

DLF LIMITED

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



27th August 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 Notice

Dear Sir/ Madam,

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith a copy of Postal Ballot Notice dispatched to the members today i.e. on **Tuesday, 27th August 2024**.

Copy of the Postal Ballot Notice is also available on the website of the Company at: <https://www.dlf.in/postal-pdf/POSTAL-BALLOT-NOTICE-DLF-Limited-07-08-24.pdf>

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
Ms. Nikita Rinwa – 09069293544/ rinwa-nikita@dlf.in

DLF LIMITED

Regd. Office: Shopping Mall, 3rd Floor, Arjun Marg
Phase-I, DLF City, Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484; Telephone No. 91-124-4334200
Website: www.dlf.in; E-mail: investor-relations@dlf.in

**POSTAL BALLOT NOTICE**

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 28 August 2024 at 9.00 A.M. (IST)	Thursday, 26 September 2024 at 5.00 P.M. (IST)

Notice is hereby given to the members of DLF Limited (the ‘**Company**’) that in terms of the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for the time being in force] read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and in compliance with General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022 and No. 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs (hereinafter referred to as ‘**MCA**’) for holding general meetings/ conducting postal ballot (hereinafter collectively referred to as ‘**MCA Circulars**’), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, relevant circulars issued by the Securities and Exchange Board of India in this regard, Secretarial Standard on General Meetings (hereinafter referred to as ‘**SS-2**’) issued by the Institute of Company Secretaries of India and subject to such other laws, rules and regulations, as applicable, the Company is seeking consent of its members for the proposed Resolution as set-out hereinbelow, by way of Postal Ballot through remote e-voting facility.

In view of the MCA Circulars, the Company is sending this Notice only in electronic form, to those members whose e-mail ID is registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the members for this Postal Ballot. Members are requested to give their assent/ dissent only through the remote e-voting facility. The instructions to cast vote through remote e-voting forms part of the Notes to this Notice.

The Resolution proposed to be passed by way of Postal Ballot and the Statement setting-out the material facts and reasons for the proposal are appended below for consideration of the members:

SPECIAL BUSINESS**APPOINTMENT OF MR. MAHENDER SINGH (DIN: 07850935) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to give assent/ dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof, for time being in force], Article 101(2) and 109A of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Mahender Singh (DIN: 07850935), who was appointed as an Additional Director (in independent capacity) of the Company with effect from 7 August 2024, meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. up to 6 August 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may, in its discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this Resolution.”

**By Order of the Board
for DLF LIMITED**

R.P. Punjani
Company Secretary
FCS 3757

Gurugram
7 August 2024

Regd. Office: Shopping Mall
3rd Floor, Arjun Marg, Phase-I
DLF City, Gurugram – 122 002, Haryana
CIN: L70101HR1963PLC002484
Telephone No.: 91-124-4334200
Website: www.dlf.in
E-mail: investor-relations@dlf.in

NOTES AND INSTRUCTIONS

1. The Statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') setting-out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot, vide General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated 13 April 2020, No. 22/2020 dated 15 June 2020, No. 33/2020 dated 28 September 2020, No. 39/2020 dated 31 December 2020, No. 10/2021 dated 23 June 2021, No. 20/2021 dated 8 December 2021, No. 03/2022 dated 5 May 2022, No. 11/2022 dated 28 December 2022 and No. 09/2023 dated 25 September 2023 (hereinafter collectively referred to as 'MCA Circulars'), this Notice is being sent only by e-mail to the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') (hereinafter collectively referred to as 'Depositories') and whose names appear in the Register of Members maintained by the Company/ list of Beneficial Owners as received from the Depositories as of **Friday, 23 August 2024 ('Cut-off Date')**.
3. It is clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail ID with the Company or the Depositories) shall be entitled to vote on the Resolution in accordance with the process specified in this Notice.
4. The members may note that this Notice will also be available on the Company's website at www.dlf.in, websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com, respectively and NSDL at <https://www.evoting.nsdl.com>, being the agency providing the remote e-voting facility.
5. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding equity shares in physical mode are requested to contact KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ('KFin'/ 'RTA') and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective Depository Participants ('DPs') for the same.
6. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (Bank account number, Bank and Branch Name and Address, IFSC and MICR code) to their respective DPs. Changes intimated to the DPs will automatically be reflected in the Company's record, which will help the Company/ RTA to provide efficient and better services.

