

DLF LIMITED

DLF Gateway Tower, R Block,
DLF City Phase-III, Gurugram-122 002, Haryana
(India)
Tel. : +91-124-4769000



23 September 2020

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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Dear Sir,

Ref : ISIN – INE271C01023

Sub: 55th Annual General Meeting (AGM)

Kindly find enclosed herewith the following documents in connection with the 55th AGM of the Company held on 23 September 2020 :-

- i) A copy of Chairman's speech;
- ii) Summary of proceedings;
- iii) Voting Results in the prescribed format under Regulation 44 of the SEBI (LODR) Regulations, 2015; and
- iv) Scrutinizer's Report.

Kindly be informed that all the Resolutions for consideration at the 55th AGM, as set out in the Notice dated 05 August 2020 have been passed by the Members by requisite majority.

This is for your kind information and record please.

Thanking you,

Yours faithfully,
For **DLF Limited**

Subhash Setia
Company Secretary

Encl: As above

For Stock Exchange's clarifications, please contact:- 1. Mr. Subhash Setia - 09873718989/setia-subhash@dlf.in 2. Mr. Raju Paul - 09999333687/paul-raju@dlf.in

55th ANNUAL GENERAL MEETING

Chairman's Speech

Dear Shareholders,

On behalf of the Board of Directors and the management, I welcome you all to the 55th Annual General Meeting of DLF Limited. I thank you for taking out time to join us virtually today.

At the outset of these proceedings, it is only befitting that we put on record our deepest appreciation and gratitude for Dr. KP Singh, who has led this Company from the front to great heights and who has now retired after an illustrious journey of over five decades. We are thankful to him that he has agreed to continue to guide us as Chairman Emeritus in the times to come. Dr. Singh's pioneering and visionary efforts in urban development and role of Public Private Partnerships have and shall continue to inspire us in the times to come. We remain committed to realizing his dreams of vibrant communities through urbanization.

The world is grappling with an unprecedented crisis owing to the pandemic and its consequent impact on all facets of society. Your Company, during these challenging times, remained committed to fulfill our deep responsibilities towards society. Business continuity and seamless service provisions for all our stakeholders was ensured during these times. Your Company along with DLF Foundation leveraged its reach with its presence in 14 states and 21 cities by partnering with the State Governments, District Administrations, Police and several local government departments to provide relief to the affected with greater focus on the most vulnerable sections of society. Your Company ensured requisite provisions of meals, distribution of dry rations and medical supplies.

The economy is facing an unprecedented crisis due to this event, but we are confident that the timely and focused initiatives of the Government led by Hon'ble Prime Minister Shri Narendra Modi, shall successfully steer the nation through these difficult times. We on our part shall continue to strive to do our best to help contribute to these initiatives and overcome the challenges that the economy faces today.

Your Company has leveraged this opportunity to recommit itself to transform into an even more efficient, lean and agile organization. Your Company has experienced various cycles in its long history of more than seven decades, and we have created a resilient organization capable of handling such unforeseen challenges.

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The residential segment is witnessing early green shoots of revival across markets with increased interest in the mid-income & affordable segment. Your Company has successfully created vibrant communities and with its completed inventory is ready to leverage its unique position once normalcy returns. You would be delighted to know that Your Company continues to strive in creating value by unlocking its land bank. In this context, we have commenced planning of scaling up launches and offering a bouquet of diversified offerings across segments with greater value proposition in line with the market leading to a healthy sales revival. You would be glad to note that work on most of our sites has started rapidly returning to normalcy.

Your Company has successfully created an unparalleled portfolio of rental assets comprising marquee offices and retail properties ensuring a steadily growing income stream. The office business continues to demonstrate strong performance and will continue to contribute significantly in the growth of the Company. You would be pleased to know that the office's portfolio continues to tread on its growth path with the latest addition of a marquee office destination – Cyber Park in Gurugram. Your Company has also commenced development of 2 new commercial destinations - “Downtown” at Chennai and Gurugram. The development of these projects remains on track.

