DLF
BUILDING INDIA

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of DLF Limited will be held on **Thursday, the 4th April, 2013** at **11.00 A.M. at Epicentre, Apparel House, Sector-44, Gurgaon 122 003 (Haryana)** to transact the following business:

Special Business:

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

RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any of the Companies Act, 1956, as amended (the "**Companies Act**"), the Memorandum and Articles of Association of the Company, Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("**SEBI**") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**"), the Reserve Bank of India ("**RBI**"), the Government of India ("**GoI**") and/or any other competent authority(ies), as may be required and clarifications, if any, issued thereon from time to time, the equity listing agreements entered into by the Company with the stock exchanges where the Company's equity shares of the face value of Rs. 2 each (the "**Equity Shares**") are listed (the "**Listing Agreements**"), subject to any approval, consent, permission and/or sanction of GoI, SEBI, RBI, the Registrar of Companies, National Capital Territory of Delhi and Haryana and the stock exchanges and other relevant authority(ies), as may be required and subject to satisfaction of such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution to the extent permitted by law), consent, authority and approval be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in domestic markets and in one or more foreign markets, by way of a public issue (including but not limited to issue of such number of Equity Shares through institutional placement programme under Chapter VIII-A of the ICDR Regulations), private placement (including but not limited to issue of Equity Shares through qualified institutions placement under Chapter VIII of the ICDR Regulations) or any combination thereof, or any other mode/method or means as may be prescribed/approved by the concerned authorities from time to time, of Equity Shares to any person including but not limited to, Qualified Institutional Buyers as defined in Regulation 2(zd) of the ICDR Regulations ("**QIBs**"), foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, Indian and/or multilateral financial institutions, non-resident Indians, employees of the Company /subsidiaries/associates and/or any other categories of investors, whether they be holders of the Equity Shares of the Company or not (collectively referred to as the "**Investors**"), at such time or times, at such price or prices, at a discount (including but not limited to any discount as may be permitted under Chapter VIII of the ICDR Regulations) or premium to the market price or prices in such manner and on such terms and conditions, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors, wherever necessary as may be decided by the Board in its absolute discretion, so that the total number of Equity Shares held by the 'public' (as defined in the SCRR) at the completion of such offering(s) does not exceed 25% of the post-offering(s) total number of outstanding Equity Shares as at the date of allotment of such Equity Shares.

RESOLVED FURTHER THAT:

(a) the Equity Shares to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

(b) the relevant date for the purposes of determining the floor price of the Equity Shares (where applicable) would be in accordance with the guidelines prescribed by SEBI, RBI, GoI through its various departments or any other regulator, as applicable; and

(c) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT approval be and is hereby accorded to the Board to appoint lead managers, consultants, underwriters, guarantors, depositories, custodians, registrars, escrow banks, trustees, bankers, legal counsel, advisors, public relation agencies, intermediaries and all such agencies as may be involved or concerned in such offering(s) of the Equity Shares and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their expenses); to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents etc., with such intermediaries, agencies etc.

including listing of such Equity Shares on one or more stock exchange(s) in India and/or abroad, to take necessary corporate actions, as may be required or desirable.

RESOLVED FURTHER THAT to give effect to the above, approval be and is hereby accorded to the Board for finalisation and approval of the draft red herring prospectus, red herring prospectus, the prospectus, preliminary and the final offer documents/placement documents, as may be applicable, to determine number of Equity Shares to be offered, issued and allotted in each tranche, form, terms and timing of the issue(s)/ offering(s), including class of Investors, listings on one or more stock exchanges in India and/ or abroad and to accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/ or abroad, to decide utilisation of issue proceeds, to settle any questions or difficulties that may arise in this regard and to do all acts, deeds, matters and things in connection therewith and incidental thereto, as the Board may in its absolute discretion deem necessary without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any director or officer of the Company to give effect to the aforesaid resolution and to undertake including, but not limited, to the following acts:

