

DLF CYBER CITY DEVELOPERS LIMITED

(CIN - U45201HR2006PLC036074)

Regd. Office: 10th Floor, Gateway Tower, DLF City, Phase-III, Gurugram- 122 002
Phone No. +91 124 456 8900; E-mail: office-business@dlf.in; Website: www.dlf.in/dccd/

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF DLF CYBER CITY DEVELOPERS LIMITED WILL BE HELD ON WEDNESDAY, 24th MARCH 2021 AT 14:00 HRS. (IST) THROUGH VIDEO CONFERENCE ('VC')/ OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier shareholders' resolution dated 7th November 2016, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force) (the Act), Articles of Association of the Company, subject to such approvals, consents and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors to give, from time to time, any loan(s), advances, deposits to any person, company(ies) or other body corporate(s); and/ or give guarantee(s) and/ or provide security(ies) in connection with loan(s) to any company(ies), body corporate(s) or person(s); and/ or make investment in shares, debentures and/ or other security(ies) of any other body corporate(s), up to an additional amount of ₹ 10,000 crore (Rupees Ten Thousand Crore only) aggregating to ₹ 25,000 crore (Rupees Twenty Five Thousand Crore only) notwithstanding that the individual/ aggregate of the loan(s) or guarantee(s) or security(ies), so given or to be given and/ or securities acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act.

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 including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company."

By order of the Board of Directors
For DLF Cyber City Developers Limited

Date: 18/03/2021
Place: Gurugram


Pankaj Virmani
Company Secretary

DLF CYBER CITY DEVELOPERS LIMITED

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NOTES:

1. In compliance with the provisions of Ministry of Corporate Affairs' ('MCA') General Circular No. 17/2020 dated 13th April 2020 and General Circular No. 14/2020 dated 8th April 2020 read with General Circular No. 39/2020 dated 31st December 2020, (collectively referred to as 'General Circulars'), the Company will be conducting the Extra-Ordinary General Meeting ('Meeting') through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility. The deemed venue of the Meeting shall be the registered office of the Company. The Company has made arrangement of attending the Meeting through VC and members desirous of attending the Meeting through VC may note the following step for connectivity:

| Join Zoom Meeting |
|---|
| https://zoom.us/j/93430111280?pwd=THVnTU4xNXorcFV5d2lFeVB3dzR6QT09 |
| Meeting ID: 934 3011 1280 |
| Passcode: 331676 |

2. Members can join the Extra-Ordinary General Meeting through VC, 15 minutes before the scheduled time of commencement of the Meeting and the Facility shall be kept open till the expiry of 15 minutes after such scheduled time.
3. Pursuant to the Share Purchase and Shareholders' Agreement dated 27th August 2017, voting at a General Meeting shall be by way of poll. In line with the aforementioned General Circulars issued by the MCA, the ballot paper is being circulated along with the Notice of the Meeting. The Company has appointed Mr. Harsh Oberoi, Company Secretary in whole-time practice as Scrutinizer to scrutinize the polling process in fair and transparent manner. Mr. Harsh Oberoi has given his consent for such appointment.
4. Members attending the Meeting through VC may convey their vote by sending the duly filled and signed ballot paper during the Meeting to the Scrutinizer at harsh@oberoiassociates.com and/ or virmani-pankaj@dlf.in.
5. The results shall be declared at the meeting post counting of votes.

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6. Pursuant to the above-mentioned General Circulars, physical attendance of the Members is not required at the Meeting and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HERSELF/HIMSELF IN ACCORDANCE WITH THE COMPANIES ACT, 2013. PURSUANT TO THE AFOREMENTIONED GENERAL CIRCULARS, SINCE THE MEETING WILL BE CONVENED THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. CONSEQUENTLY, THE FACILITY FOR APPOINTMENT OF PROXY BY MEMBERS WILL NOT BE AVAILABLE FOR THE MEETING AND THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
8. **Pursuant to the aforementioned General Circulars, the attendance of Members through VC will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.**
9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the special business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
10. Since the Meeting is held through VC/ OAVM, the Route Map is not annexed to this Notice.
11. 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 through VC on their behalf at the Meeting to the Company Secretary at virmani-pankaj@dlf.in or to the Scrutinizer at harsh@oberoiassociates.com.
12. Alankit Assignments Limited having Regd. Office at 'Alankit House' 4E/2, Jhandewalan Extension, New Delhi-110055 is the Registrar & Share Transfer Agent (RTA) of the Company.
13. Relevant documents and statutory registers are open for inspection at the Registered Office of the Company at 10th Floor, Gateway Tower, DLF City, Phase - III, Gurugram - 122 002 physically as well as electronically on all working days up to the date of the Meeting and shall also be available for inspection at the Meeting. Members seeking to inspect such documents can send an email to the Company Secretary at virmani-pankaj@dlf.in.

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14. In terms of Secretarial Standard – 2 on General Meetings, the request for consenting to shorter Notice is being sent together with the Notice. Members are requested to submit the duly signed consent letter for convening the Meeting at shorter notice prior to the time fixed for the Meeting.
15. Members are requested to quote their DP ID – Client ID and email-id, telephone/ mobile no. in all their correspondences.

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EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

In terms of the provisions of Section 186 of the Companies Act, 2013 ('the Act'), where giving of any loan or guarantee or providing any security or the acquisition of securities exceeds:

- (a) sixty percent of the aggregate of the paid-up capital, free reserves and securities premium account; or
- (b) hundred percent of its free reserves and securities premium account;

whichever is more, prior approval of the shareholders by means of passing a Special Resolution shall be necessary.

The shareholders of the Company at their Extra-Ordinary General Meeting held on 7th November 2016 had authorized the Board of Directors to grant loan(s)/ give guarantee(s) or provide security(ies) and make investment(s) in securities up to an aggregate amount not exceeding ₹15,000 crore (Rupees Fifteen Thousand Crore only). Given that the Company has been fulfilling the funding requirements of its subsidiary(ies)/ joint venture company(ies) from time to time, the afore-stated limit is about to be exhausted.

In view of the future requirements of business and ensuring the Company's funding obligations towards the subsidiary(ies)/joint venture company(ies), it is proposed to obtain the shareholders' approval up to an additional amount of ₹ 10,000 crore (Rupees Ten Thousand Crore only), aggregating to ₹ 25,000 crore (Rupees Twenty Five Thousand Crore only).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, either financially or otherwise, in the resolution set-out in this Notice except to the extent of their directorships in subsidiaries and fellow subsidiaries.

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

By order of the Board of Directors
For DLF Cyber City Developers Limited

Date: 18/03/2021
Place: Gurugram


Pankaj Virmani
Company Secretary