The retail segment witnessed significant adverse impact owing to the pandemic & the consequent lockdown restrictions. We expect a gradual recovery in this segment as things return to normalcy.

The Company, as you are aware, was well poised to start on a new growth path when the pandemic intervened. Now with your support, we will dedicate ourselves fully to that objective.

I am grateful to all our stakeholders & partners for their support, my fellow Board members for their exemplary leadership and continued guidance, the management team and employees for diligent execution of the organizations's vision and strategy.

To summarize in the end, I firmly believe that the inherent strength and the fundamentals of your business remain unaltered and I seek your continued support as your Company recommits itself to embark on this journey of growth and long-term value creation for its stakeholders.

Stay safe, stay healthy and my best wishes to you and your families.

Thank You.
Rajiv Singh
Chairman

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SUMMARY OF PROCEEDINGS OF THE 55th ANNUAL GENERAL MEETING HELD ON 23 SEPTEMBER 2020

The 55th Annual General Meeting (AGM) of the Members of the Company was held on **Wednesday, 23 September 2020, at 12.00 Noon (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).**

Mr. Rajiv Singh, Chairman, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order.

The Company Secretary introduced all the Directors, Statutory Auditors, Cost Auditor and Company Secretary in Practice participated at the meeting.

The Chairman & Directors greeted the members attending the AGM.

The Company Secretary informed the shareholders that in view of the COVID-19 pandemic and continuous nationwide lockdown, the Ministry of Corporate Affairs ('MCA') vide its general circular no. 20/2020 dated 5 May 2020 read with general circular no. 14/2020 dated 8 April 2020 and general circular no. 17/2020 dated 13 April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA Circulars, the AGM of the Company has been held through VC/ OAVM. The deemed venue of the AGM was the registered office of the Company.

The Company issued public notices on 28 August 2020 and 1 September 2020 in English and Hindi News Papers informing the date of 55th AGM, fixing the record date and request for updating bank accounts details etc. Notice of the AGM and Annual Report was mailed only to those members whose email id was registered with the Company and Depository Participants. Facility was also provided to others to register their emails.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the Members entitled to cast their votes on all resolutions. Remote e-voting facility commenced at 9.30 A.M.(IST) on 19 September 2020 and ended at 5.00 P.M.(IST) on 22 September 2020.

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The Chairman delivered his speech inter alia, on the Company's support to the vulnerable section of the society during COVID-19, financials, recent development, and future business prospects. A copy of the Chairman's speech was submitted to the stock exchanges separately.

The Chairman briefed the businesses transacted at the 55th AGM and explained the objective and implications of each resolution put to vote at the meeting.

The Chairman requested the Members to ask questions or seek clarifications or express their views on the Agenda items. Thereafter, the Chairman responded to the queries raised by the Members and on the advise of the Chairman some queries relating to Financial Statements were answered by Mr. Vivek Anand, Group CFO.

The Chairman further informed the Members that Insta-poll (e-voting) facility was also provided for 15 minutes to those Members who did not participate in remote e-voting.

The following items of business as set out in the Notice convening 55th Annual General Meeting (AGM) were transacted as follows :-

Ordinary Business:-

- i) (a) Adoption of Audited Financial Statements (Standalone) for the financial year ended 31 March 2020 together with the Reports of the Board of Directors and Auditors thereon;
(b) Adoption of Audited Financial Statements (Consolidated) for the financial year ended 31 March 2020 together with the Reports of the Auditors thereon;
- ii) Confirmation of payment of interim dividend and Declaration of Dividend of Re. 0.80/- per equity share on face value of Rs.2/- each for the financial year ended 31 March 2020;
- iii) Re-appointment of Mr. Ashok Kumar Tyagi, (DIN:00254161), who retires by rotation and being eligible, has offered for re-appointment; and
- iv) Re-appointment of Mr. Devinder Singh (DIN:002569464), who retires by rotation and being eligible, has offered for re-appointment;

Special Business:-

- v) Ratification of the remuneration payable to the Cost Auditor, M/s. R.J. Goel & Co., Cost Accountants (FRN-000026); and
- vi) Appointment of Ms. Savitri Devi Singh as Executive Director – London Office. (The Chairman being interested, item was chaired by Mr. Ved Kumar Jain, Chairman, Audit Committee).

