DLF Emporio Limited
11th Floor, Gateway Tower,
DLF City, Phase-III, Gurugram- 122 002,
Haryana, India
Tel. : (+91-124) 456 8900

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 21st JULY 2022

"**RESOLVED UNANIMOUSLY THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) ['the Act'], other applicable laws/ rules/ regulations, if any, relevant provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and creditors of the Company and such other consents, permissions, approvals of the concerned bench of the Hon'ble National Company Law Tribunal ('NCLT') and other regulatory/ government bodies/ tribunals or institutions as may be applicable (hereinafter collectively referred as the "Concerned Authority") and subject to such conditions, guidelines or directions, as may be prescribed/ advised by any of them while granting consents, permissions, approvals, consent of the Board of Directors of the Company be and is hereby accorded to the Composite Scheme of Arrangement ('the Scheme') as per the terms and conditions mentioned in the Scheme involving:

1. Merger/amalgamation of each of:

   (a) DLF City Centre Limited (CIN: U70102HR2008PLC084410) having its registered office at 11th Floor, Gateway Tower, DLF City, Phase-III, Gurugram-122002, Haryana ("Transferor Company-1"); and
   (b) DLF Lands India Private Limited (CIN: U70102HR2007PTC036798) having its registered office at DLF Gateway Tower, First Floor, R-Block, DLF City, Phase-III, Gurugram -122002, Haryana ("Transferor Company-2"); and
   (c) DLF Info City Developers (Kolkata) Limited (CIN: U45202HR2004PLC035288) having its registered office at 10th Floor, Gateway Tower, Phase-III, Gurugram – 122002, Haryana ("Transferor Company-3"); and
   (d) DLF Emporio Limited (CIN: U74920HR1999PLC034168) having its registered office at Shopping Mall, Phase – I, DLF City, Gurugram-122002, Haryana ("Transferor Company-4");

   with DLF Cyber City Developers Limited (CIN: U45201HR2006PLC036074) having its registered office at 10th Floor, Gateway Tower, DLF City, Phase - III, Gurugram – 122002, Haryana ("Transferee Company/ Resulting Company"); and

2. Demerger and vesting of the SEZ undertakings of DLF Assets Limited (CIN: U45201HR2006PLC096585) having its registered

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office at 11th Floor, Gateway Tower, DLF City, Phase - III, Gurugram– 122002, Haryana ("Demerged Company") situated at Silokhera, Hyderabad and Chennai ('SEZ Undertakings'); into the Transferee Company and reduction of the proportionate equity and preference paid-up share capital of the Demerged Company which will no longer be represented by the remaining business undertaking of the Demerged Company consequent to aforesaid demerger, by cancelling and extinguishing the requisite number of equity and preference shares of the Demerged Company.

RESOLVED FURTHER THAT the Board took note that since Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4 and the Demerged Company are wholly-owned subsidiaries of DLF Cyber City Developers Limited and 2,32,00,000, 0.01% Compulsorily Convertible Preference Shares (CCPS Series-III) of ₹ 100/- each held by DLF Info City Developers (Chandigarh) Limited in the Demerged Company will be purchased by the Transferee Company prior to sanction of the Scheme, no fresh share capital will be required to be issued by the Transferee Company pursuant to the Scheme.

RESOLVED FURTHER THAT the Board noted and opined that the draft Scheme will be to the advantage and beneficial to the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT Mr. Prashant Gaurav Gupta (DIN 07951272), Director & Manager, Ms. Pushpa Bector (DIN 02917318), Mr. Giri Raj Shah (DIN 03436135), Directors of the Company, Mr. Navin Kedia, Mr. Pankaj Virmani and Mr. Baljeet Singh, Authorised Signatories, on behalf of the Company, (hereinafter jointly referred to as "Authorized Signatories") be and are hereby severally authorized to convey on behalf of the Company (being creditor or class of creditors of the Transferor Companies), the consent, support and no-objection to any application for seeking dispensation of meeting(s) of equity or preference shareholders and/or creditors or class of creditors of the Transferor Companies and Demerged Company, for approving the Scheme, as may be filed by the Transferor Companies and Demerged Company in connection with the Scheme proposed to be filed before the Hon'ble NCLT and/or any person or other statutory/ regulatory authority(ies), as relevant.

RESOLVED FURTHER THAT the Scheme shall be effective from 1st April, 2021 or such other date as may be decided by the Authorized Signatories and/ or approved by the Hon'ble NCLT (the "Appointed Date").

RESOLVED FURTHER THAT the draft Scheme, as placed before the Board, be and is hereby approved and the Authorized Signatories

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be and are hereby severally authorized to finalize the Scheme which includes any additions, modifications, alterations, amendments or rectifications in the Scheme and/or in any other documents related thereto, at any stage as may be expedient or necessary in this regard and to do all acts, deeds and things incidental thereto.

RESOLVED FURTHER THAT the draft certificate under Section 133 of the Act issued by S.R. Batliboi & Co. LLP, Statutory Auditors of the Company confirming that the accounting treatment outlined in the Scheme is in compliance with the applicable Ind AS and other generally accepted accounting principles, as placed, be and is hereby noted and approved.

