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

DLF
BUILDING INDIA

February 26, 2019

To,	To,
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

Dear Sir,

Sub: Postal Ballot Notice

In compliance with the Regulation 30 of the SEBI (LODR) Regulations, 2015, kindly find enclosed herewith a copy of Postal Ballot Notice dated 20th February, 2019 as despatched to the members, for your kind information and record please.

Thanking you,

Yours faithfully,
for **DLF LTD.**

Subhash Setia
Company Secretary

Encl : As above

For any clarifications by Stock Exchanges:-
1. Mr. Subhash Setia – 09873718989/setia-subhash@dlf.in
2. Mr. Raju Paul – 09999333687 / paul-raju@dlf.in

DLF LIMITED
Regd. Office: Shopping Mall, 3rd Floor, Arjun Marg,
Phase-I, DLF City, Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484; Telephone No. 91-124-4334200
Website: **www.dlf.in**; e-mail: **investor-relations@dlf.in**

DLF
BUILDING INDIA

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Notice is hereby given to the members of DLF Limited (the '**Company**') that in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**Listing Regulations**') and subject to such other applicable laws and regulations, the Company is seeking consent of its members for the proposed resolutions as set-out hereinbelow, by way of postal ballot (**'Postal Ballot**').

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement, setting out the material facts and reasons for the proposals are appended below for consideration of the members. The Postal Ballot Form for exercising the vote is annexed to this Notice.

1. RE-APPOINTMENT OF DR. KASHI NATH MEMANI AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to give assent/ dissent to the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Dr. Kashi Nath Memani (DIN 00020696), who was appointed as an Independent Director and holds office as an Independent Director up to 31 March, 2019 and has attained the age of 75 years, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 2 (two) consecutive years i.e. from 1 April, 2019 to 31 March, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

2. RE-APPOINTMENT OF DR. DHARAM VIR KAPUR AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to give assent/ dissent to the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Dr. Dharam Vir Kapur (DIN 00001982), who was appointed as an Independent Director and holds office as an Independent Director up to 31 March, 2019 and has attained the age of 75 years, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 2 (two) consecutive years i.e. from 1 April, 2019 to 31 March, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

3. **RE-APPOINTMENT OF MR. PRAMOD BHASIN AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to give assent/ dissent to the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Pramod Bhasin (DIN 01197009), who was appointed as an Independent Director and who holds office as an Independent Director up to 31 March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

4. **RE-APPOINTMENT OF MR. RAJIV KRISHAN LUTHRA AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to give assent/ dissent to the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Rajiv Krishan Luthra (DIN 00022285), who was appointed as an Independent Director and who holds office as an Independent Director up to 31 March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. **RE-APPOINTMENT OF MR. VED KUMAR JAIN AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to give assent/ dissent to the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Ved Kumar Jain (DIN 00485623), who was appointed as an Independent Director and who holds office as an Independent Director up to 31 March, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

6. **CONTINUATION OF MR. AMARJIT SINGH MINOCHA AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to give assent/ dissent to the following resolution, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, consent of the members of the Company be and is hereby accorded for continuation of Mr. Amarjit Singh Minocha (DIN 00010490), who has attained the age of 75 years, as an Independent Director for the remaining period of his existing term of Directorship i.e. up to 19 May, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

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

Gurugram
20 February, 2019

Subhash Setia
Company Secretary

Notes and Instructions:

