

## Corporate Governance Report

The Corporate Governance report has been prepared in compliance with the requirements of Regulations 17 to 27 read with Schedule V and Clauses (b) to (i) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

### Corporate Governance Philosophy

The Board and Management of DLF believe that operating to the highest level of transparency and integrity in everything we do, is integral to the culture of our Company. The Company's visionary founder Choudhary Raghvendra Singh established the culture of ensuring that all our activities are for the mutual benefit of the Company and all our stakeholders comprising customers, regulators, employees, shareholders and the communities at large to whom the Company is privileged to serve. The Board and management of DLF are committed to the highest standards of accountability, transparency, social responsiveness, operational efficiency and good ethics following the strong legacy to attain consistent, competitive, responsive growth and creating long-term value for the stakeholders.

The Company is committed to sound Corporate Governance practices and compliance with all applicable laws and regulations. The Board believes that combining the highest level of ethical principles with our unmatched brand, experience and expertise, will ensure that we continue to be the leading company in Building India.

The Board also believe that sound corporate governance is critical to retain stakeholders' trust. Accordingly, the Company views corporate governance in its widest sense almost like a trusteeship, a philosophy to be progressed, a value to be imbibed and an ideology to be ingrained into the corporate culture.

DLF has implemented corporate governance practices that go beyond just meeting the letter of law and has not only adopted practices mandated in the Listing Regulations, but also incorporated the relevant non-mandatory recommendations.

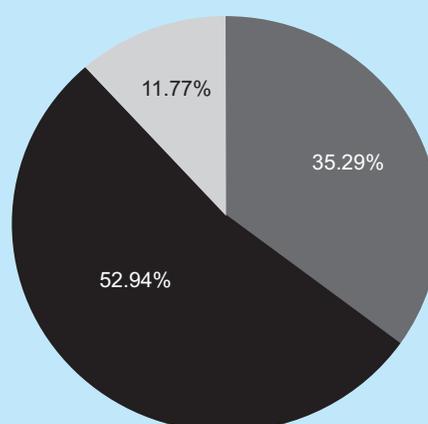
### Governance Structure

The Company has put in place an internal governance structure with defined role and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has constituted various Committees to discharge its responsibilities in an effective manner. The Company Secretary acts as the Secretary to all the Committees. The Chairman provides overall directions and guidance to the Board. The Vice Chairman provides strategic directions to the management. The Chief Executive Officer(s), Whole-time Director(s) and a group of senior

executives of the Company, are individually empowered for day to day operations and functioning and accordingly roles and responsibilities are assigned to them by the Board.

### The Board

The Board of your Company represents a healthy blend and optimal mix of professionalism, knowledge and experience which enables the Board to discharge its responsibilities and provide effective leadership for long-term vision and to achieve the highest level of governance. As on the date of this report, the Board consist of 17 Directors - 6 Executive Directors (35.29%) and 11 Non-executive Directors (64.71%) including 9 Independent Directors (52.94%).



■ Executive Directors ■ Independent Directors ■ Non-Independent Directors / Non-Executive Directors

The Company has appointed Mr. Ashok Kumar Tyagi and Mr. Devinder Singh as Whole-time Directors for a period of five years with effect from 1 December 2017.

The Board has also appointed Mr. Vivek Mehra as Director (in the capacity of Independent Director) w.e.f. 13 February 2018 for a period of five years, subject to the approval of the shareholders.

The Board critically evaluates the Company's strategic directions, management policies and their effectiveness. The Board regularly reviews inter-alia, industry environment, annual business plans and performance against the plans, business opportunities including investments/ divestment, related party transactions, compliance processes including material legal issues, strategy, risk management practices and approval of financial statements/ results. Senior executives are invited to provide additional inputs at the Board meetings for the items discussed by the Board of Directors, as and when required. Frequent and detailed interaction provides the strategic roadmap for the Company's future growth.

Executive Director(s) are appointed by the shareholders for a maximum period of 5 years at a time or such shorter

duration on recommendation of the Nomination and Remuneration Committee & the Board and are eligible for re-appointment upon completion of their term.

Appointments and tenure of Independent Directors adhere to the requirements of the Companies Act, 2013 read with Regulation 25 of the Listing Regulations.

### **Lead Independent Director**

The Company's Board of Directors has designated Mr. K.N. Memani as the Lead Independent Director with the following roles:

- (a) To call and preside over all meetings of Independent Directors.
- (b) To ensure that qualitative, quantitative and timely flow of information between the Company management and the Board exists which is necessary for the Board to effectively and reasonably perform their duties.
- (c) To review the performance of Non-independent Directors and the Board as a whole.
- (d) To review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors.
- (e) To liaise between Chairman/ Vice Chairman, the management and the Independent Directors.
- (f) To advise on the necessity of retention or otherwise of consultants to report directly to the Board or the Independent Directors.
- (g) To perform such other duties as may be delegated to Lead Independent Director by the Board/ Independent Directors.

### **Corporate Governance Practices**

DLF adheres to the highest standards of Corporate Governance. At DLF, the corporate governance is a voyage to constantly improve sustainable value creation. Some of the best implemented governance norms are as follows:

- The Company has independent Board Committees for matters related to corporate governance, stakeholders' interface, corporate social responsibility, risk management and nomination of Board members.
- A Lead Independent Director with defined role.
- All securities related filings with Stock Exchanges are reviewed by Stakeholders Relationship Committee of Directors.
- The Company's internal audit is conducted by independent auditors.
- The Company undergoes secretarial audit conducted by an independent company secretary in whole-time

practice. The secretarial audit report is placed before the Audit Committee and Board.

- The Company has appointed Independent Director(s) in the material unlisted subsidiary companies.

### **Review of Corporate Governance Framework**

The Board regularly reviews governance structure and the best practices including regulatory requirements. The significant developments which were initiated in the governance framework are set out as under:

#### **(a) Audit Committee**

The Audit Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations, as amended.

#### **(b) Corporate Social Responsibility (CSR) Committee**

The Company has made significant investments in community welfare initiatives including the underprivileged through education, training, health, environment, capacity building and rural centric interventions. The CSR Committee formulates and institutionalizes transparent monitoring mechanism for ensuring implementation of CSR policy in line with the requirements of the Companies Act, 2013.

#### **(c) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is governed by a Charter which is in line with the requirements mandated by the Companies Act, 2013 and Listing Regulations, as amended.

#### **(d) Risk Management Committee**

The Risk Management Committee is responsible for framing, implementing, monitoring the risk management plan/ policy and ensuring its effectiveness for the Company. Risk evaluation and its management is an on-going process within the organization. The Company has a robust risk management framework to identify, evaluate, mitigate, monitor and minimize risks to achieve key business objectives.

#### **(e) Stakeholders Relationship Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations, as amended, the Stakeholders Relationship Committee reviews redressal of shareholder and investor grievances, stock exchange filings and regulatory changes and updation.

### **Compliance Initiatives**

At DLF, compliance is a way of life. Our compliance priorities have taken into account and fulfilled the

continuously evolving requirements in the field of compliance requirements that reflect both our own work and the changing market conditions and non-compliance risks of our business activities. The Company reviews the compliance risks at regular interval.

The management as a transformation to support best processes has dedicated a governance structure ensuring placement of all statutory and regulatory including environmental approvals required before launching any project.

The Company has also developed a robust, institutionalized and integrated compliance framework to provide reasonable assurance to the management and the Board about effectiveness of its compliance management systems. The compliance management system was reviewed and updated by an expert independent agency and training sessions were held to review the sensitivity of the compliance mechanism and importance of compliance.

### **Amendment in the Listing Regulations-Kotak Committee Recommendations**

The Securities and Exchange Board of India (SEBI) vide its notification dated 9 May 2018 has amended the Listing Regulations by accepting some of the recommendations of Kotak Committee on Corporate Governance. These changes are made to align with some of the best corporate governance practices followed worldwide. The Company shall ensure to comply with the said amendments.

### **Company Secretary's Role**

The Company Secretary being a key managerial personnel and compliance officer of the Company ensures that the Board procedures are followed and reviewed regularly. He provides all the relevant information, details and documents to the Directors and senior management for effective deliberation and decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in conducting affairs of the Company, to ensure compliance with applicable statutory and regulatory requirements including Listing Regulations and Secretarial Standards, to provide guidance to the Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance related matters.

### **Profile of Directors**

**Dr. K.P. Singh** (Kushal Pal Singh) (DIN 00003191), the Chairman of the Company, graduated in Science from Meerut University and pursued Aeronautical Engineering in England. He was selected to the Indian Army by the British Officers Services Selection Board, UK; underwent training as a cadet at IMA Dehradun and served in The Deccan Horse cavalry regiment. In 1960, he joined American

Universal Electric Company and took over as the Managing Director after its merger with DLF Universal Limited (now DLF Limited).

As Chairman of DLF, he is widely credited with spearheading a transformation of the real estate sector in India and is best known for developing the Gurgaon (renamed Gurugram) satellite city project in Haryana and his catalytic role in making India the global hub for business process outsourcing.

In 2010, he was conferred with the *Padma Bhushan* national award by the President of India in his recognition of exceptional and distinguished services to the Nation.

He is also the recipient of numerous other awards and honours, including the *Samman Patra* by the Government of India for being one of the top tax payers of Delhi region in 2000 and the *Delhi Ratna Award* by the Government of Delhi for his contribution towards urban development. He has been conferred with an Honorary Doctorate by the G.B. Pant Agriculture University. He has been presented with the prestigious royal decoration of *Officer of the Order of St. Charles*, by HSH Prince Albert II in recognition of his valuable contributions as Honorary Consul General of the Principality of Monaco in Delhi. He is the recipient of the *Entrepreneur of the Year 2011* award at The Asian Awards in October 2011 at London and was conferred the *Indian Business Leader of the Year* award at the Horasis Global India Business Meeting held in Antwerp, Belgium in June 2012. *Lifetime Achievement Award* was conferred on him by Mail Today for his contribution in real estate orbit in Delhi & NCR.

Dr. Singh had held several important business, financial and diplomatic positions including as a Member of the International Advisory Board of Directors of General Electric; Member, Central Board of the Reserve Bank of India and was President of ASSOCHAM in 1999 and was earlier President of the PHD Chamber of Commerce and Industry.

Committed to the philosophy that the corporate sector should play a proactive role in promoting the cause of inclusive growth, Dr. Singh motivated to establish DLF Foundation in 2008 as philanthropic arm of DLF Limited, providing structure and focus to the social outreach initiatives of the Company. He being Chairman of the CSR Committee regularly provides strategic directions and guidance in planning and policy making of CSR activities.

**Mr. Rajiv Singh** (DIN 00003214) is the Vice Chairman of the Company. He is a graduate from the Massachusetts Institute of Technology, U.S.A. and holds a degree in Mechanical Engineering. Mr. Singh has over three decades of professional experience. Mr. Singh spearheads the strategy implementation; also provides oversight and guidance in corporate structuring in relation to major investments and allied matters.

**Mr. Mohit Gujral** (DIN 00051538) CEO & Whole-time Director, in addition to being one of India's finest architects, is also a dynamic business leader. His career spans over three decades as an entrepreneur and a business leader with diverse experience in successfully incubating and growing businesses and designing buildings in residential, commercial and retail segments.

After having attained his degree in architecture from C.E.P.T., Ahmedabad, he went on to become the Principal Architect and Chief Designer at 'Designplus Architecture', a leading architectural design firm. Subsequently, he expanded his role by setting-up "Delanco Real Estate", a full-fledged real estate company in association with DLF.

