

**DLF LIMITED**

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



31<sup>st</sup> August 2021

The General Manager Dept. of Corporate Services <b>BSE Limited</b> P.J. Tower, Dalal Street, Mumbai – 400 001	The Vice-President <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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**Ref: ISIN- INE271C01023**  
**Sub: 56<sup>th</sup> Annual General Meeting (AGM)**

Dear Sir/ Madam,

Kindly find enclosed herewith the following documents in connection with 56<sup>th</sup> AGM of the Company held on 31 August 2021:

- i) Summary of proceedings; and
- ii) Scrutinizer's Report.

Kindly be informed that all the Resolutions for consideration at the 56<sup>th</sup> AGM, as set out in the Notice dated 26 July 2021 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**

**R. P. Punjani**  
**Company Secretary**

For Stock Exchange's clarifications, please contact: 1. Mr. R. P. Punjani - 09810655115/punjani-rp@dlf.in 2. Mr. Raju Paul - 09999333687/paul-raju@dlf.in
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**SUMMARY OF PROCEEDINGS OF THE**  
**56<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 31 AUGUST 2021**

The 56<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company was held on **Tuesday, 31 August 2021, at 12.30 P.M. (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 Auditors and Secretarial Auditor attending the meeting.

The Chairman & Directors greeted the members attending the AGM.

The facility of one-way live webcast of the AGM proceedings was also made available on the Company's corporate website.

The Company Secretary informed the members that Mr. Vineet K. Chaudhary (FCS-5327) and Mr. Ranjeet Pandey (FCS-5922), Company Secretaries in practice, were appointed as the scrutinizers to scrutinize the voting through electronic means (i.e. remote e-voting and voting at the meeting through electronic voting system) in a fair and transparent manner.

The Company Secretary informed the shareholders that in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide General Circular No. 02/2021 dated 13 January 2021 read with General Circular No. 20/2020 dated 5 May 2020, 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 (the '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 is being held through VC/OAVM. The deemed venue of the AGM shall be the registered office of the Company.

The Company issued public notices on 8 August 2021 and 9 August 2021 in English and Hindi News Papers informing the date of 56<sup>th</sup> 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 Friday, 27 August 2021 and ended at 5.00 P.M.(IST) on Monday, 30 August 2021.

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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 56<sup>th</sup> 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 advice 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 56<sup>th</sup> Annual General Meeting (AGM) were transacted as follows:

**Ordinary Business:**

1. To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Reports of the Board of Directors and Auditors thereon; (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2021 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the Financial Year ended 31 March 2021.
3. To appoint a director in place of Ms. Pia Singh (DIN: 00067233), who retires by rotation and being eligible, offers herself for re-appointment.

**Special Business:**

4. Ratification of the remuneration payable to the Cost Auditor, M/s. R.J. Goel & Co., Cost Accountants (FRN-000026);
5. Re-designation/ appointment of Mr. Ashok Kumar Tyagi (DIN: 00254161) as Chief Executive Officer and Whole-time Director;
6. Re-designation/ appointment of Mr. Devinder Singh (DIN: 02569464) as Chief Executive Officer and Whole-time Director;
7. Appointment of Ms. Savitri Devi Singh (DIN: 01644076) as Non-Executive Director; and
8. Appointment of Ms. Anushka Singh (DIN: 03324893) as Non-Executive Director.

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) & BSE Limited (BSE), where the shares of the Company is listed.

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The dividend declared at the Meeting will be credited to the members on or before Thursday, 30<sup>th</sup> September 2021 and physical warrants shall be dispatched to the members, who have not registered their ECS mandates.

The meeting was concluded at 13.39 Hrs. with a vote of thanks.

All the resolutions for consideration at 56<sup>th</sup> AGM, as set out in the Notice dated 26 July 2021 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 'R.P. Punjani', written over a horizontal line.

✓ R.P. Punjani  
**Company Secretary**

31<sup>st</sup> August 2021

## **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]

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

**56<sup>th</sup> Annual General Meeting ("AGM") of the Members of DLF LIMITED ("the Company") held on Tuesday, August 31, 2021 at 12:30 P.M. (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means('OAVM')**

Dear Sir,

We, CS Vineet K Chaudhary, (Membership No. F5327 and C.P. No. 4548) and CS Ranjeet Pandey (Membership No. F5922 and C.P. No: 6087) 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 conducted at the AGM(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 Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (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 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("**SEBI Circulars**") 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 items of the business (es) 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 Circulars 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.

