent (RTA) for Physical Shares. Karvy is also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). However, keeping in view the convenience of the Members, documents relating to shares will continue to be accepted by Karvy at (i) 305, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001, Ph.: 011-43681700; by the Company at (ii) Registered Office of the Company; and also (iii) Corporate Affairs Department, DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122 002.
7. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 21 September 2017 to Friday, 29 September 2017** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.
9. The dividend, if declared at the meeting will be paid on or before **Saturday, 28 October 2017** to those Members or their mandates: (a) whose names appear as beneficial owners at the end of the business hours on **Wednesday, 20 September 2017** in the list of beneficial owners to be furnished by the depositories (i.e. NSDL and CDSL) in respect of the shares held in electronic

form; and (b) whose names appear as Members in the Company's Register of Members after giving effect to valid transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **Wednesday, 20 September 2017**.

10. Relevant documents referred to in the Notice and statutory registers are open for inspection at the Registered Office and/ or Corporate Office of the Company at DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122 002 on all working days, between 14:00 - 16:00 hrs. up to the date of the AGM and shall also be available for inspection at the AGM.
11. The Auditors' Certificate under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection at the AGM.
12. The Listing Regulations has mandated that for making dividend payments, companies shall use electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. The Company and the RTA are required to seek relevant bank details of the shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.
13. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank mandates, nominations, power of attorney, change in address and e-mail address etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and RTA to provide efficient and better services. Members holding shares in physical mode are also requested to intimate such changes to the RTA under the signatures of first/ joint holder(s). Members holding shares in physical mode or in multiple folios are again requested to convert their shares in dematerialized form/ for consolidation.
14. Members desirous of obtaining any information/ clarification(s), intending to raise any query concerning the financial statements and operations of the Company, are requested to forward the same at least 7 days prior to the date of the meeting to the Company Secretary at the Registered/ Corporate Office of the Company, so that the same may be attended to appropriately.
15. The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under Section 124

and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/ claimed by the shareholders for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules also mandate the companies to transfer the shares of shareholders whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority.

Accordingly, the Company has requested all the shareholders to encash/ claim their respective dividend during the prescribed period. The details of the unpaid/ unclaimed amounts lying with the Company are available at <https://kosmic.karvy.com/IEPF/IEPFUnpaidQry.aspx?q=3Eo135ACGFU%3d>. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their dividend/ shares from the Authority by following the refund procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>

Further, all shareholders, whose dividend is unclaimed pertaining to FY 2009-10 are requested to lodge their claim with RTA/ Company by submitting an application supported by an indemnity on or before 29 October 2017. Reminder letters for claiming unpaid dividend are sent from time to time to the shareholders who have not claimed their dividend.

Members who have not encashed their dividend warrants within their validity period may write to the Company at its Registered Office/ Corporate Office or Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company for obtaining duplicate warrants/ or payments in lieu of such warrants in the form of the demand draft.

Public notices were published and individual reminder letters were sent to those shareholders whose dividend is not claimed/ unpaid for seven consecutive years or more.

16. In terms of the provisions of the Companies Act, 2013, notice of the AGM may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice along with attendance slip and proxy form by e-mail and the Members who have not registered their e-mail IDs will receive the Notice through post/ courier.

In order to receive faster communication and to enable the Company to serve the Members better and to promote green initiatives, the Members are requested to provide/ update their e-mail IDs with their respective Depository Participants (DPs) or e-mail at dlf.cs@karvy.com to get the Annual Report and other documents/ communication on such e-mail address.

Members holding shares in physical form are also requested to intimate their e-mail addresses to the RTA/ Company either by e-mail at dlf.cs@karvy.com or investor-relations@dlf.in by sending a communication at the address mentioned at Note 6 above or at the Registered Office/ Corporate Office of the Company.

17. Members may also note that the Notice along with attendance slip and proxy form will also be available on the Company's website www.dlf.in and also on the Karvy's website <https://evoting.karvy.com>

18. Voting through electronic means

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote at the 52nd AGM by electronic means. The Members may cast their votes using an electronic system from a place other than the venue of the Meeting ('remote e-voting').

II. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') as the agency to provide remote e-voting facility.

III. The facility for voting either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their rights at the AGM.

IV. The Members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again and if any Member casts a vote at the AGM, then such vote will be considered invalid.

V. The Company has appointed Mr. Ashok Tyagi, Company Secretary in whole-time practice as Scrutinizer and Mr. Vineet K. Chaudhary, Company Secretary in whole-time practice as alternate Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consents for such appointment.

