

DLF Limited

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



31 August 2020

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- 400051
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Dear Sir,

**Sub: Annual Report 2019-20 and
Notice of Annual General Meeting (AGM)**

This has further to our communication dated 28 August 2020 intimating the AGM of the Company to be held on **Wednesday, 23 September 2020**.

In compliance with Regulation 34(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, we are sending herewith Annual Report of the Company along with Notice of AGM for the FY 2019-20, has been sent to the members through electronic mode.

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

Thanking you,

Yours faithfully,
For **DLF Limited**

Subhash Setia
Company Secretary

Encl. : As above

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

Notice is hereby given that the **55th** Annual General Meeting (AGM) of the Members of DLF Limited will be held on **Wednesday, the 23 September 2020 at 12.00 Noon (IST)** through **Video Conference/ Other Audio Visual Means** to transact the following business:

Ordinary Business:

- (a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Reports of Board of Directors and Auditors thereon.
(b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2020 together with the Report of Auditors thereon.
- To confirm payment of Interim dividend and to declare final dividend on equity shares for the financial year 2019-20.
- To appoint a Director in place of Mr. Ashok Kumar Tyagi (DIN 00254161), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Devinder Singh (DIN 02569464), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration payable to M/s R.J. Goel & Co., Cost Accountants (FRN 000026), appointed by the Board of Directors (the ‘Board’) to conduct the audit of the cost records pertaining to real estate development activities of the Company for the financial year ended 31 March 2020, 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 do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and/ or any other applicable provisions, if any of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, recommendations/ approval of the Nomination and Remuneration Committee (“NRC”) and Audit Committee and subject to such approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required in India and/ or United Kingdom and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include NRC), the approval of the members be and is hereby accorded to appoint Ms. Savitri Devi Singh, a relative of the Chairman, as an Executive Director-London Office to assume office or place of profit in the Company on the terms and conditions including remuneration as set-out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, things and matters and give all such directions as it may in its absolute discretion, deem necessary, proper or expedient to give effect to this resolution including to amend, revise, modify the terms and conditions of the appointment and remuneration as specified in the Explanatory Statement.”

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

Gurugram
5 August 2020
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

Subhash Setia
Company Secretary

Notes:

1. In view of the COVID-19 pandemic and continuous nationwide lockdown, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 20/2020 dated 5 May 2020 read with 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 ('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. Pursuant to the applicable provisions of the Act, 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. Since 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. An Explanatory Statement pursuant to Section 102(1) of the Act in respect of special business being item nos. 5 & 6 set-out above to be transacted at the meeting is annexed hereto and forms part of this Notice.
4. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed to this Notice.
5. The details of Directors seeking re-appointment, 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 (formerly Karvy Fintech Private Limited) ['KFin' or 'RTA'], having its office at Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, is the Registrar & Share Transfer Agent of the Company. The contact details of RTA are: Phone No. 040-67161736; e-mail: einward.ris@kfintech.com; Website: www.kfintech.com; Contact Person: Mr. Raj Kumar 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 shares will also be accepted by KFin at (i) 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 difscrutinizer@gmail.com or difevoting@dlf.in with a copy to evoting@nsdl.co.in.
8. The Company has fixed **Wednesday, 16 September 2020** 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 **Friday, 23 October 2020** to those members or their mandates: (a) whose names appear as beneficial owners at the end of the business hours on **Wednesday, 16 September 2020** in the list of beneficial owners to be furnished by the depositories (i.e. NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as members in the Company's Register of Members on **Wednesday, 16 September 2020** after giving effect to valid transmission or transposition requests in physical form lodged with the Company or its RTA on or before **Wednesday, 16 September 2020**.
10. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1 April 2020 and the Company is required to deduct tax at source from 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 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 **Wednesday, 16 September 2020**

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 TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to 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, any other document which 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 **Wednesday, 16 September 2020 up to 5.00 P.M. (IST)**. Further, TDS 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 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 Company and the RTA are required to seek relevant bank details of the shareholders from depositories/ investors 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.
12. Members holding shares in dematerialised form are requested to provide their Permanent Account Number (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 their bank details and intimate such changes to the Company/ KFin under the signatures of first/ joint holder(s) by submitting (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, 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 the 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 Explanatory 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 shareholding 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, and the relevant documents referred to in the Notice 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 2011-12, 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 30 July 2019 (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=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.
- (b) Adhering to the various requirements set-out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2019-20, 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 shareholders, whose dividend is unclaimed from the financial year 2012-13 onwards are requested to lodge their claim with RTA/ Company by submitting an application supported by an indemnity on or before **12 September 2020**.

