

DLF EMPORIO LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurgaon, 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 WEDNESDAY, 29TH MARCH, 2017 AT 11:00 A.M. IN THE CONFERENCE ROOM AT 11TH FLOOR, GATEWAY TOWER, DLF CITY, PHASE - III, GURGAON – 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 149, 150, 152 read with Schedule IV, Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') Mr. Santosh Kumar Garg, (**DIN-01153590**) who was appointed as an Independent Director of the Company for a term up to 30th March, 2017 by the shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying its intention to propose Mr. Santosh Kumar Garg as a candidate for the office of a director of the Company be and is hereby reappointed as an Independent Director of the Company with effect from 31st March, 2017 to 30th March, 2020, not liable to retire by rotation”

2. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and/or all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment, modifications or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act'), Mr. Surinder Singh Chawla (**DIN – 00102064**), who was appointed as an additional director w.e.f. 30th January, 2017 and who holds office up to the date of next Annual General Meeting (AGM), in terms of Section 161 of the Act read with the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying its intention to propose Mr. Surinder Singh Chawla as a candidate for the office of director of the Company, be and is hereby appointed as an Independent

DLF EMPORIO LIMITED

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

Director of the Company to hold office for 3 (three) consecutive years for a term up to 29th January, 2020, not liable to retire by rotation."

**By order of the Board of Directors
For DLF Emporio Limited**

Rupa Agarwal

Rupa Agarwal

Company Secretary

Membership No.- A23376

Address:- C-2017, Devinder Vihar,
Sector-56 Gurgaon- 122011

^
L

**03.03.2017
Gurgaon**

DLF EMPORIO LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurgaon, 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 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 setting out the material facts concerning the business under Item No. 1 and 2 of the notice is annexed hereto and forms part of the notice.
3. Copy of the Notice of Extraordinary General Meeting, the Statement 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. Route map of the venue of the Meeting (including prominent land mark) is annexed.

DLF EMPORIO LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurgaon, 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

Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV, Companies (Appointment and Qualification of Directors) Rules, 2014 and read with Articles of Association, Mr. Santosh Kumar Garg (**DIN-01153590**) was appointed as an Independent Director of the Company w.e.f. 31st March, 2015 for a period of two (2) consecutive years and his present term would expire on 30th March, 2017.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 and the rules made thereunder ("the Act") along with required deposit proposing the candidature of Mr. Santosh Kumar Garg for the office of Director of the Company (independent capacity).

Mr. Santosh Kumar Garg meets the criteria of independence as provided under Section 149(6) of the Act. Mr. Garg is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. In the opinion of the Board, Mr. Garg fulfills the conditions for his re-appointment as Independent Director in terms of Section 149 of the Act.

In terms of the Nomination and Remuneration Policy, Articles of Association of the Company, feedback as received on his annual evaluation for Financial Year 2015-16 and keeping in view his vast experience, expertise, knowledge, contribution made in the deliberations of the meetings in his previous tenure, the Nomination and Remuneration Committee had recommended Mr. Santosh Kumar Garg, for re-appointment as an Independent Director on the Board for an another term of 3 (Three) consecutive years up to 30th March, 2020.

Information about the appointee:

Age:	67 Years
Qualifications:	Master of Commerce (M. Com.)
Experience:	He has vast experience of more than three decades in the field of Taxation, Accounting, Finance, Budgeting etc.

DLF EMPORIO LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurgaon, Haryana-122 002

(CIN - U74920HR1999PLC034168) Website: www.dlfemporio.com

Tel No: 0124-4778121, Fax No: 0124-4057414, E-mail: dlfemporio@dlf.in

Terms and Conditions:	Appointment is for a period of 3 years in terms of the provisions of the Act read with Articles of Association of the Company.
Details of remuneration sought to be paid:	Sitting fees of Rs. 20,000/- (Rs. Twenty Thousand Only) for attending each Board meeting and meetings of the Committee(s) thereof or such fee as may be decided by the Board from time to time.
Date of first appointment on the Board	31.03.2015
Shareholding in the Company:	Nil
Relationship with Other Directors and other KMP(S):	Nil
Number of Board Meetings attended during the year (Financial Year 2015-16)	4 (Four)
Other Directorship(s):	DLF Info Park Developers (Chennai) Limited; Breeze Constructions Private Limited; Isabel Builders & Developers Private Limited; DLF Homes Kokapet Private Limited; DLF Projects Limited; SC Hospitality Private Limited; DLF Promenade Limited; DLF Commercial Developers Limited; and DLF Homes Goa Private Limited.
Committee Positions in other Public Companies	Audit Committee DLF Info Park Developers (Chennai) Limited- Chairman; Breeze Constructions Private Limited- Member; Isabel Builders & Developers Private Limited- Chairman; DLF Homes Kokapet Private Limited-Chairman; DLF Projects Limited-Chairman; SC Hospitality Private Limited-Chairman; DLF Commercial Developers Limited – Chairman;