VI. **The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 22 September 2017. A person who is not a Member as on the cut-off date should treat this Notice for information only.**

VII. **A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Friday, 22 September 2017**

only shall be entitled to avail the facility of remote e-voting/ voting at the AGM.

VIII. Any person, who acquires shares and become Member of the Company after the despatch of the Notice and holds shares as on the cut-off date i.e. **Friday, 22 September 2017** may obtain the login ID and password in the manner mentioned below:

(a) If the mobile number of the Member is registered against Folio No./ DP ID - Client ID, the Member may send SMS : **MYEPWD** <space> e-voting Event Number + Folio No. or DP ID Client ID to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX1234567890

(b) If e-mail address or mobile number of the Member is registered against Folio No./ DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.

(c) Member may call Karvy's toll free number 1800 345 4001 for any assistance.

(d) Member may send an e-mail request to evoting@karvy.com

If the Member is already registered with Karvy for remote e-voting then he can use his existing user ID and password/ PIN for casting vote through remote e-voting.

IX. The remote e-voting period will commence from **Monday, 25 September 2017 (9.30 A.M.)** and end on **Thursday, 28 September 2017 (5.00 P.M.)**. The e-voting module shall be disabled by Karvy for voting thereafter. **Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.**

The instructions for e-voting are as under:

A. In case of Members receiving e-mail from Karvy:

(i) Open the e-mail and open PDF file viz; "DLF e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://evoting.karvy.com>

(iii) Enter the login credentials.

- (iv) After entering the details appropriately, click on "Login".
 - (v) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *,#,@, etc.). The system will prompt you to change your password and update your contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) You need to login again with your new credentials.
 - (vii) Select "EVEN" of DLF Limited and click on – 'Submit'.
 - (viii) On the voting page, number of shares as held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution(s) then enter all shares and click FOR/ AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
 - (ix) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
 - (x) Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "Ok" to confirm else "Cancel" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
 - (xi) Once the vote on the resolution(s) is cast by a member, such member shall not be allowed to change it subsequently.
 - (xii) Institutional shareholders (i.e. other than individuals, Hindu Undivided Family (HUF), Non-resident Indian (NRI), etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizers through e-mail at dlfscrutinizer@gmail.com or dlfevoting@dlf.in with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
- B. **In case of Members receiving physical copy of the Notice:**
 - (i) Initial password, alongwith User ID and EVEN (E-voting Event Number) is provided in the table given in the Ballot Form.
 - (ii) Please follow all steps from S. No. (ii)-(xii) given above to cast your vote.
 - C. **Other instructions:**
 - (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Ms. Varalakshmi of Karvy Computershare Private Limited, at 040-67162222 or at Tel. No. 1800 345 4001 (toll free).
 - (ii) If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.
- X. The Scrutinizer(s) shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers' Report of the votes cast in favour or against, if any, not later than 48 (forty eight) hours of conclusion of the meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.
 - XI. The Results declared along with the Scrutinizers' Report shall be placed on the Company's website www.dlf.in and on the website of Karvy immediately after the results are declared by the Chairman or any other person authorized by him. The Company shall, simultaneously, forward the results to the concerned stock exchanges where its equity shares are listed.
- 19. Members are requested:**
- (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
 - (b) To quote their Folio No./ DP ID - Client ID and e-mail ID in all correspondence; and

- (c) To please note that **no gift/ gift coupon/ refreshment coupon** will be distributed at the meeting.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors (the "Board") of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s R.J. Goel & Co. (FRN 000026), Cost Accountants as Cost Auditors to conduct the audit of cost records pertaining to real estate development activities of the Company for the financial year ended 31 March 2017.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company. Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditor for the financial year 2016-17.

No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board commends the resolution for approval of the members as an *Ordinary Resolution*.

ITEM NO. 6

In order to augment long-term resources for business needs and to reduce reliance on the banking system, the Company may wish to issue Non-convertible Debentures ("NCDs") including subordinated debentures, bonds and/ or other debt securities of up to ₹ 2,500 crore (Rupees two thousand five hundred crore only) to banks/ financial institutions/ mutual funds/ body corporate(s) and/ or other persons. The Company may offer or invite subscription for NCDs including subordinated debentures, bonds and/ or other debt securities, in one or more series and/ or tranches through private placement on preferential basis with authority to the Board of Directors (the "Board") to determine the terms and conditions, including the issue price, interest rate, repayment, security, currency or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit.

Pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a company offering or making an invitation to subscribe to secured/ unsecured redeemable NCDs, on a private placement basis is required to obtain the prior approval of members by way of a special resolution. Such

an approval can be obtained once a year for all the offers and invitation made for such NCDs during the year.

