

DLF EMPORIO LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurugram, Haryana-122 002
(CIN - U74920HR1999PLC034168) Website: www.dlfemporio.com
Tel No: 0124-4778121, Fax No: 0124-4057414, E-mail: dlfemporio@dlf.in

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF DLF EMPORIO LIMITED WILL BE HELD ON TUESDAY, 20TH NOVEMBER 2018 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT SHOPPING MALL, PHASE-I, DLF CITY, GURUGRAM, HARYANA-122002 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 186 of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended ("the Act"), consent of the members of the Company be and is hereby accorded to the Board for granting of unsecured loan repayable on demand for an amount up to ₹ 50 Crores to DLF Power & Services Limited, a fellow subsidiary Company, in one or more tranches @ 11.50% interest per annum, repayable on demand and on such other terms and conditions as may be mutually decided, for its business requirements.

RESOLVED FURTHER THAT the Board of Directors of the Company or any person(s) as may be authorized by the Board be and are hereby authorized to decide, finalize, execute, sign, alter, vary, revise, renew, modify and accept amendment(s)/ renewal/ extension of the loan, terms & conditions thereof, from time to time and execute such documents to give effect to the amendment/ alteration/ variation/ modification/ renewal and to take all steps, to do all such acts, deeds and things as may be considered necessary or expedient for giving effect to the above resolution."

2. 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 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and the Articles of Association of the Company, subject to such approvals, consents and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee thereof constituted/ to be constituted by the Board) to give, from time to time, any loan(s), advances, deposits to any

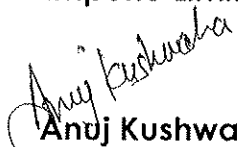
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person, company(ies) or other body corporate(s); and/or give guarantee and/or provide security(ies) in connection with a loan to any company(ies), body corporate(s) or person; and/or make investment in shares, debentures and/or other securities of any other body corporate(s), up to an aggregate amount not exceeding ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore only) notwithstanding that the individual/ aggregate of the loans or guarantees or securities, so given or to be given and/or securities acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 read with rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it 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."

By order of the Board of Directors
For DLF Emporio Limited


Anuj Kushwaha
Company Secretary
P D L

26.10.2018
Gurugram

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HERSELF/HIMSELF IN ACCORDANCE WITH THE COMPANIES ACT, 2013. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting under Item No. 1 and 2 of the notice is annexed hereto and forms part of this Notice.

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3. Copy of the Notice convening Extraordinary General Meeting and all other documents as referred above shall open for inspection by the members during business hours on any working day at the registered office of the Company and will also be available at the meeting.
4. The facility for voting through polling paper in terms of Section 109 of the Companies Act, 2013 and the rules made thereunder shall be made available at the Extraordinary General Meeting.
5. The Company has appointed Mr. Harsh Oberoi, Company Secretary in whole-time practice as Scrutinizer to scrutinize the polling process in fair and transparent manner. Mr. Harsh Oberoi has given his consent for such appointment.

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STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No.1

The members may kindly note that the Company has received a request from DLF Power & Services Limited, a fellow subsidiary Company, for granting of unsecured loan repayable on demand for an amount up to ₹ 50 Crores, in one or more tranches @ 11.50% interest per annum, repayable on demand and on such other terms and conditions as may be mutually decided, for its business requirements.

The members may also note that in terms of the provisions of Section 186 of the Companies Act, 2013, approval of the Members by way of Special Resolution is required if the aggregate of loans, investments and guarantees/securities exceeds the prescribed limits, i.e. 60% of the paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more. As the prescribed limits as mentioned above are exceeding/likely to exceed in the proposed inter-corporate loan, therefore, approval of the members is sought by way of a **Special Resolution**.

All the documents as referred above shall be open for inspection by the members during business hours on any working day at the registered office of the Company and shall also be available at the meeting.

