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

DLF
BUILDING INDIA

December 17, 2018

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 12th December 2018 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 (**'SEBI LODR Regulations'**) and subject to such other applicable laws and regulations, the Company is seeking consent of its members for the proposed resolution as set-out hereinbelow, by way of postal ballot (**'Postal Ballot'**).

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

RAISING OF FUNDS THROUGH ISSUE OF EQUITY SHARES

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

"RESOLVED THAT in supersession and continuation of the Shareholders Resolution dated December 27, 2017, pursuant to the provisions of Section 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being in force) [the **'Act'**], the provisions of the Memorandum and Articles of Association of the Company and in accordance with any other applicable laws or regulations, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'SEBI LODR Regulations'**), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**'ICDR Regulations'**), the listing agreements entered into with the respective stock exchanges (the **'Stock Exchanges'**), the provisions of the Foreign Exchange Management Act, 1999, as amended (**'FEMA'**) and the rules and regulations framed thereunder, the Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy & Promotion, Ministry of Commerce and Industry, Government of India from time to time and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India (**'SEBI'**), Reserve Bank of India (**'RBI'**), the Government of India (**'GoI'**), the Stock Exchanges, the Ministry of Corporate Affairs (**'MCA'**) and/ or any other statutory/ regulatory authority(ies) from time to time to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, from the Ministry of Commerce and Industry, SEBI, Stock Exchanges, RBI, GoI, MCA and any other appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed, stipulated or imposed by any of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), and which 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 any committee which the Board may have constituted or hereinafter constitute, including the Securities Issuance Committee, to exercise its powers including the powers conferred by this resolution), consent, authority and approval of the members be and is hereby accorded to the Board

to create, offer, issue and allot (including provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons as may be permitted) up to 17,30,00,000 (Seventeen crores thirty lakhs only) Equity Shares of face value of ₹ 2/- each by way of a private placement, including qualified institutions placement (**'QIP'**), in accordance with the provisions of the ICDR Regulations and applicable laws, to such investors that may be permitted to invest in such issuance, including eligible qualified institutional buyers (**'QIBs'**) as defined in the ICDR Regulations (the **'Issue'**), whether or not such investors are members of the Company, by issue of placement document and/ or any other private placement offer letter, offer document or circular, in such manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable laws, including without limitation, the ICDR Regulations) etc., as may be deemed appropriate by the Board in its absolute discretion, subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary, in consultation with the lead manager(s) and/ or other advisor(s)/ intermediaries appointed for such issue.

RESOLVED FURTHER THAT:

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

(b) 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 if any issue of Equity Shares is made by way of QIP to eligible QIBs in terms of Chapter VI of the ICDR Regulations, the allotment of such Equity Shares shall be completed within 365 (three hundred and sixty five) days from the date of this resolution or such other time as may be allowed under the ICDR Regulations.

RESOLVED FURTHER THAT if any issue of Equity Shares is made by way of QIP in terms of Chapter VI of the ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations (the **'QIP Floor Price'**), however, the Company may in accordance with applicable laws, also offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable laws on the QIP Floor Price.

RESOLVED FURTHER THAT in the event Equity Shares are issued to eligible QIBs by way of QIP in terms of Chapter VI of the ICDR Regulations, the 'relevant date' for the purpose of pricing of the Equity Shares shall be the date of the meeting of the Board in which the Board decides to open the QIP.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to seek listing of all such Equity Shares on the Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage/ appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/ intermediaries, as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like including reimbursement of out-of-pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents etc., with such agencies/ intermediaries.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of the draft as well as final offer document(s), determining the form and manner

of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Equity Shares are to be offered, determining the Issue price, premium amount on Issue, if any and all other terms and conditions in relation to offer and allotment of Equity Shares; execution of various transaction documents including the private placement offer letter/ placement document, signing of declarations, utilization of the issue proceeds, take such steps as it may deem fit and proper for the purposes of the offerings, resolve and settle all questions or difficulties that may arise with regard to the Issue and to give effect to such modifications, changes, variations, alterations, deletions, additions with regard to the terms and conditions, as may be required by the Stock Exchanges, where the Equity Shares are proposed to be listed, SEBI, MCA, lead managers, or other authorities or agencies involved in or concerned with regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolution to any Director or to any other Executive(s)/ Officer(s) of the Company or any other person, as the Board may in its discretion, deem appropriate, to do all such acts, deeds, matters, things and also to execute such documents, writings, etc., as may be necessary to give effect to the aforesaid resolution.**"**

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

Gurugram
12th December, 2018

Subhash Setia
Company Secretary

Notes and Instructions:

1. The Explanatory Statement and Reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 (the **'Act'**), setting out material facts are appended herein below.

2. 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'**) on **Friday, 7th December, 2018**.

3. Dispatch of the Notice shall be deemed to be completed on **Tuesday, 18th December, 2018**.

4. Voting will commence on **Wednesday, 19th December, 2018 at 9.30 A.M. (IST)** and end on **Friday, 18th January, 2019 at 5.00 P.M. (IST).**

5. The Company has appointed Mr. Ashok Tyagi, Company Secretary in whole-time practice as the scrutinizer and Mr. Vineet K Chaudhary, 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.

6. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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.

7. 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 **Friday, 18th January, 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 Friday, 18th January, 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.

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

9. 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 resolution.

(xi) Once the vote on the resolution 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 **Friday, 18th January, 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 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.

10. 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 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.

11. 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 or before **Saturday, 19th January, 2019 at 11.30 A.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 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 (Bombay Stock Exchange) and National Stock Exchange Limited (National Stock Exchange), 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.**

12. 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 resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company.