The members vide their resolution dated 30 August 2016 had accorded their approval to offer or invite subscription to NCDs of up to ₹ 2,500 crore (Rupees two thousand five hundred crore only) which is valid for a period of one year in terms of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Hence, the Company requires an enabling approval of the members for any issuance of NCDs.

The proceeds of the above-mentioned securities/instruments are intended to be utilized for business purposes including repayment of debts in order to reduce the interest cost and to reduce reliance on the banking system keeping in mind as well as to be in line to the Reserve Bank of India advisory suggesting large corporates to have certain minimum extent of their borrowings from corporate debt market.

No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board commends the resolution for approval of the members as a *Special Resolution*.

ITEM NO. 7

Your Company is primarily engaged in the business of development and sale of residential properties and leasing of office space, IT Park, IT SEZ and retail properties. Some of the businesses are being operated through subsidiaries, joint ventures, associates, etc. The funding obligations of such entities are partially met out of the Company's cash flow. In addition thereto, the Company also provides security(ies) and corporate guarantee(s) to secure the borrowings and other facilities being availed by subsidiary(ies)/ joint venture(s)/ associate(s). In certain cases, such subsidiaries/ joint ventures/ associates have also extended security of their movable and/ or immovable assets to secure the borrowings/ financial assistance availed by the Company. Further, the Company also enters into other transactions with its related parties.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party is considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company. Pursuant to the said Regulation, all material related party transactions require approval of the members through an ordinary resolution and all related parties shall abstain from voting on such resolutions. However, the said requirement for approval of the shareholders is not applicable for transactions entered into between a holding company

and its wholly-owned subsidiary whose accounts are consolidated with the said holding company.

For this purpose, the Company had obtained approval of the members vide their resolution dated 28 August 2015 for entering into contracts/ arrangements/ transactions with DLF Cyber City Developers Limited (“DCCDL”), DLF Assets Private Limited, (“DAPL”), DLF Utilities Limited (“Utilities”) and DLF Universal Limited (“DUL”), subsidiaries and related parties of the Company up to an amount exceeding the threshold for material related party transactions by an amount not exceeding an aggregate value of ₹ 12,500 crore, individually and/ or collectively.

Pursuant to the said approval, the Company has entered into transactions with above mentioned related parties. Please note that a significant portion of the sanctioned limits i.e. more than 90% was consumed for creating/ availing security and providing/ availing of corporate guarantees against the loans availed by the said related parties and/ or by DLF Limited. The remaining portion of the sanctioned limit was utilized for other related party transactions in relation to granting of loans, leasing, building maintenance services, sale/ purchase of material, transfer of rights, construction cost etc. and consequently the sanctioned limit is nearing complete utilization.

Going forward and in the ordinary course of business, the Company may enter into new transactions *inter alia* in relation to lending/ borrowing, providing and receiving corporate guarantee(s) and security(ies) for existing/ new credit facility(ies), leasing, management service(s), building management service(s), sale/ purchase of material, securities, assets, transfer of construction cost(s), transfer/ collaboration for rights etc. with DCCDL, DAPL, Utilities and DLF Power & Services Limited (“DPSL”), subsidiaries and related parties of the Company, which may exceed the threshold for material related party transactions by an amount not exceeding an aggregate value of ₹ 10,000 crore, individually and/ or collectively.

The Company holds 100% of the equity share capital in DCCDL, DAPL and DPSL. Whereas, the Company holds approx. 99.98% equity shares in Utilities. Further, accounts of these companies are also consolidated with the Company and placed before the shareholders for approval.

Since some of the above transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, approval of the Audit Committee and/ or Board, wherever required, shall be obtained in terms of the provisions of the Companies Act, 2013 and Listing Regulations.

The approval of the shareholders is being sought by way of an ordinary resolution for the proposed material related party transactions.

The contracts/ arrangements/ transactions with the above entities are necessary in the ordinary course and have a

significant role in the Company's operations. Therefore, the Board of Directors commends the resolution as set-out at item no. 7 for approval of the shareholders as an *Ordinary Resolution*.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set-out at item no. 7 except to the extent of their directorship and shareholding in respective related party(ies). The promoter/ promoter group entities holds 0.01% 15,96,99,999 Cumulative Compulsorily Convertible Preference Shares in DCCDL, which is in excess of 2% of its paid-up share capital.