As per Circulars issued by SEBI from time to time, it is mandatory for the Shareholders, holding equity shares in physical mode to furnish their PAN, Contact details including Mobile number, Bank account details and Specimen signature before getting any investor service request processed.
7. Members holding equity shares in physical mode are requested to provide the aforesaid information by submitting Form ISR-1 (available on the website of the Company at www.dlf.in) duly filled and signed along with requisite supporting documents as mentioned therein, to KFin or at the Registered Office/ Corporate Office of the Company at the address mentioned at Note No. 9 below.
8. Members holding equity shares in physical mode, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidation of their holding in one folio. Request for consolidation of holding shall be processed in dematerialised form only.
9. Documents referred to in Note No. 7 and 8 above, may be sent to the KFin at its office at Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, Telangana. The contact details of the RTA are: Toll Free No. 1-800-309-4001; E-mail: einward.ris@kfintech.com; Website: www.kfintech.com and/ or <https://ris.kfintech.com/>;

Contact Person: Mr. Rajkumar Kale. KFin is also the depository interface of the Company with both the Depositories. However, keeping in view the convenience of the members, documents relating to equity shares will also be accepted by (i) KFin at 305, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001, Ph.: 011-41911308; (ii) the Company at its Registered Office; and also at (iii) Corporate Office: DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122 002, Haryana.

10. Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-Resident Indians) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representative to participate through remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at dlfscrutinizer@gmail.com or dlfevoting@dlf.in with a copy to evoting@nsdl.com.
11. Voting rights will be reckoned on the paid-up value of equity shares registered in the name(s) of the members as on the Cut-off Date. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners, maintained by the Depositories as on the Cut-off Date will be entitled to cast their vote by remote e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
12. Dispatch of the Notice shall be deemed to be completed on or before **Tuesday, 27 August 2024**.
13. Remote e-voting will commence on **Wednesday, 28 August 2024 at 9.00 A.M. (IST)** and end on **Thursday, 26 September 2024 at 5.00 P.M. (IST)**.
14. The Company has appointed Mr. Vineet K. Chaudhary (FCS 5327), Company Secretary in practice as Scrutinizer and Mr. Deepak Kukreja (FCS 4140), Company Secretary in practice as Alternate Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
15. The Scrutinizer(s) shall submit their Report within 2 (two) working days of the conclusion of the remote e-voting to the Chairman or any other authorised person, who shall countersign and declare the result of the voting forthwith. The Resolution, if passed by the requisite majority, shall be deemed to have been passed at a duly convened general meeting.
16. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **26 September 2024 (Thursday)**.
17. The result of the Postal Ballot along with the Scrutinizers' Report will also be placed on the Company's website at www.dlf.in and on the website of NSDL at <https://www.evoting.nsdl.com> and on the notice board at the Registered Office and Corporate Office of the Company. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
18. Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice till the period of conclusion of the remote e-voting. Members seeking inspection of such documents can send an e-mail to investor-relations@dlf.in.
19. The details in terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed hereto and forms part of this Notice.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL on the Resolution set-forth in this Notice of Postal Ballot, through remote e-voting only.

I. Information relating to remote e-voting:

- i. Day, date and time of commencement of voting through electronic means: **Wednesday, 28 August 2024 at 9.00 A.M. (IST)**.
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Thursday, 26 September 2024 at 5.00 P.M. (IST)**.

II. Instructions relating to remote e-voting:

How do I vote electronically using NSDL e-voting system?