1. To determine the number of Equity Shares to be offered, issued and allotted in each tranche, issue price, form, terms and timing of the issue(s)/ offering(s), including the class of Investors;
2. To appoint and enter into arrangements with the book running lead managers ("**BRLMs**"), consultants, underwriters, syndicate members, brokers, escrow collection bankers, bankers to the issue, registrars, legal counsel, public relation agencies and any other agencies or persons or intermediaries and to negotiate and finalise the terms of their appointment, including but not limited to execution of mandate letter, negotiation, finalisation and execution of offering related agreements, documents, papers, writings etc.;
3. To finalise, settle, execute and deliver or arrange the delivery of the relevant offer documents, including draft red herring prospectus, red herring prospectus, prospectus, preliminary offer document and final offer document, as may be applicable, the placement agreement,syndicate agreement, underwriting agreement, escrow agreement, public issue account agreement, public relation agencies agreement, stabilisation agreement, application forms, confirmation of allocation notes and all other documents, papers, writings, deeds, agreements and instruments as may be required or desirable in relation to the offer and issuance of the Equity Shares;
4. To open with the bankers to the issue such bank accounts as may be required under the regulations of SEBI and/or the Companies Act;
5. To authorise and approve incurring of all expenditure and payment of fees in connection with the offering and issuance of Equity Shares;
6. To do all such acts, deeds, matters and things and execute all such other documents, papers, writings etc. as it may, in its absolute discretion, deem necessary or desirable for such purpose, including, without limitation, finalise the basis of allotment and to allot the Equity Shares to the successful allottees as permissible in law, issue of share certificates and/ or provide instructions for credit of the Equity Shares in dematerialised form in accordance with the relevant rules;
7. To take necessary corporate actions and make applications for listing of the Equity Shares of the Company on one or more stock exchange(s) in India and/ or abroad and to execute and deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);
8. To make applications to the Foreign Investment Promotion Board, SEBI, RBI and such other authority(ies) for obtaining consents, clarifications, exemptions etc. as may be required; and
9. To settle all questions, difficulties or doubts that may arise in regard to such issue or allotment as it may, in its absolute discretion deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to approve, adopt and file the draft red herring prospectus, red herring prospectus, prospectus, preliminary offer document, final offer document or any other offer documents as may be required under Section 60 and other applicable provisions of the Companies Act with the Registrar of Companies, National Capital Territory of Delhi and Haryana, SEBI, Stock Exchange(s) and any other authority(ies), to make any modifications, corrections, additions or alterations therein including uploading the relevant offer documents on the website of the Company, to determine the issue opening and closing dates and approve/issue any advertisements incidental thereto."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Article 124 and 125 of the Articles of Association of the Company and in accordance with the provisions of Section 198, 269, 309, 310, 311 and all other applicable provisions, if any, of the Companies Act, 1956 (the 'Act') read with Schedule XIII as amended and/ or any statutory amendments,

modifications or re-enactment thereof, consent of the members of the Company, be and is hereby accorded to the re-appointment of Mr. T. C. Goyal as Managing Director of the Company from 1st March, 2013 to 31st March, 2015 on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may, in its discretion deem fit, so as not to exceed the limits specified in Section 309 and Schedule XIII to the Act including any amendments, modifications made hereinafter in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof, be and is hereby authorised to do all such acts, deeds, things, as the Board 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."

3. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Article 93 of the Articles of Association of the Company and in accordance with the provisions of Section 198, 269, 309, 310, 311 and all other applicable provisions, if any, of the Companies Act, 1956 (the 'Act') read with Schedule XIII as amended and/or any statutory amendments, modifications or re-enactment thereof, consent of the members of the Company, be and is hereby accorded to the re-appointment of Ms. Pia Singh as Whole-time Director of the Company for a period of five (5) years with effect from 18th February, 2013 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the terms and conditions of re-appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may, in its discretion deem fit, so as not to exceed the limits specified in Section 309 and Schedule XIII to the Act including any amendments, modifications made hereinafter in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to do all such acts, deeds, things, as the Board 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."

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

New Delhi
6th March, 2013

Subhash Setia
Company Secretary

Notes:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the Proxy need not be a member of the Company. The Proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Blank Proxy form is attached.**

2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business under item nos. 1 to 3 set out above to be transacted at the meeting is annexed hereto and forms part of the Notice.

3. The relevant documents referred in the Notice and Explanatory Statement are open for inspection by the members at the registered office of the Company on all working days between 14.00 to 16.00 hrs. up to the date of meeting. The requisite statutory registers shall also be open for inspection during the meeting.

4. Members/ Proxies are requested:

   (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
   (b) To quote their Folio No./ DP Id – Client Id in all correspondence; and
   (c) To please note that no gift or gift coupons will be distributed at the meeting.

5. Members are requested to visit the website of the Company www.dlf.in for information on the Company.

EXPLANATORY STATEMENT
(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 1

The Securities Contracts (Regulation) Rules, 1957, as amended, (the "**SCRR**") and Clause 40A of the equity listing agreement provide for a mandatory public shareholding of at least 25% of total number of outstanding

Equity Shares. In order to comply with the continuous listing requirement, public shareholding is required to be increased to 25% in the manner prescribed by the Securities and Exchange Board of India ("**SEBI**") by 3rd June 2013. The public shareholding of your Company as at 28th February, 2013 was 21.42%.