ITEM NO. 8

1. The Members may please note that the Audit Committee was authorised by the Board of Directors on 29 August 2014 to *inter alia* comprehensively evaluate, review and recommend various strategic options to drive sustainable and long-term growth and development to the rental business; create the optimum structure for rental business in order to improve efficiency and control and to reduce conflicts of interest, if any, *inter se* affiliated persons/ entities in keeping with best corporate governance practices.
2. On 8 October 2015 the Board of Directors had, based on the recommendations of the Audit Committee, approved the proposal for promoter group companies namely, Rajdhani Investments & Agencies Private Limited, Buland Consultants and Investments Private Limited, Sidhant Housing and Development Company (hereinafter jointly referred to as the “Sellers”) to sell 15,96,99,999 Cumulative Compulsorily Convertible Preference Shares (“CCPS”) of DLF Cyber City Developers Limited (“DCCDL”), a subsidiary (which would result in 40% equity shareholding in DCCDL upon conversion of the CCPS), to unrelated third party institutional investor(s) (the “CCPS Sale Transaction”) subject to certain conditions. The Sellers, subject to receipt of necessary approvals/consents in accordance with all applicable laws shall invest back in the Company, a substantial amount (net of taxes/ other charges) of the consideration received from the CCPS Sale Transaction. Further, the Board of Directors authorized the Audit Committee *inter alia*, to determine and finalize the strategic terms of CCPS Sale Transaction including selection of unrelated third party institutional investor(s) in consultation with the Sellers, as appropriate, to negotiate and finalise the transaction documents and to oversee and facilitate the CCPS Sale Transaction.
3. On 21 October 2016, the Audit Committee authorized two of its members to actively engage in the process, guide the management team and provide the Audit Committee the final terms and conditions of the CCPS Sale Transaction for its consideration.

4. On 1 March 2017 after due consultation with the Sellers, the Audit Committee approved execution of an 'Exclusivity Agreement' with an affiliate of GIC Singapore and entering into the next phase of the sale process to negotiate the definitive transaction documents.
5. (a) The Audit Committee on 25 August 2017, after due deliberations and review of the transaction documents, submitted its recommendations to the Board to consider execution of a Share Purchase and Shareholders Agreement ("SPSHA") with Reco Diamond Private Limited ("Investor"), an affiliate of GIC Singapore, the Sellers and DCCDL providing for *inter alia*: (a) the sale of 75,48,73,516 (Seventy five crore forty eight lakhs seventy three thousand five hundred and sixteen only) equity shares of ₹ 10/- each of DCCDL [to be issued upon conversion of 0.01% 12,05,53,301 (Twelve crore five lakhs fifty three thousand three hundred and one only) Cumulative Compulsorily Convertible Preference Shares ("CCPS") of ₹ 100/- each held by the Sellers] to the Investor, for a total consideration of ₹ 8656,05,50,000 (Rupees eight thousand six hundred fifty six crore five lakhs and fifty thousand only) subject to certain adjustments as set-out in the SPSHA (which consideration will not exceed ₹ 8956,20,00,000 (Rupees eight thousand nine hundred fifty six crore and twenty lakhs only); (b) bonus issuance of 5,93,75,987 (Five crore ninety three lakhs seventy five thousand nine hundred and eighty seven only) Class B Compulsorily Convertible Preference Shares of ₹ 10/- each by DCCDL, to the Company and the Investor in proportion to their equity shareholding in DCCDL immediately after closing under the SPSHA, convertible into equity shares and/ or Class B equity shares of DCCDL in accordance with the terms of the issuance; (c) buyback of 2,24,11,134 (Two crore twenty four lakhs eleven thousand one hundred and thirty four only) CCPS held by the Sellers in DCCDL for a consideration of ₹ 1645,82,70,000 (Rupees one thousand six hundred forty five crore eighty two lakhs and seventy thousand only) prior to closing of the SPSHA; (d) buyback of 1,67,35,564 (One crore sixty seven lakhs thirty five thousand five hundred and sixty four only) CCPS held by the Sellers in DCCDL for a consideration of ₹ 1402,20,00,000 (Rupees one thousand four hundred two crore and twenty lakhs only) within 15 (fifteen) months of closing of the SPSHA; and (e) provisions regarding *inter se* rights, duties and obligations of the Company and the Investor in connection with the management and governance of DCCDL and the subsidiaries of DCCDL ("Proposed Transaction").
- (b) Based on the recommendations of the Audit Committee, the Board in its meeting held on 25 August 2017, approved the execution of the Share Purchase and Shareholders Agreement and other transaction documents including the Omnibus Agreement, subject to approval of the Shareholders of the Company and other necessary regulatory approvals. Accordingly, the Company has entered into (a) the Share Purchase and Shareholders Agreement dated 27 August 2017 with the Investor, DCCDL and the Sellers; and (b) the Omnibus Agreement dated 27 August 2017 ("Omnibus Agreement") entered into amongst the Company and its subsidiaries with DCCDL and its subsidiaries to duly protect the rights and interests of DCCDL and its subsidiaries in relation to certain land parcels.
6. GIC is a Sovereign Wealth Fund established by the Government of Singapore to manage Singapore's foreign reserves. GIC's portfolio in India is well-diversified across the public and private markets, debt and fund investments. It is also diversified by sector, with investments in the residential, office, hospitality, logistics and retail sectors. GIC, through its affiliates has previously partnered with DLF Home Developers Limited, a wholly-owned subsidiary company, in a joint venture to invest in two of the prime central Delhi projects.
- The Investor upon purchase of the equity shares (to be allotted to the Sellers upon conversion of the CCPS) from the Sellers will become the joint venture partner of the Company in DCCDL.
7. The Proposed Transaction will help in resolving conflict of interest in the ownership of DCCDL and create an optimum structure for REITs. Further, reinvestment of the substantial portion of sale consideration to be received by the Sellers (part of the promoter group) in the Company will help in reduction of the debt of the Company and will be a positive endorsement of the Company by the promoters.
8. The key terms and conditions of the SPSHA are as follows:
- (a) On the date of closing of the SPSHA, the Investor will purchase from the Sellers 75,48,73,516 (Seventy five crore forty eight lakhs seventy three thousand five hundred and sixteen only) equity shares of ₹ 10/- each of DCCDL to be issued upon conversion of 0.01% 12,05,53,301 (Twelve crore five lakhs fifty three thousand three hundred and one only) Cumulative Compulsorily Convertible Preference Shares ("CCPS") of ₹ 100/- each held by the Sellers, to the Investor for a total consideration of ₹ 8656,05,50,000 (Rupees eight thousand six hundred fifty six crore five lakhs and fifty thousand only) subject to certain adjustments as set-out in the SPSHA, which consideration will not exceed ₹ 8956,20,00,000 (Rupees eight thousand nine hundred fifty six crore and twenty lakhs only).

