

Notice

Notice is hereby given that the **51st Annual General Meeting (AGM)** of DLF Limited will be held on **Tuesday, the 30th August, 2016 at 4.00 P.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurgaon – 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 31st March, 2016 together with the Reports of Board of Directors and Auditors thereon.
2. To confirm interim dividend.
3. To appoint a Director in place of Ms. Pia Singh (DIN 00067233), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Walker Chandiook & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of next AGM and to fix their remuneration.

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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with the Companies (Cost Records and Audit) Rules, 2014, 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 31st March, 2016 amounting to ₹ 3.25 lac (Rupees three lac 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 and take all such steps and give all directions as it may in

its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in partial modification to Ordinary Resolution No. 1 dated 11th April, 2014 approved by the Members through postal ballot, consent of the Members of the Company, be and is hereby accorded for re-designation/ appointment of Mr. Mohit Gujral as Chief Executive Officer & Whole-time Director of the Company for a term with effect from 28th August, 2015 till the end of his tenure i.e. 13th February, 2019.

RESOLVED FURTHER THAT all terms and conditions including as to remuneration, as set out in the above mentioned ordinary resolution shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

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

“RESOLVED THAT in partial modification to Ordinary Resolution No. 2 dated 11th April, 2014 approved by the Members through postal ballot, consent of the Members of the Company, be and is hereby accorded for re-designation/ appointment of Mr. Rajeev Talwar as Chief Executive Officer & Whole-time Director of the Company for a term with effect from 28th August, 2015 till the end of his tenure i.e., 13th February, 2019.

RESOLVED FURTHER THAT all terms and conditions including as to remuneration, as set out in the above mentioned ordinary resolution shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to

this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

8. 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, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, the Securities and Exchange Board of India (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 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 NCDs including the class of investors, securities to be offered, number of NCDs, 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.”

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

New Delhi
27th May, 2016

Subhash Setia
Company Secretary

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

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 details of Directors seeking appointment/ re-appointment, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 are given in the Corporate Governance Report and also annexed hereto and forms part of this Notice.
4. Route map of the venue of the Meeting (including prominent land mark) is annexed to the Notice.

5. 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. Varghese P.A., 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; (ii) Registered Office of the Company; and also (iii) Corporate Affairs Department, DLF Centre, Sansad Marg, New Delhi- 110001.
 6. 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.
 7. Relevant documents referred to in the Notice and statutory registers are open for inspection at the Registered Office of the Company and Corporate Office of the Company at DLF Centre, Sansad Marg, New Delhi – 110001 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.
 8. The Auditors' Certificate under Clause 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for inspection at the AGM.
 9. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 companies 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 participant for the shares held in dematerialized form and with RTA in respect of shares held in physical form.
 10. Members holding shares in dematerialized 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 form are also requested to intimate such changes to the RTA under the signatures of first/joint holder(s).
 11. 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 of the Company, so that the same may be attended to appropriately.
 12. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred unpaid/unclaimed dividend up to the financial year 2007-08 to the Investor Education and Protection Fund (the 'Fund') of the Central Government. **The unpaid/unclaimed final dividends for the financial year 2008-09 and thereafter, which remains unpaid or unclaimed for a period of 7 years from the date it became due for payment will be transferred by the Company to the Fund. Members who have not encashed dividend warrants may approach the RTA.**
- Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on

28th August, 2015 on the Company's website www.dlf.in, and also on the website of the Ministry of Corporate Affairs.

13. 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 addresses with their respective Depository Participants (DPs) or e-mail at dlf.cs@karvy.com to get the Annual Report and other documents 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 5 above or at the registered office of the Company.

14. 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>

15. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide Members the facility to exercise their right to vote at the 51st 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 meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting.

- IV The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again and if any Member casts a vote at the Meeting, 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 Members 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. Tuesday, 23rd August, 2016. 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. Tuesday, 23rd August, 2016 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. **Tuesday, 23rd August, 2016** 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 **Thursday, 25th August, 2016 (9.30 A.M.)** and end on **Monday, 29th August, 2016 (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.
- (viii) On the voting page, number of shares 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. The documents

should reach the Scrutinizers on or before the conclusion of AGM.

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 Sl. 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 Mr. Varghese P.A. 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.

16. 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., Cost Accountants to conduct the audit of cost records pertaining to real estate development activities of the Company for the financial year ended 31st March, 2016.

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 2015-16.

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 NOS. 6 & 7

Mr. Mohit Gujral and Mr. Rajeev Talwar were appointed as Whole-time Director(s) of the Company for a period of five years w.e.f. 14th February, 2014. The said appointment(s) were approved by the members of the Company vide their resolution dated 11th April, 2014 passed through postal ballot.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board"), at its meeting held on 28th August, 2015 has re-designated/ appointed Mr. Mohit Gujral and Mr. Rajeev Talwar as Chief Executive Officer(s) & Whole-time Director(s) of the

Company w.e.f. 28th August, 2015 till the end of their respective tenure i.e. 13th February, 2019.