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Mr. Ashok Tyagi (FCS 2968), Company Secretary in practice and Mr. Vineet K. Chaudhary (FCS 5327), Company Secretary in practice, was appointed as the scrutiniser(s) to scrutinise the voting process through electronic means (i.e. remote e-voting and voting at the meeting by using electronic system).

The Chairman advised the Members that Voting Results along with Scrutinizer's Report would be made available on the websites of the Company and National Securities Depository Limited (NSDL). The voting results would also be forwarded to National Stock Exchange Limited (NSE) & Bombay Stock Exchange Limited (BSE), where the shares of the Company is listed.

The meeting was concluded at 13.15 Hrs. with a vote of thanks.

All the resolutions for consideration at 55th AGM, as set out in the Notice dated 5 August 2020 were passed by the Members with requisite majority through remote e-voting including insta-poll (e-voting) at AGM by the Members.

Note: This is not the minutes of the proceedings of the AGM of the Company.

Thanking you,

Yours faithfully,
for **DLF LTD.**

A handwritten signature in black ink, appearing to read 'Subhash Setia', written over a horizontal line.

Subhash Setia
Company Secretary

	DLF LIMITED
Date of the AGM/EGM	23-09-2020
Total number of shareholders on record date	338637
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	23
Public:	200

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements including Consolidated Financial Statements for the financial year ended 31 March, 2020									
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	1,85,52,28,865	1,85,52,28,865	100.0000	1,85,52,28,865	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		1,85,52,28,865	100.0000	1,85,52,28,865	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,71,56,652	40,33,87,534	81.1389	40,33,87,534	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		40,33,87,534	81.1389	40,33,87,534	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	12,29,26,189	10,31,008	0.8387	10,27,019	3,989	99.6130	0.3869	0	0
	Poll		1,19,653	0.0973	1,19,653	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,50,661	0.936	11,46,672	3,989	99.6533	0.3467	0	0
Total		2,47,53,11,706	2,25,97,67,060	91.2922	2,25,97,63,071	3,989	99.9998	0.0002	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of payment of Interim Dividend and declaration of Final Dividend									
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
	E-Voting	1,85,52,28,865	1,85,52,28,865	100.0000	1,85,52,28,865	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0

Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,85,52,28,865	100.0000	1,85,52,28,865	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,71,56,652	40,72,23,860	81.9106	40,20,79,455	51,44,405	98.7367	1.2632	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		40,72,23,860	81.9106	40,20,79,455	51,44,405	98.7367	1.2633	0	0
Public- Non Institutions	E-Voting	12,29,26,189	10,31,006	0.8387	10,26,971	4,035	99.6086	0.3913	0	0
	Poll		1,19,653	0.0973	1,19,653	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,50,659	0.936	11,46,624	4,035	99.6493	0.3507	0	0
	Total	2,47,53,11,706	2,26,36,03,384	91.4472	2,25,84,54,944	51,48,440	99.7726	0.2274	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Ashok Kumar Tyagi DIN 00254161									
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	1,85,52,28,865	1,85,52,28,865	100.0000	1,85,52,28,865	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		1,85,52,28,865	100.0000	1,85,52,28,865	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,71,56,652	40,72,23,860	81.9106	39,96,76,146	75,47,714	98.1465	1.8534	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		40,72,23,860	81.9106	39,96,76,146	75,47,714	98.1465	1.8535	0	0
Public- Non Institutions	E-Voting	12,29,26,189	10,30,828	0.8386	10,22,963	7,865	99.2370	0.7629	0	0
	Poll		1,19,653	0.0973	1,19,635	18	99.9849	0.0150	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,50,481	0.9359	11,42,598	7,883	99.3148	0.6852	0	0
	Total	2,47,53,11,706	2,26,36,03,206	91.4472	2,25,60,47,609	75,55,597	99.6662	0.3338	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Devinder Singh DIN 02569464									
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	1,85,52,28,865	1,85,52,28,865	100.0000	1,85,52,28,865	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		1,85,52,28,865	100.0000	1,85,52,28,865	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,71,56,652	40,72,23,860	81.9106	39,98,82,182	73,41,678	98.1971	1.8028	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		40,72,23,860	81.9106	39,98,82,182	73,41,678	98.1971	1.8029	0	0
Public- Non Institutions	E-Voting	12,29,26,189	10,31,008	0.8387	10,22,915	8,093	99.2150	0.7849	0	0
	Poll		1,19,653	0.0973	1,19,635	18	99.9849	0.0150	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,50,661	0.936	11,42,550	8,111	99.2951	0.7049	0	0
Total		2,47,53,11,706	2,26,36,03,386	91.4472	2,25,62,53,597	73,49,789	99.6753	0.3247	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval Ratification of remuneration payable to Cost Auditor.									
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	1,85,52,28,865	1,85,52,28,865	100.0000	1,85,52,28,865	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		1,85,52,28,865	100.0000	1,85,52,28,865	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,71,56,652	40,72,23,860	81.9106	40,72,23,860	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		40,72,23,860	81.9106	40,72,23,860	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	12,29,26,189	10,31,008	0.8387	10,25,381	5,627	99.4542	0.5457	0	0
	Poll		1,19,653	0.0973	1,19,653	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,50,661	0.936	11,45,034	5,627	99.5110	0.4890	0	0
Total		2,47,53,11,706	2,26,36,03,386	91.4472	2,26,35,97,759	5,627	99.9998	0.0002	0	0

Resolution No.	6									
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Resolution required: (Ordinary/ Special)	ORDINARY - Approval for appointment of Ms. Savitri Devi Singh as Executive Director – London Office									
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	1,85,52,28,865	1,85,46,58,465	99.9693	1,85,46,58,465	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		1,85,46,58,465	99.9693	1,85,46,58,465	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	49,71,56,652	40,72,23,860	81.9106	40,72,23,860	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		40,72,23,860	81.9106	40,72,23,860	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	12,29,26,189	10,31,008	0.8387	10,24,765	6,243	99.3944	0.6055	0	0
	Poll		1,19,653	0.0973	1,19,643	10	99.9916	0.0083	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,50,661	0.936	11,44,408	6,253	99.4566	0.5434	0	0
Total		2,47,53,11,706	2,26,30,32,986	91.4242	2,26,30,26,733	6,253	99.9997	0.0003	0	0

For **DLF Limited**


Company Secretary

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

September 23, 2020

To
The Chairman,
DLF LIMITED
CIN: L70101HR1963PLC002484
Registered Office: Shopping Mall, 3rd Floor Arjun Marg,
Phase I, DLF City, Gurugram, Haryana-122002, India

55th Annual General Meeting (“AGM”) of the Members of the DLF LIMITED (“the Company”) held on Wednesday, September 23, 2020 at 12:00 Noon (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means('OAVM')

Dear Sir,

We, CS Ashok Tyagi (Membership No. F2968 and C.P. No. 7322) and CS Vineet K Chaudhary, (Membership No. F5327 and C.P. No. 4548) Company Secretaries in whole time practice were appointed as Scrutinizers, to scrutinize and to ascertain the requisite majority, on the resolutions proposed to be passed through the remote e-voting process as well as the e-voting facility (collectively referred to as “**e-voting facility**”) provided to the members under the provisions of Section 108 and any other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with the Ministry of Corporate Affairs (“MCA”) General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “**MCA Circulars**”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“**SEBI Circular**”) issued in this regard.

Service Provider

1. The Company has availed the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM on all the items of the business(es) (Ordinary as well as Special) transacted at the AGM of the Company.