RESOLVED FURTHER THAT the Authorized Signatories be and are hereby severally authorized to take all necessary steps to give effects to this resolution including but not limited:

(1) To decide the Appointed Date;

(2) To make any alteration(s)/ modifications/ additions/ rectification in the Scheme, as may be expedient or necessary or satisfying the conditions/ requirements imposed by the Hon'ble NCLT, and/ or any other statutory/ regulatory authorities, as may be required, provided that prior approval of the Board of Directors shall be obtained for making any material changes in the Scheme;

(3) To finalize and settle the draft Scheme, draft of the notices for convening the meetings of the shareholders and/or creditors of the Company and draft of the explanatory statements under Section 230 to 232 of the Act read with the Rules made thereunder, in terms of directions of the Hon'ble NCLT, if any so issued, and assent to such alterations, conditions, and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the Hon'ble NCLT or effect any other modifications or amendments as they may consider necessary or desirable to give effect to the Scheme;

(4) To obtain the requisite approval, if required under the applicable law(s);

(5) To, sign, modify and file application(s) before the Hon'ble NCLT at relevant bench for seeking directions as to convening/ dispensing with the meetings of the shareholders/ creditors of the Company, and where necessary to take steps to convene and hold such meetings as per the directions of the Hon'ble NCLT and/or any other statutory/ regulatory authorities;

(6) To submit applications, file appeals, if required, before any Court/ Tribunal/ any other authorities, as may be required;

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(7) Filing of Petition(s) for confirmation of the Scheme with the NCLT and/or such other competent authorities as may be necessary;

(8) To sign, modify and file petitions, pleadings, affidavits, applications, statements, memos, documents etc. and to engage/ remove counsels, advocates, chartered accountants and other professionals/ legal experts/ intermediaries and to do all acts, deeds, matters and things as may be necessary or required under or pursuant to the applicable provisions of the Act, and in connection with the sanction of the Hon'ble NCLT to the Scheme;

(9) To sign and issue public advertisement(s) and notice(s) to the members, creditors or any class of persons as per the directions of the Hon'ble NCLT and/or any other Concerned Authority;

(10) To appoint accountants, advisors, merchant bankers, consultants and other experts for implementation of the Scheme and to fix their remuneration;

(11) To represent before the Registrar of Companies, Regional Director & Official Liquidator, Ministry of Corporate Affairs, banks, institutions, investors, lenders, government authorities, local authorities, income tax authorities and/ or any other statutory/ regulatory authorities, wherever required about the Scheme, and to do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolution;

(12) To make or assent to any alternations, modifications to the Scheme or to any conditions or limitation which the Hon'ble NCLT may deem fit to approve or impose and may give such directions, as they may consider necessary, and to settle any question or difficulty that may arise with regard to the implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;

(13) To obtain the requisite approval to the Scheme from such other authorities and parties including the creditors or class of creditors and/ or the members or the class of members, either in their respective meetings or otherwise in writing and to do all such incidental and ancillary acts, deeds and things as may be necessary in this regard;

(14) To take all procedural steps for having the Scheme sanctioned by the Hon'ble NCLT including filing

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necessary applications, affidavits, petitions, replies, documents etc. and signing, verifying and affirming all applications, affidavits, replies, petitions, documents, vakalatnama, etc. as may be necessary before the Hon'ble NCLT, any court or any authority(ies) etc.;

(15) To issue, publish, advertise the notice(s) of general meeting(s) of members or class of members or creditors or class of creditors, where the said meeting(s) were directed to be convened, held and conducted in the manner directed by the Hon'ble NCLT/ Concerned Authorities, for the purpose of obtaining the necessary approval from the requisite majority of members or class of members or creditors or class of creditors as required under law and to do all such acts, deeds and things as may be necessary and incidental thereto;

(16) To send the notice of general meeting(s) of members or class of members or creditors or class of creditors, if and so required, along with the necessary statements, documents, information and attachments prescribed in this regard, to the Central Government/ Regional Director of concerned region, income tax authorities, concerned Registrar of Companies, concerned Official Liquidator, or to such other authorities as may be required, for necessary actions on their part under the Act and relevant Rules in this regard and to do all such acts, deeds and things as may be necessary and incidental thereto;

(17) To obtain order of the Hon'ble NCLT approving the Scheme and to file the same with the concerned Registrar of Companies and such authorities as may be required;

(18) To affix the common seal of the Company in accordance with provisions of the Articles of Association of the Company on such documents as may be necessary in this regard;

(19) To withdraw the Scheme at any stage in case any changes/modifications suggested or conditions imposed by the Hon'ble NCLT/ shareholder(s)/ creditor(s) or class of creditor(s)/regulatory authority(ies) are in their view not in the interest of the Company or not meeting the objectives of the Scheme and to do all such acts, deeds and things as may be required in this regard;

(20) To do all further acts, deeds, matters, deeds and things as may be necessary, proper, desirable and expedient for the purpose of giving effect to the Scheme and for the matters connected therewith or incidental thereto;

(21) To resolve, settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered to be in the best interest of the Company;

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(22) To delegate the powers granted to the Authorized Signatories to such person(s) as they may deem necessary or expedient in the interest of the Company in relation to implementation of this resolution and to give effect to the Scheme.

RESOLVED FURTHER THAT all acts, deeds and things done and documents executed aforesaid shall be deemed to be valid and enforceable only if the same are consistent with this resolution and that the Board of Directors shall not be responsible for any illegal and invalid acts and any other act beyond the scope of the aforesaid powers executed by the above Authorized Signatories and shall not bind the Company against any third party(ies) or before any authority(ies) in any manner and that the Board of Directors shall not be answerable in that behalf.

RESOLVED FURTHER THAT the aforesaid powers entrusted to the above executives, shall be valid, effective and exercisable by them, as long as they are in the employment of the Company or its holding/ associate/ subsidiary/ fellow subsidiary/ group companies, unless revoked earlier by the Board of Directors.

RESOLVED FURTHER THAT a certified copy of this resolution be furnished to anyone concerned or interested in the matter under the signature of anyone of the Directors of the Company."

For DLF Emporio Limited

DLF Emporio Limited

Pushpa Bector
Director
DIN: 02917318
Address Flat No. J 292, DLF Park Place,
DLF Phase-5, Sector 54, Gurugram – 122011,
Haryana

Date: 30/01/2023

Place: Gurugram