Mr. Gujral and Mr. Talwar are responsible for the management and supervision of the Company's business & the roles and responsibilities as assigned/ to be assigned to them by the Board from time to time and shall also exercise and perform jointly and/or severally such functions, acts and deeds which in the ordinary course of business is necessary or proper in the best interest of the Company.

Except the above re-designation/appointment, all other terms of appointment, including remuneration as detailed in the ordinary resolution no(s). 1 and 2 dated 11th April, 2014 passed by the Members through postal ballot read with the Statement thereto shall remain unchanged.

The details, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 read with Secretarial Standard-2, are attached and form part of this Notice and Corporate Governance Report, respectively.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Gujral and Mr. Talwar are concerned or interested, financially or otherwise, in the resolution(s) set out at item nos. 6 & 7, respectively.

The Board commends the resolution(s) at item nos. 6 & 7 for approval of the Members as *Ordinary Resolution(s)*.

ITEM NO. 8

In order to augment long-term resources for business needs and to reduce reliance on the banking system, the Company intends to issue Non-convertible Debentures ("NCDs") including subordinated debentures, bonds and/or other debt securities to banks/financial institutions/mutual funds/body corporate(s) and/ or other persons up to ₹ 2,500 crore (Rupees two thousand five hundred crore only). 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 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 24th July, 2015 through postal ballot had accorded their approval to offer or invite subscription to NCDs up to ₹ 5,000 crore (Rupees five thousand crore only) in one or more series/tranches, 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 above securities 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*.

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

Subhash Setia
Company Secretary

New Delhi
27th May, 2016

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

Details of Directors seeking Re-designation/Appointment/Re-appointment at the AGM

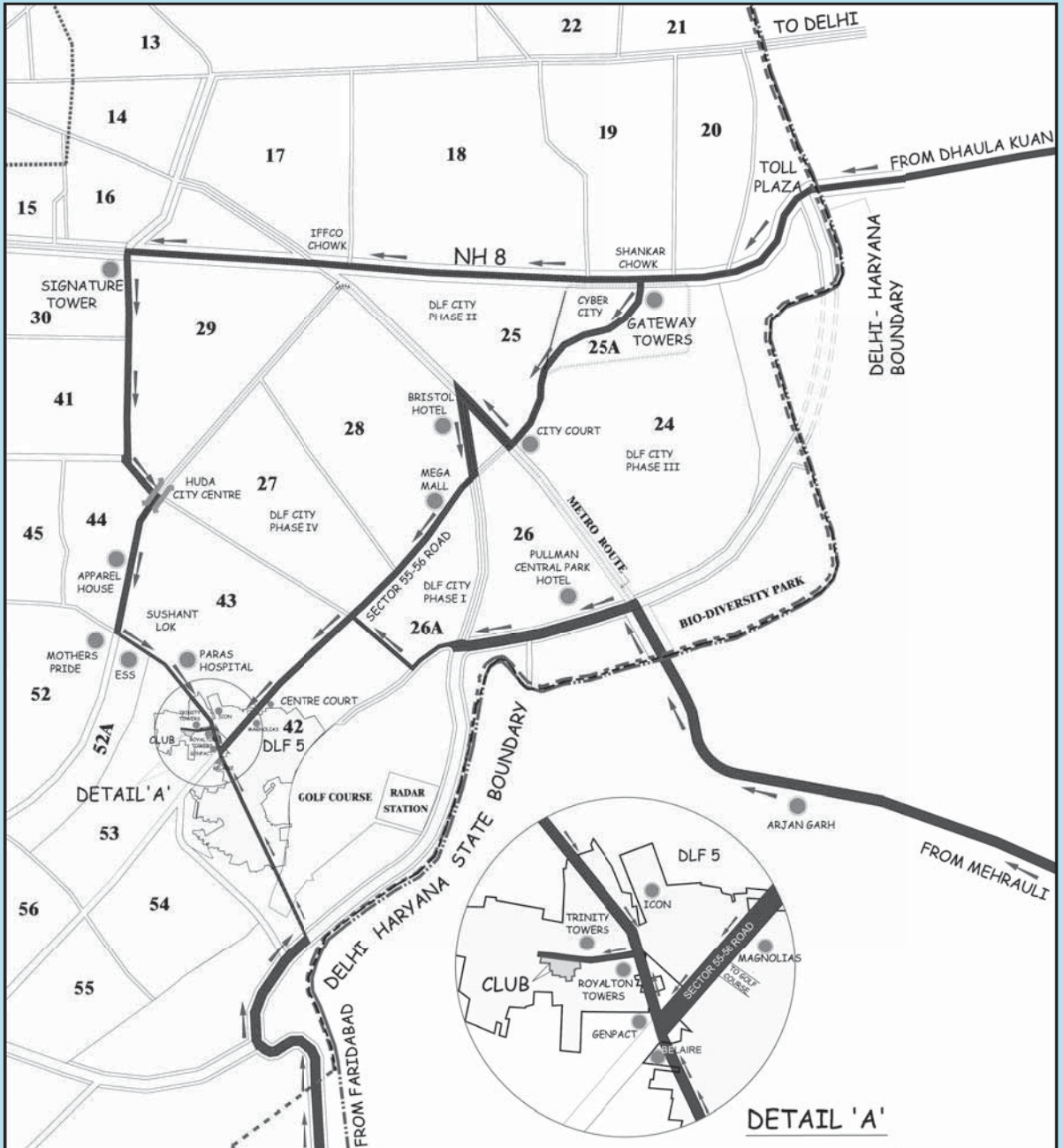
[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Ms. Pia Singh	Mr. Mohit Gujral	Mr. Rajeev Talwar
Date of Birth	26.12.1970	25.08.1959	23.12.1954
Age	45	57	61
Date of Appointment	18.02.2003	14.02.2014	14.02.2014
Qualification(s)	Graduate from Wharton School of Business, University of Pennsylvania, U.S.A. with degree in Finance.	B. Arch, C.E.P.T. Ahmedabad	Masters from St. Stephen's College, Delhi University, IAS 1978 Batch
Number of Shares held	2,13,32,500	Nil	3,51,201
Expertise in specific functional areas	Has over 21 years of experience in developing the Company's luxury and super luxury retail destinations across the country.	Renowned architect and business leader with industry and General Management experience of over 27 years.	Over three decades diverse experience with Central/ State Governments including public sector enterprises and real estate development.
Other Directorship(s)	Northern India Theatres Private Limited Sukh Sansar Housing Private Limited Solace Housing and Construction Private Limited Pushpak Builders and Developers Private Limited Arihant Housing Company* DLF Brands Limited Madhukar Housing and Development Company* Sambhav Housing and Development Company* Udyan Housing and Development Company* Herminda Builders & Developers Private Limited Skills Academy Private Limited Ishtar Retail Private Limited Anubhav Apartments Private Limited	DLF Universal Limited Span Fashions Limited First City Management Company Private Limited Gujral Design Plus Overseas Private Limited Glensdale Enterprise Development Private Limited Mohit Design Management Private Limited Prima Associates Private Limited Wagishwari Estates Private Limited Delanco Buildcon Private Limited	DLF Universal Limited Dalmia Promoters and Developers Private Limited DLF Info Park Developers (Chennai) Limited DLF Telecom Limited Joyous Housing Limited
Committee Positions in other Public Companies#	Nil	Nil	Audit Committee- Member DLF Info Park Developers (Chennai) Limited
Relationships between Directors inter-se	Dr. K.P. Singh and Mr. Rajiv Singh	Nil	Nil