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

The Shareholders of the Company at their Extra-ordinary General Meeting (**'EGM'**) held on 27th December, 2017 had accorded approval to the Board of Directors to create, offer, issue and allot up to 17,30,00,000 (Seventeen crores thirty lakhs only) Equity Shares of ₹ 2/- each by way of public issue or a private placement or a Qualified Institutions Placement (**'QIP'**) to certain specified investors as per the provisions of the Companies Act, 2013 read with Rules made thereunder (the **'Act'**) and the erstwhile Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Further, the Shareholders in the said EGM also approved issuance of 37,97,46,836 (Thirty seven crores ninety seven lakhs forty six thousand eight hundred and thirty six) fully paid-up Compulsorily Convertible Unsecured Debentures (**'CCDs'**) of ₹ 217.25 each, convertible into equal number of Equity Shares of ₹ 2/- each of the Company; and 13,80,89,758 (Thirteen crores eighty lakhs eighty nine thousand seven hundred and fifty eight) Warrants of ₹ 217.25 each, exercisable into equal number of Equity Shares of ₹ 2/- each of the Company to promoter group entities on a preferential basis. Accordingly, the said CCDs and Warrants were subscribed by the promoter group entities.

However, due to the market conditions, the Board of Directors may not be able to issue 17,30,00,000 Equity Shares by way of public issue or a private placement or QIP to certain specified investors within a period of 12 months i.e. up to 26th December, 2018.

The Securities Contracts (Regulation) Rules, 1957, as amended, (the **'SCRR'**) and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'SEBI LODR Regulations'**) provide for a mandatory public shareholding of at least 25% of total number of outstanding Equity Shares. Therefore, in view of the above and to continue to comply with provisions of minimum public shareholding as specified in the SCRR and the SEBI LODR Regulations, the Board of Directors in its meeting held on 12th December, 2018 has proposed to create, offer, issue and allot up to

17,30,00,000 (Seventeen crores thirty lakhs only) Equity Shares of ₹ 2/- each, to persons falling under the public category of shareholders, including eligible qualified institutional buyers (**'QIBs'**), as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'ICDR Regulations'**). Accordingly, the special resolution seeks to empower the Board of Directors of the Company (hereinafter referred to as the **'Board'** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute, including the Securities Issuance Committee, to exercise its powers including the powers conferred by this resolution) to issue Equity Shares by way of a private placement including through QIP, by issue of placement document and/ or any other private placement offer letter, offer document or circular to any eligible person, including eligible QIBs, in accordance with Chapter VI of the ICDR Regulations, the Foreign Exchange Management Act, 1999, as amended (**'FEMA'**) and the rules and regulations framed thereunder and other applicable laws or otherwise, eligible foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds and/ or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the **'Investors'**) at such price or prices, at a discount or premium to market price or prices, in such manner and on such terms and conditions as may be decided by the Board in its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors/ intermediaries, in accordance with applicable laws. Further, if any issue of Equity Shares is made by way of QIP, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price (as defined under the ICDR Regulations) calculated in accordance with the pricing formula provided under the ICDR Regulations.

Basis or Justification of Price: The pricing of the Equity Shares to be issued to QIBs pursuant to Chapter VI of the ICDR Regulations shall be determined by the Board in accordance with Chapter VI of the ICDR Regulations. The provisions for appointment of registered valuer are not applicable to the Company. The 'Relevant Date' for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares. Any Equity Shares allotted would be listed on one or more stock exchanges in India.

As the QIP may result in the issue of Equity Shares of the Company to Investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 42, 62(1)(c) and other applicable provisions, if any, of the Act, the ICDR Regulations, SEBI LODR Regulations and any other laws for the time being in force and applicable.

The detailed terms and conditions for the offer of Equity Shares will be determined by the Board in consultation with the lead managers, placement agents, advisors and such other agencies, as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of laws and other relevant factors.

Accordingly, it is proposed to seek approval of the members of the Company by way of a special resolution to authorise the Board to create, offer, issue and allot Equity Shares to the eligible Investors, as the Board may decide without seeking fresh approval from the members of the Company. Further, allotment of such Equity Shares is required to be completed within 365 days from the date of this resolution or such other time as may be allowed under the ICDR Regulations and the Act.

In order to meet long-term funding requirements of the Company and to continue to comply with minimum public shareholding norms prescribed under the SCRR and the SEBI LODR Regulations,

the Board shall issue the Equity Shares pursuant to this special resolution to persons falling under the public category of shareholders and shall utilize the proceeds for repayment or pre-payment of debts and for general corporate purposes, including but not limited to meeting capital expenditure and working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, including granting of loans, making investment in subsidiaries, joint ventures and affiliates and exploring acquisition opportunities.

None of the Promoters or Directors intend to make any contribution either as part of the Issue or in furtherance of the objects of the Issue.

No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board commends the above resolution for approval of the members as a *Special Resolution*.

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

Gurugram
12th December, 2018

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**

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 to be passed through Postal Ballot for the business stated in the Notice dated 12th December, 2018, by sending my/ our assent or dissent to the said Resolution by placing the tick mark (√) at the appropriate box below:

Description	No. of Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
Special Resolution under Section 23,42 and 62(1)(c) of the Companies Act, 2013 for further issue of equity shares by way of private placement including qualified institutions placement, in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.			

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.** on **Friday, 18th January, 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, 7th December, 2018**.
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 votes 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 दूसरा मोड

Sender's Address:

.....

.....

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First Fold पहला मोड