

DLF LIMITED

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



8th August 2021

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
---	---

Sub: Notice of Annual General Meeting & Annual Report 2020-21

Dear Sir/ Madam,

This is to inform that the 56th Annual General Meeting (AGM) of the Members of the Company will be held on **Tuesday, 31 August 2021 at 12:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)**, pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

In compliance with Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, ('**SEBI LODR**') read with applicable Circulars of the MCA and SEBI, the Annual Report for the financial year 2020-21 comprising the Notice of the AGM, the standalone and consolidated financial statements for the financial year (FY) 2020-21, along with Board's Report, Auditors' Report and other document required to be attached thereto, is being sent to all the members of the Company whose email addresses are registered with the Company/ Depository Participant(s).

In terms of compliance of the aforesaid Regulation, a copy of the annual report along with the notice of the AGM for the financial year 2020-21, as being sent to the shareholders through electronic mode, are attached herewith.

An advertisement was published in English & Hindi newspapers and copies of the said newspapers are attached herewith.

The Annual Report including AGM Notice are also available on the Company's website <https://www.dlf.in/investor.php>.

This is for your kind information and record please.

Thanking you,

Yours faithfully,

For **DLF Limited**


R.P. Punjani
Company Secretary

For Stock Exchange's clarifications, please contact:

1. Mr. R. P. Punjani - 09810655115/punjani-rp@dlf.in
2. Mr. Raju Paul - 09999333687/paul-raju@dlf.in

Notice

Notice is hereby given that the **56th** Annual General Meeting (AGM) of the Members of DLF Limited will be held on **Tuesday, the 31 August 2021 at 12.30 P.M. (IST)** through **Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')** to transact the following business:

Ordinary Business:

1. (a) To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Reports of the Board of Directors and Auditors thereon.
- (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the Financial Year ended 31 March 2021.
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.

Special Business:

4. 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(s) 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 2021, amounting to ₹ 3.75 lakh (Rupees three lakh seventy 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 authorised to undertake 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."

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

"RESOLVED THAT in partial modification to Ordinary Resolution dated 27 December 2017 approved by the Members in their Extra-ordinary General Meeting, consent of the Members of

the Company be and is hereby accorded for re-designation/ appointment of Mr. Ashok Kumar Tyagi (DIN: 00254161) as Chief Executive Officer and Whole-time Director of the Company for a term with effect from 11 June 2021 till the end of his tenure i.e. 30 November 2022 on the terms and conditions as set-out in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the 'Board'), as it may, in its discretion deem fit, subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake 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 to be in the best interest of the Company, as it may deem fit."

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

"RESOLVED THAT in partial modification to Ordinary Resolution dated 27 December 2017 approved by the Members in their Extra-ordinary General Meeting, consent of the Members of the Company be and is hereby accorded for re-designation/ appointment of Mr. Devinder Singh (DIN: 02569464) as Chief Executive Officer and Whole-time Director of the Company for a term with effect from 11 June 2021 till the end of his tenure i.e. 30 November 2022 on the terms and conditions as set-out in the Statement annexed to this Notice.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the 'Board'), as it may, in its discretion deem fit, subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake 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 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 pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Savitri Devi Singh (DIN: 01644076), who was appointed as an Additional Director with effect from 11 June 2021 and who holds office up to date of this Annual General Meeting, 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 her candidature for the office of a Director of the Company, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (‘the Act’) and the

Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Anushka Singh (DIN: 03324893), who was appointed as an Additional Director with effect from 11 June 2021 and who holds office up to date of this Annual General Meeting, 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 her candidature for the office of a Director of the Company, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake 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.”

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

Gurugram
26 July 2021

R.P. Punjani
Company Secretary

Regd. Office: Shopping Mall
3rd Floor, Arjun Marg
Phase-I, DLF City
Gurugram - 122002, Haryana
CIN: L70101HR1963PLC002484
Telephone No.: +91-124-4334200
Website: **www.dlf.in**
E-mail: **investor-relations@dlf.in**

