

DLF LIMITED

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



28th September 2023

| | |
|---|---|
| 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 |
|---|---|

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 result 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

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|---|
| 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 |
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| | |
|--|----------------|
| Company Name | DLF LIMITED |
| Date of the AGM/EGM | Postal Ballot |
| Total number of shareholders on record date | 413208 |
| 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) | ORDINARY - APPOINTMENT OF MR. ASHOK KUMAR TYAGI (DIN: 00254161) AS MANAGING 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 |
| 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 |
| Public- Institutions | E-Voting | 516,851,951 | 421,801,853 | 81.6098 | 414,325,972 | 7,475,881 | 98.2276 | 1.7724 |
| Public- Non Institutions | E-Voting | 124,825,370 | 21,098,084 | 16.9021 | 21,083,697 | 14,387 | 99.9318 | 0.0682 |
| | Total | 2,475,311,706 | 2,276,534,322 | 91.9696 | 2,269,044,054 | 7,490,268 | 99.6710 | 0.3290 |

| | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|---|--|
| Resolution No. | 2 | | | | | | | |
| Resolution required: (Ordinary/ Special) | ORDINARY - APPOINTMENT OF MR. DEVINDER SINGH (DIN: 02569464) AS MANAGING 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 |
| 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 |
| Public- Institutions | E-Voting | 516,851,951 | 421,801,853 | 81.6098 | 414,933,972 | 6,867,881 | 98.3718 | 1.6282 |
| Public- Non Institutions | E-Voting | 124,825,370 | 21,263,698 | 17.0348 | 21,252,847 | 10,851 | 99.9490 | 0.0510 |
| | Total | 2,475,311,706 | 2,276,699,936 | 91.9763 | 2,269,821,204 | 6,878,732 | 99.6979 | 0.3021 |

| | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution No. | 3 | | | | | | | |
| Resolution required: (Ordinary/ Special) | SPECIAL - APPOINTMENT OF DR. UMESH KUMAR CHAUDHARY (DIN: 10263441) 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 |
| 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 |
| Public- Institutions | E-Voting | 516,851,951 | 421,801,853 | 81.6098 | 421,055,426 | 746,427 | 99.8230 | 0.1770 |
| Public- Non Institutions | E-Voting | 124,825,370 | 21,359,370 | 17.1114 | 21,347,311 | 12,059 | 99.9435 | 0.0565 |
| | Total | 2,475,311,706 | 2,276,795,608 | 91.9802 | 2,276,037,122 | 758,486 | 99.9667 | 0.0333 |

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

To
The Chairperson
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 Friday , 4 August 2023, 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 4 August, 2023 ("Notice").

B. Member's approval was sought for following special business i.e.

| Sr. No. | Particulars | Resolution Type |
|----------------|---|------------------------|
| 1 | Appointment of Mr. Ashok Kumar Tyagi (DIN: 00254161) as Managing Director | Ordinary Resolution |
| 2 | Appointment of Mr. Devinder Singh (DIN: 02569464) as Managing Director | Ordinary Resolution |
| 3 | Appointment of Dr. Umesh Kumar Chaudhary (DIN: 10263441) as an Independent Director | Special 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. 11/2022 dated 28 December 2022 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

Tuesday, 29 August 2023 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, 18 August 2023 ("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 NSDL.
- F. The Company had appointed National Securities Depository Limited ("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 Wednesday, 30 August 2023 from 9.00 A.M. (IST) and ended today i.e., Thursday, 28 September 2023 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 Thursday, 28 September, 2023 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 30 August 2023.
- 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 - Ordinary Resolution:

Appointment of Mr. Ashok Kumar Tyagi (DIN: 00254161) as Managing 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 | | 51,68,51,951 | 42,18,01,853 | 81.6098 | 41,43,25,972 | 74,75,881 | 98.2276 | 1.7724 |
| 3. | Public Non-Institutions | | 12,48,25,370 | 2,10,98,084 | 16.9021 | 2,10,83,697 | 14,387 | 99.9318 | 0.0682 |
| Total | | | 2,47,53,11,706 | 2,27,65,34,322 | 91.9696 | 2,26,90,44,054 | 74,90,268 | 99.6710 | 0.3290 |

Resolution No. 2 - Ordinary Resolution:

Appointment of Mr. Devinder Singh (DIN: 02569464) as Managing 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 | | 51,68,51,951 | 42,18,01,853 | 81.6098 | 41,49,33,972 | 68,67,881 | 98.3718 | 1.6282 |
| 3. | Public Non-Institutions | | 12,48,25,370 | 2,12,63,698 | 17.0348 | 2,12,52,847 | 10,851 | 99.9490 | 0.0510 |
| Total | | | 2,47,53,11,706 | 2,27,66,99,936 | 91.9763 | 2,26,98,21,204 | 68,78,732 | 99.6979 | 0.3021 |

Resolution No. 3 - Special Resolution:

Appointment of Dr. Umesh Kumar Chaudhary (DIN: 10263441) 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 | | 51,68,51,951 | 42,18,01,853 | 81.6098 | 42,10,55,426 | 7,46,427 | 99.8230 | 0.1770 |
| 3. | Public Non-Institutions | | 12,48,25,370 | 2,13,59,370 | 17.1114 | 2,13,47,311 | 12,059 | 99.9435 | 0.0565 |
| Total | | | 2,47,53,11,706 | 2,27,67,95,608 | 91.9802 | 2,27,60,37,122 | 7,58,486 | 99.9667 | 0.0333 |

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,

Digitally signed
MAKARAND by MAKARAND
MADHUSUDAN
JOSHI
AN JOSHI
Date: 2023.09.28
20:38:11 +05'30'

CS Makarand M. Joshi
Scrutinizer
FCS No.: 5533 & CP No.: 3662
PR: 640/2019
UDIN: F005533E001117490
Date: 28 September 2023
Place: Mumbai

Digitally signed
VINEET K by VINEET K
CHAUDHARY
RY
Date: 2023.09.28
20:52:32 +05'30'

CS Vineet K. Chaudhary
Scrutinizer
FCS No.: 5327 & CP No.: 4548
PR: 1955/2022
UDIN: F005327E001116668
Date: 28 September 2023
Place: Delhi

For DLF Limited

Ram
Parkash
Punjani
Digitally signed
by Ram Parkash
Punjani
Date: 2023.09.28
21:10:24 +05'30'

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