Management’s Responsibility

2. 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 Regulations, the MCA Circulars and the SEBI Circular or any other provisions, as applicable for the AGM of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizers’ Responsibility

3. Our responsibility as Scrutinizers for the e-voting facility is restricted to make Scrutinizers’ Report of the votes cast “For” or “Against” the resolutions stated in the Notice of the AGM dated August 05, 2020. Based on the reports generated from the e-voting system provided by the service provider i.e. (NSDL) and documents furnished to us electronically by the Company and/or NSDL for our verification.

Notice in electronic mode

4. The notice for AGM was sent to all the Members/Beneficiaries electronically on August 31, 2020, whose E-mail IDs were registered with the Company or Depository Participants in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI Circulars. Further, the notice for AGM was available on the website of the Company and on the websites of National Stock Exchange of India Limited (“NSE”) & BSE limited (“BSE”), Stock Exchanges where Company’s shares are listed.

Cut-off date

5. The Members of the Company as on the “cut-off date” for e-voting facility i.e. Wednesday, September 16, 2020 were entitled to avail the e-voting facility on the proposed resolutions (Item nos. 1 to 6) as set out in the Notice of the AGM.

Remote e-Voting process

6. The remote e-voting period remained open from **Saturday, September 19, 2020 at 9.30 A.M. (IST)** and ended on **Tuesday, September 22 2020 at 5.00 P.M. (IST)** on the designated website <https://www.evoting.nsdl.com/> of NSDL.

Newspaper Advertisements

7. Pursuant to applicable provisions of the MCA Circulars, the Company had published the advertisement in English in “Financial Express” newspaper having wide circulation dated August 28, 2020 and in Hindi in “Jansatta” newspaper dated August 28, 2020.
8. Pursuant to Rule 20 of the Companies (Management and Administration Rules) 2014, as amended, the Company had published the advertisements in English in “Financial Express” newspaper having wide circulation dated September 01, 2020 and in Hindi in “Jansatta” newspaper dated September 01, 2020.

E-voting at the AGM

9. At the AGM of the Company held through VC/OAVM on Wednesday, September 23, 2020, after considering all the items of business, the facility to vote electronically was provided to those members who were attending the meeting through VC/OAVM but could not participate in the remote e-voting process to cast their votes.

After the closure of e-voting at the AGM, the e-voting conducted at the AGM and the remote e-voting conducted prior to the AGM were unblocked and were downloaded in the presence of two independent witnesses, Mohit K Dixit and Kanishka Tyagi, who are not in the employment of the Company. The Votes casted by the members were reconciled with the records maintained by KFIN Technologies Private Limited (formerly Karvy Fintech Private Limited), the Registrar and Transfer Agent of the Company and the Authorizations lodged with the Company.

Consolidated results of e-voting facility

10. After scrutinizing and reviewing the report of remote e-voting conducted prior to the AGM and e-voting conducting at the AGM and votes cast therein based on the data downloaded from the NSDL Portal, we hereby submit the consolidated results of e-voting facility for the AGM as under:

Resolution 01: Ordinary Resolution

- (a) Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the report of Board of Directors and Auditors thereon; and
- (b) Adoption of the Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the report of Board of Directors and Auditors thereon.

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting facility	970	2,25,97,67,060	948	2,25,97,63,071	99.999	22	3,989	0.001
TOTAL	970	2,25,97,67,060	948	2,25,97,63,071	99.999	22	3,989	0.001

	Particulars	Voters	No of Votes
	Total*	970	2,25,97,67,060
Less	Invalid Votes	-	-
	Total Valid Votes	970	2,25,97,67,060

*04 members have less voted for 46,94,990 shares.

Resolution 02: Ordinary Resolution

Confirmation for Payment of Interim Dividend and to declare final dividend on equity shares for the financial year 2019-20.