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide General Circular No. 02/2021 dated 13 January 2021 read with General Circular No. 20/2020 dated 5 May 2020, General Circular No. 14/2020 dated 8 April 2020 and General Circular No. 17/2020 dated 13 April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be the registered office of the Company.
2. A Statement pursuant to Section 102(1) of the Act, in respect of special businesses being item Nos. 4 to 8 as set-out above to be transacted at the meeting, is annexed hereto and forms part of this Notice.
3. Generally, a member entitled to attend/ participate and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. As this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As the AGM will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed to this Notice.
5. The details of Directors seeking appointment/ re-appointment/ re-designation, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Act (including Secretarial Standard-2 on General Meetings), are given in the Corporate Governance Report and annexed hereto and form part of this Notice.
6. KFin Technologies Private Limited ('KFin' or 'RTA'), having its office at Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, is the Registrar and Share Transfer Agent of the Company. The contact details of RTA are as follows: Toll Free No. 1-800-309-4001; e-mail: einward.ris@kfintech.com Website: www.kfintech.com and/ or <https://ris.kfintech.com/>; Contact Person: Mr. Rajkumar Kale. KFin 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 equity shares will also be accepted by (i) KFin at 305, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001, Ph.: 011-43681700; (ii) Registered Office of the Company; and also at (iii) Corporate Office: DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122002.
7. Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representatives to attend/ participate in the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said resolution/ authority letter/ power of attorney, etc. shall be sent to the Scrutinizer by e-mail through their registered e-mail address at dlfscrutinizer@gmail.com or dlfevoting@dlf.in with a copy to evoting@nsdl.co.in.
8. The Company has fixed **Tuesday, 24 August 2021** as the 'Record Date' for determining eligibility for payment of dividend, if declared at the meeting.
9. The dividend, if declared at the meeting will be paid, subject to deduction of tax at source on or before **Thursday, 30 September 2021** to those members or their mandates: (i) whose names appear as beneficial owners at the end of the business hours on **Tuesday, 24 August 2021** 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 (ii) whose names appear as members in the Company's Register of Members on **Tuesday, 24 August 2021** after giving effect to valid transmission or transposition requests in physical form lodged with the Company or its RTA on or before **Tuesday, 24 August 2021**.
10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1 April 2020 and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates, for various categories. The shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their Permanent Account Number (PAN) with the Company/ KFin (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). Resident individual shareholders who are not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H along with a self-attested copy of their PAN card, to avail the benefit of non-deduction of tax at source by uploading the same on <https://ris.kfintech.com/form15/> by

Tuesday, 24 August 2021 up to 5.00 P.M. (IST).

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Further, no tax is required to be deducted, if aggregate dividend distributed or likely to be distributed during the Financial Year to a resident individual shareholder does not exceed ₹ 5,000/- (Rupees five thousand only). Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document that may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be uploaded by the shareholders on <https://ris.kfintech.com/form15/> by **Tuesday, 24 August 2021 up to 5.00 P.M. (IST)**. Further, tax will be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the Income-tax Act, 1961, if such valid certificate is provided. For further details on various categories and prescribed rates, please refer to the Company's website www.dlf.in.

11. The SEBI 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/ shareholders for making payment of dividend in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. In the event, the Company is unable to pay the dividend to any Member directly into their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest possible.
12. Members holding shares in dematerialised form are requested to provide their PAN, bank details and intimate changes, if any pertaining to their name, postal address, e-mail ID, telephone and mobile no., nomination, power of attorney, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR code) 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 provide the aforesaid information (if not already submitted)/ intimate such changes to the Company/ KFin under the signatures

of the first/ joint holder(s) by submitting (i) scanned copy of the signed request letter which contains the shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC and MICR code); (ii) self-attested copy of the PAN card; and (iii) cancelled cheque leaf.

13. Members holding shares in physical form, in identical order of names, in more than one folios are requested to send to the Company or KFin, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members free of cost after making requisite changes.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

Members may avail the facility of nomination in respect of shares held by them by submitting Form SH-13 to the Depository Participants in case of shares held in electronic form and to KFin in case of shares held in physical form.

15. Electronic copy of all the documents referred to in the Notice and the Statement shall be available for inspection. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking inspection of such documents can send an e-mail to investor-relations@dlf.in.
16. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
17. (a) The Company has transferred the unpaid/ unclaimed dividends declared up to the Financial Year 2012-13, 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 23 September 2020 (date of previous AGM) on the website of the Company and the same can be accessed through the link: <https://kosmic.kfintech.com/IEPF/IEPFUnpaidQry.aspx?q=3Eo135ACFU%3d>. 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 IEPF Authority (Accounting,

Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the Financial Year 2020-21, 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. Details of shares transferred to IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://kosmic.kfintech.com/IEPF/IEPFUnpaidQry.aspx?q=3Eo135ACGFU%3d>. 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 the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back. Concerned members/ investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact KFin for lodging their claim for refund of shares and/ or dividends from the IEPF Authority.