Neither, the Directors, Key Managerial Personnel (KMP) and/or their relatives hold 2% or more of the paid up share capital in any of the Companies nor any of them, in any way, concerned or interested either financially or otherwise in the above resolution.

Your Directors recommend the resolution to be passed as a **Special Resolution**.

Item No.2

The members may kindly note that in terms of the provisions of Section 186 of the Companies Act, 2013 ('the Act'), where giving of any loan or guarantee or providing any security or the acquisition of securities exceeds (a) sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account, or (b) hundred percent of its free reserves and securities premium account, whichever is more, prior approval of the shareholders by means of passing a Special Resolution shall be necessary.

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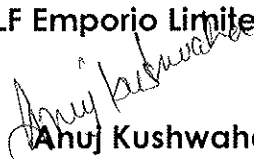
The members may also note that in view of the future requirements of business, it is proposed to obtain the shareholders approval up to an amount of ₹ 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore Only), which amount, as on date, is higher than the limits specified in Section 186 of the Act.

All the documents as referred above shall be open for inspection by the members during business hours on any working day at the registered office of the Company and shall also be available at the meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is concerned or interested, financially or otherwise in the resolution set out at the item No. 2 of the notice.

The Board of Directors commends the resolution for approval of the Members as a **Special Resolution**.

By order of the Board of Directors
For DLF Emporio Limited


Anuj Kushwaha
Company Secretary

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26.10.2018
Gurugram

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74920HR1999PLC034168

Name of the Company: DLF Emporio Limited

Registered Office: Shopping Mall, Phase - I, DLF City, Gurugram, Haryana-122 002

| |
|-------------------------------|
| Name of the member (s): _____ |
| Registered address: _____ |
| E-mail Id: _____ |
| Folio No/ Client Id: _____ |
| DP ID: _____ |

I/We, being the member(s) of Shares of the above named Company, hereby appoint

1. Name:.....
Address :
E-mail Id:
Signature :..... , or failing him/her

2. Name:.....
Address:
E-mail Id:
Signature:..... , or failing him/her

3. Name:.....
Address:
E-mail Id:
Signature:.....

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the **Tuesday, 20th November 2018 at 10:00 A.M. at the registered office of the Company at Shopping Mall, Phase-I, DLF City, Gurugram, Haryana-122002** and at any adjournment thereof in respect of such resolutions as are indicated below:

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| Resl. No. | Resolutions | For # | Against # | Abstained # |
|-----------|---|-------|-----------|-------------|
| 1. | To grant inter-corporate loans. | | | |
| 2. | To authorise Board of Directors to grant loan(s)/ give guarantee(s) or security(ies) and make investment in securities. | | | |

Signed this Day of..... 2018

Signature of shareholder

Signature of Proxy holder (s)

AFFIX
REVENUE
STAMP OF
APPROPRIATE
VALUE

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at least forty eight (48) hours before the commencement of the meeting.**
- 2) A Proxy need not be a member of the Company.**
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- # 4) This is only optional. Please put '✓' or 'x' in the appropriate column against the resolutions indicated in the Box. If you leave 'For/or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she deems appropriate.**
- 5) Appointing a proxy does not prevent a member from attending the meeting in person if he so desire.**

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ATTENDANCE SLIP

Extraordinary General Meeting – Tuesday, 20th November 2018

| | |
|--|--|
| Full Name and Registered Address of the Member (in BLOCK LETTERS) | |
| Full Name of the Proxy (in BLOCK LETTERS) | |
| Folio No. / DP Id – Client Id* | |
| No. of Equity Shares held | |

I/We, Being the Registered Shareholder/Proxy for the Registered Shareholder** of the Company, hereby record my/our presence at Extraordinary General Meeting of the Company held on **Tuesday, 20th November 2018 at 10:00 A.M. at the registered office of the Company at Shopping Mall, Phase-I, DLF City, Gurugram, Haryana-122002** and at any adjournment(s) thereof.

Member's / Proxy's Signature

***Applicable for investors holding shares in electronic form**

****Strike off whichever is not relevant**