Public notices were published and individual reminder letters for claiming unpaid dividend were sent from time to time to the shareholders 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 for obtaining the demand drafts in lieu thereof.

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 would not 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 12 May 2020, Notice of the AGM along with the Annual Report for the financial year 2019-20 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 2019-20

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 55th 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 National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility.
- III. The facility for 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 **Saturday, 19 September 2020 at 9.30 A.M. (IST)** and end on **Tuesday, 22 September 2020 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. Ashok Tyagi (FCS 2968), Company Secretary in practice and Mr. Vineet K. Chaudhary (FCS 5327), Company Secretary in practice as Scrutinizers to scrutinize the e-voting process in a fair and transparent manner. They have given their consents for such appointment.

VI. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, 16 September 2020. 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. Wednesday, 16 September 2020, 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. **Wednesday, 16 September 2020**, 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.nsd.com.

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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.nsd.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.nsd.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 at Sl. No. IX.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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**.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
 - 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.
 - 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 on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding share(s) and whose voting cycle is in active status.

- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, 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:

- 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 55th 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**.
- 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 + 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**.

X. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 55th AGM THROUGH VC/ OAVM ARE AS UNDER:

- 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 communication.
3. Further, Members will be required to allow camera and use Internet with a good speed 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 kind of aforesaid glitches.
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 **Monday, 21 September 2020 up to 2.00 P.M. (IST)**. 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 strongly 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, you 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, you 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.: 1800-222-990 or send a request at evoting@nsdl.co.in. or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, at the designated e-mail ID - evoting@nsdl.co.in or pallavid@nsdl.co.in or sonis@nsdl.co.in or at telephone nos.: +91 22 24994545, +91 22 24994559, 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.

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.

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

ITEM NO. 5

The Board of Directors (the "Board") of the Company, on the recommendation of the Audit Committee, 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 2020.

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 2019-20.

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

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

ITEM NO. 6

The Company has a liaison office in London, United Kingdom since 2000. The liaison office was set-up with an intention to pursue business opportunities in United Kingdom and other countries for the Company's growth and development of business and providing an interface

for investors, customers and other stakeholders to communicate with the Company.

Until 2017, the liaison office of the Company was headed by Chief Executive-International Affairs. Upon vacation of the office, the Company has not appointed any person to head the liaison office.

With the outbreak of COVID-19 pandemic, there has been a significant impact on the Indian economy and the real estate industry has also been impacted significantly. The Company has accordingly been exploring various opportunities to provide stimulus for its business, including opportunities outside India.

In view of the above current business scenario, a need has arisen to reactivate the liaison office in London and appoint a suitable person to head the liaison office operations in London, United Kingdom to explore business development opportunities for the Company, promote the Company's objectives and enhance interaction with various investors, customers, shareholders, joint venture partners etc.

Ms. Savitri Devi Singh has been found suitable to head the liaison office operations in London.

Ms. Savitri Devi Singh is an Economics Graduate from Wharton School, University of Pennsylvania with double specialisation in 'Management & Real Estate'. She has undergone training with VORNADO Realty Trust, a fully integrated Real Estate Investment Trust in USA. She has more than 12 years of rich experience with international business exposure in project development, operations, sales & marketing, branding and leasing of Offices and Retail segments. She was with the DLF group from 2007 to 2011 and resigned thereafter to pursue other career opportunities and pursuits.

In view of her education, experience particularly international exposure, her appointment will be helpful to the Company in exploring business development opportunities and enhancing interaction with the investors, customers etc.

Accordingly, the Board of Directors, on the recommendations/ approval of (a) Nomination and Remuneration Committee; and (b) Audit Committee, has approved the appointment of Ms. Savitri Devi Singh as Executive Director-London Office in its meeting held on 5 August 2020, subject to the shareholders' approval.