1. The Explanatory Statement and Reasons for the proposed Special Business under item nos. 1 to 6, pursuant to Section 102 of the Companies Act, 2013 (the '**Act**'), setting out material facts are annexed hereto and form part of this Notice.
2. The details of Directors seeking re-appointment, in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**Listing Regulations**') and the Act (including Secretarial Standard-2), are annexed hereto and form part of this Notice.
3. The Notice along with the Postal Ballot Form is being sent to all the members, whose names appear on the register of members/ list of beneficial owners as received from National Securities Depository Limited ('**NSDL**')/ Central Depository Services (India) Limited ('**CDSL**') as on **Friday, 15 February, 2019**.
4. Dispatch of the Notice shall be deemed to be completed on **Tuesday, 26 February, 2019**.
5. Voting will commence on **Wednesday, 27 February, 2019** at **9.30 A.M. (IST)** and end on **Thursday, 28 March, 2019** at **5.00 P.M. (IST).**
6. The Company has appointed Mr. Vineet K Chaudhary, Company Secretary in whole-time practice as the scrutinizer and Ms. Ashu Gupta, Company Secretary in whole-time practice as alternate scrutinizer (hereinafter collectively referred to as the '**Scrutinizers**') for conducting the Postal Ballot process in a fair and transparent manner.
7. In compliance with the provisions of Section 108 & 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company has also extended e-voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. The Company has engaged the services of Karvy Fintech Private Limited (**'Karvy'**) as the agency to provide remote e-voting facility.

   E-voting is optional. Kindly note that the members can opt only one mode of voting i.e. either by physical Postal Ballot or e-voting. If the members are opting for e-voting, then members are requested not to vote by physical Postal Ballot and vice-versa. However, in case members cast their vote by physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.
8. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed on the attached self-addressed business reply inland letter, so as to reach the Scrutinizers by **Thursday, 28 March, 2019 up to 5.00 P.M. (IST).** Any unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. **The duly completed Postal Ballot Form(s) should reach the Scrutinizers not later than Thursday, 28 March, 2019 up to 5.00 P.M. (IST)** to be eligible for being considered, failing which, it will be strictly treated as if no reply has

been received from the member. The e-voting module shall also be disabled by Karvy for voting thereafter.

9. The Scrutinizers' decision on the validity of a Postal Ballot shall be final and binding.

10. The Postal Ballot Notice is being uploaded on the website of the Company i.e. **www.dlf.in** and on the website of Karvy i.e. **https://evoting.karvy.com**.

11. The instructions for e-voting/ Postal Ballot are as under:

(a) Voting through electronic mode/ e-voting:

(i) Open the e-mail received from Karvy and open PDF file viz; "DLF e-voting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: **https://evoting.karvy.com**.

(iii) Enter the login credentials.

(iv) After entering the details appropriately, click on "Login".

(v) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 (eight) characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @ etc.). The system will prompt you to change your password and update your contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) You need to login again with your new credentials.

(vii) Select "EVEN" of DLF Limited and click on – 'Submit'.

(viii) On the voting page, number of shares held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution then enter all shares and click FOR/ AGAINST as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.

(ix) Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.

(x) Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "Ok" to confirm else "Cancel" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolutions.

(xi) Once the vote on the resolutions is cast by a member, such member shall not be allowed to change it subsequently.

(xii) Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizers through e-mail **dlfscrutinizer@gmail.com** or **dlfevoting@dlf.in** with a copy marked to **evoting@karvy.com.** The documents should reach the Scrutinizers not later than **Thursday, 28 March, 2019 up to 5.00 P.M. (IST).**

(b) In case of Members receiving physical copy of the Postal Ballot Form:

(i) Initial password, along with User ID and e-voting Event Number is provided

in the table given in the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (ii)–(xii) given above to cast your vote.

(iii) A member desiring to exercise voting right by Postal Ballot is requested to exercise his/ her voting right by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

(c) Other Instructions:

(i) In case of any query, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of **https://evoting.karvy.com** or contact Ms. Varalakshmi of Karvy Fintech Private Limited at Tel. Nos. 040-67161514 or 1800 345 4001 (toll free).

(ii) If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.

(iii) The votes should be cast either in favour or against the resolution by putting the tick [√] mark in the column provided for assent or dissent. Postal Ballot Form bearing tick [√] mark in both the columns will render such Postal Ballot Form invalid.

(iv) A member may take print out of the duplicate Postal Ballot Form from the link **https://evoting.karvy.com** or **www.dlf.in** or request for a duplicate Postal Ballot Form, if so required, to Karvy. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizers not later than the date and time as specified in the Postal Ballot Form.

12. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Physical Ballot Form through post/ courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from the link **https://evoting.karvy.com** or **www.dlf.in** or seek duplicate Postal Ballot Form from Karvy Fintech Private Limited, Registrar & Share Transfer Agent, Unit: DLF Limited, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, fill in the details and send the same to the Scrutinizers.

13. Upon completion of scrutiny of the forms, the Scrutinizers will submit their report to the Chairman/ CEO & Whole-time Director/ Whole-time Director or to any other person authorised by any of them. The result of the Postal Ballot shall be declared by the Chairman/ CEO & Whole-time Director/ Whole-time Director or by any other person authorised by any of them, on **Friday, 29 March, 2019** at **5.30 P.M. (IST)** at the Corporate Office of the Company at DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122 002, Haryana. The resolution(s) will be taken as passed effectively on the date of announcement of the result of the Postal Ballot. In addition to the result being communicated to BSE Limited and National Stock Exchange of India Limited, the result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website viz., **www.dlf.in** and on the website of karvy i.e. **https://evoting.karvy.com.**

14. All relevant documents referred to in the Explanatory Statement and Reasons thereto are open for inspection at the Registered Office of the Company and/ or Corporate Office of the Company on all working days between 2.00 P.M. (IST) to 4.00 P.M. (IST) up to the date of declaration of the result of Postal Ballot. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2

Pursuant to the provisions of Section 149, 152 read with Schedule IV and all 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 thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**Listing Regulations**') Dr. Kashi Nath Memani (DIN 00020696) and Dr. Dharam Vir Kapur (DIN 00001982) were appointed as Independent Directors of the Company and they hold office as Independent Directors of the Company up to 31 March, 2019.

Regulation 17(1A) of the Listing Regulations prescribes that with effect from 1 April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Dr. Kashi Nath Memani and Dr. Dharam Vir Kapur, who have attained the age of 75 years, as Independent Directors for a second term of 2 (two) consecutive years on the Board of the Company i.e. from 1 April, 2019 to 31 March, 2021.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and report of performance evaluation, considered that, given their background, enriched experience and contributions made by them during their tenure in the growth of the Company, it would be in the beneficial interest of the Company to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Dr. Kashi Nath Memani and Dr. Dharam Vir Kapur, as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 2 (two) consecutive years i.e. from 1 April, 2019 to 31 March, 2021.

Brief profiles of Dr. Kashi Nath Memani and Dr. Dharam Vir Kapur are set-out below:

(i) Dr. Kashi Nath Memani

Dr. Kashi Nath Memani is a Fellow Member of the Institute of Chartered Accountants of India and a former Chairman and Country Managing Partner of Ernst & Young, India. He was also a member of the Ernst & Young Global Council. He specializes in business and corporate advisory, foreign taxation, financial consultancy etc. and is a consultant on corporate matters of several domestic & foreign companies. In recognition of his significant contributions in the field of Corporate Governance and Finance, Apeejay Stya University, conferred him Honorary Doctor of Literature (D.Litt).

Dr. Memani headed Quality Review Board - an oversight board to review the quality of auditors set-up by the Government of India. He was associated with National Advisory Committee on Accounting Standards (NACAS) and an Expert Committee for amendments to the Companies Act, 1956 constituted by the Government of India. He was also member of the External Audit Committee of International Monetary Fund (IMF) for 2 years.