In view of the above, your Company proposes to increase its public shareholding to 25%. Accordingly, your Company proposes to offer, issue and allot Equity Shares in one or more tranches, in the course of domestic and/or international offering(s) in domestic markets and in one or more foreign markets, by way of a public issue (including but not limited to issue of Equity Shares through institutional placement programme under Chapter VIII-A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**")), private placement (including but not limited to issue of Equity Shares through qualified institutions placement under Chapter VIII of the ICDR Regulations) or any combination thereof, or any other mode/method or means as may be prescribed/ approved by the applicable authorities from time to time ("**Offerings**").

To meet the objectives stated hereinabove, it is proposed to empower the Board/ Committee of the Board to issue Equity Shares through Offering(s) at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/ Offering(s) shall be determined by the Board at its sole discretion and/or in consultation with the advisors, lead managers, underwriters and/or such other authority or authorities as may be necessary, considering prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The funds raised through issue of Equity Shares shall be utilised, inter-alia for the repayment of borrowings, general corporate purposes, organic and inorganic growth, working capital requirement and capital expenditure or such other purpose as the Board may decide.

Section 81(1A) of the Companies Act, 1956, as amended and as per other applicable laws, the approval of the existing shareholders is being obtained to empower the Board to issue Equity Shares at such price to such persons including institutions, corporate bodies, individuals or otherwise, as the Board may in its absolute discretion deem fit. The shareholders' approval to the resolution would have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors, who may or may not be the existing shareholders of the Company.

The Directors of the Company may be deemed to be concerned or interested in the passing of resolution to the extent of Equity Shares held/allotted to them or to the companies in which they are directors and/ or members. Save as aforesaid none of the Directors of the Company is in any way interested in this resolution.

The Board commend the resolution as set out at item no.1 of the Notice for your approval.

Item Nos. 2 & 3

The Board of Directors of the Company (the 'Board') at its meeting held on 14th February, 2013 has subject to the approval of the Members, re-appointed Mr. T.C. Goyal, Managing Director and Ms. Pia Singh, Whole-time Director from 1st March, 2013 to 31st March, 2015 and from 18th February, 2013 to 17th February, 2018, respectively, on the remuneration determined by the Remuneration Committee and approved by the Board.

It is proposed to seek Members' approval for the re-appointment and remuneration payable to Mr. T.C. Goyal, Managing Director and Ms. Pia Singh, Whole-time Director, in terms of the applicable provisions of the Companies Act, 1956 (the 'Act').

Broad particulars of the terms of the re-appointment and remuneration payable to Mr. T.C. Goyal and Ms. Pia Singh are as under:

Mr. T.C. Goyal Managing Director
A. Remuneration
I. Basic Salary: Rs. 14,07,025/- per month.
II. Benefits, Perquisites & Allowances
(**a**) **House Rent Allowance**: 70% of the Basic Salary per month.
(**b**) **Personal Allowance**: Rs. 3,50,000/- per month.
(**c**) **Medical Expenses**:Rs.60,000/- per annum to be cumulated as per rules of the Company.
(**d**) **Personal Accident and Medical Insurance**: As per rules of the Company.
(**e**) **Hard Furnishing**: Written down value of all Hard Furnishing provided shall not exceed Rs.20 lacs at any time as per applicable rules of the Company. Provision/purchase by employee of hard furnishing will be governed by the applicable rules of the Company.
(**f**) **Contribution to Provident** & **Superannuation funds**: As per rules of the Company.
(**g**) **Gratuity**: Gratuity payable shall not exceed half a month's salary for each completed year of service as per rules of the Company.
Contd.....

Mr. T.C. Goyal
Managing Director

(**h**) **Earned/Privilege Leave**: As per rules of the Company.

(**i**) **Car**: Provision of Company maintained chauffeur driven car(s). Personal use of car(s) would be valued as per Income Tax Rules, 1962.

(**j**) **Housing Loan**: Housing Loan as per rules of the Company. Apart from interest chargeable on such housing loan, 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 Managing Director.

(**k**) **Communication Facilities**: Provision of telephone(s), fax(es), computers, laptops, video conference facility, internet and broadband etc. at residence as per policy of the Company. Personal long distance calls on telephones will be recovered.

Ms. Pia Singh
Whole-time Director

A. Remuneration

I. Basic Salary: Rs. 7,81,075/- per month.

II. Benefits, Perquisites & Allowances

(**a**) **Housing/ House Rent Allowance**: 70% of the Basic Salary per month.

