

DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase – III, Gurugram – 122 002,
Haryana (India)
Tel.: (+91-124) 4396000, investor-relations@dlf.in



04th June 2024

The General Manager Dept. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai – 400 001	The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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Sub: Postal Ballot Voting Results

Dear Sir/ Madam,

In compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Postal Ballot voting results in the prescribed format along with the Scrutinizer's Report.

This is for your kind information and record please.

Thanking you,

Yours faithfully,
For **DLF Limited**

R. P. Punjani
Company Secretary

Encl.: As above

For Stock Exchange's clarifications, please contact: Mr. R. P. Punjani - 09810655115/ punjani-rp@dlf.in Mr. Amit Kumar Sinha - 09810988710/ sinha-amit@dlf.in

	DLF LIMITED
Date of the AGM/EGM	Postal Ballot
Total number of shareholders on record date	448472
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1										
Resolution required: (Ordinary/ Special)	SPECIAL - APPOINTMENT OF LT. GEN. AJAI SINGH (RETD.) (DIN: 10540436) AS AN INDEPENDENT DIRECTOR										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	1,833,634,385	1,833,634,385	100.0000	1,833,634,385	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,833,634,385	100.0000	1,833,634,385	0	100.0000	0.0000	0.0000	0	0
Public- Institutions	E-Voting	524,029,989	420,274,605	80.2005	326,052,838	94,221,767	77.5809	22.4191	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		420,274,605	80.2005	326,052,838	94,221,767	77.5809	22.4191	0.0000	0	0
Public- Non Institutions	E-Voting	117,647,332	17,598,954	14.9591	17,573,168	25,786	99.8535	0.1465	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		17,598,954	14.9591	17,573,168	25,786	99.8535	0.1465	0.0000	0	0
Total		2,475,311,706	2,271,507,944	91.7665	2,177,260,391	94,247,553	95.8509	4.1491	0	0	

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - RE-APPOINTMENT OF MR. RAJIV SINGH (DIN: 00003214), WHOLE-TIME DIRECTOR DESIGNATED AS CHAIRMAN										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	1,833,634,385	1,810,103,485	98.7167	1,810,103,485	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		1,810,103,485	98.7167	1,810,103,485	0	100.0000	0.0000	0.0000	0	0
	E-Voting		415,420,219	79.2741	147,567,284	267,852,935	35.5224	64.4776	0	0	

	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)	524,029,989								
Public- Institutions			0	0.0000	0	0	0.0000	0.0000	0	0
	Total		415,420,219	79.2741	147,567,284	267,852,935	35.5224	64.4776	0	0
	E-Voting		17,599,873	14.9599	17,593,374	6,499	99.9631	0.0369	0	0
	Poll	117,647,332	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions			0	0.0000	0	0	0.0000	0.0000	0	0
	Total		17,599,873	14.9599	17,593,374	6,499	99.9631	0.0369	0	0
	Total	2,475,311,706	2,243,123,577	90.6198	1,975,264,143	267,859,434	88.0586	11.9414	0	0

CONSOLIDATED SCRUTINIZERS' REPORT
Report of Scrutinizer for Voting on Postal Ballot through Remote e-voting

To,
The Chairman
DLF Limited ("the Company")
CIN: L70101HR1963PLC002484
Shopping Mall, 3rd Floor, Arjun Marg,
DLF City, Phase-I, Gurugram - 122002, Haryana

Scrutinizer's Report on voting through remote e-voting for Postal Ballot conducted in terms of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- A. In accordance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, we, CS Makarand M. Joshi (FCS 5533) and CS Vineet K. Chaudhary (FCS 5327), Company Secretaries, have been appointed as Scrutinizers by the Board of Directors of the Company at their meeting held on Wednesday, 27 March 2024, to conduct the postal ballot voting process in a fair and transparent manner and to scrutinize and ascertain the requisite majority, of the votes casted through electronic means (remote e-voting) for the postal ballot process in respect of the resolution as set out in the Postal Ballot Notice dated 27 March, 2024 ("Notice").
- B. Member's approval was sought for following special business:

Sr. No.	Particulars	Resolution Type
1	Appointment of Lt. Gen. Ajai Singh (Retd.) (DIN: 10540436) as an Independent Director	Special Resolution
2	Re-appointment of Mr. Rajiv Singh (DIN: 00003214) Whole-time Director designated as Chairman	Ordinary Resolution

- C. Pursuant to Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 dated 25 September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the item of special business as set out in the Notice were placed for approval of the members of the Company through remote e-voting only. The Company has confirmed that the dispatch of electronic copy of the Notice and Explanatory Statement along with the process of remote e-voting in terms of the MCA Circulars to all the members was completed on Friday, 3 May 2024 to those shareholders whose e-mail addresses were registered with the Company/Depositories and whose names appeared in the Register of Members of the

Company or Register of Beneficial Owners maintained by the Depositories as on Friday, 26 April 2024 ("cut-off date").

