

DLF LIMITED

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



06th January 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 sending herewith Postal Ballot voting result in the prescribed format along with 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

SCRUTINIZER'S REPORT

[Pursuant to Sections 110& 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended]

To,
The Chairman,
DLF Limited
CIN: L70101HR1963PLC002484
Shopping Mall, 3rdFloor, Arjun Marg
Phase-I, DLF City, Gurugram-122002, Haryana

Sub: SCRUTINIZER'S REPORT ON RESULT OF POSTAL BALLOT PROCESS CONDUCTED THROUGH REMOTE E-VOTING

Dear Sir,

We, Ashok Tyagi and Ranjeet Pandey Company Secretaries in whole-time practice were appointed as Scrutinizers by the Board of Directors of **DLF Limited ('Company')** for scrutinizing process of Postal Ballot which was conducted through electronic means (remote e-voting) in respect of the resolutions contained in the Notice dated **21 October 2022** in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Sections 110 and 108 of the Companies Act, 2013 (**'the Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended read with Ministry of Corporate Affairs (**'MCA'**) General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 03/2022 dated May 5, 2022 (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 (**'SEBI Listing Regulations'**) issued in this regard, on the resolutions as set-out in the Notice of Postal Ballot.

On the basis of above, we submit our Report as under:

1. The Management of the Company is responsible to ensure the compliances with the requirements of the Act with Rules made thereunder, SEBI Listing Regulations, MCA Circulars or any other provisions, as applicable for conducting Postal Ballot voting by electronic means. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Ashok Tyagi
Digitally signed
by Ashok Tyagi
Date: 2023.01.06
13:38:06 +05'30'

Ranjeet Pandey
Digitally signed
by Ranjeet Pandey
Date: 2023.01.06
13:38:06 +05'30'

2. The Company has availed the services of KFin Technologies Limited (**'KFintech/RTA'**) for conducting postal ballot through remote e-voting. Further, KFintech has also been engaged for facilitating remote e-voting to enable the members to cast their votes electronically using remote e-voting facility on Special Business(es) sought to be transacted through Postal Ballot.
3. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes cast by the Members on the resolution(s) contained in the Notice, based on the reports generated from KFintech, the authorized agency engaged by the Company to provide remote e-voting facility for e-voting.
4. The Members of the Company holding equity shares either in physical form or in dematerialized form, as on the 'Cut-off Date' i.e. **Friday, 2 December 2022** were entitled to vote on the proposed resolution(s), as set out in the Notice of Postal Ballot dated **21 October 2022**, through remote e-voting.
5. The remote e-voting period remained open from **Wednesday, 7 December 2022 at 9:30 A.M. (IST)** and ended on **Thursday, 5 January 2023 at 5:00 P.M. (IST)** and members of the Company were entitled to vote on the proposed resolution(s) at the designated website <https://evoting.kfintech.com/> of KFintech during the above period.
6. The Company has completed dispatch of Postal Ballot Notice(s) on **Tuesday, 6 December 2022** to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/ Central Depository Services (India) Limited as on the Cut-off Date i.e. **Friday, 2 December 2022** and whose e-mail IDs were available with the Company and Depositories through electronic means only and has not dispatched physical copy of Notice to any member.
7. The Company has published advertisement regarding process of Postal Ballot in Financial Express (English) and Jansatta (Hindi) on **Wednesday, 7 December 2022** informing about the completion of dispatch of Postal Ballot notices in electronic form to the Members along with other related matters mentioned therein.
8. We monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizers secured link provided by KFintech through its designated website.
9. After completion of e-voting, votes casted by the members, were unblocked in the presence of Mr. S.P. Kumar & Mr. Nishant Chauhan, two independent witnesses who are not in the employment of the Company.
10. The remote e-voting report downloaded from the website of KFintech regarding result of remote e-voting on the resolution(s) has been kept separately.
11. Votes casted by the members through remote e-voting, were reconciled with the records maintained by the RTA of the Company and data received from the

KFintech pertaining to remote e-voting at the end of e-voting and other related documents have been handed over to the Company for safe custody.