DLF EMPORIO LIMITED

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

	<p>DLF Promenade Limited-Member; and DLF Homes Goa Private Limited-Chairman.</p> <p>Nomination & Remuneration Committee</p> <p>DLF Info Park Developers (Chennai) Limited- Chairman; Breeze Constructions Private Limited- Member; Isabel Builders & Developers Private Limited- Chairman; DLF Homes Kokapet Private Limited - Chairman; DLF Projects Limited - Member; SC Hospitality Private Limited-Chairman; DLF Commercial Developers Limited – Chairman; DLF Promenade Limited-Member; and DLF Homes Goa Private Limited - Chairman.</p> <p>Corporate Social Responsibility Committee</p> <p>DLF Commercial Developers Limited – Chairman.</p>
--	--

Keeping in view his vast experience, expertise, knowledge and invaluable contribution made in the deliberations of the meetings in his tenure, it will be in the interest of the Company that Mr. Santosh Kumar Garg may be re-appointed as an Independent Director to hold office for 3 (three) consecutive years for a term up to 30th March, 2020.

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 will also be available at the meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Santosh Kumar Garg is concerned or interested, financially or otherwise in the resolution set out at the item No. 1 of the notice.

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

DLF EMPORIO LIMITED

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

Item No. 2

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association Mr. Surinder Singh Chawla (**DIN-00102064**) was appointed as additional director (in independent capacity) of the Company w.e.f. 30th January, 2017. Accordingly, he will hold office up to the date of next Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 and the rules made thereunder along with required deposit proposing the candidature of Mr. Surinder Singh Chawla for the office of Director of the Company (in independent capacity).

Mr. Surinder Singh Chawla meets the criteria of independence as provided under Section 149(6) of the Act and is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Director. In the opinion of the Board, Mr. Chawla fulfills the conditions for his appointment as Independent Director in terms of Section 149 of the Act.

Information about the appointee:

Age:	61 Years
Qualifications:	Graduate from Delhi University, a Fellow Member of Institute of Chartered Accountants of India and MBA (Finance) from Faculty of Management Studies, Delhi University.
Experience:	He has comprehensive experience of over 35 years & hands on multi-functional experience in Service, Manufacturing and Real Estate Industries. He has also worked in various capacities in esteem organizations like Indian Airlines, Ranbaxy Laboratories Limited, Max India Limited, DSM India, DLF and Bhartiya Group.
Terms and Conditions:	Appointment is for a period of 3 years in terms of the provisions of the Act read with Articles of Association of the Company.

DLF EMPORIO LIMITED

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

Details of remuneration sought to be paid:	Sitting fees of Rs. 20,000/- (Rs. Twenty Thousand Only) for attending each Board meeting and meetings of the Committee(s) thereof or such fee as may be decided by the Board from time to time.
Date of first appointment on the Board	30.01.2017
Shareholding in the Company:	Nil
Relationship with Other Directors and other KMP(S):	Nil
Number of Board Meetings attended during the year (Financial Year 2015-16)	Not applicable
Other Directorship(s):	DLF Info City Developers (Chandigarh) Limited; DLF Info City Developers Kolkata Limited; DLF Info Park Developers (Chennai) Limited; DLF Southern Homes Private Limited; Pavani Buildwell Private Limited; DLF Southern Towns Private Limited DLF Garden City Indore Private Limited; DLF Homes Rajapura Private Limited; Intelligent Community Management Private Limited; Urbanac Projects Private Limited; DLF Urban Private Limited; DLF Midtown Private Limited; Pelican Hospitality Private Limited; DLF City Centre Limited; and DLF Promenade Limited.
Committee Positions in other Public Companies	Audit Committee DLF Info City Developers Kolkata Limited – Chairman; DLF Southern Homes Private Limited – Chairman; DLF Southern Towns Private Limited – Chairman; DLF Garden City Indore Private Limited – Chairman;

DLF EMPORIO LIMITED

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

DLF Homes Rajapura Private Limited – Chairman;
DLF City Centre Limited - Chairman;
DLF Info Park Developers (Chennai) Limited – Member;
DLF Info City Developers (Chandigarh) Limited- Chairman; and
DLF Promenade Limited-Member.

Nomination & Remuneration Committee

DLF Southern Homes Private Limited – Chairman;
DLF Southern Towns Private Limited – Chairman;
DLF Garden City Indore Private Limited – Chairman;
DLF Homes Rajapura Private Limited – Chairman;
DLF Info City Developers Kolkata Limited – Chairman;
DLF City Centre Limited - Chairman;
DLF Info Park Developers (Chennai) Limited – Member;
DLF Info City Developers (Chandigarh) Limited- Chairman; and
DLF Promenade Limited-Chairman.

Corporate Social Responsibility Committee

DLF Garden City Indore Private Limited – Chairman;
DLF Homes Rajapura Private Limited – Chairman; and
DLF Info City Developers Kolkata Limited – Chairman; and
DLF Info City Developers (Chandigarh) Limited- Chairman.