(ii) Dr. Dharam Vir Kapur

Dr. Dharam Vir Kapur graduated with honours in Electrical Engineering in 1951 from Jadavpur, Kolkata and has wide experience in Power, Capital Goods, Chemicals and Petrochemicals Sectors. After varying stints from 1951 to 1962, as an Electrical Engineer in Hirakud Dam project, Punjab State Electricity Board and Indian Railways, he served with distinction in various positions in Bharat Heavy Electricals Limited. Most remarkable achievement of his career was establishment of fast growing systems oriented National Thermal Power Corporation (NTPC) as the founder Chairman-cum-Managing Director (CMD) and was described as a 'Model Manager' by the Board of Executive Directors of the World Bank. Dr. Kapur has authored "The Bloom in the Desert - The Making of NTPC", the phenomenal success story which in a large part is the result of the processes and work culture put in place by Team NTPC led by him during early years. As a technocrat, Dr. Kapur also has the rare distinction of holding a diplomatic assignment as

First Secretary/ Counsellor in Indian Embassy in Moscow, to coordinate economic relations and wide ranging industrial collaborations between Soviet enterprises and PSEs in India.

As Secretary to the Government of India in the Ministries of Power, Heavy Industry and Chemicals & Petrochemicals during 1980-86, Dr. Kapur was actively involved in establishing "Maruti" in collaboration with Suzuki of Japan to set-up a state of art automobile plant. He also made significant contributions by introducing new management practices and liberalization initiatives including "Broad Banding" and "Minimum economic sizes" in industrial licensing. He was also associated with a number of National Institutions as Member, Atomic Energy Commission; Member, Advisory Committee of the Cabinet for Science and Technology; Chairman, Board of Governors, IIT Bombay (1983-94); Member, Board of Governors, IIM Lucknow and Chairman, National Productivity Council. Dr. Kapur was also member of various government committees. In recognition of his "services and significant contributions in the field of Technology, Management and Industrial Development", Jawaharlal Nehru Technological University, Hyderabad, conferred on him degree of D.Sc. In March 2010, Dr. Kapur delivered 'Dr. Triguna Sen Memorial Lecture' and the National Council of Education, Bengal conferred its "Fellowship" on him. He is recipient of "India Power, Life Time Achievement Award" presented by Council of Power Utilities, for his contributions to Energy and Industry sectors. ENERTIA Awards 2010 also conferred Life Time Achievement Award on Dr. Kapur. Project Management Associates, India adopted Dr. Kapur as Mentor during its 20th International Conference in December 2013. Dr. Kapur is also recipient of "Meritorious Services Award" for "exemplary services to Indian Energy Sector" presented by India Energy Forum. Eminent Engineer Award 2016 has been awarded to Dr. Kapur by Engineering Council of India (ECI).

Dr. Memani and Dr. Kapur are persons of high repute and integrity. In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors. Dr. Memani and Dr. Kapur are independent of the management of the Company. The Board considers that in view of their illustrious profile and extensive involvement in the meetings of the Committees of Directors and Board of the Company, their continued association as Independent Directors of the Company would be of immense benefit to the Company and the stakeholders. They bring to the table rich and varied expertise including general corporate management, corporate laws, project managements and financial expertise and unmatched business acumen. Dr. Memani's and Dr. Kapur's rich and diverse experience are very important elements in the discussions and business decisions taken by the Committees of Directors and the Board and their presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. It is in the interest of the Company to continue to avail the benefits of their knowledge, expertise and vast experience.

Due to the advancing age of Dr. Memani and Dr. Kapur, the Board of Directors of the Company has recommended their re-appointment for a shorter term of 2 (two) consecutive years. During this period, the Board based on the recommendations of the Nomination and Remuneration Committee, proposes to identify other Independent Director(s) of equal stature as Dr. Memani and Dr. Kapur.

Dr. Kashi Nath Memani and Dr. Dharam Vir Kapur are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Dr. Kashi Nath Memani and Dr. Dharam Vir Kapur that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations.

The details required in terms of Regulation 36(3) of the Listing Regulations and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

The copies of the draft letter of appointment of the proposed appointees as Independent Directors would be available for inspection by the members at the Registered Office and Corporate Office of the Company.

Dr. Kashi Nath Memani and Dr. Dharam Vir Kapur are interested in their respective resolutions as set-out at Item Nos. 1 and 2 of the Notice with regard to their respective re-appointments.

The relatives of Dr. Kashi Nath Memani and Dr. Dharam Vir Kapur may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as appropriate disclosures under the Act and the Listing Regulations.