The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding equity shares in demat mode

Pursuant to SEBI Master Circular dated 11 July 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP), thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Login method for Individual shareholders holding equity shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding equity shares in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="461 678 1368 981">1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. This will prompt one to enter their existing User ID and Password. After successful authentication, one will be able to see e-voting services under value added services. Click on 'Access to e-voting' under e-voting services and one will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and user will be re-directed to e-voting website of NSDL for casting their vote during the remote e-voting period. <li data-bbox="461 995 1368 1083">2. If one is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <li data-bbox="461 1097 1368 1401">3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section. A new screen will open. One will have to enter the User ID (i.e. sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, user will be redirected to NSDL Depository website wherein one can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and one will be redirected to e-voting website of NSDL for casting the vote during the remote e-voting period. <li data-bbox="461 1415 1368 1515">4. Shareholders/ Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="679 1530 1135 1805" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding equity shares in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/ Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use the existing Myeasi username & password. After successful login, the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number and e-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding equity shares in demat mode through their Depository Participants	Users can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/ CDSL for e-voting facility. Upon logging in, they will be able to see e-voting option. Click on e-voting option, they will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein they can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and they will be redirected to e-voting website of NSDL for casting their vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at the above-mentioned website.

Helpdesk for Individual Shareholders holding equity shares in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding equity shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding equity shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 (Monday-Friday)

B) Login Method for shareholders other than Individual shareholders holding equity shares in demat mode and shareholders holding equity shares in physical mode.

How to Log-in to NSDL e-voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.

3. A new screen will open. One will have to enter the User ID, Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if users are registered for NSDL e-Services i.e. IDeAS, they can log-in at <https://eservices.nSDL.com/> with their existing IDeAS login. Once users log-in to NSDL e-Services after using their log-in credentials, click on e-voting and they can proceed to Step 2 i.e. Cast their vote electronically.

4. User ID details are given below:

Manner of holding equity shares i.e. Demat (NSDL or CDSL) or Physical	User ID is:
a) For members who hold equity shares in Demat Account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if the DP ID is IN300*** and Client ID is 12***** then the user ID is IN300***12*****
b) For members who hold equity shares in Demat Account with CDSL.	16 Digit Beneficiary ID For example, if the Beneficiary ID is 12***** then the user ID is 12*****
c) For members holding equity shares in Physical Mode.	E-Voting Event Number (EVEN) followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then the user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

‘in process for those shareholders whose e-mail ID is not registered’

- a) If user is already registered for e-voting, then they can use their existing password to login and cast their vote.

6. If a user is unable to retrieve or has not received the ‘Initial password’ or has forgotten the password:

- b) If user is using NSDL e-voting system for the first time, they will need to retrieve the ‘initial password’ which was communicated to them. Once a user retrieves the ‘initial password’, they need to enter the ‘initial password’ and the system will ask them to change password.

- a) Click on **‘Forgot User Details/ Password?’** (If one is holding equity shares in their demat account with NSDL or CDSL), option available on www.evoting.nSDL.com.

- c) How to retrieve the ‘initial password’?

- b) **‘Physical User Reset Password?’** (If one is holding equity shares in physical mode), option available on www.evoting.nSDL.com.

- i. If a users’ e-mail ID is registered in the demat account or with the Company, the ‘initial password’ is communicated on the e-mail ID. Trace the e-mail sent from NSDL in the mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is the 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for equity shares held in physical mode. The .pdf file contains the ‘User ID’ and ‘initial password’.

- c) If one is still unable to get the password by the aforesaid two options, one can send a request at evoting@nsdl.com mentioning their demat account number/ folio number, PAN, name and registered address etc.

- ii. If a users’ e-mail ID is not registered, please follow steps mentioned below

- d) Members can also use the OTP (One Time Password) based login for casting the vote on the e-voting system of NSDL.

7. After entering their password, tick on Agree to ‘Terms and Conditions’ by selecting on the check box.

8. Now, the user will have to click on ‘Login’ button.

9. After clicking on the 'Login' button, Home page of e-voting will open.

Step 2: Casting of vote electronically on NSDL e-voting system

How to cast a vote electronically on NSDL e-voting system?