Further, expenses towards gas, water, electricity, servants, sweepers, gardeners and chowkidars etc. shall be borne and paid by the Company. However, perquisites for the above shall be evaluated as per Income Tax Rules, wherever applicable. OR

Furnished residential accommodation will be provided to the Whole-time Director, which shall also be used for official purposes. Expenses towards gas, water, electricity, servants, sweepers, gardeners and chowkidars etc. shall be borne and paid by the Company. However, perquisites for the above shall be evaluated as per Income Tax Rules, wherever applicable.

In case where furnished leased residential accommodation is provided to the Whole-time Director, the difference between the entitlement of HRA (70% of the salary per month) and the actual monthly lease rent will be paid to the Whole-time Director on a monthly basis as an additional personal allowance.

(**b**) **Personal Allowance**: Rs.2,50,000/- per month.

(**c**) **Medical expenses payment/Re-imbursement**: Subject to the limit of 5% of the net profit set out in Section 198/ 309 and Schedule XIII of the

Contd.....

Ms. Pia Singh
Whole-time Director

Act, all expenses for medical treatment in India and abroad for the Whole-time Director and her family shall be paid by the Company or reimbursed to the Whole-time Director, as the case may be.

Explanation: Family means the spouse and dependent children of the Whole-time Director.

(**d**) **Club Fees**: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

(**e**) **Personal Accident and Medical Insurance**: As per rules of the Company.

(**f**) **Contribution to Provident & Superannuation funds**: As per rules of the Company.

(**g**) **Gratuity**: Gratuity payable shall not exceed half a month's salary for each completed year of service as per rules of the Company.

(**h**) **Earned/Privilege Leave**: As per rules of the Company.

(**i**) **Car**: Provision of Company maintained chauffeur driven car(s). Personal use of car(s) would be valued as per Income Tax Rules, 1962.

(**j**) **Reimbursement of Fees for Credit Cards**: Payment/Reimbursement of Membership fee and annual fee for Credit Cards. Perquisite value of such credit cards shall be determined as per Income Tax Rules, 1962.

(**k**) **Housing Loan:** Housing Loan as per rules of the Company. Apart from interest chargeable on such housing loan, 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 Whole-time Director.

(**l**) **Communication Facilities**: Provision of telephone(s), fax(es), computers, laptops, video conference facility, internet and broadband etc. at residence as per the policy of the Company. Personal long distance calls on telephones will be recovered.

B. Commission: In addition to the above salary, perquisites and allowances as set out above, Mr. T.C. Goyal and Ms. Pia Singh are also entitled to receive commission on the net profit, as may be determined by the Remuneration Committee/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 and not considered as perquisites.

D. Other Terms

(I) The total remuneration inclusive of salary, benefits, perquisites, allowances, commission etc. payable to Mr. T.C. Goyal & Ms. Pia Singh shall not exceed the limits specified in Section 198, 309 and Schedule XIII of the Act.

(ii) The appointee shall work under the superintendence and control of the Board and Chairman, respectively.

As long as he/she functions as Managing Director/ Whole time Director, he/she shall not be paid any sitting fees to attend the meeting of the Board and/or any Committee thereof.

(iii) If at any time, he/she ceases to be a Director of the Company for any cause whatsoever, he/she shall cease to be the Managing Director/Whole-time Director, respectively of the Company.

(iv) He/She shall adhere to the Company's code of conduct.

(v) The appointment may be terminated by either party giving the other party three months' notice.

(vi) Apart from remuneration stated hereinabove, Mr. Goyal shall be entitled to exercise the stock options already granted as per the Employees Stock Options Scheme of the Company.

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 thereof; in the absence of any such Rules, perquisites and allowances shall be evaluated at the actual cost.

In the event of absence or inadequacy of profits in any financial year, Mr. T.C. Goyal and Ms. Pia Singh will be paid the above salary, perquisites, allowances and commission subject to the limits specified under Section II of Part II of Schedule XIII of the Act as minimum remuneration.

Mr. T.C. Goyal and Ms. Pia Singh satisfy all the conditions set out in Part I of the Schedule XIII of the Companies Act, 1956 for being eligible for re-appointment. They are not disqualified from being appointed as Directors in terms of Section 274(1)(g) of the Act.

The above may be treated as abstract of the terms of re-appointment of Mr. T.C. Goyal and Ms. Pia Singh under Section 302 of the Act.

The details of Managing Director and Whole-time Director seeking re-appointment, in terms of Clause 49 of the Listing Agreement, are stated hereunder and form part of this Notice.