* A Private Company with Unlimited Liability

Committee positions of only Audit and Stakeholders Relationship Committee considered

Route Map of AGM Venue



**LOCATION MAP OF DLF CLUB 5,
DLF 5, GURGAON**



DLF LIMITED

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



ATTENDANCE SLIP

51st ANNUAL GENERAL MEETING - TUESDAY, 30th AUGUST, 2016 AT 4.00 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 51st Annual General Meeting of the Company on **Tuesday, the 30th August, 2016 at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurgaon-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, Gurgaon – 122 002, Haryana
CIN: L70101HR1963PLC002484; Telephone no. 91-124-4334200
Website: www.dlf.in; e-mail: investor-relations@dlf.in



PROXY FORM

51st ANNUAL GENERAL MEETING - TUESDAY, 30th AUGUST, 2016 AT 4.00 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;
- (2) Name.....Address:.....e-mail Id:..... or failing him;
- (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 **51st Annual General Meeting** of the Company, to be held on **Tuesday, the 30th August, 2016** at **DLF Club 5, Opposite Trinity Tower, Club Drive, DLF-5, Gurgaon-122 002 (Haryana)** at **4.00 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 st March, 2016.		
2.	Confirmation of Interim Dividend.		
3.	Re-appointment of Ms. Pia Singh, who retires by rotation.		
4.	Appointment of Statutory Auditors and to fix their remuneration.		
5.	Approval/Ratification of fee payable to Cost Auditor.		
6.	Approval for Re-designation/Appointment of Mr. Mohit Gujral as Chief Executive Officer & Whole-time Director.		
7.	Approval for Re-designation/Appointment of Mr. Rajeev Talwar as Chief Executive Officer & Whole-time Director.		
8.	Approval to offer or invite for subscription of Non-convertible Debentures including other debt securities on private placement basis.		

* Applicable for shares held in electronic form.

Signed this day of2016

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.