The Board commends the Special Resolutions as set-out at Item Nos. 1 and 2 of the Notice for approval of the members.

Item Nos. 3 to 5

Pursuant to the provisions of Section 149, 152 read with Schedule IV and all 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 thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**Listing Regulations**') Mr. Pramod Bhasin (DIN 01197009), Mr. Rajiv Krishan Luthra (DIN 00022285) and Mr. Ved Kumar Jain (DIN 00485623) were appointed as Independent Directors of the Company and they hold office as Independent Directors of the Company up to 31 March, 2019.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company i.e. from 1 April, 2019 to 31 March, 2024.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and report of performance evaluation, considered that, given their background, enriched experience and contributions made by them during their tenure in the growth of the Company, it would be in the beneficial interest of the Company to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain, as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from 1 April, 2019 to 31 March, 2024.

Brief profiles of Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain are set-out below:

(i) Mr. Pramod Bhasin

Mr. Pramod Bhasin, a Chartered Accountant from England & Wales, founded Genpact (formerly GE Capital International Services) in 1997.

He was the President and CEO of Genpact till June 2011. He is considered the founder and pioneer of the business process management industry in India. Under his leadership, Genpact pioneered the Business Process Management Industry in India. Prior to Genpact, his career with GE spanned 25 years across the US, UK and Asia. He was earlier the CEO of GE Capital in India & Asia and prior to that worked with GE Capital in Stamford, CT in the Leveraged Buyout group. In September 2016, he along with partners acquired the businesses of GE Capital - India, now known as Clix Capital. He is the Chairman of Clix Capital, which is a broad based NBFC, focused on providing digital platforms and financial services to commercial companies and consumers across India.

(ii) Mr. Rajiv Krishan Luthra

Mr. Rajiv Krishan Luthra is the Founder & Managing Partner of L&L Partners (formerly Luthra & Luthra Law Offices) - one of the largest law firms in India. He has over three decades of experience in advising clients on a vast range of commercial transactions including infrastructure projects in India, Sri Lanka, Bangladesh, People's Republic of China, Nepal and Nigeria. He has successfully handled various disinvestment, privatization and restructuring assignments and has worked on some of the largest mergers in Indian corporate history. He has to his credit a number of publications in various national and international professional journals and magazines.

(iii) Mr. Ved Kumar Jain

Mr. Ved Kumar Jain is a Fellow Member of the Institute of Chartered Accountants of India ('ICAI') and holds three Bachelor's degrees - in law, science & economics. Mr. Jain has been the President of the ICAI. He was also on the Board of International Federation of Accountants (IFAC) during 2008-11, a global organization for the accountancy profession comprising 167 members and associates in 127 countries.

Mr. Jain was also on the Board of Governors of the Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs, Government of India. He has also held the position of 'Member of Income Tax Appellate Tribunal', in the rank of Additional Secretary, Government of India. Post Satyam episode, Government of India appointed him on the Board of two of the 'Satyam' related companies which he has successfully revived and put both these companies back on track.

He has more than four decades of experience on advising corporates on finance and taxation matters. Mr. Jain specializes in Direct Taxes and has handled complicated tax matters, appeals and tax planning of big corporates. A prolific writer, Mr. Jain has authored many books on direct taxes & economic issues and is a regular contributor to articles on tax matters in various professional journals, newspapers and electronic mode.

Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain are persons of high repute and integrity. In the opinion of the Board of Directors, Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain are independent of the management of the Company. The Board considers that in view of their illustrious profile and extensive involvement in the meetings of the Committees of Directors and Board of the Company, their continued association as Independent Directors of the Company would be of immense benefit to the Company and the stakeholders. Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain rich and diverse experience are very important elements in the discussions and business decisions taken by the Committees of Directors and the Board and their presence on the Board of the Company adds more value and gives confidence to the Board in its decisions. It is in the interest of the Company to continue to avail the benefits of their knowledge, expertise and vast experience.

Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Listing Regulations.