18. Further, all members, whose dividend is unclaimed from the Financial Year 2013-14 onwards are requested to lodge their claim with RTA/ Company by submitting an application supported by an indemnity on or before **8 September 2021**.

Public notices were published and individual reminder letters for claiming unpaid dividend have been sent from time to time to the members who have not claimed their dividend for seven consecutive years or more.

Members who have not encashed their dividend warrants within their validity period may write to KFin or the Company at its Registered Office/ Corporate Office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF"). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.

19. SEBI vide its notification dated 8 June 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective 1 April 2019. Accordingly, requests for effecting transfer of physical securities cannot be processed unless the securities are held in the dematerialised form with any Depository Participant. Therefore, RTA and the Company have not been accepting any request for the transfer of shares in physical form w.e.f. 1 April 2019. 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 for seeking guidance/ assistance regarding demat procedure.

20. In compliance with the MCA Circulars and SEBI Circular dated 15 January 2021 read with SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the Financial Year 2020-21 will also be available on the Company's website www.dlf.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and NSDL i.e. <https://www.evoting.nsdl.com/>. A transcript of the AGM shall also be available on the Company's website as soon as possible.

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 einward.ris@kfintech.com to get the Annual Report and other documents/ communication on such e-mail address.

Members holding shares in physical form are requested to intimate their e-mail address to the RTA/ Company either by e-mail at einward.ris@kfintech.com or investor-relations@dlf.in by sending a communication, in a prescribed format, at the address mentioned at Note No. 6 or at the Registered Office/ Corporate Office of the Company.

21. Members participating in the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

22. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the 56th AGM by electronic means. The members may cast their votes using an electronic system ('remote e-voting').
- II. The Company has engaged the services of NSDL as the agency to provide remote e-voting facility.
- III. The facility of voting through electronic voting system shall also be made available on the

date of AGM and the members participating in the AGM who have not cast their vote by remote e-voting shall be able to exercise their votes at the AGM.

- IV. The remote e-voting period will commence from **Friday, 27 August 2021 at 9.30 A.M. (IST)** and end on **Monday, 30 August 2021 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL 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.
- V. The Company has appointed Mr. Vineet K. Chaudhary (FCS 5327), Company Secretary in practice and Mr. Ranjeet Pandey (FCS 5922), Company Secretary in practice as Scrutinizers to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
- VI. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 24 August 2021. 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, 24 August 2021, shall only be entitled to avail the facility of remote e-voting/ voting at the AGM.**

Any person, who acquires shares of the Company and becomes a Member of the

Company after the Company emailed the Notice of the AGM and holds shares as on the cut-off date i.e. Tuesday, 24 August 2021, may obtain the User ID and password by sending a request at investor-relations@dlf.in. However, if the shareholder is already registered with NSDL for remote e-voting then he/ she can use his/ her existing user ID and password for casting the vote. If you forget your password, you can reset your password by using 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com.

VIII. **The details of the process and manner for remote e-voting are explained herein below:**

Step 1: Access to NSDL e-voting system.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

Details on Step 1 are mentioned below:

I. Login method for remote e-voting and joining virtual Meeting for Individual shareholders holding equity shares in demat mode.

In terms of SEBI circular dated 9 December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding equity shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding equity shares in demat mode with NSDL	<p>A. Existing IDeAS user</p> <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 3. After successful authentication, you will be able to see e-voting services under Value added services. 4. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. 5. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>B. If you are not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> 1. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. 2. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

	<ol style="list-style-type: none"> Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding equity shares in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link at www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided link for the respective ESP i.e. NSDL where the e-voting is in progress.
Individual Shareholders (holding equity shares in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at above-mentioned website.