- (b) The SPSHA has mechanism for potential stake adjustment of up to a maximum 0.58% of DCCDL's total paid-up equity capital at 3 years from the closing of the transaction, if certain terms and conditions of the SPSHA are not met.
- (c) 2,24,11,134 (Two crore twenty four lakhs eleven thousand one hundred and thirty four only) CCPS held by the Sellers in DCCDL shall be bought back by DCCDL for a consideration of ₹ 1645,82,70,000 (Rupees one thousand six hundred forty five crore eighty two lakhs and seventy thousand only) prior to closing of the SPSHA.
- (d) DCCDL shall issue 5,93,75,987 (Five crore ninety three lakhs seventy five thousand nine hundred and eighty seven only) Class B Compulsorily Convertible Preference Shares of ₹ 10/- each, on a Bonus basis, to the Company and the Investor in proportion to their equity shareholding in DCCDL immediately after closing, convertible into equity shares and/ or Class B equity shares of DCCDL in accordance with the terms of the issuance.
- (e) Post the above steps at and immediately after closing, the Investor and the Company shall hold 33.34% and 66.66% of paid-up equity capital in DCCDL, respectively.
- (f) The Sellers shall not transfer the remaining 1,67,35,564 (One crore sixty seven lakhs thirty five thousand five hundred and sixty four only) CCPS held by them except as specifically permitted under the SPSHA. The Company shall procure that DCCDL shall complete buyback of such CCPS within 15 (fifteen) months of closing of the SPSHA for an aggregate consideration of ₹ 1402,20,00,000 (Rupees one thousand four hundred two crore and twenty lakhs only). In case the buyback is not completed within the aforementioned time period, the Company and the Investor shall mutually discuss the manner in which the stake holding representing such CCPS can be extinguished in accordance with applicable law.
- (g) Consent of both the Company and the Investor is required in relation to certain affirmative vote matters (i.e. veto rights) with respect to DCCDL and its subsidiaries (collectively referred to as the "Group"). Some of the key affirmative vote matters are as follows:
- Amendment, supplement or restatement to the Memorandum or Articles of Association.
 - Varying rights attached to any class of shares or securities, including the Class B CCPS and Class B equity shares.
- Mergers, amalgamation, de-merger, re-organization, dissolution, winding-up or liquidation of any member of the Group, whether or not voluntary and including any re-organization which has the effect of liquidation, or change in legal status e.g. public to private company or vice-versa.
 - Entering into any new projects or modifying the project mix of any project, including new projects other than as agreed in the business plan.
 - Any transaction involving a related party.
 - Public offering or listing or quotation of the shares of any member of the Group on any stock exchange, de-listing of the shares of any member of the Group, including valuation and pricing with respect to such actions.
 - Approving the draft business plan, leasing guidelines, development budget and annual budget of any of the members of the Group including approving any amendments, modifications, addendum or additions to the approved business plan, leasing guidelines, development budget and/ or annual budget.
 - Creating a new subsidiary or group company of any member of the Group, or contribution of capital by any member of the Group in any Person (including any minority investments), or divesting or otherwise diluting any investments in any member of the Group.
 - Any borrowings, indebtedness or financial commitment in excess of specified thresholds.
 - Any recommendation by the Nomination and Remuneration Committee of the Board or approval by the Board of the appointment, termination, replacement and compensation of the Key Management Personnel of DCCDL or its Subsidiaries.
- (h) The SPSHA is subject to customary condition precedents, including receipt of unconditional approval from the Competition Commission of India by the Investor; approval of the Shareholders of the Company; approval of any other regulators, lenders, etc., as may be required.
- (i) After closing of the SPSHA, the Company is required to preserve and maintain the rights and entitlements of DCCDL under various land agreements/ transactions and undertake certain actions, as detailed under the SPSHA and Omnibus

