

## DLF Limited

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



September 29, 2017

The General Manager Dept. of Corporate Services <b>BSE Limited</b> P.J. Tower, Dalal Street, Mumbai – 400 001	The Vice-President <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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Dear Sir,

Sub: **52<sup>nd</sup> Annual General Meeting (AGM)**

Kindly find enclosed herewith the following documents in connection with the 52<sup>nd</sup> AGM of the Company held on 29<sup>th</sup> September, 2017:-

- i) A copy of Chairman's Speech;
- ii) Summary of proceedings;
- iii) Voting Results in the prescribed format under Regulation 44 of the SEBI (LODR) Regulations, 2015.

Kindly be informed that all the Resolutions for consideration at the 52<sup>nd</sup> AGM, as set out in the Notice dated August 28, 2017 have been passed by the Members by requisite majority.

This is for your kind information and record please.

Thanking you,

Yours faithfully,  
for **DLF LTD.**

Subhash Setia  
Company Secretary

Encl: As above

For any clarifications, please contact:-

1. Mr. Subhash Setia – 011/43539578/setia-subhash@dlf.in
2. Mr. Raju Paul – 09999333687/paul-raju@dlf.in

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### **SUMMARY OF PROCEEDINGS OF THE 52<sup>nd</sup> ANNUAL GENERAL MEETING HELD ON 29<sup>th</sup> SEPTEMBER, 2017**

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The 52<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company was held on **Friday, the 29<sup>th</sup> September, 2017 at 12.00 Noon at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurgaon-122 002 (Haryana).**

Dr. K. P. Singh, Chairman, chaired the proceedings of the meeting.

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman delivered the speech inter alia, covering the financial highlights, real estate industry condition, impact of RERA & GST on real estate sector, strengthening of rental business and CSR initiatives of the Company. The printed copy of the Chairman's speech was distributed amongst the Members attending the meeting and was also sent to stock exchanges separately.

The Chairman gave opportunity to the Members to ask questions or seek clarifications on the Agenda items. Therefore, the Chairman responded to the queries raised/ clarification sought by Members.

The Chairman explained the objective and implications of each resolution put to vote at the meeting.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies(Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided remote e-voting facility to the members entitled to cast their votes. Remote e-voting facility commenced at 9.30 A.M. on 25<sup>th</sup> September, 2017 and ended at 5.00 P.M. on 28<sup>th</sup> September, 2017.

The Chairman further informed the members that Insta-poll (e-voting) facility was also provided at the meeting to those members who have not participated in remote e-voting, but were present in the AGM.

## **DLF Limited**

DLF Centre Sansad Marg, New Delhi- 110001, India  
Tel. : (+91-11) 23719300, 42102030  
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The following items of business as set out in the Notice convening the 52<sup>nd</sup> Annual General Meeting (AGM) were transacted as follows:

### **Ordinary Business**

- i) Adoption of Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon;
- ii) Declaration of Dividend for the financial year ended 31<sup>st</sup> March, 2017;
- iii) Appointment of Mr. G.S. Talwar (DIN:00559460), who retires by rotation and offered for re-election;
- iv) 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 i.e. from the conclusion of 52<sup>nd</sup> AGM till the conclusion of 57<sup>th</sup> AGM and fixing their remuneration;

### **Special Business**

- v) Ratification of the remuneration payable to M/s R.J.Goel & Co., Cost Auditors (FRN-000026);
- vi) Approval to offer or invite for subscription of Non-convertible Debentures (NCDs) including subordinate debentures, bonds and/or other debt securities etc. in one or more series/tranches up to an aggregate amount of Rs.2,500 crore on private placement basis;
- vii) Approval of Related Party Transactions;
- viii) Approval for Share Purchase and Shareholders Agreement dated 27<sup>th</sup> August, 2017 and related transaction documents including Omnibus Agreement dated 27<sup>th</sup> August, 2017.

The Chairman advised the Members that Voting Results along with Scrutinizer's Report would be made available on the Company's website and on the website of Karvy Computershare Private Limited. The voting results would also be forwarded to National Stock Exchange Limited (NSE) & Bombay Stock Exchange Limited (BSE).

All the Resolutions for consideration at the 52<sup>nd</sup> AGM, as set out in the Notice dated 28<sup>th</sup> August, 2017 have been passed by the Members by the requisite majority through remote e-voting and insta-poll (e-voting) at the AGM venue.

### **Note:**

This is not the minutes of the proceedings of the Annual General Meeting of the Company.