Helpdesk for Individual Shareholders holding equity shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding equity shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding equity shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding equity shares in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which

was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (a) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digits client ID of NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (b) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - a) Click on 'Forgot User Details/ Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com.**
 - b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com.**
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on e-voting system of NSDL.
7. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
8. Now, you will have to click on 'Login' button.
9. After you click on the 'Login' button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on 'VC/OAVM' link placed under 'Join General Meeting'.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of share(s) for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

IX. Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set-out in this notice:

1. Those Members, who hold shares in physical form or who have not registered their e-mail address with the Company and who wish to participate in the 56th AGM or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by sending scanned copy of: (a) a signed request letter mentioning their Name, Folio No. and complete Address; and (b) self-attested scanned copy of the PAN Card and any other document (such as bank statement, voter ID, Aadhaar card, passport) in support of the address of the Member as registered with the Company; by e-mail to **investor-relations@dlf.in**.
2. In case shares are held in demat mode, members may obtain the login ID and password by sending scanned copy of (a) a signed request letter mentioning their name, DP ID-Client ID (16 digit DP

ID plus Client ID or 16 digit beneficiary ID); (b) self-attested scanned copy of the client master data or Consolidated Account Statement; (c) self-attested scanned copy of the PAN Card; by e-mail to **investor-relations@dlf.in**.

3. Alternatively, shareholders/ members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.

X. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 56th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC/ OAVM facility through the NSDL e-voting system at **https://www.evoting.nsdl.com/** under shareholders login by using the remote e-voting credentials and selecting the EVEN for the Company's AGM. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice of the AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. Members are encouraged to join the AGM through laptops for better experience.
3. Further, Members will be required to allow camera and use Internet with a good speed connection to avoid any disturbance during the meeting.
4. Please note that Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any such situation.
5. Members who would like to speak or ask questions during the AGM with regard to the financial statements or any other matter as mentioned in the Notice of the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio number, PAN, telephone/ mobile number to reach the Company's e-mail address at **investor-relations@dlf.in** by **Friday, 27 August 2021 up to 2.00 P.M. (IST)**. Only those Members who have registered themselves as a

speaker will be allowed to speak/ ask questions during the AGM depending on the availability of time.

6. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/ OAVM facility.

XI. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be participating in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
3. The Members who have voted through remote e-voting will be eligible to attend the AGM but shall not be eligible to cast their vote again at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

XII. Other instructions for e-voting:

1. It is recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, one will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on **www.evoting.nsdl.com** to reset the password.

2. In case of any queries, one may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free No: 1800-1020-990 and 1800-22-4430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at **evoting@nsdl.co.in** who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's e-mail address **investor-relations@dlf.in**.

XIII. 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, who are 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 authorised by him in writing, who shall countersign the same. The Chairman or any other person authorised by him in writing, shall declare the results of the voting forthwith. The resolution, if passed by a requisite majority, shall be deemed to have been passed on the date of the AGM.

XIV. The Results declared along with the Scrutinizers' Report shall be placed on the Company's website **www.dlf.in** and on the website of NSDL i.e. **https://www.evoting.nsdl.com/** immediately after the results are declared by the Chairman or any other person authorised by him. The Company shall, simultaneously, forward the results to the concerned stock exchanges where its equity shares are listed.

23. Members are requested to quote their Folio No./ DP ID - Client ID and e-mail ID, Telephone/ Mobile no. in all correspondence.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors (the 'Board') of the Company, on the recommendation of the Audit Committee, had 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 2021.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors, 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 Auditors for the Financial Year 2020-21.

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. 4.

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

ITEM NOS. 5 AND 6

Mr. Ashok Kumar Tyagi and Mr. Devinder Singh were appointed as Whole-time Director(s) of the Company for a period of five years w.e.f. 1 December 2017. The said appointment(s) were approved by the members of the Company vide their resolution dated 27 December 2017 passed at the Extra-ordinary General Meeting.

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), at its meeting held on 11 June 2021 has re-designated/ appointed Mr. Ashok Kumar Tyagi and Mr. Devinder Singh as Chief Executive Officer(s) and Whole-time Director(s) of the Company w.e.f. 11 June 2021 till the end of their respective tenure i.e. 30 November 2022.

Mr. Tyagi and Mr. Singh are responsible for the management and supervision of the Company's business and 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 are necessary or proper in the best interests of the Company.