Agreement. The Investor will also become party to Omnibus Agreement at closing. The Omnibus Agreement is entered to duly protect the rights and interests of DCCDL and its subsidiaries in relation to certain land parcels.

- (j) The Investor is locked in for 4 (four) years from the date of closing and subsequently thereafter, the Investor can request for a liquidity event through an IPO listing or a REIT listing. The Company will have a right of first refusal (“ROFR”) to acquire the shares being offered by the Investor in a listing event. The Investor also has a right to transfer its shares to a third party subject to the Company being given a ROFO, after an agreed indicative price discovery process. There are also lock-in provisions and transfer restriction(s) on the Company’s shares held in DCCDL.
- (k) As detailed in the SPSHA, the Company has provided representations customary for a transaction of this nature in relation to the business operations, legal compliance, projects and assets of DCCDL Group and certain specific representations in relation to critical matters pertaining to DCCDL Group’s properties and compliance. Such representations are backed by indemnity from the Company. The Company has, under the SPSHA, also provided specific indemnities for certain critical matters pertaining to DCCDL Group’s properties. The indemnity obligations of the Company in relation to corresponding representations are subject to agreed time and monetary limits stated in the SPSHA. The indemnity obligations of the Company in relation to certain specific representations and certain specific indemnities (as identified under the SPSHA) shall not be limited in quantum or time.
- (l) The Company is liable to pay indemnity amounts only to DCCDL Group and not to the Investor.
- (m) The SPSHA has customary provisions for Investor to transfer indemnity rights to a transferee to whom it transfers its stake in DCCDL after lock-in, subject to certain conditions.
- (n) All indemnities will fall away in the event of a REIT or IPO listing.
- (o) The Sellers have provided customary representations backed by indemnity in relation to the title of the shares being sold by the Sellers to the Investor. DCCDL and the Investor have provided customary representations regarding their respective authority and ability to enter into the transaction documents.
- (p) The Company shall, at closing of the SPSHA and until such time it holds more than 50% of the equity share capital of DCCDL have the right to nominate 4 (four) Directors on the Board of DCCDL and each of its subsidiaries. The Investor shall, at closing of the SPSHA and until such time it holds less than 50% of the equity share capital of DCCDL have the right to nominate 2 (two) Directors on the Board of DCCDL and each of its subsidiaries. If the equity shareholding of the Company and Investor are equal, they have the right to appoint one-half of the total number of non-independent Directors on the Board of DCCDL and each of its subsidiaries. From the closing of the SPSHA, DCCDL shall have 3 (three) independent Directors.
- (q) The Company and the Investor is restricted at all times from transferring its shares in DCCDL to certain categories of prohibited investors and the Investor is prohibited from transferring its shares in DCCDL to certain specified competitors of the Company (except in the case of an event of default by the Company).
- (r) Subject to the terms specified in the SPSHA, both the Company and the Investor are permitted to transfer shares in tranches of minimum of 5% (five percent). Subject to certain exceptions as are mentioned in the SPSHA, the minimum shareholding required to be maintained by the Company and the Investor is 34% (thirty four percent) and 17% (seventeen percent), respectively. In case pursuant to a proposed transfer, the shareholding of the Company/ Investor would fall below such threshold, the transferor is required to transfer its entire stake in DCCDL.
- (s) All rights of the Company and the Investor in DCCDL shall be exercised on a consortium basis, whereby the Company or the Investor, as the case may be, will exercise its rights together with the persons to whom it has transferred its shares in DCCDL as a consortium and not as individual holders.
- (t) The SPSHA has other customary provisions relating to events of default, consequences of default, term and termination, dispute resolution etc. The consequences of default contemplates customary sale/purchase rights relating to the shares in favour of the non-defaulting party. Similarly, in case of adverse impact on the title of the Investor shares due to a specific order, investor may sell or seek indemnification from the Company.