The details required in terms of Regulation 36(3) of the Listing Regulations and other applicable provisions of the Act (including Secretarial Standard-2) are annexed and form part of this Notice.

The copies of the draft letter of appointment of the proposed appointees as Independent Directors would be available for inspection by the members at the Registered Office and Corporate Office of the Company.

Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain are interested in their respective resolutions as set-out at Item Nos. 3 to 5 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Pramod Bhasin, Mr. Rajiv Krishan Luthra and Mr. Ved Kumar Jain may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as appropriate disclosures under the Act and the Listing Regulations.

The Board commends the Special Resolutions as set-out at Item Nos. 3 to 5 of the Notice for approval of the members.

Item No. 6

Pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), as amended, Mr. Amarjit Singh Minocha (DIN 00010490) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to 19 May, 2020.

Regulation 17(1A) of the Listing Regulations prescribes that with effect from 1 April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

The Nomination and Remuneration Committee recommended the continuation of Mr. Minocha as an Independent Director for the remaining period of his tenure i.e., up to 19 May, 2020.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, considered that, given Mr. Minocha's background, enriched experience and contributions made by him during his tenure in the growth of the Company, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director for the remaining period of his tenure i.e., up to 19 May, 2020.

Brief profile of Mr. Amarjit Singh Minocha is set-out below:

Mr. Amarjit Singh Minocha, an MBA from the Faculty of Management Studies, University of Delhi and is also a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, has over four decades of experience in various capacities in India & abroad both in public sector and private sector organizations such as Indian Oil Corporation, Telco (now Tata Motors Limited), Maruti Udyog Limited and GHCL Limited in senior management positions.

The Board acknowledges that Mr. Minocha is a person of high repute and integrity. In the opinion of the Board, he fulfills the conditions for re-appointment as an Independent Director. Mr. Minocha is independent of the management of the Company. The Board considers that in view of his extensive involvement in the meetings of the Committees of Directors and Board of the Company and his continued association as an Independent Director of the Company would be of immense benefit to the Company and the stakeholders. Keeping in view his expertise and knowledge, the continuation of Mr. Minocha as an Independent Director will therefore be in the best interest of the Company.

Mr. Minocha is interested in the resolution as set-out at Item No. 6 of the Notice with regard to his continuation as an Independent Director.

The relatives of Mr. Minocha may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as appropriate disclosures under the Act and the Listing Regulations.

The Board commends the Special Resolution as set-out at Item No. 6 of the Notice for approval of the members.

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

Gurugram
20 February, 2019

Subhash Setia
Company Secretary

Regd. Office: Shopping Mall,
3rd Floor, Arjun Marg,
Phase-I, DLF City,
Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484
Telephone No.: 91-124-4334200
Website: **www.dlf.in**
e-mail: **investor-relations@dlf.in**

Details of Directors seeking Re-appointment

[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 on General Meetings]

