

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

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF DLF EMPORIO LIMITED WILL BE HELD ON TUESDAY, 26TH DECEMBER, 2017 AT 11:00 A.M. IN THE CONFERENCE ROOM AT 11TH FLOOR, GATEWAY TOWER, DLF CITY, PHASE - III, GURUGRAM – 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 Sections 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and the rules made thereunder, as amended ("**the Act**"), read with the Share Purchase and Shareholders Agreement dated August 27, 2017 ("**SPSHA**") executed amongst DLF Cyber City Developers Limited ("Holding Company"), DLF Limited ("Ultimate Holding Company"), Rajdhani Investments & Agencies Private Limited, Buland Consultants & Investments Private Limited and Sidhant Housing and Development Company (the promoter group entities) and Reco Diamond Private Limited, an affiliate of GIC (Realty) Pte Limited and pursuant to any other provisions of applicable laws, if any, the consent of the members of the Company be and is hereby accorded that the existing Articles of Association of the Company be amended and replaced by an amended set of Articles of Association, draft of which has been made available to the members of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company or any person(s) as may be authorized by the Board be and are hereby authorized to do all such acts, deeds and things as may be considered necessary or expedient for giving effect to the above resolution."

By order of the Board of Directors
For DLF Emporio Limited


Anuj Kushwaha
Company Secretary

22.12.2017
Gurugram

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

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 BEFORE 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 is annexed hereto and forms part of this Notice.
3. Copy of the Notice convening Extraordinary General Meeting, Amended Articles of Association 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 meeting is being convened at a shorter notice with the consent in writing from the Members as per Section 101(1) of the Companies Act, 2013.

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

STATEMENT

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

Item No.1

The members are informed that in terms of the Share Purchase and Shareholders Agreement dated August 27, 2017 ("SPSHA") executed amongst the DLF Cyber City Developers Limited ("Holding Company"), DLF Limited ("Ultimate Holding Company"), Rajdhani Investments & Agencies Private Limited, Buland Consultants & Investments Private Limited and Sidhant Housing and Development Company (the Promoter group entities) and Reco Diamond Private Limited, an affiliate of GIC (Realty) Pte Limited, the Articles of Association of the Company need to be restated to incorporate the provisions contemplated in SPSHA.

Copy of the amended Articles of Association and 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.

The approval of the members is being sought pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 read with the rules made thereunder, to amend the Articles of Association of the Company.

None of the 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.

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

By order of the Board of Directors
For DLF Emporio Limited


Anuj Kushwaha
Company Secretary

22.12.2017
Gurugram

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

sPROXY 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, 26th December, 2017 At 11:00 A.M. in the Conference Room at 11th Floor, Gateway Tower, DLF City, Phase - III, Gurugram – 122002** and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resl. No.	Resolution	For #	Against #	Abstained #
1.	To amend Articles of Association of the Company.			

Signed this Day of..... 2017

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 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.**

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

ATTENDANCE SLIP

Extraordinary General Meeting – Tuesday, 26th December, 2017

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, 26th December, 2017 at 11:00 A.M. in the Conference Room at 11th Floor, Gateway Tower, DLF City, Phase - III, Gurugram – 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**