

DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase-III, Gurugram-122 002, Haryana
(India)
Tel. : +91-124-4769000



July 30, 2019

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

Dear Sir,

Ref : ISIN – INE271C01023

Sub: 54th Annual General Meeting (AGM)

Kindly find enclosed herewith the following documents in connection with the 54th AGM of the Company held on 30th July 2019 :-

- 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 54th AGM, as set out in the Notice dated 10th June 2019 have been passed by the Members by requisite majority.

This is for your kind information and record please.

Thanking you,

Yours faithfully,
For **DLF Limited**

Subhash Setia
Company Secretary

Encl: As above

For Stock Exchange's clarifications, please contact:- 1. Mr. Subhash Setia - 09873718989/setia-subhash@dlf.in 2. Mr. Raju Paul - 09999333687/paul-raju@dlf.in

DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase-III, Gurugram-122 002, Haryana (India)
Tel. : +91-124-4769000



SUMMARY OF PROCEEDINGS OF THE **54th ANNUAL GENERAL MEETING HELD ON 30 JULY 2019**

The 54th Annual General Meeting (AGM) of the Members of the Company was held on **Tuesday, the 30 July 2019 at 11.30 A.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram-122 002 (Haryana).**

The facility of on-way live webcast of the AGM proceedings was made available to the Members of the Company.

The Company Secretary introduced the Directors on the dias.

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 speech inter alia, Company's financials, recent development, infusion of funds by the promoters/promoters group, joint venture and the Company's unique business model. 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 requested the Members to ask questions or seek clarifications on the Agenda items. Thereafter, 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 on all resolutions. Remote e-voting facility commenced at 9.30 A.M. on 26 July 2019 and ended at 5.00 P.M. on 29 July 2019.

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.

Regd. Office : DLF Shopping Mall, 3rd Floor, Arjun Marg, DLF City, Phase-I, Gurgaon-122 002, India
CIN: L70101HR1963PLC002484; Website: www.dfl.in



DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase-III, Gurugram-122 002, Haryana (India)
Tel. : +91-124-4769000



The Chairman briefed the Members on the Ordinary Business and Special Business items covered in the AGM Notice dated 10 June 2019.

The following items of business as set out in the Notice convening 54th Annual General Meeting (AGM) were transacted as follows :-

Ordinary Business:-

- i) (a) Adoption of Audited Financial Statements (Standalone) for the financial year ended 31 March 2019 together with the Reports of the Board of Directors and Auditors thereon;
(b) Adoption of Audited Financial Statements (Consolidated) for the financial year ended 31 March 2019 together with the Reports of the Auditors thereon;
- ii) Declaration of Dividend of Rs.2/- per equity share on face value of Rs.2/- each for the financial year ended 31 March 2019;
- iii) Re-appointment of Ms. Pia Singh (DIN:00067233), who retires by rotation and being eligible, offered for re-appointment;
- iv) Re-appointment of Mr. Gurvirendra Singh Talwar (DIN:00559460), who retires by rotation and being eligible, offered for re-appointment;

Special Business:-

- v) Ratification of the remuneration payable to the Cost Auditor, M/s. R.J. Goel & Co., Cost Accountants (FRN-000026);
- vi) Re-appointment of Dr. K. P. Singh (DIN 00003191) as a Whole-time Director designated as Chairman for a period of five (5) years with effect from 1 October 2018;
- vii) Re-appointment of Mr. Mohit Gujral (DIN 00051538) as Chief Executive Officer & Whole-time Director for a period of five (5) years with effect from 14 February 2019;
- viii) Re-appointment of Mr. Rajiv Talwar (DIN 01440785) as Chief Executive Officer & Whole-time Director for a period of five (5) years with effect from 14 February 2019;
- ix) Re-appointment of Mr. Rajiv Singh (DIN 00003214) as Whole-time Director designated as Vice-Chairman for a period of five (5) years with effect from 9 April 2019;



- x) Appointment of Ms. Priya Paul (DIN 00051215) as an Independent Woman Director for five (5) consecutive years for a term upto 31 March 2024 ;
- xi) Re-appointment of Lt. Gen. Aditya Singh (Retd.) (DIN 06949999) as an Independent Director for a second term of five (5) consecutive years with effect from 29 August 2019 ; and
- xii) Payment of commission to Non-executive Directors within the specified limit of 1% per annum of the net profits of the Company as permitted under Section 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013.


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

The Meeting concluded at 12:50 pm.

All the resolutions for consideration at 54th AGM, as set out in the Notice dated 10 June 2019 have been passed by the Members with 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 AGM of the Company.

Thanking you,
Yours faithfully,
for **DLF LTD.**


Subhash Setia
Company Secretary