- D. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars or any other provisions, as applicable for conducting postal ballot of the Company.
- E. Our responsibility as Scrutinizers is restricted to make Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of Postal Ballot, based on the report generated from the e-voting system provided by the National Securities Depository Limited ("NSDL").
- F. The Company had appointed NSDL for providing remote e-voting facility to the members of the Company.
- G. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the MCA Circulars.
- H. The remote e-voting period commenced on Monday, 6 May 2024 from 9.00 A.M. (IST) and ended today i.e., Tuesday, 4 June 2024 at 5.00 P.M. (IST). The members of the Company holding equity shares either in physical form or in dematerialised form, as on the cut-off date were entitled to vote on the proposed resolution(s), as set-out in the Notice, through remote e-voting facility.
- I. Accordingly, the votes casted through remote e-voting were taken into account and at the conclusion of the remote e-voting period, on Tuesday, 4 June 2024 at 5.00 P.M. (IST), the remote e-voting module of NSDL was disabled and the remote e-voting summary statement was thereafter downloaded from e-voting website of NSDL i.e. www.evoting.nsdl.com.
- J. Pursuant to Rule 20 of the Companies (Management and Administration) Rules 2014, as amended the Company had published the Newspaper advertisements in "Financial Express" (English) and in "Jansatta" (Hindi) both dated 4 May 2024.
- K. The register, in accordance with Rules 20(4)(xiv) and 22(10) of the Companies (Management and Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company. Hence there is no requirement of maintaining the list of shares with differential voting rights.

Results of the Postal Ballot through remote e-voting are as under:

Resolution No. 1 - Special Resolution:

Appointment of Lt. Gen. Ajai Singh (Retd.) (DIN: 10540436) as an Independent Director.

Sr. No.	Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
1.	Promoter and Promoter Group	Remote e-voting	1,83,36,34,385	1,83,36,34,385	100.0000	1,83,36,34,385	0	100.0000	0.0000
2.	Public Institutions		52,40,29,989	42,02,74,605	80.2005	32,60,52,838	9,42,21,767	77.5809	22.4191
3.	Public Non-Institutions		11,76,47,332	1,75,98,954	14.9591	1,75,73,168	25,786	99.8535	0.1465
Total			2,47,53,11,706	2,27,15,07,944	91.7665	2,17,72,60,391	9,42,47,553	95.8509	4.1491

Resolution No. 2 - Ordinary Resolution:

Re-appointment of Mr. Rajiv Singh (DIN: 00003214) Whole-time Director designated as Chairman.

Sr. No.	Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
1.	Promoter and Promoter Group	Remote e-voting	1,83,36,34,385	1,81,01,03,485	98.7167	1,81,01,03,485	0	100.0000	0.0000
2.	Public Institutions		52,40,29,989	41,54,20,219	79.2741	14,75,67,284	26,78,52,935	35.5224	64.4776
3.	Public Non-Institutions		11,76,47,332	1,75,99,873	14.9599	1,75,93,374	6,499	99.9631	0.0369
Total			2,47,53,11,706	2,24,31,23,577	90.6198	1,97,52,64,143	26,78,59,434	88.0586	11.9414

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account', 'Suspense Escrow Demat Account', and 'Investor Education and Protection Fund' are frozen.
2. The votes cast do not include abstained votes.
3. There were no invalid votes cast on the above resolution.
4. The aforesaid resolutions were passed by the members of the Company with requisite majority. Accordingly, we request the Chairman/ or other person authorized by him, to announce the voting result of Postal Ballot.
5. The Electronic data and other relevant documents/registers/papers and records are under our safe custody and will be handed over to the Company Secretary for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.

Thanking you,

Makarand Digitally signed by
Makarand
Madhusu Madhusudan Joshi
dan Joshi Date: 2024.06.04
20:07:08 +05'30'

CS Makarand M. Joshi
Scrutinizer
FCS No.: 5533 & CP No.: 3662
PR: 640/2019
UDIN: F005533F000529672
Date: 4 June 2024
Place: Mumbai

VINEET K Digitally signed
by VINEET K
CHAUD CHAUDHARY
HARY Date: 2024.06.04
20:12:30 +05'30'

CS Vineet K. Chaudhary
Scrutinizer
FCS No.: 5327 & CP No.: 4548
PR: 1955/2022
UDIN: F005327F000525583
Date: 4 June 2024
Place: Delhi

For DLF Limited

Ram Digitally signed by
Ram Parkash
Parkash Punjani
Punjani Date: 2024.06.04
20:17:41 +05'30'

Counter Signed by Authorised Person
Mr. R. P. Punjani, Company Secretary