12. After ascertaining the votes casted through remote-voting facility, we hereby submit the result as under:

Resolution 01: Ordinary Resolution

Re-appointment of Mr. Ashok Kumar Tyagi (DIN: 00254161) as Chief Executive Officer and Whole-time Director of the Company

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting%
E-voting Facility	1343	2,27,96,14,139	1276	2,27,89,44,652	99.97	67	6,69,487	0.03

* No. of abstained votes: 6,60,769

Resolution 02: Ordinary Resolution

Re-appointment of Mr. Devinder Singh (DIN: 02569464) as Chief Executive Officer and Whole-time Director of the Company

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting Facility	1343	2,27,97,79,963	1277	2,27,91,10,847	99.97	66	6,69,116	0.03

* No. of abstained votes: 4,94,945

Resolution 03: Special Resolution

Re-appointment of Mr. Vivek Mehra (DIN: 00101328) as an Independent Director

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting Facility	1342	2,27,91,36,257	914	2,01,94,09,766	88.60	428	25,97,26,491	11.40

* No. of abstained votes: 11,38,650

Company Name	DLF LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	416231
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:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - RE-APPOINTMENT OF MR. ASHOK KUMAR TYAGI (DIN: 00254161) AS CHIEF EXECUTIVE OFFICER AND WHOLE-TIME 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	1855228865	1855228865	100.0000	1855228865	0	100.0000	0.0000
	Poll	1855228865	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1855228865	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	491715457	395863659	80.5067	395199147	664512	99.8321	0.1678
	Poll	491715457	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	491715457	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	128367384	28521615	22.2187	28516640	4975	99.9825	0.0174
	Poll	128367384	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	128367384	0	0.0000	00	0	0.0000	0.0000
Total		2475311706	2279614139	92.0940	2278944652	669487	99.9706	0.0294



P

h

Resolution required: (Ordinary/ Special)	ORDINARY - RE-APPOINTMENT OF MR. DEVINDER SINGH (DIN: 02569464) AS CHIEF EXECUTIVE OFFICER AND WHOLE-TIME 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	1855228865	1855228865	100.0000	1855228865	0	100.0000	0.0000
	Poll	1855228865	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1855228865	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	491715457	395863659	80.5067	395199147	664512	99.8321	0.1678
	Poll	491715457	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	491715457	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	128367384	28687439	22.3479	28682835	4604	99.9839	0.0160
	Poll	128367384	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	128367384	0	0.0000	00	0	0.0000	0.0000
Total		2475311706	2279779963	92.1007	2279110847	669116	99.9706	0.0294



P T

Resolution required: (Ordinary/ Special)	SPECIAL - RE-APPOINTMENT OF MR. VIVEK MEHRA (DIN: 00101328) 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	1855228865	1855228865	100.0000	1855228865	0	100.0000	0.0000
	Poll	1855228865	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1855228865	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	491715457	395124159	80.3563	135403659	259720500	34.2686	65.7313
	Poll	491715457	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	491715457	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	128367384	28783233	22.4225	28777242	5991	99.9791	0.0208
	Poll	128367384	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	128367384	0	0.0000	00	0	0.0000	0.0000
Total		2475311706	2279136257	92.0747	2019409766	259726491	88.6042	11.3958



Q h

Resolution required: (Ordinary/ Special)	SPECIAL - CONTINUATION OF MR. GURVIRENDRA SINGH TALWAR (DIN: 00559460) AS A NON-EXECUTIVE DIRECTOR							
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
Promoter and Promoter Group	E-Voting	1855228865	1839193505	99.1357	1839193505	0	100.0000	0.0000
	Poll	1855228865	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1855228865	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	491715457	396066655	80.5479	274490448	121576207	69.3041	30.6958
	Poll	491715457	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	491715457	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	128367384	28783098	22.4224	28777791	5307	99.9815	0.0184
	Poll	128367384	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	128367384	0	0.0000	00	0	0.0000	0.0000
Total		2475311706	2264043258	91.4650	2142461744	121581514	94.6299	5.3701



P
A