Mr. Gujral has to his credit, many architectural accomplishments. These range from luxury malls such as DLF Emporio & DLF Promenade to luxury holiday homes like Samavana, Kasauli and Samatara, Shimla. Other marquee developments include CMC, Genpact buildings at Hyderabad and Cyber Greens at Gurgaon (now Gurugram).

Mr. Gujral is member of Finance, Corporate Social Responsibility and Risk Management Committee(s) of the Company.

**Mr. Rajeev Talwar** (DIN 01440785) CEO & Whole-time Director, an alumnus of St. Stephen's College, University of Delhi has started his career as a Probationary Officer in State Bank of India and was selected for Indian Administrative Service (IAS) in the year 1978. He has held many important positions in the Central and State Governments also in the Union Territories. He has rich and wide experience of policy-making in crucial sectors of the economy with exposure to management of a number of public sector enterprises and statutory bodies in the transport, tourism and infrastructure sectors. He was on the Board of Delhi Tourism and Transport Development Corporation, Delhi Transport Corporation, Delhi Metro Rail Corporation and Indraprastha Gas Limited.

As a Government officer, he has many achievements to his credit. He was among the pioneers in the formulation, implementation and promotion of India's tourism policy including their marketing both in India and overseas; instrumental in preparation and implementation of Delhi's environment policy and Delhi's tourism policy. Mr. Talwar was instrumental for shifting all commercial vehicles in Delhi to CNG and was associated for unprecedented increase in port capacities in India mainly through private sector investment and ploughing back of profits.

He is Sr. Vice-President of PHD Chamber of Commerce and Industry and Director on the Board of several other companies.

Mr. Talwar spearheads National Real Estate Development Council (NAREDCO). NAREDCO is an apex body of real

estate sector, under the aegis of Urban Development, Ministry of Housing and Urban Poverty Alleviation, Govt. of India.

He is member of Corporate Social Responsibility, Stakeholders Relationship and Risk Management Committee(s) of the Company.

**Mr. Ashok Kumar Tyagi** (DIN 00254161) Whole-time Director, an alumnus of IIT Roorkee and IIM, Ahmedabad has rich and vast practical experience of over three decades in various capacities. Before joining DLF, he has worked with Genpact, General Electric and IFFCO. Mr. Tyagi spearheads the functions of Finance, Accounts, Taxation, Corporate Affairs, Corporate Legal, Internal Audit & Information Technology.

He is member of Finance Committee of the Company.

**Mr. Devinder Singh** (DIN 02569464) Whole-time Director, is B.E. (Civil) from Punjab Engineering College, Chandigarh and PGDM from MDI Gurgaon. He has rich experience in various capacities in his career of over three decades. Mr. Singh is responsible for the overall business for Gurgaon Devco including Township & Estate Management, Building Management, Projects, Commercial Complexes and existing Clubs for DLF City, New Gurgaon Devco. He is also responsible for Sales, Marketing & Customer Relationship Management for New Gurgaon as well as for Land Management, Government Approvals, Revenue and Legal/ Regulatory matters for Gurgaon Devco. He is also Managing Director of DLF Home Developers Limited, a wholly-owned subsidiary.

He is member of Finance and Risk Management Committee(s) of the Company.

**Ms. Pia Singh** (DIN 00067233) is a graduate from the Wharton School of Business, University of Pennsylvania, U.S.A. with a degree in Finance. Having over 23 years of experience, Ms. Singh is a Director on the Board for the last 15 years. Prior to that she has served in the risk-undertaking, department of GE Capital, investment division of General Electric.

She is Director on the Board of DLF Brands Limited and several other Companies. She is member of Corporate Social Responsibility Committee of the Company.

**Mr. G.S. Talwar** (DIN 00559460) is the founding Chairman and Managing Partner of Sabre Capital Worldwide, a private equity and investment company focused on financial services.

He started his career with Citibank in India. He was subsequently responsible for building and leading Citibank's retail businesses across all the countries in Asia-Pacific and the Middle East and subsequently for managing Citibank's businesses in Europe and North America. He was appointed Executive Vice President of Citibank and Citigroup.

He left Citigroup to join Standard Chartered Plc, where he was appointed Global Chief Executive. He was the first Asian to have been appointed Global Chief Executive of a FTSE 15 companies and of a major international bank.

Mr. Talwar was Chairman of Centurion Bank of Punjab Limited. He has also served on the global boards of Pearson Plc, Schlumberger Limited and Fortis SV and NA. He is founding Governor of Indian School of Business (ISB), Hyderabad, a former Governor of the London Business School and is Patron of the National Society for Prevention of Cruelty to Children.

He is Director on the Board of Asahi India Glass Limited, Great Eastern Energy Corporation Limited and several other companies. He is member of Corporate Governance Committee of the Company.

**Mr. K.N. Memani** (DIN 00020696) Lead Independent Director, is a Fellow Member of the Institute of Chartered Accountants of India and a former Chairman and Country Managing Partner of Ernst & Young, India. He was also Member of the Ernst & Young Global Council.

He specializes in business and corporate advisory, foreign taxation, financial consultancy etc. and is a consultant on corporate matters of several domestic & foreign companies.

Mr. Memani headed Quality Review Board - an oversight board to review the quality of auditors set-up by the Government of India. He was associated with National Advisory Committee on Accounting Standards (NACAS) and an Expert Committee for amendments to the Companies Act, 1956 constituted by the Government of India. He was also member of the External Audit Committee of International Monetary Fund (IMF) for 2 years.

Currently, he is on the managing committee/ governing boards of various industry chambers, educational institutions and social organizations.

He is Director on the Board of Emami Limited, HT Media Limited, JK Lakshmi Cement Limited and National Engineering Industries Limited.

He is member of Corporate Governance and Risk Management Committee(s) of the Company.

**Dr. Dharam Vir Kapur** (DIN 00001982) was born in 1928 in Peshawar where he had his early education. He graduated with honours in Electrical Engineering in 1951 from Jadavpur, Kolkata and has wide experience in Power, Capital Goods, Chemicals and Petrochemicals Sectors.

After varying stints from 1951 to 1962, as an Electrical Engineer in Hirakud Dam project, Punjab State Electricity Board and Indian Railways, he served with distinction in various positions in Bharat Heavy Electricals Limited. Most remarkable achievement of his career was

establishment of fast growing systems oriented National Thermal Power Corporation (NTPC) as the founder Chairman-cum-Managing Director (CMD) and was described as a 'Model Manager' by the Board of Executive Directors of the World Bank. Dr. Kapur has authored "The Bloom in the Desert - The Making of NTPC", the phenomenal success story which in a large part is the result of the processes and work culture put in place by Team NTPC led by him during early years. As a technocrat, Dr. Kapur also has the rare distinction of holding a diplomatic assignment as First Secretary/ Counsellor in Indian Embassy in Moscow, to coordinate economic relations and wide ranging industrial collaborations between Soviet enterprises and PSEs in India.

As Secretary to the Government of India in the Ministries of Power, Heavy Industry and Chemicals & Petrochemicals during 1980-86, Dr. Kapur was actively involved in establishing "Maruti" in collaboration with Suzuki of Japan to set up a state of art automobile plant. He also made significant contributions by introducing new management practices and liberalization initiatives including "Broad Banding" and "Minimum economic sizes" in industrial licensing. He was also associated with a number of National Institutions as Member, Atomic Energy Commission; Member, Advisory Committee of the Cabinet for Science and Technology; Chairman, Board of Governors, IIT Bombay (1983-94); Member, Board of Governors, IIM Lucknow and Chairman, National Productivity Council. Dr. Kapur was also member of various government committees.

In recognition of his "services and significant contributions in the field of Technology, Management and Industrial Development", Jawaharlal Nehru Technological University, Hyderabad, conferred on him degree of D.Sc. In March 2010, Dr. Kapur delivered 'Dr. Triguna Sen Memorial Lecture' and the National Council of Education, Bengal conferred its "Fellowship" on him. He is recipient of "India Power, Life Time Achievement Award" presented by Council of Power Utilities, for his contributions to Energy and Industry sectors. ENERTIA Awards 2010 also conferred Life Time Achievement Award on Dr. Kapur. Project Management Associates, India adopted Dr. D.V. Kapur as Mentor during its 20<sup>th</sup> International Conference in December 2013. Dr. Kapur is also recipient of "Meritorious Services Award" for "exemplary services to Indian Energy Sector" presented by India Energy Forum. Eminent Engineer Award 2016 has been awarded to Dr. Kapur by Engineering Council of India (ECI).

In addition to DLF Limited, Dr. Kapur is also on the Board of Honda Siel Power Products Limited and other private limited companies. He has also served on the Board of Reliance Industries Limited, Tata Chemicals Limited, Larsen & Toubro Limited and Ashok Leyland Limited. He has also been Chairman of subsidiaries of Jacobs

Engineering Consultants (USA) and GKN plc (UK). He was also the founding Chairman of Reliance Power Limited.

He is Chairman of Corporate Governance, Stakeholders Relationship, Risk Management and member of Audit Committee(s) of the Company.

**Mr. Ved Kumar Jain** (DIN 00485623) is a Fellow Member of the Institute of Chartered Accountants of India ('ICAI') and holds three Bachelor's degrees - in law, science & economics. Mr. Jain has been the President of the ICAI. He was also on the Board of International Federation of Accountants (IFAC) during 2008-11, a global organization for the accountancy profession comprising 167 members and associates in 127 countries.

Mr. Jain was also on the Board of Governors of the Indian Institute of Corporate Affairs of the Ministry of Corporate Affairs, Government of India. He has also held the position of 'Member of Income Tax Appellate Tribunal', in the rank of Additional Secretary, Government of India.

Post Satyam episode, Government of India appointed him on the Board of two of the 'Satyam' related companies which he has successfully revived and put both these companies back on track.

He has more than three decades of experience on advising corporates on finance and taxation matters. Mr. Jain specializes in Direct Taxes and has handled complicated tax matters, appeals and tax planning of big corporates. A prolific writer, Mr. Jain has authored many books on direct taxes and is a regular contributor to articles on tax matters in various professional journals and newspapers.

Mr. Jain is Chairman of Multi Commodity Exchange Clearing Corporation Limited.

He is Chairman of Audit and member of Corporate Social Responsibility, Nomination and Remuneration, Finance, Stakeholders Relationship and Risk Management Committee(s) of the Company.

**Mr. B. Bhushan** (DIN 00004942) a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Cost Accountants of India, has over four decades of experience in finance, capital markets, taxation, corporate affairs and general management.

Mr. Bhushan is the Chairman of Integrated Capital Services Limited and is on the Board of several other companies.

Mr. Bhushan is the Chairman of Nomination and Remuneration and member of Audit and Finance Committee(s) of the Company.

**Mr. Pramod Bhasin** (DIN 01197009) a Chartered Accountant from England & Wales, founded Genpact (formerly GE Capital International Services) in 1997.

He was the President and CEO of Genpact till June 2011. He is considered the founder and pioneer of the business process management industry in India. Under his leadership, Genpact pioneered the Business Process Management Industry in India.

Prior to Genpact, his career with GE spanned 25 years across the US, UK and Asia. He was earlier the CEO of GE Capital in India & Asia and prior to that worked with GE Capital in Stamford, CT in the Leveraged Buy Out group.