Name of Director	Dr. Kashi Nath Memani	Dr. Dharam Vir Kapur	Mr. Pramod Bhasin
Director Identification Number (DIN)	00020696	00001982	01197009
Date of Birth	01.01.1939	09.09.1928	09.01.1952
Date of first Appointment	01.04.2014	01.04.2014	01.04.2014
Date of Re-appointment	01.04.2019	01.04.2019	01.04.2019
Qualification	Fellow Member of the Institute of Chartered Accountants of India, D.Litt	Electrical Engineering (Hons.), D.Sc.	Chartered Accountant from England & Wales
Number of Shares held	Nil	10,000	Nil
Expertise in Specific Functional Areas	Specialises in Business and Corporate Advisory, Foreign Taxation and Financial Consultancy.	Wide experience in Power, Capital Goods, Chemicals and Petrochemicals Industries.	He is considered to be the founder and pioneer of the business process management industry in India. He has more than two decades of industry experience.
Other Directorship(s)	Emami Limited HT Media Limited JK Lakshmi Cement Limited KNM Advisory Private Limited National Engineering Industries Limited	Amida Cleantech Private Limited GSD Automation Private Limited Honda Siel Power Products Limited Sunon Energy Private Limited	Asha Impact Advisory Services Private Limited Clix Capital Services Private Limited Clix Finance India Private Limited Inception Advisory Private Limited International Foundation for Research and Education@ Skills Academy Private Limited Vandana Foundation@ Vishwas Vision for Health Welfare and Special Needs@
Committee Positions held in other Public Companies#	**Audit Committee** **Chairman** HT Media Limited **Member** National Engineering Industries Limited **Stakeholders Relationship Committee** **Member** HT Media Limited	**Audit Committee** **Chairman** Honda Siel Power Products Limited **Stakeholders Relationship Committee** **Chairman** Honda Siel Power Products Limited	Nil
Number of Board meetings attended	8 out of 9 (FY 2017-18) 6 out of 6 (till 5 February, 2019)	8 out of 9 (FY 2017-18) 6 out of 6 (till 5 February, 2019)	4 out of 9 (FY 2017-18) 4 out of 6 (till 5 February, 2019)
Remuneration (sitting fee and commission) drawn during FY 2017-18	₹ 41.50 lakhs	₹ 47.50 lakhs	₹ 38.50 lakhs
Relationships between Directors inter-se	Nil	Nil	Nil

@ Company registered under Section 25 of the Companies Act, 1956 (Section 8 of the Companies Act, 2013).

Committee positions of only Audit and Stakeholders Relationship Committee considered.

Name of Director	Mr. Rajiv Krishan Luthra	Mr. Ved Kumar Jain
Director Identification Number (DIN)	00022285	00485623
Date of Birth	01.08.1957	15.12.1953
Date of first Appointment	01.04.2014	01.04.2014
Date of Re-appointment	01.04.2019	01.04.2019
Qualification	Alumni of Harvard Law School and a Fellow of the British Commerce Society and the Royal Geographical Society.	B.Sc., B.A. (Economics), LL.B., Fellow Member of the Institute of Chartered Accountants of India.
Number of Shares held	Nil	Nil
Expertise in Specific Functional Areas	He is the Founder & Managing Partner of L&L Partners (formerly Luthra & Luthra Law Offices) - one of the largest law firms in India. He has over three decades of experience in advising clients on a vast range of commercial transactions including infrastructure projects.	He has more than four decades of experience on advising companies on their finance and taxation matters. He specializes in Direct Taxes and has handled complicated tax matters, appeals and tax planning of big corporates.
Other Directorship(s)	Mylan Laboratories India Private Limited Mylan Laboratories Limited Network18 Media & Investments Limited Paani Foundation@ TV18 Broadcast Limited VLCC Health Care Limited	Himachal Futuristic Communications Limited Inventia Healthcare Limited Multi Commodity Exchange Clearing Corporation Limited
Committee Positions held in other Public Companies#	**Audit Committee – Chairman** Mylan Laboratories Limited **Member** TV18 Broadcast Limited	**Audit Committee - Chairman** Himachal Futuristic Communications Limited Inventia Healthcare Limited **Member** Multi Commodity Exchange Clearing Corporation Limited
Number of Board meetings attended	6 out of 9 (FY 2017-18) 3 out of 6 (till 5 February, 2019)	8 out of 9 (FY 2017-18) 6 out of 6 (till 5 February, 2019)
Remuneration (sitting fee and commission) drawn during FY 2017-18	₹ 39.00 lakhs	₹ 51.50 lakhs
Relationships between Directors inter-se	Nil	Nil

@ Company registered under Section 25 of the Companies Act, 1956 (Section 8 of the Companies Act, 2013).

Committee positions of only Audit and Stakeholders Relationship Committee considered.