1. After successful login at Step 1, one will be able to see all the companies 'EVEN' in which the user is holding equity shares and whose voting cycle is in active status.
2. Select 'EVEN' of company for which one wish to cast the vote during the remote e-voting period.
3. Now one is ready for e-voting as the voting page opens.
4. Cast vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of equity shares for which one wishes to cast their vote and click on 'Submit' and also 'Confirm' when prompted.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. One can also take the printout of the vote cast by clicking on the print option on the confirmation page.
7. Once a user confirms the vote on the Resolution, one will not be allowed to modify their vote.

The remote e-voting period commences on **Wednesday, 28 August 2024 at 9.00 A.M. (IST)** and ends on **Thursday, 26 September 2024 at 5.00 P.M. (IST)**. During this period, members of the Company, holding equity shares either in physical mode or in demat mode, as on the Cut-off Date i.e. **23 August 2024 (Friday)** may cast their vote electronically by way of remote e-voting only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on the Resolution is cast by the member, the member shall not be allowed to change it subsequently.

Process for those shareholders whose e-mail ID is not registered with the Depositories for procuring user id and password and registration of e-mail ID for e-voting for the Resolution set-out in this Notice:

1. In case equity shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card),

AADHAAR (self-attested scanned copy of Aadhaar Card) at investor-relations@dlf.in.

2. In case equity shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name of shareholder, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN Card), AADHAAR (self-attested scanned copy of Aadhaar Card) at investor-relations@dlf.in. If one is an Individual shareholder holding equity shares in demat mode, one is requested to refer to the login method explained at **Step 1(A) i.e. Login method for e-voting for Individual shareholders holding equity shares in demat mode.**
3. Alternatively, shareholders/ members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by providing above mentioned documents.

General Guidelines for shareholders

1. It is recommended not to share the password with any other person and take utmost care to keep the password confidential. Login to the e-voting website will be disabled upon 5 (five) unsuccessful attempts to key in the correct password. In such an event, one will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, one may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mahtre at evoting@nsdl.com.

STATEMENT/ EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Article 101(2) and 109A of the Articles of Association of the Company, Mr. Mahender Singh (DIN: 07850935) was appointed as an Additional Director (in independent capacity) of the Company with effect from 7 August 2024

by the Board of Directors of the Company. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Mahender Singh shall hold office until the date of next General Meeting or for a period of 3 (three) months from the date of the appointment, whichever is earlier.

Mr. Mahender Singh, aged about 66 years, has vast experience in Finance, Taxation, Legal, Administration, Compliance, Leadership and Strategic Management etc.

Mr. Mahender Singh holds a master's degree in English. He is a former Indian Revenue Service (Customs and Central Excise) Officer of the 1981 Batch. With a career spanning over 37 years, he has held various important positions in Indirect Taxation i.e. Customs, Central Excise and Service Tax. As Member (GST) under the Central Board of Excise and Customs, he was instrumental in implementing and rolling out Goods and Services Tax in the Country. He streamlined the process of audit, throughout the Country for Central Excise and Service Tax formations under the Central Board of Excise and Customs. He was awarded an 'Appreciation Certificate' twice by the Hon'ble Finance Minister of India for his contributions. He superannuated as Member (GST), Central Board of Indirect Taxes and Customs in December 2018.

In March 2019, under the aegis of the Hon'ble Prime Minister of India and a High-Power Committee, Mr. Mahender Singh was appointed as Member of the first Lokpal of India. The Lokpal is the first institution of its kind in independent India, established under the Lokpal and Lokayuktas Act, 2013 to inquire and investigate into allegations of corruption against public functionaries. He superannuated as Member, Lokpal of India in March 2024.

Mr. Mahender Singh is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any order passed by SEBI or any other authority. He has registered himself with the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs.

The Company has received:

- (i) consent from Mr. Mahender Singh to act as a Director of the Company in accordance with Section 152 of the Act.
- (ii) declaration of Independence from Mr. Mahender Singh stating that he fulfils the conditions as set-out in Section 149(6) and Schedule IV of the Act and

Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director.

- (iii) confirmation in terms of the Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company without any external influence.
- (iv) notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Mahender Singh for the office of Director of the Company.