In September 2016, he along with partners acquired the businesses of GE Capital - India, now known as Clix Capital. He is the Chairman of Clix Capital, which is a broad based NBFC, focused on providing digital platforms and financial services to commercial companies and consumers across India.

He serves on the Board of New Delhi Television Limited, SRF Limited and several other companies. He is also on the governing Board of ICRIER, Help Age and The Shri Ram School. He has been the Chairman of Nasscom and noted "IT Man of the Year" by Dataquest.

He is a strategic advisor to Kedaara, a leading Private Equity firm in India. He is a member of TIE-NCR and currently its President. He is also a member of the Advisory Board for Cisco in India.

Mr. Bhasin is a member of Audit and Corporate Social Responsibility Committee(s) of the Company.

**Mr. Rajiv Krishan Luthra** (DIN 00022285) is the Founder & Managing Partner L&L Partners (Formerly Luthra & Luthra Law Offices) - one of the largest law firms in India. He has over three decades of experience in advising clients on a vast range of commercial transactions including infrastructure projects in India, Sri Lanka, Bangladesh, People's Republic of China, Nepal and Nigeria. He has successfully handled various disinvestment, privatization and restructuring assignments and has worked on some of the largest mergers in Indian corporate history. He has to his credit a number of publications in various national and international professional journals and magazines.

Mr. Luthra serves on numerous committees and advisory bodies. He also serves on the Board of Network18 Media & Investments Limited, TV18 Broadcast Limited, Mylan Laboratories Limited, VLCC Health Care Limited and several other companies.

He is member of Stakeholders Relationship and Corporate Governance Committee(s) of the Company.

**Lt. Gen. Aditya Singh (Retd.)** (DIN 06949999) served in the Indian Army for over 40 years. In addition to wide experience in all fields, he was the Commander-in-Chief of the Andaman and Nicobar Command in 2005 and responsible for relief and rehabilitation of the Islands ravaged

in the Tsunami of December 2004. Later he was GOC-in-C, Southern Command the largest and senior most Command of the Indian Army. After retirement he was appointed as member of the National Security Advisory Board from 2008 to 2010. He was also an advisor to JCB India from 2008 to 2013. Currently National Security Advisor to the Delhi Policy Group. He has received three of the highest awards for distinguished service from The President of India and was honoured as his Aide-de-Camp. He is on the Board of DLF Home Developers Limited, DLF Cyber City Developers Limited and several other companies.

He is member of Nomination and Remuneration Committee of the Company.

**Mr. A.S. Minocha** (DIN 00010490), an MBA from Faculty of Management Studies, University of Delhi, Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, has over four decades of experience in various capacities in India & abroad both in public sector and private sector organizations such as Indian Oil Corporation, Telco (now Tata Motors Limited), Maruti Udyog Limited and GHCL Limited in senior management positions.

He is member of Audit, Corporate Governance, Nomination and Remuneration, Risk Management and Finance Committee(s) of the Company.

**Mr. Vivek Mehra** (DIN 00101328), a Fellow Member of the Institute of Chartered Accountants of India with over 35 years of experience in tax, regulatory, M&A tax structuring and consulting space. He has set-up and headed PwC India's Regulatory practice. He also headed PwC India's M&A Tax practice and was elected member of the PwC Governing Board for two consecutive terms since 2007. He was also Member of PwC India's Tax Leadership Team. Before joining PwC, he was Managing Partner in P.R. Mehra & Co., Chartered Accountants, New Delhi.

Mr. Mehra has been instrumental in helping several significant policy initiatives with regulatory authorities like Foreign Investment Promotion Board, Reserve Bank of India, SEBI, tax authorities and various Central Government Ministries.

He is on the Board of Jubilant Life Sciences Limited, HT Media Limited, Bharat Hotels Limited and several other companies.

He is member of Audit Committee of the Company.

### **Board Meetings**

The Board regularly meets to deliberate and decide Business Policy and strategy in addition to the routine and other statutory businesses. All material information was circulated to the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as per Part A of Schedule II of Regulation 17(7) of the Listing Regulations.

A tentative meetings calendar of the Board/ Committee is circulated to the Directors to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. Additional meetings are convened wherever necessary. The Company also provides video conferencing facilities to its Directors to enable their participation, so that they can contribute in the deliberations of the meetings.

Generally, meetings of the Board/ Committees are held in New Delhi/ Gurugram. The agenda of the Board/ Committee meetings is prepared by the Company Secretary in consultation with the Chairman/ Chairman of the respective Committee.

During the financial year 2017-18, nine Board meetings were held on 26 May, 12 & 25 August, 29 September, 10 November, 1 & 29 December 2017, 13 February and 20 March 2018. The maximum interval between any two Board meetings was 78 days.

The Company Secretary attends all the meetings of Board and its Committees and is inter-alia responsible for recording the minutes of such meetings. The draft minutes of the Board and its Committees are sent to the members for their comments in accordance with the Secretarial Standards and then the minutes are entered in the minutes book within 30 days of the conclusion of the respective meetings.

*Follow-up:* The Company has an effective post meeting follow-up, review and reporting process for the decisions taken by the Board. The significant decisions of the Board are promptly communicated to the concerned departments/ business units. Action taken reports on decisions of the previous meeting(s) are placed at the immediate succeeding meeting for review by the Board.

## Composition, Directorships and Attendance

Name & Designation	Financial Year 2017-18 Attendance at		No. of Directorships in other companies as on 31.3.2018*			No. of Committee positions held in public companies including DLF Limited as on 31.3.2018**	
	Board Meeting	Last AGM	Listed	Others		Chairman	Member***
				Public	Private		
<b>(a) Promoter/ Promoters Group</b>							
Dr. K.P. Singh Chairman	6	Yes	Nil	Nil	4	Nil	Nil
Mr. Rajiv Singh Vice Chairman	8	Yes	Nil	Nil	9	Nil	Nil
Ms. Pia Singh	6	No	Nil	1	10	Nil	Nil
<b>(b) Executive Directors</b>							
Mr. Mohit Gujral CEO & Whole-time Director	7	Yes	Nil	2	6	Nil	Nil
Mr. Rajeev Talwar CEO & Whole-time Director	7	Yes	Nil	5	Nil	Nil	1
Mr. Ashok Kumar Tyagi# Whole-time Director	4	NA	Nil	2	Nil	Nil	2
Mr. Devinder Singh# Whole-time Director	4	NA	Nil	3	Nil	Nil	Nil
<b>(c) Non-executive Non-independent Director</b>							
Mr. G.S. Talwar	4	No	1	1	9	Nil	Nil
<b>(d) Independent Directors</b>							
Mr. K.N. Memani	8	Yes	3	1	1	1	3
Dr. D.V. Kapur	8	Yes	1	Nil	3	3	4
Mr. Ved Kumar Jain	8	Yes	1	1	Nil	1	4
Mr. B. Bhushan	8	No	1	3	2	1	4
Mr. Pramod Bhasin	4	No	2	Nil	8	Nil	2
Mr. Rajiv Krishan Luthra	6	No	2	3	2	1	4
Lt. Gen. Aditya Singh (Retd.)	9	Yes	Nil	5	Nil	2	5
Mr. A.S. Minocha	8	Yes	1	3	Nil	3	4
Mr. Vivek Mehra@	2	NA	2	2	1	Nil	2

\* Excludes foreign companies.

\*\* Pursuant to Regulation 26 of the Listing Regulations, Membership/ Chairmanship of only Audit Committee and Stakeholders Relationship Committee of public limited companies have been considered.

\*\*\* Membership also includes chairmanship of the Committee(s), if any.

# Appointed w.e.f. 1 December 2017.

@ Appointed w.e.f. 13 February 2018.

Video/ audio visual/ teleconferencing facilities were extended to facilitate Directors to participate in the meetings.

### Notes:

1. The Directorship/ Committee Membership is based on the disclosures received from Directors.
2. Dr. K.P. Singh, Mr. Rajiv Singh and Ms. Pia Singh are related inter-se. Mr. G.S. Talwar is related to Dr. K.P. Singh.

## Guidelines regarding appointment of Directors

The Board has formulated the Nomination and Remuneration Policy for Directors, Key Managerial Personnel (KMPs) and other employees in terms of the provisions of the Companies Act, 2013 and the Listing Regulations. The said policy outlined the appointment criteria and qualification, the terms/ tenure of Directors on the Board of the Company and matters related to remuneration of Directors.

## Directors Induction and Familiarisation Programme

The Board members are provided with necessary information, documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Presentations at regular interval are made by senior management covering area such as operations, business environment, budget, strategy and risks involved. Up-dates on relevant statutory, regulatory changes encompassing important laws/ regulations applicable to Company are circulated to Directors.

The induction process is designed to: (a) build an understanding of DLF, its business and regulatory environment in which it operates; (b) provide an appreciation of the role and responsibility of the Directors; (c) equip Directors to perform their role effectively; and (d) develop understanding of the Company's people and its key stakeholders relationship.

Upon appointment, Independent Directors receive a letter of appointment, setting out in details the terms of appointment, duties, responsibilities and expected time commitment.

The details of familiarisation programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.dlf.in/images/downloads/familiarisation-programme-DLF.pdf>.

## Resume of Directors proposed to be appointed/ re-appointed

The brief resume of Directors proposed to be appointed/ re-appointed is appended in the notice for convening the Annual General Meeting.

## Committees of the Board

The Company has following Board Committees:

1. Audit Committee
2. Corporate Governance Committee
3. Corporate Social Responsibility Committee
4. Finance Committee
5. Nomination and Remuneration Committee
6. Risk Management Committee
7. Stakeholders Relationship Committee
8. Committee of Directors
9. Securities Issuance Committee

In addition, the Board also constitutes specific committee(s), from time to time, depending on the business needs. The terms of reference of the Committees are approved as well as reviewed and modified by the Board from time to time. Meetings of each Committee are convened by the Chairman of the respective Committee. The Company Secretary prepares the agenda and explanatory notes, in consultation with the respective Committee Chairman and circulates the same in advance to all the members. Every member can suggest inclusion of item(s) on the agenda in consultation with the Chairman. Minutes of the Committee meetings are approved by the Chairman of the respective Committee and thereafter the same are noted and confirmed by the Board.

The Company has an effective post meeting follow-up, review and reporting process concerning the decisions taken by the Committees. The significant decisions are promptly communicated by the Company Secretary to the concerned departments/ business units Head(s). Action taken report on decisions of the previous meeting(s) is placed at the immediate succeeding meeting for review by the respective Committee.

### (i) Audit Committee

#### Composition, Meetings and Attendance

The Audit Committee comprises six Independent Directors. All the members possess financial/ accounting expertise/ exposure and have held or hold senior positions in other reputed organizations. Upon cessation of Mr. K.N. Memani as a member of the Committee, the Board of Directors in its meeting held on 12 August 2017 has reconstituted the Audit Committee. Mr. Ved Kumar Jain was appointed as Chairman of the Committee. He was present at the last Annual General Meeting. During the year, the Committee was reconstituted on 7 March 2018 by inducting Mr. Vivek Mehra, an Independent Director.

The Committee's composition and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

During the year 2017-18, twelve meetings of the Audit Committee were held on 16 & 26 May, 12 & 25 August, 10 & 24 November, 1 & 29 December 2017, 19 January, 13 February, 14 and 20 March 2018, the attendance of which is as under. The maximum interval between any two meetings was 78 days. The requisite quorum was present in all the meetings.