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting facility	975	2,26,36,03,384	948	2,25,84,54,944	99.772	27	51,48,440	0.228
TOTAL	975	2,26,36,03,384	948	2,25,84,54,944	99.772	27	51,48,440	0.228

	Particulars	Voters	No of Votes
	Total*	975	2,26,36,03,384
Less	Invalid Votes	-	-
	Total Valid Votes	975	2,26,36,03,384

*04 members have less voted for 46,94,990 shares.

Resolution 03: Ordinary Resolution

Appointment of a Director in place of Mr. Ashok Kumar Tyagi (DIN: 00254161), liable to retire by rotation and being eligible, offers himself for re-appointment.

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Vote rs	No. of Votes	Voting %	Vo ter s	No. of Votes	Voting %
E-voting facility	975	2,26,36,03,206	903	2,25,60,47,609	99.667	72	75,55,597	0.333
TOTAL	975	2,26,36,03,206	903	2,25,60,47,609	99.667	72	75,55,597	0.333

	Particulars	Voters	No of Votes
	Total*	975	2,26,36,03,206
Less	Invalid Votes	-	-
	Total Valid Votes	975	2,26,36,03,206

*04 members have less voted for 46,94,990 shares.

Resolution 04: Ordinary Resolution

Appointment of a Director in place of Mr. Devinder Singh (DIN: 02569464), liable to retire by rotation and being eligible, offers himself for re-appointment.

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting facility	976	2,26,36,03,386	903	2,25,62,53,597	99.676	73	73,49,789	0.324
TOTAL	976	2,26,36,03,386	903	2,25,62,53,597	99.676	73	73,49,789	0.324

	Particulars	Voters	No of Votes
	Total*	976	2,26,36,03,386
Less	Invalid Votes	-	-
	Total Valid Votes	976	2,26,36,03,386

*04 members have less voted for 46,94,990 shares.

Resolution 05: Ordinary Resolution

Ratification of the remuneration payable to M/s R.J. Goel & Co., Cost Accountants (FRN 000026) of the Company for the financial year ended 31stMarch 2020.

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Vote rs	No. of Votes	Voting %	Vote rs	No. of Votes	Voting %
E-voting facility	976	2,26,36,03,386	937	2,26,35,97,759	99.999	39	5,627	0.001
TOTAL	976	2,26,36,03,386	937	2,26,35,97,759	99.999	39	5,627	0.001

	Particulars	Voters	No of Votes
	Total*	976	2,26,36,03,386
Less	Invalid Votes	-	-
	Total Valid Votes	976	2,26,36,03,386

*04 members have less voted for 46,94,990 shares.

Resolution 06: Ordinary Resolution

Appointment of Ms. Savitri Devi Singh, a relative of the Chairman, as an Executive Director– London Office.

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting facility	974	2,26,30,32,986	925	2,26,30,26,733	99.999	49	6,253	0.001
TOTAL	974	2,26,30,32,986	925	2,26,30,26,733	99.999	49	6,253	0.001

	Particulars	Voters	No of Votes
	Total*	974	2,26,30,32,986
Less	Invalid Votes	-	-
	Total Valid Votes	974	2,26,30,32,986

*04 members have less voted for 46,94,990 shares.

Handover of the related documents

11. The electronic data and all other relevant papers related to e-voting facility are under our safe custody and will be handed over to the Company for preservation after the Chairman considers, approves and signs the minutes of AGM.

Announcement of Result

12. Based on the above e-voting facility, we confirm that all the resolutions have been carried on with requisite majority, accordingly as authorized by the Chairman at the AGM Mr. Ashok Kumar Tyagi, Whole-time Director/ Mr. Subhash Setia, Company Secretary may announce the result of the Meeting.

Restriction on use

13. This report has been issued at the request of the Company for submission to stock exchange(s), and placing on the website of the Company & NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

CS Ashok Tyagi
Scrutinizer
Membership No: F2968
C.P. No: 7322
UDIN: F002968B000758712

CS Vineet K Chaudhary
Scrutinizer
Membership No: F5327
C.P. No: 4548
UDIN: F005327B000758640

Counter Signed by Chairman/ Authorised Person