Mr. T.C. Goyal and Ms. Pia Singh are interested in the resolution as set out at item nos. 2 & 3, respectively of the Notice which pertain to their respective re-appointment and remuneration payable to them. Further, Dr. K.P. Singh, Mr. Rajiv Singh and Mr. G.S. Talwar may be deemed to be concerned or interested in the resolution pertaining to the re-appointment of, and remuneration payable to Ms. Pia Singh as they are related to each other. Save and except the above, none of the other Directors of the Company is, in any way, concerned or interested in the resolutions.

The Board commend the resolutions as set out at item nos. 2 & 3 of the Notice for your approval.

Information pursuant to Clause 49 of the Listing Agreement pertaining to the Managing Director and Whole-time Director proposed to be re-appointed vide item nos. 2 & 3 of the Notice, are as follows:

Name of Director	Mr. T. C. Goyal	Ms. Pia Singh
Date of Birth/ Age	22.07.1944/ 68 years	26.12.1970/ 42 years
Date of Appointment	01.03.1998	18.02.2003
Qualifications	Degree in Commerce, Fellow Member of the Institute of Chartered Accountants of India.	Graduate from Wharton School of Business, University of Pennsylvania, U.S.A. with a degree in Finance.
Expertise in specific functional area	Currently holding the position of Managing Director since 1st March, 1998; has over four decades of rich and diverse experience in finance, accounts, banking and general management.	Currently engaged in developing the Company's luxury and super luxury retail destinations. Prior to joining the Company, she has worked with GE Capital and investment division of General Electric.
Directorship held in other public companies (excluding Foreign companies)	DLF Home Developers Limited DLF Universal Limited Joyous Housing Limited	DLF Brands Limited
Committee Positions held in DLF Limited*	Member – Audit & Shareholders'/ Investors' Grievance Committee	Nil
Committee Positions in other Public companies*	Nil	Nil
Relationships between Directors inter-se	Nil	Dr. K.P. Singh, Mr. Rajiv Singh and Mr. G.S. Talwar
Number of shares held	4,44,091	81,38,600

*Committee positions of only Audit and Shareholders'/Investors' Grievance Committee included.

DLF LIMITED

Regd. Office: Shopping Mall, 3rd Floor, Arjun Marg, Phase-I, DLF City, Gurgaon-122 002 (Haryana)

DLF BUILDING INDIA

ATTENDANCE CARD

EXTRA-ORDINARY GENERAL MEETING - THURSDAY, 4th APRIL, 2013 AT 11.00 A.M.

DP Id*		NAME AND ADDRESS OF THE REGISTERED SHAREHOLDER/PROXY
Client Id* / Folio No.		
No of Shares		

I/We certify that I/We am/are a registered shareholder/proxy of the Company.

I/We hereby record my/our presence at the Extra-ordinary General Meeting of the Company on Thursday, the 4th April, 2013 at Epicentre, Apparel House, Sector 44, Gurgaon - 122 003 (Haryana).

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Signature

NOTE: Please complete this and hand it over at the entrance of the hall.

* Applicable for shares held in electronic form

Note : No Gift/Gift Coupon/ Refreshment Coupon will be distributed at the Meeting

DLF LIMITED

Regd. Office: Shopping Mall, 3rd Floor, Arjun Marg, Phase-I, DLF City, Gurgaon-122 002 (Haryana)

DLF BUILDING INDIA

FORM OF PROXY

EXTRA-ORDINARY GENERAL MEETING - THURSDAY, 4th APRIL, 2013 AT 11.00 A.M.

DP - Client Id*/Folio No.	No. of Shares held

I/We.....of.....

in the district of ..... being a member/ members of DLF LIMITED hereby appoint ..... of ..... in the district of ..... or failing him/her, ... of .....in the district of ..... as my/our proxy to attend & vote for me/us on my/our behalf at the **Extra-ordinary General Meeting** of the Company to be held on **Thursday, the 4th April, 2013 At 11.00 A.M. at Epicentre, Apparel House, Sector 44, Gurgaon - 122 003 (Haryana),** or at any adjournment thereof.

Signed this ..... day of ..... , 2013.

.....

Signature

Affix Re.0.30 Revenue Stamp

This form is to be used $\frac{\text{@ in favour of}}{\text{@ against}}$ the resolution. Unless otherwise instructed, the proxy will act as he/she thinks fit.

* Applicable for investors holding shares in electronic form.

@ Strike out whichever is not required.

NOTES

1. The proxy in order to be effective should be duly stamped, completed & signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
2. The form should be signed across the stamp as per specimen signature registered with the Company.