Name of Member	Position	No. of Meeting(s)	
		Held during tenure	Attended
Mr. Ved Kumar Jain (Chairman w.e.f. 13.08.2017)	Independent Director	12	11
Mr. K.N. Memani (Chairman up to 12.08.2017)	Independent Director	3	3
Dr. D.V. Kapur	Independent Director	12	11
Mr. B. Bhushan	Independent Director	12	12
Mr. Pramod Bhasin	Independent Director	12	5
Mr. A.S. Minocha	Independent Director	12	10
Mr. Vivek Mehra (w.e.f. 07.03.2018)	Independent Director	2	2

The Audit Committee invites such executives as it considers appropriate particularly the Group Chief Financial Officer, Group Chief Internal Auditor and representatives of Statutory Auditors, Internal Auditors (for internal audit matters), Cost Auditors (for cost audit report) and Secretarial Auditor (for secretarial audit report) to be present at its meetings. The Company Secretary acts as Secretary to the Committee.

## Objectives

The Audit Committee monitors and provides re-assurance to the Board on the existence of an effective internal control environment by supervising the financial reporting process, timely and proper disclosures and transparency, integrity and quality of financial reporting.

## Terms of Reference

The broad terms of reference are as under:

- Oversight of financial reporting process and disclosure of its financial information to ensure the correctness, sufficiency and credibility of financial statements;
- Recommending to the Board the appointment/ re-appointment (including their terms)/ replacement/ removal of the statutory auditors and fixing of their fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
  - matters to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
  - changes, if any, in accounting policies and practices and reasons for the same.
- major accounting entries involving estimates based on the exercise of judgment by management.
- significant adjustments made in the financial statements arising out of audit findings.
- compliance with listing and other legal requirements relating to financial statements.
- disclosure of any related party transactions.
- qualifications in the draft audit report.
- Reviewing with the management, the quarterly/ half yearly financial statements before submission to the Board for approval;
- Reviewing and monitor the auditor's independence and the performance and effectiveness of audit process;
- Examination of the financial statements and auditors' report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties; Scrutiny of inter-corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the management, performance of statutory, cost and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of internal audit department, staffing and seniority of official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow-up thereon and reviewing the findings of any internal investigations by internal auditors into matters where there is suspected fraud or irregularity or failure of internal control system of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review Management Discussion and Analysis of financial condition and results of operations;
- To review Management letters/ letters of internal control weaknesses issued by the statutory auditors;
- To review Internal audit reports relating to internal control weaknesses;
- To review appointment/ removal and terms of remuneration of the Chief Internal Auditor;

19. Approval of appointment of CFO (i.e. Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc.;
20. Reviewing of the financial statements, in particular, the investments made by the unlisted subsidiary companies;
21. To review the functioning of the Whistle Blower Mechanism and Vigil Mechanism;
22. Reviewing of statement of significant related party transactions;
- 23 (a) Reviewing with the management, the statement of uses/ application of funds raised through an issue (public, rights, preferential, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue and making appropriate recommendations to the Board to take up steps in this matter;
- (b) Monitoring the end use of funds raised through public offers and related matters; and
24. To perform such other functions as may be prescribed by the Companies Act, 2013, Listing Regulations or any other law or as may be delegated by the Board from time to time, to be performed by the Audit Committee.

## (ii) Corporate Governance Committee

### Composition, Meetings and Attendance

The Corporate Governance Committee comprises five Directors including four independent Directors. Dr. D.V. Kapur, an independent Director is heading the Committee. The Company Secretary acts as Secretary to the Committee.

During the year 2017-18, one meeting of Corporate Governance Committee was held on 8 August 2017. The requisite quorum was present in the meeting. The attendance of members was as follows:

Name of Member	Position	No. of Meeting(s)	
		Held	Attended
Dr. D.V. Kapur Chairman	Independent Director	1	1
Mr. K.N. Memani	Independent Director	1	1
Mr. G.S. Talwar	Non-executive Director	1	Nil
Mr. Rajiv Krishan Luthra	Independent Director	1	1
Mr. A.S. Minocha	Independent Director	1	1

Mr. Mohit Gujral, Mr. Rajeev Talwar, CEO & Whole-time Directors, Mr. Ashok Kumar Tyagi and Mr. Devinder Singh, Whole-time Directors are the permanent invitees to the Committee.

## Terms of Reference

The broad terms of reference are as under:

1. Overseeing implementation of mandatory and non-mandatory requirements of Listing Regulations;
2. Recommending the best-in-class available Corporate Governance practices prevailing in the world for adoption;
3. Reviewing Corporate Governance practices, Audit Reports and to recommend improvements thereto;
4. Reviewing Code of Conduct for Directors, Senior Management Personnel and other executives including its subsidiaries;
5. Reviewing compliance mechanism, compliance and audit reports and to recommend improvements thereto and to review mitigation mechanism for non observance;
6. Suggesting to the Board, the changes required in the compliance system in consonance with the changes in legal environment affecting the business of the Company;
7. Recommending to the Board, the changes required for charging of officials pursuant to changes in the officials charged and/ or structural changes in the organization; and
8. Performing such other functions as may be delegated by the Board from time to time.

## (iii) Corporate Social Responsibility (CSR) Committee

### Composition, Meeting and Attendance

The Corporate Social Responsibility Committee comprises six Directors including two Independent Directors. Dr. K.P. Singh is the Chairman of the Committee. The Company Secretary acts as Secretary to the Committee. The Committee's composition and terms of reference are in compliance with provisions of Section 135 of the Companies Act, 2013.

During the year 2017-18, one meeting of Corporate Social Responsibility Committee was held on 9 February 2018. The requisite quorum was present in the meeting. The attendance of members was as follows:

Name of Member	Position	No. of Meeting(s)	
		Held	Attended
Dr. K.P. Singh Chairman	Whole-time Director	1	1
Mr. Mohit Gujral	CEO & Whole-time Director	1	Nil
Mr. Rajeev Talwar	CEO & Whole-time Director	1	1
Ms. Pia Singh	Non-executive Director	1	1
Mr. Ved Kumar Jain	Independent Director	1	1
Mr. Pramod Bhasin	Independent Director	1	Nil

Mr. Rajiv Singh, Vice Chairman and Mr. Ashok Kumar Tyagi, Whole-time Director are the permanent invitees to the Committee.

## Terms of Reference

The terms of reference of the Committee are:

1. Formulate, monitor and recommend, Corporate Social Responsibility (CSR) Policy to the Board;
2. Recommend to the Board modification to the CSR Policy as and when necessary;
3. Recommend to the Board, the amount of expenditure to be incurred on the activities to be undertaken; and
4. Consider other functions, as defined by the Board or as may be stipulated under any law, rule or regulation including Listing Regulations and the Companies Act, 2013.

The project undertaken by the Company during the financial year 2017-18 pursuant to the CSR Policy has been outlined as per the annexure attached to the Board's Report.

### (iv) Finance Committee

#### Composition, Meetings and Attendance

The Finance Committee comprises seven Directors including three Independent Directors. Mr. Rajiv Singh is the Chairman of the Committee. The Company Secretary acts as Secretary to the Committee. The Committee was reconstituted by inducting Mr. Ashok Kumar Tyagi and Mr. Devinder Singh, Whole-time Directors.

During the year 2017-18, two meetings of Finance Committee were held on 15 June and 30 November 2017 and the attendance thereof was as under. The requisite quorum was present in all the meetings.

Name of Member	Position	No. of Meeting(s)	
		Held during tenure	Attended*
Mr. Rajiv Singh Chairman	Whole-time Director	2	1
Mr. Mohit Gujral	CEO & Whole- time Director	2	2
Mr. Ashok Kumar Tyagi (w.e.f. 07.03.2018) <sup>^</sup>	Whole-time Director	Nil	Nil
Mr. Devinder Singh (w.e.f. 07.03.2018)	Whole-time Director	Nil	Nil
Mr. Ved Kumar Jain	Independent Director	2	2
Mr. B. Bhushan	Independent Director	2	2
Mr. A.S. Minocha	Independent Director	2	Nil

\* Includes meeting attended through video conferencing.

<sup>^</sup> Mr. Tyagi attended two meetings as Group Chief Financial officer.

The Group Chief Financial Officer is the permanent invitee to the Committee.

## Terms of Reference

The broad terms of reference are as under:

1. Reviewing Company's financial policies, strategies and capital structure, working capital, cash flow management, banking and cash management including authorization for operations;
2. Reviewing credit facilities and to exercise all powers to borrow monies (otherwise than by issue of debentures) and take necessary actions connected therewith including refinancing for optimization of borrowing costs and assignment of assets, both immovable or movable;
3. Authorizing exercise of all powers for investment, loan and providing corporate guarantees/ securities/ letter of comfort etc. within the limits specified by the Board;
4. Borrowing of monies by way of loan and/ or issuing and allotting Bonds/ Notes denominated in one or more foreign currency(ies) in international markets and possible strategic investments within the limits approved by the Board;
5. Approve opening and operation of Investment Management accounts with foreign Banks and appoint them as agents, establishment of representative/ sales offices in or outside India etc.;
6. Approve contributions to statutory or other entities, Funds established by Central/ State Government for national importance, institutions, trusts, bodies corporate and other entities etc.;
7. Empowering executives of the Company/ subsidiaries/ associate companies for acquisition of land including bidding and tenders, sell/ dispose off or transfer any of the properties and delegation of authorities from time to time to deal with various statutory, judicial authorities, local bodies etc., to implement the decision of the Committee; and
8. Reviewing and make recommendations about changes to the Charter of the Committee.

### (v) Nomination and Remuneration Committee

#### Composition, Meetings and Attendance

The Nomination and Remuneration Committee comprises four Independent Directors. The Company Secretary acts as Secretary to the Committee. The Committee's composition and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Committee was reconstituted by inducting Mr. A.S. Minocha, an Independent Director.

During the year 2017-18, seven meetings of the Nomination and Remuneration Committee were held on 26 May, 25 August, 12 September, 2 November, 1 & 29 December 2017 and 27 February 2018. The requisite quorum was

present in all the meetings. The attendance of members was as follows:

Name of Member	Position	No. of Meeting(s)	
		Held during tenure	Attended
Mr. B. Bhushan Chairman	Independent Director	7	7
Mr. Ved Kumar Jain	Independent Director	7	6
Lt. Gen. Aditya Singh (Retd.)	Independent Director	7	7
Mr. A.S. Minocha (w.e.f. 07.03.2018)	Independent Director	Nil	Nil

### Terms of Reference

Nomination and Remuneration Committee is governed by a Charter which is in line with the requirements mandated by the Companies Act, 2013 and Regulation 19(4) of the Listing Regulations.

The broad terms of reference are as under:

- To determine Remuneration Policy of the Company;
- To recommend to the Board the remuneration, whether by way of salary, perquisites, sitting fees, commission, stock options, sweat equity or in a combination thereof or otherwise, payable to the Managing Director(s), Whole-time Director(s) and other Directors, their relatives engaged in the employment of the Company;
- To recommend to the Board the remuneration, whether by way of salary, perquisites, commission, retainership fee, or otherwise, payable to Directors for discharging the professional or other services otherwise than in the capacity of Director;
- To frame policies and compensation including salaries, incentives, bonuses, promotion, benefits, stock options and performance targets for executives of the Company;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;

The Committee while formulating the policy, shall ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term

performance objectives appropriate to the working of the Company and its goals.

- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on Board diversity; and
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

### Nomination and Remuneration Policy

The Nomination and Remuneration Policy was devised in accordance with Section 178 of the Companies Act, 2013 and the Listing Regulations. The Nomination and Remuneration Policy of the Company is aimed at inculcating a performance driven culture. Through its comprehensive compensation programme, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The said policy is available on the Company's website <http://www.dlf.in/images/downloads/Nomination-and-Remuneration-Policy.pdf>.

### Board Membership Criteria

The Board is responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board inter-alia include:

- Diversity on the Board;
- Relevant experience and track record in finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to Company's business and relevant to the role;
- Highest personal and professional ethics, integrity, values and stature;
- Devote sufficient time and energy in carrying out their duties and responsibilities; and
- Avoidance of any present or potential conflict of interest.

### Remuneration Policy

The guiding principles for the Company's remuneration policies are inter-alia as follows:

- The level and composition of remuneration is competitive, reasonable and aligned to market practices and trends to attract, retain and motivate talent required to run the Company successfully and ensure long-term sustainability of the Company;
- The remuneration has a fair balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;

- The remuneration is linked to key deliverables, appropriate performance benchmarks and metrics and varies with performance and achievements;
- Alignment of performance metrics with business plans and strategy, corporate performance targets and interest with stakeholders;
- Quantitative and qualitative assessments of performance are used to making informed judgments to evaluate performances;
- Sufficiently flexible to take into account future changes in industry and compensation practice; and
- The pay takes into account both external market and Company conditions to a balanced 'fair' outcome.

Details of remuneration paid to all the Directors and other disclosures required to be made under Regulation 34(3) of the Listing Regulations have been published elsewhere in this report and in the Board Report.

## (vi) Risk Management Committee

### Composition, Meetings and Attendance

The Risk Management Committee comprises seven Directors including four Independent Directors. Dr. D.V. Kapur, an Independent Director is the Chairman. The Company Secretary acts as Secretary to the Committee. The Committee's composition is in compliance with provisions of Regulation 21 of the Listing Regulations. The Committee was reconstituted during the year by inducting Mr. Rajeev Talwar and Mr. Devinder Singh as members.

During the year 2017-18, one meeting of Risk Management Committee was held on 8 August 2017. The requisite quorum was present in the meeting. The attendance of members was as follows:

Name of Member	Position	No. of Meeting(s)	
		Held during tenure	Attended
Dr. D.V. Kapur Chairman	Independent Director	1	1
Mr. K.N. Memani	Independent Director	1	1
Mr. Mohit Gujral	CEO & Whole-time Director	1	1
Mr. Rajeev Talwar (w.e.f. 25.08.2017)	CEO & Whole-time Director	Nil	Nil
Mr. Devinder Singh (w.e.f. 07.03.2018)	Whole-time Director	Nil	Nil
Mr. Ved Kumar Jain	Independent Director	1	1
Mr. A.S. Minocha	Independent Director	1	1

All Business Unit Heads along with Group Chief Financial Officer and Mr. Ashok Kumar Tyagi, Whole-time Director are the permanent invitees to the Committee.

## Terms of Reference

The terms of reference of the Committee are as under:

1. To frame, implement, review and monitor risk management plan of the Company;
2. To evaluate the risk management systems of the Company;
3. To review its activities in co-ordination with the Audit Committee in instances where there is overlap with the activities of the Audit Committee;
4. To review the procedures to inform the Board members about the risk assessment and minimization procedures;
5. To review and reassess the changes required in the terms of reference of this Committee and recommend any proposed changes to the Board for approval; and
6. To perform such other functions as may be delegated by the Board from time to time.

## (vii) Stakeholders Relationship Committee

### Composition, Meetings and Attendance

The Stakeholders Relationship Committee comprises four Directors including three Independent Directors. Dr. D. V. Kapur, an Independent Director is the Chairman. The Company Secretary acts as Secretary to the Committee. The Committee's composition and terms of reference are in compliance with provisions of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

During the year 2017-18, four meetings of the Committee were held on 23 May, 8 August, 10 November 2017 and 13 February 2018. The requisite quorum was present in all the meetings. The attendance of members was as follows:

Name of Member	Position	No. of Meeting(s)	
		Held	Attended
Dr. D.V. Kapur Chairman	Independent Director	4	4
Mr. Rajeev Talwar	CEO & Whole-time Director	4	2
Mr. Ved Kumar Jain	Independent Director	4	4
Mr. Rajiv Krishan Luthra	Independent Director	4	2

## Terms of Reference

The Committee inter-alia, oversees and reviews all matters connected with transfer of shares, approve issue of duplicate and split of share certificates, redressal of shareholders'/ investors' complaints/ grievances including transfer of shares, non-receipt of annual report and dividend etc. The Committee also reviews performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services. With a view to expedite the process of share transfer/ transmission etc., on fast track basis, the Board has empowered the Company Secretary for approving share transfer, transmission etc.

## Redressal of Investor Grievances

The Company addresses all complaints, grievances and other correspondence expeditiously and replies are sent usually within 7-10 days except in case of legal impediments and non-availability of documents. The Company endeavours to implement suggestions as and when received from the investors. During the year under review, a total of 12 investors' complaints were received and resolved.

## Compliance Officer

Mr. Subhash Setia, Company Secretary is the Compliance Officer for complying with requirement of Securities laws.

## (viii) Committee of Directors

### Composition, Meetings and Attendance

The Committee was constituted for making allotment of equity shares to the employees upon exercising the options granted under the Company's Employee Stock Option Scheme, 2006. The Committee consists of four Directors including two Independent Directors. Mr. B. Bhushan, an Independent Director is the Chairman. The Company Secretary acts as Secretary to the Committee. During the year, the Committee was reconstituted by inducting Mr. Ashok Kumar Tyagi as member and Ms. Pia Singh ceased to be the member.

During the year 2017-18, four meetings of the Committee were held on 23 May, 13 July, 12 September and 5 December 2017. The requisite quorum was present in all the meetings. The attendance of members was as follows:

Name of Member	Position	No. of Meetings	
		Held during tenure	Attended
Mr. B. Bhushan Chairman	Independent Director	4	4
Mr. Rajeev Talwar	CEO & Whole-time Director	4	4
Mr. Ashok Kumar Tyagi (w.e.f. 07.03.2018)	Whole-time Director	Nil	Nil
Ms. Pia Singh (up to 06.03.2018)	Non-executive Director	4	3
Lt. Gen. Aditya Singh (Retd.)	Independent Director	4	4

## (ix) Securities Issuance Committee

The Board of Directors in its meeting held on 1 December 2017 had constituted a Securities Issuance Committee inter-alia to undertake all necessary steps and actions for offering, issue and allotment of 17.30 crores Equity Shares of ₹ 2 each in accordance with the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Committee consists of five Directors including three

Independent Directors. The Company Secretary shall act as Secretary to the Committee. During the year, no meeting of the Committee was convened.

## Independent Directors Meetings

The Independent Directors of the Company met on 16 May 2017 and 14 March 2018 without the presence of Executive Directors under the Chairmanship of Mr. K.N. Memani, Lead Independent Director, inter-alia for:

- Reviewing the performance of Non-independent Directors and the Board as a whole;
- Reviewing the performance of the Chairman of the Company taking into account the views of Executive and Non-executive Directors;
- Assessing the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

## Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013, Regulation 17 & 25 of the Listing Regulations and Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India vide its circular dated 5 January 2017, the Nomination and Remuneration Committee has devised criteria for evaluation of the performance of Directors including Independent Directors.

The Board has carried out the annual performance evaluation of its own performance, its Committees and Directors. The exercise was led by Lead Independent Director. The evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, corporate governance & compliance management etc. Separate exercise was carried out to evaluate the performance of Non-executive Directors on parameters such as experience, attendance, acquaintance with the business, effective participation, vision and strategy, contribution and independent judgement.

## Directors' Remuneration

### i) Executive Directors

The Company pays remuneration by way of fixed base salary and allowances [fixed component], annual performance award, commission, employee stock/ shadow options, retiral and other benefits and reimbursements, based on the recommendations of the Nomination and Remuneration Committee within the limits as prescribed under the Companies Act, 2013 and approved by the shareholders. The performance based award/ commission is based on qualitative and quantitative assessment of the Company's performance.

The remuneration paid to the Executive Directors for the year 2017-18 was as follows:

(₹ in lakhs)

Name	Salary	Other Perquisites & benefits	Commission	Contribution to Provident & Superannuation Fund/ allowances	Total	Stock/ Shadow Options granted*	Term up to
Dr. K.P. Singh	163.20	528.23	350.00	11.52	1,052.95	Nil	30.09.2018
Mr. Rajiv Singh	153.00	16.87	350.00	24.30	544.17	Nil	08.04.2019
Mr. Mohit Gujral	754.80	1,918.32^	--	53.28	2,726.40	Nil	13.02.2019
Mr. Rajeev Talwar	144.23	142.25	325.00	12.81	624.29	Nil	13.02.2019
Mr. Ashok Kumar Tyagi (w.e.f. 1 December 2017)	51.27	41.86	105.00	3.62	201.75	Nil	30.11.2022
Mr. Devinder Singh (w.e.f. 1 December 2017)	47.89	50.58	110.00	3.38	211.85	Nil	30.11.2022

The service contract, notice period, severance pay etc. are applicable as per the terms and conditions of appointment of the above Directors.

**\*Note:**

- Out of 3,80,952 stock options granted to Mr. Rajeev Talwar, CEO & Whole-time Director (options granted as an employee), 3,00,081 options have been exercised.
- Out of 2,90,733 stock options granted to Mr. Ashok Kumar Tyagi, Whole-time Director (options granted as an employee), 1,16,292 options have been exercised.

^Mr. Mohit Gujral, CEO & Whole-time Director was entitled for benefits equivalent to 6,37,000 equity shares, as per the policy of the Company. During the year, the Company has paid an amount of ₹ 12.50 crores, which is included in other perquisites & benefits.

**ii) Non-executive Directors**

The Non-executive Directors are entitled to a sitting fee of ₹ 50,000 for attending each Board and Committee meeting. In addition, the Non-executive Directors are paid commission within the limits as prescribed under the Companies Act, 2013, as determined by the Board based, inter-alia, on the Company's performance.

The Company also reimburses out-of-pocket expenses incurred by the Directors for attending the meetings. The service contract, notice period, severance fee etc. are not applicable to the Non-executive Directors.

The remuneration paid to the Non-executive Directors for the year 2017-18 was as follows:

(₹ in lakhs)

Name	Sitting Fees	Commission	Total
Mr. G.S. Talwar	2.00	34.00	36.00
Ms. Pia Singh	3.50	34.00	37.50
Mr. K.N. Memani	7.50	34.00	41.50
Dr. D.V. Kapur	13.50	34.00	47.50
Mr. B. Bhushan	15.50	34.00	49.50
Mr. Pramod Bhasin	4.50	34.00	38.50
Mr. Rajiv Krishan Luthra	5.00	34.00	39.00
Mr. Ved Kumar Jain	17.50	34.00	51.50
Lt. Gen. Aditya Singh (Retd.)	9.00	34.00	43.00
Mr. A.S. Minocha	11.00	34.00	45.00
Mr. Vivek Mehra (w.e.f. 13.02.2018)	2.50	4.50*	7.00

\*pro-rata

During the year, the Company has availed services amounting to ₹ 44.83 lakhs (approx.) from the firm in which a relative of Mr. K.N. Memani is a partner and ₹ 42.67 lakhs (approx.) from the firm(s) in which Mr. Rajiv Krishan Luthra is a partner. There were no other material pecuniary relationships or transactions between the Company and its Non-executive Directors.