Pursuant to the provisions of Section 188(1)(f) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, approval of the Members is sought for appointment and holding the place of profit by Ms. Savitri Devi Singh as Executive Director-London Office, being a relative of Mr. Rajiv Singh, Chairman and Whole-time Director of the Company,

Broad particulars of the terms of appointment and of remuneration payable to Ms. Savitri Devi Singh are as under:

Sl. No.	Particulars	Details
I.	Basic Salary	GBP 10,000 per month
II.	Perquisites	Classified into two categories A and B
Category 'A'		
(i)	Housing/ House Rent Allowance	70% of the Basic Salary per month or the Company's leased accommodation, subject to rental ceiling of 70% of the Basic Salary per month.
(ii)	Medical expenses	Subject to the limit of one-year Basic Salary, actual expenses for medical treatment in India and abroad for Ms. Savitri Devi Singh and her family shall be paid by the Company or reimbursed to her.
(iii)	Leave Travel	Return passage for self and family once in a year incurred in accordance with rules specified by the Company, from time to time.
(iv)	Club Fees	Fees of Clubs in India or abroad subject to a maximum of two clubs. This will not include admission and life membership fee.
(v)	Personal Accident and Medical Insurance	As per policy of the Company.
Category 'B'		
(i)	Provision of the Company's maintained chauffeur driven car(s)	Provision of the Company's maintained chauffeur driven car(s).
(ii)	Reimbursement of Fees for Credit Cards	Payment/ Reimbursement of Membership Fees and Annual Fees for credit cards.
(iii)	Housing Loan	As per rules of the Company.
(iv)	Communication Facilities	Provision of telephone(s) [landline & mobile], faxes, computer(s), laptop(s), video conferencing facilities, internet and broad band etc. shall be provided/ reimbursed by the Company.
(v)	Other Terms:	
(a)	She shall be entitled to reimbursement of actual out-of-pocket expenses including entertainment expenses incurred in connection with the business of the Company.	
(b)	In addition to the above, contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per rules of the Company and applicable laws in India and the United Kingdom.	
(c)	The appointment may be terminated by either party giving the other party three months' notice.	
(d)	Reimbursement of travelling expenses in India and abroad for business purposes & promotion as and when required will be governed by the Company's policy.	

Ms. Savitri Devi Singh's employment will take effect only upon receipt of requisite approvals, permissions, consents, sanctions as may be necessary, from the statutory and regulatory authorities, both in India and the United Kingdom; and thereafter assumption of charge by Ms. Savitri Devi Singh.

Given below are the particulars pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended:

Name of Related Party	Ms. Savitri Devi Singh
Name of Director/ Key Managerial Personnel who is related	Mr. Rajiv Singh
Nature of Relationship	Daughter
Nature, material terms, monetary value and particulars of the contract or arrangement	Appointment of Ms. Savitri Devi Singh as Executive Director-London Office in United Kingdom, or such other designation as may be approved by the Board of Directors from time to time. Ms. Savitri Devi Singh's remuneration, other perquisites and allowances and terms of employment, shall be as specified above.

Mr. Rajiv Singh, Chairman & Whole-time Director being relative of Ms. Savitri Devi Singh is interested or concerned in passing of the said resolution. 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 set-out at Item No. 6.

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

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

Gurugram
5 August 2020
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**

Subhash Setia
Company Secretary

Details of Directors seeking 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	Mr. Ashok Kumar Tyagi	Mr. Devinder Singh
Director Identification Number (DIN)	00254161	02569464
Date of Birth	17.08.1962	13.11.1963
Age	58 years	57 years
Date of first Appointment	01.12.2017	01.12.2017
Qualification(s)	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.
Number of Shares held	2,61,660	95,793
Expertise in specific functional areas	Has over three decades of rich experience in finance, accounts, taxation, corporate affairs, corporate legal, internal audit and human resources.	Has over three decades of rich experience in overall management of business including projects, land & revenue management, statutory approvals & compliances, sales, marketing and customer relationship management.
Other Directorship(s)	Aadarshini Real Estate Developers Private Limited DLF Cyber City Developers Limited DLF Home Developers Limited	Aadarshini Real Estate Developers Private Limited DLF Estate Developers Limited DLF Home Developers Limited DLF Utilities Limited
Committee Positions in other Public Companies#	Audit Committee-Member DLF Cyber City Developers Limited Audit & Compliance Committee-Member DLF Home Developers Limited	Nil
Number of Board meetings attended	Given in Corporate Governance Report	
Remuneration drawn	Given in Corporate Governance Report	
Relationships between Directors inter-se	Nil	Nil

Committee positions of only Audit and Stakeholders Relationship Committee considered.