The Nomination and Remuneration Committee, in its meeting held on 7 August 2024, considering the capabilities, skills, experience of Mr. Mahender Singh and based on the desired attributes for selection of the Independent Director, recommended the candidature of Mr. Mahender Singh as an Independent Director, not liable to retire by rotation for a term of 5 (five) consecutive years on the Board of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in its meeting held on 7 August 2024, subject to the approval of shareholders, approved the appointment of Mr. Mahender Singh as an Independent Director of the Company (not liable to retire by rotation) to hold office for a term of 5 (five) consecutive years i.e. up to 6 August 2029.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mahender Singh possesses the skills, knowledge, expertise and competencies in the context of the Company's business, particularly in the areas of finance, taxation, legal, compliance, leadership and strategic management.

In the opinion of the Board, Mr. Mahender Singh fulfils the conditions specified in the Act, Rules made thereunder and the requirements under the SEBI Listing Regulations for the appointment of an Independent Director and hence, it would be in the interest of the Company to avail his services as an Independent Director.

The terms and conditions of the appointment of Independent Director would be available for inspection by the members electronically and are also disclosed on the website of the Company at https://www.dlf.in/corporate-governance-policies/DLF_Terms-and-Conditions_Independent-Director.pdf.



Members seeking to inspect the same can send an e-mail to **investor-relations@dlf.in**.

The details in terms of the Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including SS-2) are annexed herewith and forms part of this Notice.

Mr. Mahender Singh, being the appointee, is interested in the Resolution. The relatives of Mr. Mahender Singh may be deemed to be interested in the said Resolution, to the extent of their shareholding, if any, in the Company. Save and except for the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board commends the Resolution for approval of the members as a *Special Resolution*.

By Order of the Board
for **DLF LIMITED**

R.P. Punjani
Company Secretary
FCS 3757

Gurugram
7 August 2024

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DLF City, Gurugram – 122 002, Haryana
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Telephone No.: 91-124-4334200
Website: **www.dlf.in**
E-mail: **investor-relations@dlf.in**

Details of Director seeking Appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2)

Name of Director	Mr. Mahender Singh
Director Identification Number (DIN)	07850935
Date of Birth	9 December 1958
Age	66 years
Date of first Appointment	7 August 2024
Qualification(s)	M.A. (English) from Maharshi Dayanand University, Indian Revenue Service 1981 Batch.
Number of equity shares held including shareholding as a beneficial owner	Nil
Brief Resume	As mentioned in the Statement.
Experience/ Expertise in specific functional areas	<p>Mr. Mahender Singh is a former Indian Revenue Service (Customs and Central Excise) Officer of the 1981 Batch. With a career spanning over 37 years, he has held various important positions in Indirect Taxation i.e. Customs, Central Excise and Service Tax. As Member (GST) under the Central Board of Excise and Customs, he was instrumental in implementing and rolling out GST in the Country. He streamlined the process of audit, throughout the Country for Central Excise and Service Tax formations under the Central Board of Excise and Customs. He was awarded an 'Appreciation Certificate' twice by the Hon'ble Finance Minister of India for his contributions. He superannuated as Member (GST), Central Board of Indirect Taxes and Customs in December 2018.</p> <p>In March 2019, under the aegis of the Hon'ble Prime Minister of India and a High-Power Committee, Mr. Mahender Singh was appointed as Member of the first Lokpal of India. He superannuated as Member, Lokpal of India in March 2024.</p>
Terms and Conditions of Appointment	As mentioned in the Statement.
Other Directorship(s) [including Directorships in other listed entities]	Prayatna Microfinance Limited
Committee Positions in other Public Companies#	Nil
Number of Board meetings attended	N.A.
Remuneration last drawn (including Sitting fee and Commission)	N.A.
Remuneration proposed to be paid (including Sitting fee and Commission)	Sitting fee as per the limits approved by the Board of Directors and Commission receivable as an Independent Director, if recommended by the Nomination and Remuneration Committee and approved by the Board of Directors as per the applicable limits and provisions of the Companies Act, 2013, as amended, from time to time.
Relationships between Directors inter-se and other Key Managerial Personnel	N.A.
Listed entities from which the Director has resigned in the past three years	N.A.
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	As mentioned in the Statement.

Committee positions of only Audit and Stakeholders Relationship Committee considered.