The relevant documents are available for inspection at Registered Office and/ or Corporate Office of the Company on all working days between 14:00 - 16:00 hrs. up to the date of the AGM and shall also be available for inspection at the AGM.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set-out at item no. 8 except to the extent of their directorship and shareholding in DCCDL and its subsidiaries. The promoter/ promoter group holds 0.01% 15,96,99,999 Cumulative Compulsorily Convertible Preference Shares of ₹ 100/- each in DCCDL, which is in excess of 2% of its paid-up share capital.

The Board of Directors commends the resolution as set-out at item no. 8 for approval of the Shareholders as an *Ordinary Resolution*.

By Order of the Board
for **DLF LIMITED**

Gurugram
28 August 2017

Subhash Setia
Company Secretary

Regd. Office: Shopping Mall
3rd Floor, Arjun Marg, Phase-I, DLF City
Gurugram - 122 002, Haryana
CIN: L70101HR1963PLC002484
Telephone No.: +91-124-4334200
Website: www.dlf.in
e-mail: investor-relations@dlf.in

Details of Director seeking Re-appointment at the Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

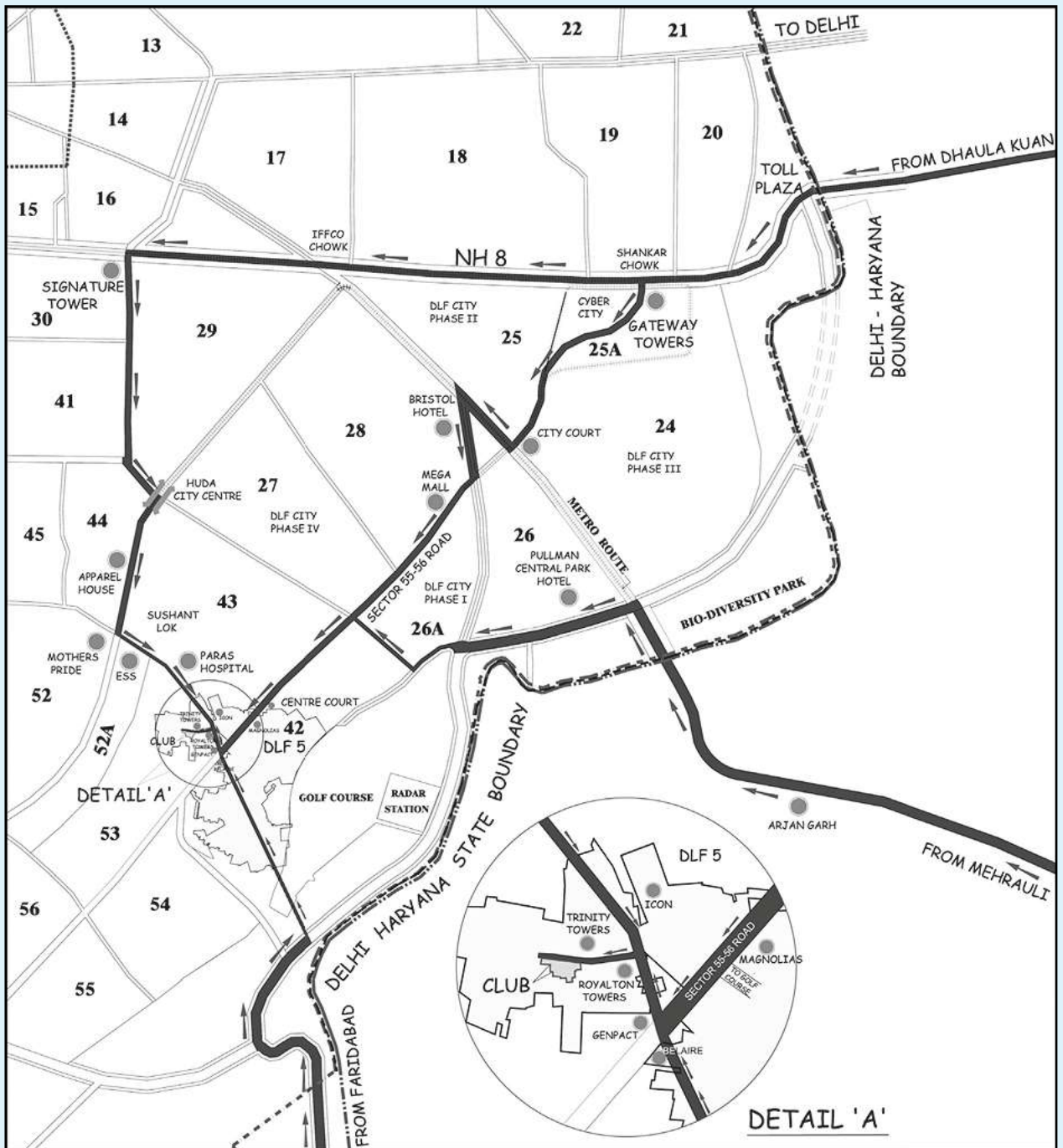
Name of Director	Mr. G.S. Talwar
Date of Birth	22 March 1948
Age	69
Date of Appointment	21 April 2006
Qualification(s)	Bachelor's degree in Economics
Number of Shares held	1,00,540
Expertise in specific functional areas	A known banker and investment advisor has enriched, vast and varied experience in Banking, Investment and Financial Management Services.
Other Directorship(s)	Antriksh Properties Private Limited Asahi India Glass Limited Desent Promoters & Developers Private Limited Great Eastern Energy Corporation Limited Madhukar Housing Development Company* Power Housing and Developers Private Limited Sabre Investment Advisor India Private Limited Sambhav Housing and Development Company* Sketch Promoters and Developers Private Limited Skills Academy Private Limited Sunrise BPO Service Pte. Ltd.^ Udyan Housing and Development Company*
Committee Positions in other Public Companies#	Nil
Relationships between Directors inter se	Dr. K.P. Singh

