

Notice

Notice is hereby given that the **53rd** Annual General Meeting (AGM) of the Members of DLF Limited will be held on **Monday, the 24 September 2018 at 2.30 P.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122 002 (Haryana)** to transact the following business:

Ordinary Business:

- (a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Reports of Board of Directors and Auditors thereon.
(b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2018 together with the Report of Auditors thereon.
- To confirm interim dividend and to declare final dividend on equity shares for the financial year 2017-18.
- To appoint a Director in place of Mr. Mohit Gujral (DIN 00051538), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Rajeev Talwar (DIN 01440785), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- 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, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), 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 2018, 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 acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 149 & 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vivek Mehra (DIN 00101328), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company w.e.f. 13 February 2018 and who holds office up to the date of this Annual General Meeting (AGM), in terms of Section 161 of the Act read with Article 101(2) of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 12 February 2023.”

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

New Delhi
10 August 2018

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:

- 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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of special business being item nos. 5 and 6 set-out above to be transacted at the meeting is annexed hereto and forms part of this Notice.
3. The requirement to place the matter relating to ratification of appointment of Statutory Auditors by members at every AGM has been done away with vide amendment in Section 139 of the Act, notified by the Ministry of Corporate Affairs on 7 May 2018. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 52nd AGM held on 29 September 2017.
4. The details of Directors seeking appointment/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.
5. Attendance slip and the 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. 040-67161514; Fax No. 040-23420814; e-mail: einward.ris@karvy.com; Website: www.karvy.com; Contact Person: 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; (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 authorizing 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 **Monday, 17 September 2018 to Monday, 24 September 2018** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.
9. The final dividend, if declared at the meeting will be paid on or before **Wednesday, 24 October 2018** to those members or their mandates: (a) whose names appear as beneficial owners at the end of the business hours on **Friday, 14 September 2018** 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 **Friday, 14 September 2018**.
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 2.00 to 4.00 P.M. 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 have 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 dematerialised 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 ids 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 form are also requested to intimate such changes to the RTA under the signatures of first/ joint holder(s).
As mandated by SEBI, members holding shares in physical mode are also requested to submit Permanent Account Number (PAN) and bank account details to the Company/ Karvy, if not already submitted.

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 Office/ Corporate Office of the Company, so that the same may be attended to appropriately.

15. (a) The Company has transferred the unpaid/ unclaimed dividends declared up to the financial year 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government. The Company has uploaded the details of unpaid/ unclaimed dividends lying with the Company as on 29 September 2017 (date of previous AGM) on the website of the Company and the same can be accessed through the link: "[http://www.dlf.in/investorrelations/shareholders information](http://www.dlf.in/investorrelations/shareholders%20information)". The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

(b) Adhering to the various requirements set-out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, as amended, the Company has, during the financial year 2017-18, transferred to the IEPF Authority, all shares in respect of which dividend had remained unpaid/ unclaimed for seven consecutive years or more as on the due date of transfer i.e. 31 October 2017. Details of shares transferred to IEPF Authority are available on the website of the Company and the same can be accessed through the link: "[http://www.dlf.in/investorrelations/shareholders information](http://www.dlf.in/investorrelations/shareholders%20information)". The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

(c) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the web-link: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and/ or dividends from the IEPF Authority.

16. Further, all shareholders, whose dividend is unclaimed pertaining to FY 2010-11 are requested to lodge their claim with RTA/ Company by submitting an application supported by an indemnity on or before 4 September 2018. 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.

17. SEBI vide its notification dated 8 June 2018 has amended the Listing Regulations and has mandated that transfer of securities would be carried out in dematerialised form only effective 5 December 2018. Accordingly, request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with the depository with effect from 5 December 2018. Therefore, RTA and the Company will not be accepting any request for transfer of shares in physical form with effect from 5 December 2018. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact the office of the RTA to guide you for the demat procedure.

18. 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 communications 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.

19. 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>

20. 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 53rd 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. Monday, 17 September 2018. 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. Monday, 17 September 2018 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. **Monday, 17 September 2018** 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 **Wednesday, 19 September 2018 (9.30 A.M.)** and end on **Sunday, 23 September 2018 (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, along with 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) to (xii) given above to cast your vote.
- C. Other instructions:**
- (i) In case of any query, 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 040-67161514 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.

21. 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.

EXPLANATORY 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., Cost Accountants (FRN 000026) 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 2018.