No stock options were granted to any Non-executive Directors.

The Company has in place Directors' & Officers' Liability Insurance Policy.

**Directors' Shareholding**

The details of equity shares of the Company held by Directors as on 31 March 2018 were as under:

Name of Director	No. of Equity Shares
Dr. K.P. Singh	1,04,61,000
Mr. Rajiv Singh	1,64,56,320
Ms. Pia Singh	2,13,32,500
Mr. Rajeev Talwar	3,51,201
Mr. Ashok Kumar Tyagi	87,219
Mr. Devinder Singh	95,793
Mr. G.S. Talwar	1,00,540
Dr. D.V. Kapur	10,000
Mr. Vivek Mehra	2,225

## General body meetings

### Particulars of past three Annual General Meetings (AGMs)/ Extra-ordinary General Meeting (EGM)

Year	Location	Date & Time	Special Resolutions passed
<b>Annual General Meeting</b>			
2014-15	DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram -122002 (Haryana)	28.08.2015 10.30 A.M.	(i) 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.  (ii) Approval to lease and/ or create charge, lien, mortgage, hypothecation etc. exceeding 20% of the assets of the material subsidiary(ies) in terms of Clause 49(V)(G) of the Listing Agreement.  (iii) Approval of Related Party Transactions.
2015-16	DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122 002 (Haryana)	30.08.2016 4.00 P.M.	Approval to offer or invite subscriptions for Non-convertible Debentures including other debt securities in one or more tranches up to an aggregate amount of ₹ 2,500 crores, on private placement basis.
2016-17	DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122 002 (Haryana)	29.09.2017 12.00 Noon	Approval to offer or invite subscriptions for Non-convertible Debentures including other debt securities in one or more tranches up to an aggregate amount of ₹ 2,500 crores, on private placement basis.
<b>Extra-ordinary General Meeting</b>			
2016-17	DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122 002 (Haryana)	27.12.2017 11.00 A.M.	(i) Approval for issue of compulsorily convertible debentures and warrants on preferential basis to promoter/ promoter group.  (ii) Approval for further issue of equity shares by way of public issue or private placement or a qualified institutions placement, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

### Postal Ballots

No resolution requiring postal ballot was passed during the year 2017-18.

No special resolution requiring postal ballot is being proposed to be conducted through postal ballot.

### Disclosures

#### a) Material Related Party Transactions

None of the materially significant transactions with any of the related parties was in conflict with the interest of the Company. The major related party transactions are generally with the Company's subsidiaries and associates.

Attention of the members is drawn to the disclosure of transactions with related parties set-out in Note 47 of the Standalone financial statement forming part of the Annual Report.

None of the transactions with any related parties were in conflict with the Company's interest.

The Company's Policy for related party transactions which is available on the Company's website <http://www.dlf.in/images/downloads/RPT-Policy.pdf>.

#### b) Dividend Distribution Policy

The Board has approved Dividend Distribution Policy in compliance to Regulation 43A of the Listing Regulations and the same is available at [http://www.dlf.in/images/downloads/170601162837\\_0001.pdf](http://www.dlf.in/images/downloads/170601162837_0001.pdf).

#### c) Strictures and Penalties

A.(i) The Securities and Exchange Board of India ('SEBI') had issued a Show Cause Notice (SCN) dated 25 June 2013 under Sections 11(1), 11(4), 11A and 11B of the SEBI Act, 1992 ('the SEBI Act') read with Clause 17.1 of the SEBI (Disclosure & Investor Protection) Guidelines, 2000 ('DIP Guidelines') and Regulation 111 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('ICDR Regulations') and levelled certain allegations in the same.

The Company filed its reply, placed written submissions and participated in the hearings conducted by the Hon'ble Whole Time Member in which it replied to each allegation levelled in the said Show Cause Notice (SCN).

The Hon'ble Whole Time Member however rejected the reply filed by the Company and

vide its order dated 10 October 2014 restrained the Company and six others from accessing the securities market and prohibiting them from buying, selling or otherwise dealing in securities, directly or indirectly, in any manner, whatsoever, for a period of three years.

The Company filed an appeal before Securities Appellate Tribunal ('SAT'), which vide majority order dated 13 March 2015 allowed all the appeals and the impugned order passed by SEBI has been quashed and set aside.

SEBI has filed a statutory appeal under Section 15Z of the SEBI Act before the Hon'ble Supreme Court of India.

On 24 April 2015, the Hon'ble Supreme Court of India admitted the appeal filed by SEBI and issued notice on interim application. No stay has been granted by the Hon'ble Supreme Court of India in favour of SEBI.

SEBI has filed an application stating that proposed sale of Compulsorily Convertible Preference Shares ('CCPS') in DLF Cyber City Developers Limited, one of the unlisted subsidiary of the Company, by the promoters, to third party Institutional Investors should not be allowed during the pendency of the appeal has sought stay from the Hon'ble Supreme Court of India on the proposed transaction. The Hon'ble Supreme Court of India did not pass any order and has kept the application to be heard along with the Appeal.

- (ii) SEBI also issued a SCN dated 28 August 2013 under Section 15HA and 15HB of the SEBI Act and under Rule 4 of the SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 ('Adjudication Rules'), hearing on which has been completed and the Company has filed its written synopsis/ submissions.

By way of order dated 26 February 2015, the Adjudicating Officer, SEBI imposed penalties upon Company, some of its Directors, officer, its three subsidiaries and their Directors under Section 15HA and under Section 15HB of the SEBI Act.

The Company, its Directors, officer, its three subsidiaries and their Directors have filed appeals before SAT against the impugned order dated 26 February 2015 passed by an Adjudicating Officer of SEBI. The Appeal is listed before SAT and in the order dated 15 April 2015, SEBI has undertaken not to enforce the order dated 26 February 2015 during pendency of the appeal. The SAT vide its order passed on 25 April 2018 held that in view of SAT's majority decision dated 13 March 2015, the Adjudicating

Officer's decision dated 26 February 2015 cannot be sustained.

Accordingly, the Hon'ble SAT disposed of the appeals, along with Intervention Application with a direction that these appeals, shall stand automatically revived once the Hon'ble Supreme Court disposes of the Civil Appeals filed by SEBI against the SAT's judgment dated 13 March 2015.

- (iii) The Adjudicating Officer, SEBI has passed an order dated 31 May 2018 imposing a penalty of ₹ 10 lakhs under Section 23H of Securities Contracts (Regulation) Act, 1956 on a disclosure issue pertaining to utilization of IPO proceeds made by the Company in its quarterly filing for 30 September 2007.

The Company under protest and without prejudice to its legal rights to assail the SEBI Order, has deposited the Penalty Amount with SEBI.

- B. The Competition Commission of India (CCI) on a complaint filed by the Belaire/ Park Place owners Association had passed orders dated 12 and 29 August 2011 imposing a penalty of ₹ 630 crores on the Company, restraining the Company from formulating and imposing allegedly unfair conditions with buyers in Gurugram and further ordered to suitably modify the alleged unfair conditions on its buyers.

The said orders of CCI were challenged by the Company on several grounds by filing appeals before the Competition Appellate Tribunal (COMPAT). The COMPAT pending hearing and till final orders had granted stay on demand of penalty of ₹ 630 crores imposed by CCI.

COMPAT vide its order dated 19 May 2014 accepted the arguments of the Company that since the agreements were entered into prior to coming into force Section 4 of the Competition Act, 2002 ('the Competition Act'), the clauses of the agreements entered in 2006-07 could not be looked into for establishing contravention of Section 4 of the Competition Act, however COMPAT held that the Company is a dominant player in Gurugram being the relevant market and has abused its dominant position in relation to certain actions which is violative of Section 4 of the Competition Act and has accordingly upheld the penalty imposed by CCI.

COMPAT further held that CCI could not have directed modifications of the agreement as the power to modify the agreement under Section 27 is only in relation to Section 3 and cannot be applied for any action in contravention of Section 4 of the Competition Act.

The Company has filed an appeal in the Hon'ble Supreme Court of India against the order dated 19 May 2014 passed by the COMPAT. The Hon'ble Supreme Court of India vide order dated 27 August 2014 admitted the appeal and directed the Company to deposit penalty of ₹ 630 crores in the Court.

In compliance of the order, the Company has deposited ₹ 630 crores with the Hon'ble Supreme Court of India.

The appeals will be listed in due course for arguments before the Hon'ble Supreme Court of India.

**d) Compliances**

All Returns/ Reports were generally filed within the stipulated time with the Stock Exchanges/ other authorities.

**e) Code of Conduct**

The Code of Conduct (Code) is applicable to all Directors and employees of the Company including its subsidiaries. The Company has in place Code including duties of Independent Directors. The Code is comprehensive and ensures good governance and provides for ethical standards of conduct on matters including conflict of interest, acceptance of positions of responsibility, treatment of business opportunities and the like. A copy of the Code is posted on the Company's website <http://www.dlf.in/code-of-conduct.aspx>.

All the Board Members and Senior Management Personnel have affirmed compliance to the Code for the year ended 31 March 2018.

A declaration, in terms of Regulation 26 of the Listing Regulations, signed by the CEOs & Whole-time Director(s) is stated hereunder:

We hereby confirm that-

The compliance to DLF's Code of Conduct for the Financial Year 2017-18 has been affirmed by all the Members of the Board and Senior Management Personnel of the Company.

<p><b>Sd/-</b> <b>Rajeev Talwar</b> <i>CEO &amp; Whole-time Director</i></p>	<p><b>Sd/-</b> <b>Mohit Gujral</b> <i>CEO &amp; Whole-time Director</i></p>
<p>DIN: 01440785</p>	<p>DIN: 00051538</p>

New Delhi  
10 August 2018

**f) Whistle Blower Policy/ Vigil Mechanism**

Pursuant to Section 177 of the Companies Act, 2013 read with Regulation 22 of the Listing Regulations, the Company has in place a whistle blower policy for establishing a vigil mechanism for Directors and employees to report instances of unethical

and/ or improper conduct and to take suitable steps to investigate and correct the same. Directors, employees, vendors, customers or any person having dealings with the Company/ subsidiary(ies) may report non-compliance of the Code to the noticed persons.

The Directors and management personnel maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discrimination. No person was denied access to the Audit Committee during the year.

**g) Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

With a view to prevent trading of securities of the Company by an insider on the basis of unpublished price sensitive information, the Company has in place 'DLF code of conduct to regulate, monitor and report trading by insiders' (the "Code") in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code aims to regulate, monitor and report trading of securities by Insiders, adherence to SEBI applicable guidelines in letter and spirit and preserving the confidentiality and preventing the misuse of any unpublished price sensitive information.

**h) Corporate Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace**

The Company prohibits any form of sexual harassment and any such incidence is immediately investigated and appropriate action taken in the matter against the offending employee(s) based on the nature and the seriousness of the offence. The Company has in place, a formal corporate policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace (the 'Policy') and matters connected therewith or incidental thereto covering all the aspects as contained under the "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013". Detailed mechanism has been laid down in the policy for reporting of cases of sexual harassment to 'Internal Complaints Committee' comprising senior officials of the Company and an independent member from NGO, constituted under this policy for conducting of inquiry into such complaints, recommending suitable action during the pendency and/ or completion of the inquiry including strict disciplinary action including termination of the services.