Keeping in view his vast qualifications, experience, expertise and knowledge, it will be in the interest of the Company that Mr. Surinder Singh Chawla be appointed as Independent Director to hold office for 3 (three) consecutive years for a term up to 29th January, 2020.

DLF EMPORIO LIMITED

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

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 will also be available at the meeting.

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

Your Directors recommend the resolution to be passed as an **Ordinary Resolution.**

**By order of the Board of Directors
For DLF Emporio Limited**

Rupa Agarwal

**Rupa Agarwal
Company Secretary
Membership No. - A23376**

Address:- C-2017, Devinder Vihar,
Sector-56 Gurgaon- 122011

^
✓

**03.03.2017
Gurgaon**

DLF EMPORIO LIMITED

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

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, Gurgaon, 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 **Wednesday, 29th March, 2017 At 11:00 A.M. in the Conference Room at 11th floor, Gateway Tower, DLF City, Phase - III, Gurgaon – 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, Gurgaon, 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.	Re-appointment of Mr. Santosh Kumar Garg as an Independent Director.			
2.	Appointment of Mr. Surinder Singh Chawla as an Independent Director.			

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, not less than 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.**

DLF EMPORIO LIMITED

Regd. Office: Shopping Mall, Phase-I, DLF City, Gurgaon, 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 – Wednesday, 29th March, 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 **Wednesday, 29th March, 2017 at 11:00 A.M. in the Conference Room at 11th floor, Gateway Tower, DLF City, Phase - III, Gurgaon – 122002** and at any adjournment(s) thereof.

Member's / Proxy's Signature

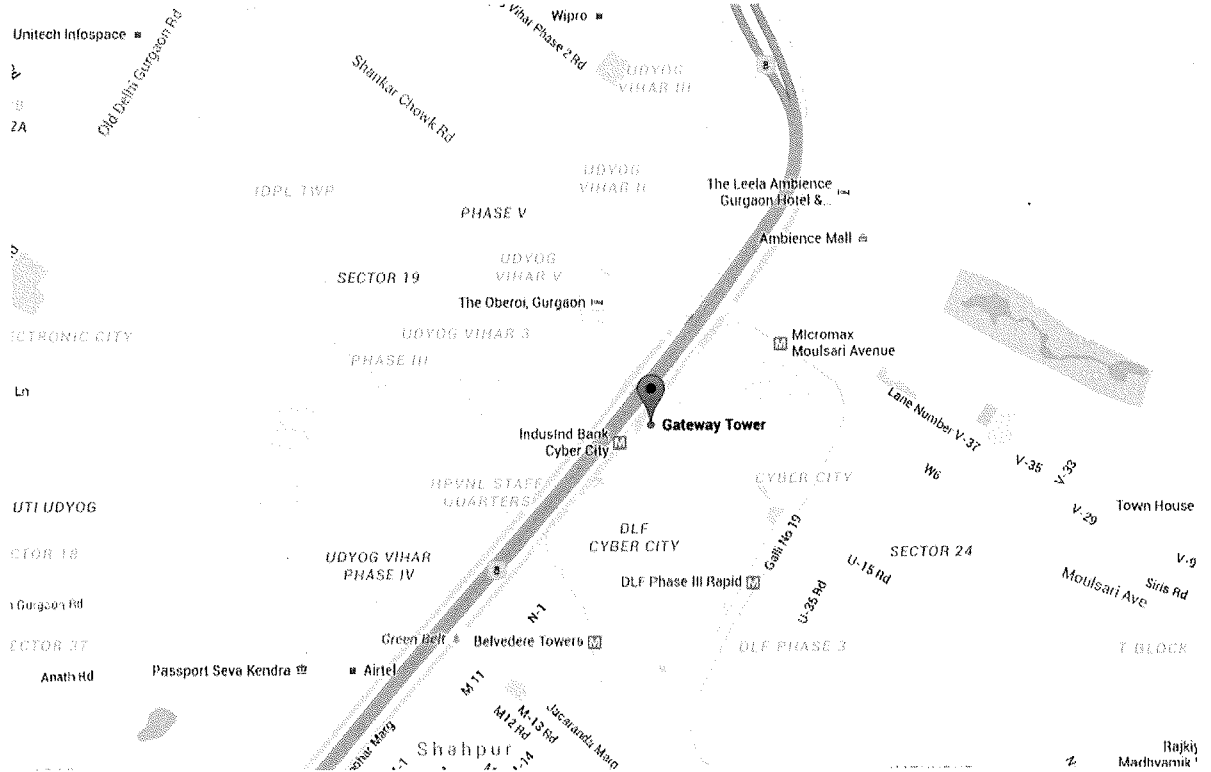
***Applicable for investors holding shares in electronic form**

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

DLF EMPORIO LIMITED

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

ROUTE MAP OF EGM VENUE:



LOCATION MAP OF GATEWAY TOWER, DLF CYBER CITY, DLF PHASE-III, GURGAON -122002, HARYANA.