Broad particulars of the terms of appointment and remuneration payable to Mr. Tyagi and Mr. Singh are as under:

(i) Mr. Ashok Kumar Tyagi

(A) Remuneration:

I.	Basic Salary	₹ 9,11,500/- per month.
II.	Benefits, Perquisites and Allowances	
Category 'A'		
a.	Housing/ House Rent Allowance	Company leased accommodation subject to rental ceiling of 70% of the Basic Salary per month or house rent allowance in lieu thereof.
b.	Personal Allowance	₹ 8,00,000/- per month.
c.	Hard Furnishing OR Hard Furnishing Allowance in lieu thereof	Written down value of all Hard Furnishings provided shall not exceed ₹ 15 lakhs at any time as per applicable rules of the Company OR Hard Furnishing Allowance @ ₹ 25,000/- per month in lieu thereof.
d.	Superannuation/ Superannuation Fund Allowance	15% of the Basic Salary per month.
Category 'B'		
a.	Contribution to Provident Fund	As per rules of the Company.
b.	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service, as per rules of the Company.
Category 'C'		
a.	Provision of the Company's maintained chauffeur driven car/ Car Hire/ Lease and/ or Conveyance Allowance	As per policy of the Company.
b.	Housing Loan	As per rules of the Company. Any tax on computational/ notional value of interest, due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the CEO and Whole-time Director.
c.	Communication Facilities	Expenses on communication facilities will be reimbursed/borne as per policy of the Company and will not be treated as perquisite.
d.	Personal Accident and Medical Insurance	As per rules of the Company.
e.	Earned/ Privilege Leave	As per rules of the Company.

(B) Commission:

In addition to the salary, benefits, perquisites and allowances as above, Mr. Tyagi shall also be entitled to receive commission on net profits as may be fixed by the Board within the permissible limits specified in the Companies Act, 2013 ('the Act').

(C) Reimbursement of Expenses:

Reimbursement of actual out-of-pocket and entertainment expenses incurred in connection with the business of the Company; expenses on travelling, boarding and lodging shall be reimbursed, as per entitlement and not considered as perquisites.

(D) General:

(i) The total remuneration inclusive of salary, benefits, perquisites, allowances, etc. payable to Mr. Tyagi shall not exceed the limits specified in Sections 197, 198 read with Schedule V to the Act.

(ii) Mr. Tyagi shall work under the superintendence and control of the Board. As long as he functions as Chief Executive Officer and Whole-time Director, he shall not be paid any sitting fees to attend the meeting of the Board and/or Committee(s) thereof.

(iii) If at any time, Mr. Tyagi ceases to be Director of the Company for any cause whatsoever, he shall also cease to be the Chief Executive officer and Whole-time Director of the Company.

(iv) He shall adhere to the Company's Code of Conduct.

(v) Encashment of leave as per rules of the Company.

(vi) Club facilities/ Membership as per rules of the Company.

(vii) The terms and conditions set-out for appointment and payment of remuneration herein may be altered and varied by the Board including any Committee thereof, as it may, from time to time, deem appropriate.

(viii) The appointment may be terminated by either party giving the other party three months' prior notice in writing or such shorter notice as may be mutually agreed between Mr. Tyagi and the Company or payment in lieu of notice by either party.

Perquisites, benefits and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof. In the absence of any such Rules, perquisites and allowances shall be evaluated at the actual cost.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Tyagi, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as per the limits laid-down under the Act and as specified above.

(ii) Mr. Devinder Singh

(A) Remuneration:

I.	Basic Salary	₹ 8,87,800/- per month.
II.	Benefits, Perquisites and Allowances	
Category 'A'		
a.	Housing / House Rent Allowance	Company leased accommodation subject to rental ceiling of 70% of the Basic Salary per month or house rent allowance in lieu thereof.
b.	Personal Allowance	₹ 8,50,000/- per month.
c.	Hard Furnishing OR Hard Furnishing Allowance in lieu thereof	Written down value of all Hard Furnishings provided shall not exceed ₹ 15 lakhs at any time as per applicable rules of the Company OR Hard Furnishing Allowance @ ₹ 25,000/- per month in lieu thereof.
d.	Superannuation / Superannuation Fund Allowance	15% of the Basic Salary per month.
Category 'B'		
a.	Contribution to Provident Fund	As per rules of the Company.
b.	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service, as per rules of the Company.
Category 'C'		
a.	Provision of the Company's maintained chauffeur driven car/ Car Hire/ Lease and/ or Conveyance Allowance	As per policy of the Company.
b.	Housing Loan	As per rules of the Company. Any tax on computational/ notional value of interest, due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the CEO and Whole-time Director.
c.	Communication Facilities	Expenses on communication facilities will be reimbursed/ borne as per policy of the Company and will not be treated as perquisite.
d.	Personal Accident and Medical Insurance	As per rules of the Company.
e.	Earned/Privilege Leave	As per rules of the Company.