**Subsidiary Monitoring Framework**

All subsidiaries of the Company are managed by their respective Boards having rights and obligations to manage such companies in the best interest of their stakeholders. As a majority shareholder, the Company monitors and

reviews the performance of each company, inter-alia, by the following means:

- a) Financial Statements, in particular, the investments made by the unlisted subsidiary companies, are reviewed regularly by the Audit Committee;
- b) Minutes of the meetings of the unlisted subsidiary companies are placed before the Company's Board, regularly; and
- c) Statements containing significant transactions and arrangements entered into by the unlisted subsidiary companies are regularly placed before the Board of Directors for their review.

The policy on Material Subsidiaries has been disclosed on the Company's website <http://www.dlf.in/images/downloads/Material-Subsidiary-Policy.pdf> in compliance to Regulation 16(1)(c) and 46 (2)(h) of the Listing Regulations.

### Means of Communication

The quarterly and annual financial results and media releases on significant developments in the Company including presentations that have been made from time to time to the media, institutional investors & analysts are posted on the Company's website [www.dlf.in](http://www.dlf.in) and are submitted to the stock exchanges on which the Company's equity shares are listed, to enable them to put them on their respective websites.

All stock exchange disclosures and periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor grievance settlement among others are filed electronically on NSE Electronic Application Processing System (NEAPS) & BSE Listing Centre.

The financial results are generally published in at least two widely circulated dailies i.e. Mint in English and Hindustan in Hindi.

**Annual Report:** In accordance with the provisions of the Companies (Management and Administration) Rules, 2014, the Company will provide Annual Report containing inter-alia, Audited consolidated and standalone financial statements, Auditors' Report, Board Report including Management Discussion & Analysis Report, Business Responsibility Report, Corporate Governance Report including information for the Shareholders, other important information and Notice of the ensuing Annual General Meeting along with proxy forms electronically, who have opted for the same.

Annual Report is also available on the Company's website [www.dlf.in](http://www.dlf.in).

Printed copy of the Chairman's Speech is distributed at the Annual General Meeting. The same is also placed on the Company's website [www.dlf.in](http://www.dlf.in).

**Reminders to Investors:** Reminders for unclaimed shares, unpaid dividend were sent to the shareholders, as per the Company's records.

### Web-based Grievance Redressal System

Members can access to <http://karisma.karvy.com> for any query and/ or grievance and may also access SEBI Complaints Redressal System (SCORES) for online viewing the status and actions taken by the Company/ Registrar and Share Transfer Agent (RTA).

### Exclusive Designated e-mail id

The Company has designated a dedicated e-mail id i.e. [investor-relations@dlf.in](mailto:investor-relations@dlf.in) exclusively for investors' servicing for faster registration of their queries and/ or grievances. All investors are requested to avail this facility.

### General Shareholders' Information

The Company's registered office is situated in the State of Haryana. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L70101HR1963PLC002484.

#### a) Annual General Meeting

Date: Monday, 24 September 2018

Time: 2.30 P.M.

Venue: DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122 002 (Haryana)

#### b) Financial Calendar (tentative)

**Financial Year 1 April 2018 to 31 March 2019**

Adoption of Quarterly Results for the quarter ending:

30 June 2018	1 <sup>st</sup> / 2 <sup>nd</sup> week of August 2018
30 September 2018	1 <sup>st</sup> / 2 <sup>nd</sup> week of November 2018
31 December 2018	1 <sup>st</sup> / 2 <sup>nd</sup> week of February 2019
31 March 2019	3 <sup>rd</sup> / 4 <sup>th</sup> week of May 2019

#### c) Book Closure

From Monday, 17 September 2018 to Monday, 24 September 2018 (both days inclusive) for payment of dividend.

#### d) Interim Dividend

Interim Dividend @ ₹ 1.20 per share (60%) has been paid to those shareholders who were holding shares on 28 March 2018, the record date.

#### e) Final Dividend Payment Date

On or before Wednesday, 24 October 2018.

## f) Listing on stock exchanges

### (i) Equity Shares

The equity shares of the Company of the face value of ₹ 2 each (fully paid) are listed on the following Stock Exchanges:

- BSE Limited (BSE)  
P.J. Tower, Dalal Street  
Mumbai - 400 001; and
- National Stock Exchange of India Limited (NSE)  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051.

### Stock Code

Bombay Stock Exchange (BSE): 532868

National Stock Exchange (NSE): DLF

The Company has paid the listing fees to BSE & NSE for financial year 2018-19. The Company has also paid annual custody fee for financial year 2018-19 to National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL).

The International Securities Identification Number (ISIN) allotted to Company's shares under the Depository System is INE271C01023.

The International Securities Identification Number (ISIN) allotted to Warrants issued by the Company is INE271C13010.

### Outstanding Stock Options

No. of Stock Options outstanding as on 31 March 2018 - 407,817.

63,938 stock options were allotted during the year 2017-18 representing 63,938 equity shares of ₹ 2 each, thus increasing the paid-up share capital by ₹ 1.28 lakhs.

### (ii) Debt Instruments

Non-convertible Debentures issued by the Company on private placement basis bearing ISIN INE271C07095\*, INE271C07111\*, INE271C07152\*, INE271C07129, INE271C07160, INE271C07137 & INE271C07178 are listed at National Stock Exchange and Bombay Stock Exchange at its Wholesale Debt Market (WDM) segment, respectively.

\* Since redeemed subsequent to the end of FY' 18.

The Company has issued Compulsorily Convertible Unsecured Debentures on preferential basis bearing ISIN INE271C08010.

### Debenture Trustee

Vistra ITCL (India) Limited  
The IL&FS Financial Centre  
Plot no. C-22, G Block, 7<sup>th</sup> Floor  
Bandra Kurla Complex, Bandra(E)  
Mumbai - 400 051

**Contact Person:** Mr. Jatin Chonani  
(Assistant Vice President/ Compliance & Risk)

**Ph:** +91 22 26593219

**Fax:** +91 22 26533297

**Email id:** itclcomplianceofficer@vistra.com

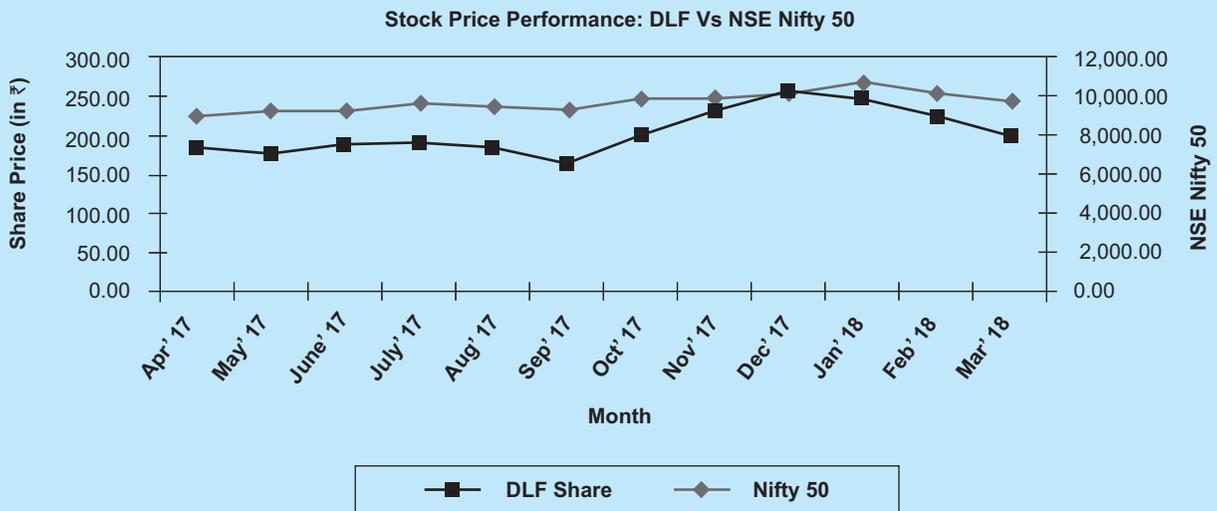
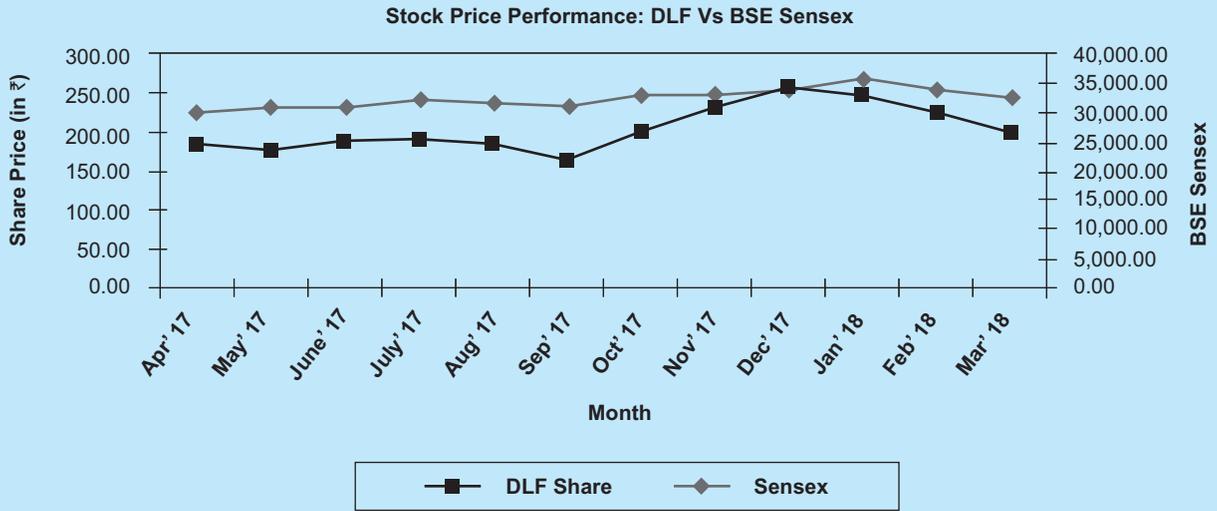
**Website:** www.vistraitcl.com

## g) Stock Market Data

Month	National Stock Exchange (NSE)			Bombay Stock Exchange (BSE)		
	High (₹)	Low (₹)	Volume	High (₹)	Low (₹)	Volume
April 2017	197.45	146.20	26,65,29,595	197.40	146.15	2,84,06,421
May 2017	216.00	170.20	27,70,84,765	215.80	170.55	2,66,93,786
June 2017	203.80	171.40	23,84,25,200	203.60	171.60	2,32,05,311
July 2017	207.20	189.75	16,56,76,493	207.05	190.00	1,87,46,330
August 2017	196.30	153.00	29,25,65,994	196.15	153.10	2,82,22,962
September 2017	198.60	158.20	19,04,18,773	198.40	158.40	1,66,12,461
October 2017	202.70	166.00	14,98,93,159	202.30	166.00	1,49,14,535
November 2017	234.90	194.15	25,62,03,208	234.50	194.20	2,35,98,564
December 2017	266.80	220.95	18,96,13,974	266.85	220.90	1,63,72,766
January 2018	273.85	245.55	14,67,60,662	273.95	245.55	1,51,81,036
February 2018	253.70	204.50	14,95,21,345	265.00	204.95	1,11,04,269
March 2018	229.70	198.80	11,45,42,685	229.65	198.70	72,82,074

(Source: NSE & BSE websites)

**h) Performance in comparison to BSE Sensex and NSE Nifty 50**



**i) Registrar and Share Transfer Agent (RTA)**

Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Phone No. 040-67162222; Fax No. 040-23420814; e-mail: [einward.ris@karvy.com](mailto:einward.ris@karvy.com); Contact Persons: Ms. Varalakshmi, Assistant General Manager (RIS); (Website: [www.karvy.com](http://www.karvy.com)) is the Registrar and Share Transfer Agent (RTA) for Physical Shares. Karvy is also the depository interface of the Company with both National Securities Depository Limited and Central Depository Services (India) Limited.