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 2017-18.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 5.

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

ITEM NO. 6

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and Article 101(2) of the Articles of Association ('AOA') of the Company, Mr. Vivek Mehra was appointed as an Additional Director (in the capacity of Independent Director) of the Company on 13 February 2018. Accordingly, he shall hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Vivek Mehra for the office of Director of the Company.

Mr. Vivek Mehra has given a declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Mehra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director in accordance with Section 152 of the Act.

In the opinion of the Board, Mr. Mehra fulfils the conditions for his appointment as an Independent Director in terms of Section 149 of the Act and Listing Regulations and is independent of the management of the Company.

Brief resume of Mr. Mehra and nature of his expertise in specific functional areas has been provided in the Corporate Governance Report forming part of the Annual Report. Further, the details required in terms of Listing Regulations and other applicable provisions of the Act are attached & form part of this Notice.

The terms and conditions of appointment of Mr. Mehra as an Independent Director would be available for inspection free of cost by the members at the Registered Office/ Corporate Office of the Company and shall also be disclosed on the website of the Company.

Keeping in view his vast experience, expertise and knowledge, it would be in the interest of the Company that Mr. Mehra be appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 12 February 2023.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except, Mr. Vivek Mehra is concerned or interested, financially or otherwise, in the resolution set-out at Item No. 6.

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

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

New Delhi
10 August 2018

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 Directors seeking Appointment/ Re-appointment at the Annual General Meeting

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

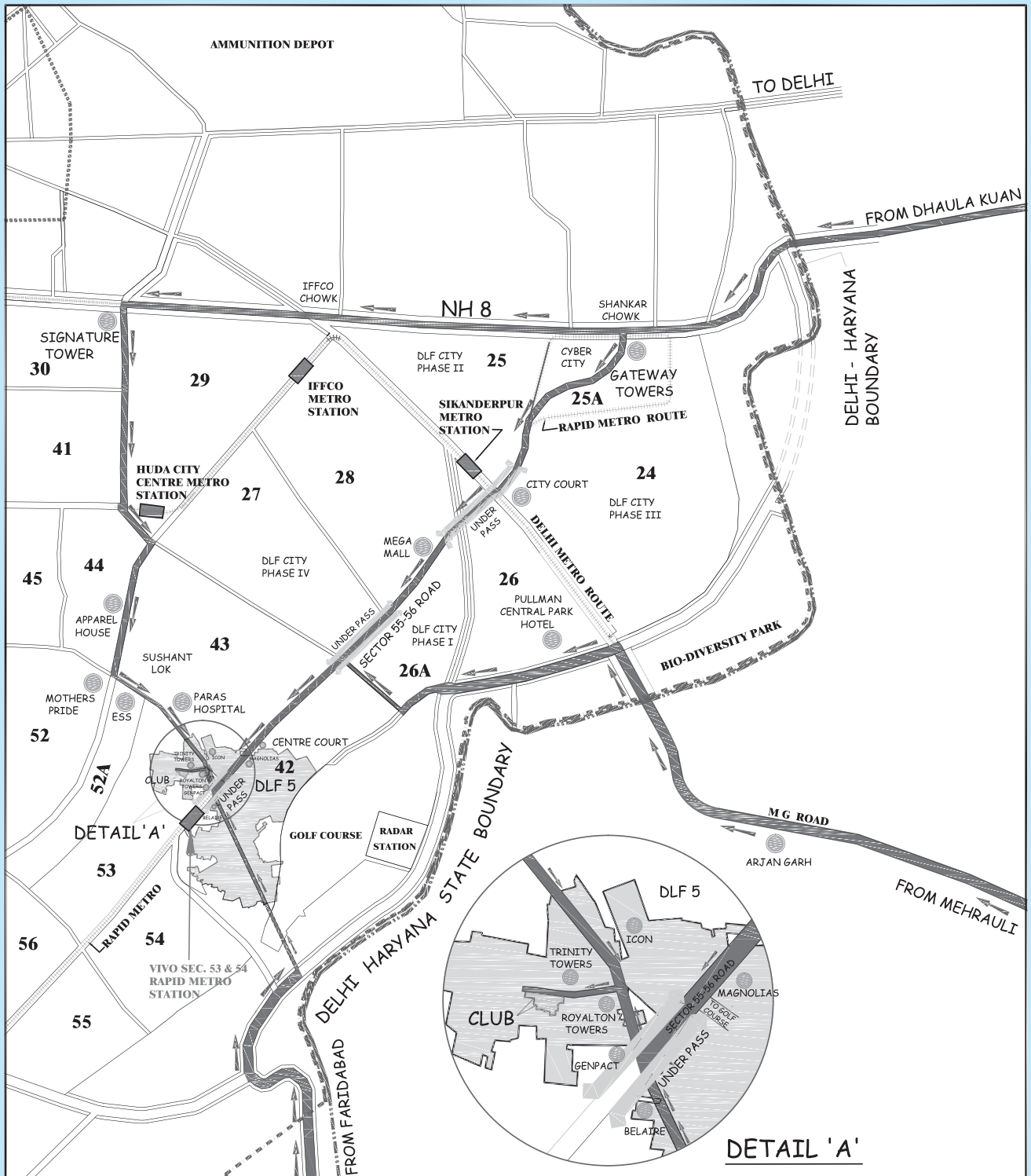
Name of Director	Mr. Mohit Gujral	Mr. Rajeev Talwar	Mr. Vivek Mehra
DIN	00051538	01440785	00101328
Date of Birth	25.08.1959	23.12.1954	21.04.1955
Age (years)	59	64	63
Date of Appointment	14.02.2014	14.02.2014	13.02.2018
Qualification(s)	B. Arch., C.E.P.T., Ahmedabad	Masters from St. Stephen's College, Delhi University, IAS 1978 Batch	B.Com (Hons.), FCA
Number of Shares held	Nil	4,32,072	2,225
Expertise in specific functional areas	Renowned architect and business leader with industry and General Management experience of over 26 years.	Over 30 years diverse experience with Central/ State Governments including public sector enterprises and real estate development.	Over 35 years of experience in tax, regulatory, M&A tax structuring and consulting space.
Other Directorship(s)	Delanco Buildcon Private Limited DLF Universal Limited Glensdale Enterprise Development Private Limited Gujral Design Plus Overseas Private Limited Mohit Design Management Private Limited Prima Associates Private Limited Span Fashions Limited Wagishwari Estates Private Limited	Dalmia Promoters and Developers Private Limited DLF Info Park Developers (Chennai) Limited DLF Universal Limited Joyous Housing Limited PHD Chamber of Commerce and Industry@	Bharat Hotels Limited Clean Solar Power (Hiriyur) Private Limited Embassy Office Parks Management Services Private Limited Grassroot Trading Network For Women@ HT Media Limited Jubilant Life Sciences Limited RHT Health Trust Pte. Ltd.^
Committee Positions in other Public Companies#	Nil	Nil	Audit Committee-Member Bharat Hotels Limited
Relationships between Directors inter-se	Nil	Nil	Nil