(B) Commission:

In addition to the salary, benefits, perquisites and allowances as above, Mr. Singh shall also be entitled to receive commission on net profit as may be fixed by the Board within the permissible limits specified in the Act.

(C) Reimbursement of Expenses:

Reimbursement of actual out-of-pocket and entertainment expenses incurred in connection with the business of the Company; expenses on travelling, boarding and lodging shall be reimbursed, as per entitlement and not considered as perquisites.

(D) General:

(i) The total remuneration inclusive of salary, benefits, perquisites, allowances, etc. payable to Mr. Singh shall not exceed the limits specified in Sections 197, 198 read with Schedule V to the Act.

(ii) Mr. Singh shall work under the superintendence and control of the Board. As long as he functions as Chief Executive Officer and Whole-time Director, he shall not be paid any sitting fees to attend the meeting of the Board and/or Committee(s) thereof.

(iii) If at any time, Mr. Singh ceases to be Director of the Company for any cause whatsoever, he shall also cease to be the Chief Executive Officer and Whole-time Director of the Company.

(iv) He shall adhere to the Company's Code of Conduct.

(v) Encashment of leave as per rules of the Company.

(vi) Club facilities/Membership as per rules of the Company.

(vii) The terms and conditions set out for appointment and payment of remuneration herein may be altered and varied by the Board including any Committee thereof, as it may, from time to time, deem appropriate.

(viii) The appointment may be terminated by either party giving the other party three months' prior notice in writing or such shorter notice as may be mutually agreed between Mr. Singh and the Company or payment in lieu of notice by either party.

Perquisites, benefits and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any rules made thereunder or any statutory modification(s) or re-enactment(s) thereof. In the absence of any such Rules, perquisites and allowances shall be evaluated at the actual cost.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Singh, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as per the limits laid down under the Act and as specified above.

The details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

Mr. Ashok Kumar Tyagi and Mr. Devinder Singh being the appointee(s) are interested in the resolution(s) set-out at item Nos. 5 and 6, respectively. The relatives of Mr. Tyagi and Mr. Singh may be deemed to be interested in the said resolution(s), to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the resolution(s) set-out at item Nos. 5 and 6.

The Board commends the resolution(s) for approval of the members as *Ordinary Resolution(s)*.

ITEM NOS. 7 AND 8

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company (the 'Board'), pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act') and Article 101(2) of the Articles of Association of the Company, has appointed Ms. Savitri Devi Singh (DIN: 01644076) and Ms. Anushka Singh (DIN: 03324893) as Additional Director(s) of the Company with effect from 11 June 2021. Accordingly, they shall hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing under the provision of Section 160 of the Act from the member(s) proposing the candidature(s) of Ms. Savitri Devi Singh and Ms. Anushka Singh for the office of Director(s) of the Company, liable to retire by rotation.

Ms. Savitri Devi Singh and Ms. Anushka Singh are not disqualified from being appointed as Director(s) in terms of Section 164 of the Act and have given their consent to act as Director(s) in accordance with Section 152 of the Act.

The Board of Directors in its meeting held on 5 August 2020 had appointed Ms. Savitri Devi Singh as Executive Director - London Office and same had been approved by the shareholders in their 55th Annual General Meeting held on 23 September 2020. However, Ms. Savitri Devi Singh had not taken the employment and the same had become infructuous.

Notice

Brief resume of Ms. Savitri Devi Singh and Ms. Anushka Singh and nature of their expertise in specific functional areas and details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

Ms. Savitri Devi Singh and Ms. Anushka Singh in their capacity as Non-executive Directors, in addition to sitting fees, will be entitled to commission as may be decided by the Board subject to the overall limits prescribed under the provision of the Act, SEBI Listing Regulations and in accordance with the Nomination and Remuneration Policy of the Company.

Ms. Savitri Devi Singh and Ms. Anushka Singh being the appointees are interested in the resolution(s) set-out at item Nos. 7 and 8, respectively. Mr. Rajiv Singh, Chairman and Whole-time Director being relative of Ms. Savitri Devi Singh and Ms. Anushka Singh is interested or concerned in passing the said resolutions. Save and except the above, none of the other Directors

and Key Managerial Personnel of the Company or their respective relatives, in any way, are concerned or interested, financially or otherwise, in the resolution(s) set-out at Item Nos. 7 and 8.