* A Private Company with Unlimited Liability.

^ A company incorporated outside India.

Pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Membership of only Audit and Stakeholders Relationship Committee of public limited companies have been considered.

Route Map of AGM Venue



LOCATION MAP OF DLF CLUB 5,
DLF 5, GURUGRAM



DLF LIMITED

Regd. Office: Shopping Mall, 3rd Floor, Arjun Marg, Phase-I
DLF City, Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484; Telephone No. 91-124-4334200
Website: www.dlf.in; e-mail: investor-relations@dlf.in



ATTENDANCE SLIP

52nd ANNUAL GENERAL MEETING - Friday, 29 September 2017 AT 12.00 Noon

DP Id*		NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER/PROXY
Client Id* / Folio No.		
No. of Share(s)		

I/We certify that I/We am/are registered shareholder/proxy of the Company.

I/We hereby record my/our presence at the 52nd Annual General Meeting of the Company on **Friday, 29 September 2017 at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122 002 (Haryana).**

NOTE: Please complete this and hand it over at the entrance of the hall.

* Applicable for shares held in electronic form.

Signature

No Gift/ Gift Coupon / Refreshment Coupon will be distributed at the Meeting



DLF LIMITED

Regd. Office: Shopping Mall, 3rd Floor, Arjun Marg, Phase-I
DLF City, Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484; Telephone No. 91-124-4334200
Website: www.dlf.in; e-mail: investor-relations@dlf.in



PROXY FORM

52nd ANNUAL GENERAL MEETING - Friday, 29 September 2017 AT 12.00 Noon

Name of the Member(s): Registered address:		e-mail Id: Folio No./Client Id*: DP Id*:	
---	--	--	--

I/We being the member(s) holding..... shares hereby appoint:

- Name.....Address:.....e-mail Id:..... or failing him;
- Name.....Address:.....e-mail Id:..... or failing him;
- Name.....Address:.....e-mail Id:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **52nd Annual General Meeting** of the Company, to be held on **Friday, the 29 September 2017 at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122 002 (Haryana) at 12.00 Noon** and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolution	For [#]	Against [#]
1.	Adoption of Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31 March 2017.		
2.	Declaration of Dividend.		
3.	Re-appointment of Mr. G.S. Talwar, who retires by rotation.		
4.	Appointment of S.R. Batliboi & Co. LLP (FRN 301003E/E300005) as Statutory Auditors and to fix their remuneration.		
5.	Approval/ Ratification of fee payable to Cost Auditor.		
6.	Approval to offer or invite for subscription of Non-convertible Debentures including other debt securities on private placement basis.		
7.	Approval of related party transactions.		
8.	Approval of Share Purchase and Shareholders Agreement and related transaction documents.		

* Applicable for shares held in electronic form.

Signed this day of2017

Signature

Affix
₹ 0.30

Revenue
Stamp

Signature of proxy holder(s)

P.T.O.

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- # (4) This is only optional. Please put a 'X' or '√' in the appropriate column against the resolution(s) indicated in the Box. If you leave the 'For'/or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she deems appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person, if he so desire.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be mentioned.