DLF Limited
DLF Centre Sansad Marg, New Delhi- 110001, India
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BUILDING INDIA

THE GIST OF PROCEEDINGS OF THE 50th ANNUAL GENERAL MEETING HELD ON 28th AUGUST, 2015

The 50th Annual General meeting of the Members of the Company was held on **Friday, the 28th August, 2015 at 10.30 A.M. at DLF Club 5, Opposite Trinity Tower, DLF 5, Gurgaon-122 002 (Haryana).**

Dr. K. P. Singh chaired the proceedings of the meeting. Total 778 Members (including proxies) attended the meeting as per the records of attendance prepared by Karvy.

The Auditors Report dated 20th May, 2015 was read by the Company Secretary.

The Chairman delivered the speech inter alia, covering the Hon'ble Prime Minister's Vision, corporate history of DLF on the occasion of 50th AGM, alarming residential housing sector, performance of the Company and its land mark projects, global & domestic awards & accolades, CSR and social outreach on 'Building Lives'. The printed copy of the Chairman's speech was distributed to the Members and Proxies attending the meeting.

Queries of the members were replied by the Chairman and Vice Chairman of the Company.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Clause 35B of the listing agreement, the Company has provided remote e-voting facility to the Members entitled to cast their votes on all resolutions. Remote e-voting facility provided by the Company was commenced at 9.30 A.M. on 22nd August, 2015 and ended at 5.00 P.M. on 27th August, 2015. Mr. Sanjay Grover, and Mr. Vineet K. Chaudhary, Company Secretaries in whole-time practice were appointed as scrutinizer/alternate scrutinizer for scrutinizing e-voting process in a fair and transparent manner.

The Chairman informed the Members that the Company has arranged for a poll (insta poll) on all the 10 resolutions (Ordinary and Special business) to be passed at the meeting. Thereafter, the Chairman ordered for a poll (Insta Poll) to be taken at the meeting and appointed Mr. Sanjay Grover and Mr. Vineet K Chaudhary, Company Secretaries in whole time practice as the scrutinizer(s) for conducting the poll process in a fair and transparent manner.

Thereafter, vote of thanks was provided by Dr. D. V. Kapur, Independent Director.

After considering the e-voting and insta poll and based on the Scrutinizer's Report, posted on the website of the Company, Karvy and disclosed to the stock exchanges, the following resolutions were approved by the Members -

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Ordinary Businesses

i) Adoption of Financial Statements for the year ended 31st March, 2015. (Ordinary Resolution);
ii) Declaration of Dividend at Rs. 2 per share for the FY 2014-15 (Ordinary Resolution);
iii) Re-appointment of Mr. Mohit Gujral (DIN: 00051538), who retires by rotation. (Ordinary Resolution);
iv) Re-appointment of Mr. Rajeev Talwar (DIN: 01440785), who retires by rotation. (Ordinary Resolution);
v) Re-appointment of Walker Chandiok & Co LLP as Statutory Auditors (Ordinary Resolution);

Special Businesses

vi) Appointment of Lt. Gen. Aditya Singh (Retd.) (DIN 06949999) as an Independent Director (Ordinary Resolution);
vii) Appointment of Mr. A. S. Minocha (DIN 00010490) as an Independent Director (Ordinary Resolution);
viii) Approval to create charge, lien, pledge, etc. on shares held by the Company in material subsidiary(ies) in terms of Clause 49(V)(F) of the listing agreement (Special Resolution);
ix) Approval to continue to lease and/or create charge, lien, mortgage, hypothecation, etc. exceeding 20% of the assets of the material