@ Company registered under Section 25 of the Companies Act, 1956 (Section 8 of the Companies Act, 2013).

^ A company incorporated outside India.

Pursuant to Regulations 26 of the Listing Regulations, Membership of only Audit and Stakeholders Relationship Committee of public limited companies has been considered.

Route Map of AGM Venue



**LOCATION MAP OF DLF CLUB 5,
DLF5, 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

53rd ANNUAL GENERAL MEETING - Monday, 24 September 2018 AT 2.30 P.M.

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 53rd Annual General Meeting of the Company on **Monday, 24 September 2018 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

53rd ANNUAL GENERAL MEETING - Monday, 24 September 2018 AT 2.30 P.M.

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

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

- (1) Name.....Address:.....e-mail Id:..... or failing him/her;
(2) Name.....Address:.....e-mail Id:..... or failing him/her;
(3) 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 **53rd Annual General Meeting** of the Company, to be held on **Monday, 24 September 2018 at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF5, Gurugram - 122 002 (Haryana) at 2.30 P.M.** 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 2018.		
2.	Confirmation of Interim Dividend and Declaration of Final Dividend for the financial year 2017-18.		
3.	Re-appointment of Mr. Mohit Gujral, who retires by rotation.		
4.	Re-appointment of Mr. Rajeev Talwar, who retires by rotation.		
5.	Approval/ Ratification of remuneration payable to Cost Auditor.		
6.	Appointment of Mr. Vivek Mehra as an Independent Director.		

* Applicable for shares held in electronic form.

Affix
₹ 0.30

Revenue
Stamp

Signed this day of2018

Signature of shareholder(s)

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.