The Board commends the resolution(s) for approval of the Members as *Ordinary Resolution(s)*.

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

Gurugram
26 July 2021

R.P. Punjani
Company Secretary

Regd. Office: Shopping Mall
3rd Floor, Arjun Marg
Phase-I, DLF City
Gurugram - 122002, 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard-2 on General Meetings]

Name of Director	Ms. Pia Singh	Mr. Ashok Kumar Tyagi	Mr. Devinder Singh	Ms. Savitri Devi Singh	Ms. Anushka Singh
Director Identification Number (DIN)	00067233	00254161	02569464	01644076	03324893
Date of Birth	26.12.1970	17.08.1962	13.11.1963	15.05.1985	27.07.1987
Age	51 years	59 years	58 years	36 years	34 years
Date of first Appointment	18.02.2003	01.12.2017	01.12.2017	11.06.2021	11.06.2021
Qualification(s)	Graduate from Wharton School of Business, University of Pennsylvania with degree in Finance.	Graduate in Mechanical Engineering from IIT, Roorkee and PGDM from IIM, Ahmedabad.	B.E.(Civil) from Punjab Engineering College, Chandigarh and PGDM from MDI Gurgaon.	Bachelor of Science in Economics from the Wharton School at the University of Pennsylvania.	Bachelor of Science in Economics from The Wharton School at the University of Pennsylvania.
Number of Shares held	2,13,32,500	2,61,660	95,783	Nil	Nil
Expertise in specific functional areas[#]	Has over 26 years of experience in developing the Company's luxury and super luxury retail destinations across the country.	Has over three decades of experience in finance, taxation, IT/ ITes, corporate affairs, legal functions and planning.	Has over three decades of experience in projects, land & revenue management, statutory approvals & compliances, legal and regulatory matters, estates management and building management.	Has more than ten years of rich experience with international business exposure in strategy, Project Development, Leasing & Marketing in Office, and Retail Real Estate.	Has varied experience in residential development, hospitality operations, sales & marketing and strategic guidance.

Other Directorship(s)	<ol style="list-style-type: none"> Anubhav Apartments Private Limited Arihant Housing Company* DLF Brands Private Limited Madhukar Housing and Development Company* Northern India Theatres Private Limited Paramhansa Yogananda Training Institute Private Limited Pushpak Builders and Developers Private Limited Sambhav Housing and Development Company* Solace Housing and Construction Private Limited Sukh Sansar Housing Private Limited Udyan Housing and Development Company* 	<ol style="list-style-type: none"> Aadarshini Real Estate Developers Private Limited DLF Cyber City Developers Limited DLF Home Developers Limited 	<ol style="list-style-type: none"> Aadarshini Real Estate Developers Private Limited DLF Estate Developers Limited DLF Home Developers Limited DLF Utilities Limited 	<ol style="list-style-type: none"> AGS Buildtech Private Limited A.S.G. Realcon Private Limited DLF Urva Real Estate Developers & Services Private Limited Rajdhani Investments & Agencies Private Limited Realest Builders and Services Private Limited Trinity Housing and Construction Company* Uttam Builders and Developers Private Limited Uttam Real Estates Company* 	<ol style="list-style-type: none"> AGS Buildtech Private Limited Angus Builders & Developers Private Limited A.S.G. Realcon Private Limited Belicia Builders & Developers Private Limited DLF Urva Real Estate Developers & Services Private Limited Hitech Property Developers Private Limited Rajdhani Investments & Agencies Private Limited Realest Builders and Services Private Limited Sidhant Real Estate Developers and Services Private Limited Trinity Housing and Construction Company* Uttam Builders and Developers Private Limited Uttam Real Estates Company*
Committee Positions in other Public Companies##	Nil	Audit Committee – Member DLF Cyber City Developers Limited Audit & Compliance Committee – Member DLF Home Developers Limited	Nil	Nil	Nil
Number of Board meetings attended	Given in Corporate Governance Report			N.A.	N.A.
Remuneration drawn	Given in Corporate Governance Report			N.A.	N.A.
Relationships between Directors inter-se and other Key Managerial Personnel	Mr. Rajiv Singh	N.A.	N.A.	Mr. Rajiv Singh	Mr. Rajiv Singh

For details, refer to Corporate Governance Report.

Committee positions of only Audit and Stakeholders Relationship Committee considered.

* A Private Company with Unlimited Liability.