DLF LIMITED

Regd. Office: Shopping Mall, 3rd Floor, Arjun Marg, Phase-I,
DLF City, Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484; Telephone no. 91-124-4334200
Website: **www.dlf.in**; e-mail: **investor-relations@dlf.in**

DLF BUILDING INDIA

POSTAL BALLOT FORM

1. Serial No. :

2. Name and Registered Address of the sole/first named Member (in block letters) :

3. Registered Folio No./DP ID - Client ID No. :

4. No. of Share(s) held :

I/we hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Notice of the Company dated 20 February, 2019, by sending my/our assent or dissent to the said Resolution(s) by placing the tick mark (√) at the appropriate box below:

S. No.	Description	No. of Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution for re-appointment of Dr. Kashi Nath Memani (DIN 00020696) as an Independent Director for a second term of 2 (two) consecutive years w.e.f. 1 April, 2019.			
2.	Special Resolution for re-appointment of Dr. Dharam Vir Kapur (DIN 00001982) as an Independent Director for a second term of 2 (two) consecutive years w.e.f. 1 April, 2019.			
3.	Special Resolution for re-appointment of Mr. Pramod Bhasin (DIN 01197009) as an Independent Director for a second term of 5 (five) consecutive years w.e.f. 1 April, 2019.			
4.	Special Resolution for re-appointment of Mr. Rajiv Krishan Luthra (DIN 00022285) as an Independent Director for a second term of 5 (five) consecutive years w.e.f. 1 April, 2019.			
5.	Special Resolution for re-appointment of Mr. Ved Kumar Jain (DIN 00485623) as an Independent Director for a second term of 5 (five) consecutive years w.e.f. 1 April, 2019.			
6.	Special Resolution for continuation of Mr. Amarjit Singh Minocha (DIN 00010490), who has attained the age of 75 years, as an Independent Director for the remaining period of his existing term of Directorship i.e. up to 19 May, 2020.			

Place :

Date :

Signature of the Member

ELECTRONIC VOTING PARTICULARS		
EVEN (E VOTING EVENT NUMBER)	**USER ID**	**PASSWORD/ PIN**

INSTRUCTIONS

1. A Member desirous of exercising his/her Vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer on the self-addressed Business Reply Inland Letter. Postage will be borne and paid by the Company. However, Postal Ballot, if deposited in person or sent by courier/ registered post at the expense of the Member shall also be accepted.
2. The self-addressed Inland Letter bears the address of the Scrutinizer.
3. This Postal Ballot Form must be completed and signed by the Member. In case of joint-holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. A Member may sign the Postal Ballot Form through an Attorney, in such case copy of the Power of Attorney should be sent along with Postal Ballot Form.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Form(s) will be rejected. The Postal Ballot shall not be exercised by a proxy.
5. The Scrutinizers' decision on the validity of the Postal Ballot shall be final.
6. Duly completed Postal Ballot Form should reach to the Scrutinizers not later than **5.00 P.M. (IST)** on **Thursday, 28 March, 2019**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
7. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorisation together with the specimen signature(s) of the duly authorised signatory(ies).
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on **Friday, 15 February, 2019**.
9. Members are requested not to send any other paper along with the Postal Ballot Form, as all such letters will be sent to the Scrutinizers and any extraneous paper found with such letter will be destroyed by the Scrutinizers.
10. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint-holders.
11. A Member need not exercise all his vote(s) nor does he need to cast all his vote(s) in the same way.
12. Members are requested to fill the Postal Ballot Form in indelible ink and not by any erasable writing mode.
13. If a Postal Ballot Form is defaced or mutilated in such a way that its identity as a genuine form cannot be established, then such Postal Ballot Form shall be considered invalid.

FOLD AND PASTE

Fold and remove edges first

BUSINESS REPLY INLAND LETTER

Postage will be paid by addressee

B.R. PERMIT NO. BRD(C) - 330/13-14
SRT NAGAR P.O.
NEW DELHI - 110055

No Postage necessary if posted in India

To
The Scrutinizer
DLF Limited
'A' Wing, 1-E, Jhandewalan Extension,
Naaz Cinema Complex
New Delhi - 110 055

Fold and remove edges first

Second Fold Here दूसरा मोड

Sender's Address:

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First Fold Here पहला मोड