Agent, within 6-7 days from the date of receipt, subject to the completeness of documents in all aspects. The share certificates duly endorsed are returned immediately to the shareholders by RTA. With a view to expedite the process of share transfer, the Board has delegated the power of share transfer/ transmission etc. to Company Secretary. The details of transfers/ transmission so approved from time to time, are placed before the Stakeholders Relationship Committee & the Board for noting and confirmation.

**j) Share Transfer Mechanism**

The share transfer requests received in physical form are processed through Registrar and Share Transfer

SEBI vide its notification dated 8 June 2018 has amended the Listing Regulations and has mandated that transfer of securities would be carried out in dematerialised form only effective 5 December 2018. Accordingly, request for effecting transfer of securities shall not be processed unless the securities are held

in the dematerialised form with the depository with effect from 5 December 2018. Therefore, Registrar and Share Transfer Agent and the Company will not be accepting any request for transfer of shares in physical form with effect from 5 December 2018. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact the office of the Registrar and Share Transfer Agent to guide shareholders in the demat procedure.

Pursuant to Regulation 7(2) of the Listing Regulations, Compliance Certificate jointly signed by Compliance officer and authorized representative of Registrar & Share Transfer Agent certifying compliance regarding maintenance of securities transfer facilities; Certificate by a practicing Company Secretary on half-yearly basis, inter-alia confirming due compliance of share

transfer formalities by the Company under Regulation 40(9) of the Listing Regulations; Certificates for timely dematerialisation of the shares as per SEBI (Depositories and Participants) Regulations, 1996; and Reconciliation of the Share Capital Audit obtained from a practicing Company Secretary have been submitted to stock exchanges within stipulated time.

#### k) Investors' Relations

Investors' Relations function seeks to serve promptly, efficiently and with constant interface the Company's large institutional shareholder base comprising foreign institutional investors, financial institutions, banks, mutual funds & insurance companies. All queries from any shareholder are promptly attended.

The function assists the investor community in better understanding the Company's strategy, vision and long-term growth plans in order to take them informed decisions on their investment.

#### l) Share Ownership Pattern

S. No.	Category	As on 31.03.2018	
		No. of Shares held	%age
1.	Promoters and Promoter Group	1,33,71,03,120	74.95
2.	Directors & their Relatives	6,48,728	0.04
3.	Foreign Institutional Investors & OCBs	28,98,97,633	16.25
4.	NRIs & Foreign Nationals	25,12,426	0.14
5.	Mutual Funds & UTI	3,55,26,541	1.99
6.	Banks, FIs, NBFCs & Insurance Companies	45,84,000	0.26
7.	Bodies Corporate	1,49,04,215	0.83
8.	Public	9,88,90,365	5.54
<b>Total</b>		<b>1,78,40,67,028</b>	<b>100.00</b>

#### m) Distribution of Shareholding by Size as on 31.03.2018

S. No.	Category (Shares)	Holders	% of Total Holders	Shares	% of Total Shares
1.	1 - 500	3,22,130	96.48	2,31,42,621	1.30
2.	501 - 1000	6,006	1.80	47,05,050	0.26
3.	1001 - 2000	2,459	0.74	37,55,041	0.21
4.	2001 - 3000	818	0.24	21,23,689	0.12
5.	3001 - 4000	400	0.12	14,54,403	0.08
6.	4001 - 5000	417	0.12	19,81,110	0.11
7.	5001 - 10000	566	0.17	42,87,731	0.24
8.	10001 - 20000	399	0.12	58,49,750	0.33
9.	20001 and above	689	0.21	1,73,67,67,633	97.35
<b>Total</b>		<b>3,33,884</b>	<b>100.00</b>	<b>1,78,40,67,028</b>	<b>100.00</b>

**n) Dematerialisation of Shares**

The equity shares of the Company are tradable in compulsory dematerialised segment of the Stock Exchanges and are available in depository system of National Securities Depository Limited and Central Depository Services (India) Limited.

As on 31 March 2018, 1,78,08,53,466 equity shares (constituting 99.82%) were in dematerialised form and remaining are in physical form.

**o) Dividend History**

(₹ in million)

Year	Rate (%)	Amount
2011-12	100	3,397.13
2012-13	100	3,560.93
2013-14	100	3,563.54
2014-15	100	3,565.83
2015-16 (Interim)	100	3,567.43
2016-17	100	3,568.11
2017-18 (Interim)	60	2,140.88

**p) Transfer of Unpaid/ Unclaimed Dividend Amount/ Shares to Investor Education and Protection Fund (IEPF) Authority**

As per the provisions of Section 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends not encashed/ claimed by the shareholders within seven years from the date of transfer to unpaid dividend account are to be transferred to the Investor Education and Protection Fund (IEPF) Authority.

The IEPF Rules also mandate the companies to transfer the shares of members whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to demat account of IEPF Authority. The members whose dividends/ shares are transferred to IEPF Authority, can claim their dividend/ shares from the Authority.

**q) Equity Shares in Suspense Accounts**

Pursuant to Part F of Schedule V of the Listing Regulations, the Company reports the following details:

Particulars	Demat		Physical	
	No. of Shareholders	No. of Equity Shares	No. of Shareholders	No. of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense accounts lying as on 1 April 2017.	93	4,940	147	3,68,053
Number of shareholders who approached the Company for transfer of shares from suspense accounts during the year.	86	4,220	141	3,26,053
Number of shareholders to whom shares were transferred from the suspense accounts during the year.	86	4,220	141	3,26,053
Aggregate number of shareholders and the outstanding shares in the suspense accounts lying as on 31 March 2018.	7	720	6	42,000

The voting rights on the shares outstanding in the suspense accounts as on 31 March 2018 shall remain frozen till the rightful owner of such shares claims the shares.

In view of the above, the Company has transferred an amount of ₹ 43,34,748/- pertaining to unpaid/ unclaimed dividend for the FY 2009-10 and 5,89,528 equity shares to IEPF Authority during the financial year 2017-18.

The Company has appointed Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company.

In accordance with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company had sent notices to all shareholders whose dividends/ shares were due to be transferred to the IEPF Authority for FY 2018-19 and simultaneously publish newspaper advertisements.

The Company has uploaded the details of unpaid/ unclaimed amounts lying with the Company as on 29 September 2017 (date of last AGM) on the Company's website and on the website of Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in). The Members who have not encashed their dividend warrants within their validity period may write to the Company at its Registered Office or Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company for obtaining duplicate warrants/ or payments in lieu of such warrants in the form of the demand draft.

Given below are the dates when the unclaimed dividend is due for transfer to IEPF Authority by the Company:

Financial Year	Date of Declaration	Due Date of Transfer to IEPF Authority*
2010-11	04.08.2011	4.09.2018
2011-12	07.09.2012	13.10.2019
2012-13	12.08.2013	12.09.2020
2013-14	29.08.2014	28.09.2021
2014-15	28.08.2015	27.09.2022
2015-16 (Interim)	17.03.2016	18.04.2023
2016-17	29.09.2017	31.10.2024
2017-18 (Interim)	20.03.2018	19.04.2025

\*indicative date(s), actual may vary.

**r) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments**

During the year, the Company has issued 37,97,46,836, 0.01% Unsecured Unlisted Compulsorily Convertible Debentures of ₹ 217.25 each at par convertible into equal number of equity shares of ₹ 2/- each of the Company, on a preferential basis to Promoters/ Promoter Group entities.

During the year, the Company has also issued 13,80,89,758 Warrants of ₹ 217.25 each exercisable into equal number of Equity Shares of ₹ 2/- each of the Company on a preferential basis to Promoters/ Promoter Group entities.

The Company has not issued any GDRs/ ADRs except the stock options to its employees.

**s) Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities**

The details of foreign exchange exposures as on 31 March 2018 are disclosed in Notes to the standalone financial statements.

**t) Plant Locations**

The Company does not have any manufacturing or processing plants. The Registered Office of the Company is situated at Shopping Mall, 3<sup>rd</sup> Floor, Arjun Marg, Phase-I, DLF City, Gurugram -122 002, Haryana.

The Corporate Office of the Company is located at DLF Gateway Tower, R Block, DLF City, Phase-III, Gurugram - 122 002, Haryana.

**u) Address for Correspondence**

**(i) Investor Correspondence**

For transfer/ dematerialisation of equity shares, non-payment of dividend and any other queries relating to the equity shares, Investors may write to:

Karvy Computershare Private Limited

Unit: **DLF Limited**

Karvy Selenium Tower B, Plot No.31 - 32,  
Gachibowli, Financial District, Nanakramguda  
Hyderabad - 500 032

Phone No. 040-67161514

Fax No. 040-23420814

E-mail: einward.ris@karvy.com

**Website: www.karvy.com**

Contact Person:

Ms. Varalakshmi, Asst. General Manager (RIS)

**For dematerialisation of equity shares**, the investors shall get in touch with their respective depository participant(s).

**(ii) Any query on Annual Report**

The Company Secretary

DLF Limited

DLF Gateway Tower, R Block, DLF City, Phase-III,  
Gurugram - 122 002, Haryana

**Compliance Certificate from the Auditors**

Certificate from the Statutory Auditors of the Company, S.R. Batliboi & Co. LLP, Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations is annexed to this Report forming part of the Annual Report.

**Adoption of Mandatory and Non-mandatory Requirements**

Apart from complying with all the mandatory requirements, the Company has adopted following non-mandatory requirements as specified in Regulation 27(1) of the Listing Regulations:

**(a) Financial Statements:** The financial statements of the Company, on standalone basis, are unqualified.

**(b) Separate Post of Chairman & CEO:** Dr. K.P. Singh is the Chairman, Mr. Mohit Gujral and Mr. Rajeev Talwar are the Chief Executive Officer(s) & Whole-time Director(s).

**(c)** The Internal Auditors of the Company directly report to the Audit Committee.

**Certificate from CEO and GCFO**

In terms of Regulation 17(8) of the Listing Regulations, Compliance Certificate issued by Chief Executive Officer(s) and Group Chief Financial Officer is annexed to this Report.

**Reconciliation of Share Capital**

The certificate of Reconciliation of Share Capital Audit confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL, is placed before the Board on quarterly basis and also submitted to the stock exchanges.

**Fee to Statutory Auditors**

The fee paid to the Statutory Auditors for the FY 2017-18 was ₹ 192.53 lakhs (previous year ₹ 153.84 lakhs) including other certification fee plus applicable taxes and out-of-pocket expenses.

**Investors**

The website of the Company **www.dlf.in** carries information on Financial Results, Corporate Announcements, Presentations, Credit Rating and Institutional Investors/ Analysts Query, in addition to other relevant information for investors.