### **Scrutinizer's Responsibility**

3. Our responsibility as Scrutinizers for the e-voting facility is restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated in the Notice of the AGM dated July 26, 2021. 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**

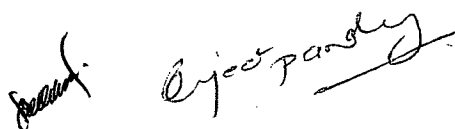
4. The notice for AGM was sent to all the Members/Beneficiaries electronically on August 08, 2021, whose E-mail IDs were registered with the Company or Depository Participants in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder together with the MCA and SEBI Circulars.

### **Cut-off date**

5. The Members of the Company as on the "cut-off date" for e-voting facility i.e. Tuesday, August 24, 2021 were entitled to avail the e-voting facility on the proposed resolutions (Item Nos. 1 to 8) as set out in the Notice of the AGM.

### **Remote e-Voting process**

6. The remote e-voting period remained open from Friday, August 27, 2021 at 9.30 A.M. (IST) and ended on Monday, August 30, 2021 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 MCA Circulars, the Company had published the Newspaper advertisements in "Financial Express" (English) and in "Jansatta" (Hindi) dated August 08, 2021.
8. 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) dated August 09, 2021.

### **E-voting at the AGM**

9. At the AGM of the Company held through VC/OAVM on Tuesday, 31 August, 2021, 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, Mr. Ishan Khanna & Mr. Nishant Chauhan, who are not in the employment of the Company. The Votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agent of 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 conducted at the AGM and votes casted 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:

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 *Ojce Pandey*

**Resolution 01: Ordinary Resolution**

(a) Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the report of Board of Directors and Auditors thereon.

(b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report on Auditors thereon.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
<b>E-voting facility</b>	1,377	2,261,788,950	1,352	2,260,993,036	99.9648	25	795,914	0.0352

**Resolution 02: Ordinary Resolution**

Declaration of final dividend on equity shares for the year ended on March 31, 2021.

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
<b>E-voting facility</b>	1,373	2,262,843,551	1,350	2,262,047,809	99.9648	23	795,742	0.0352

*Sanjay Arora*



**Resolution 03: Ordinary Resolution**

Appointment of a Director in place of Ms. Pia Singh (DIN: 00067233), liable to retire by rotation and being eligible, offers herself for re-appointment.

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	1,355	2,218,328,219	1,276	2,214,646,113	99.8340	79	3,682,106	0.1660

**Resolution 04: 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 March 31, 2021.

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	1,365	2,262,817,168	1,311	2,262,811,257	99.9997	54	5,911	0.0003

*Sd/-* Syed Parvaz

**Resolution 05: Ordinary Resolution**

Re-designation/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 %
<b>E-voting facility</b>	1,360	2,262,266,523	1,085	2,040,547,903	90.1993	275	221,718,620	9.8007

**Resolution 06: Ordinary Resolution**

Re-designation/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 %
<b>E-voting facility</b>	1,358	2,262,432,240	1,079	2,040,713,426	90.2000	279	221,718,814	9.8000

*[Handwritten signature]*

**Resolution 07: Ordinary Resolution**

Appointment of Ms. Savitri Devi Singh (DIN: 01644076) as a Non-executive Director of the Company, liable to retire by rotation.

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	1,354	2,255,146,324	1,099	2,115,481,472	93.8068	255	13,966,4852	6.1932

**Resolution 08: Ordinary Resolution**

Appointment of Ms. Anushka Singh (DIN: 03324893) as a Non-executive Director of the Company, liable to retire by rotation.

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	1,354	2,255,146,324	1,074	2,111,682,007	93.6384	280	143,464,317	6.3616

*[Handwritten signature]*

**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**

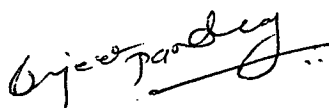
12. Based on the above e-voting facility, we confirm that all the resolutions have been carried on with requisite majority, accordingly as authorised by the Chairman at the AGM, Mr.Ashok Kumar Tyagi, Whole Time Director& CEO and Mr.Ram Parkash Punjani, Company Secretary may announce the result of the 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 Vineet K Chaudhary**  
**Scrutinizer**  
**Membership No: F5327**  
**C.P. No: 4548**  
**UDIN: F005327C000865868**

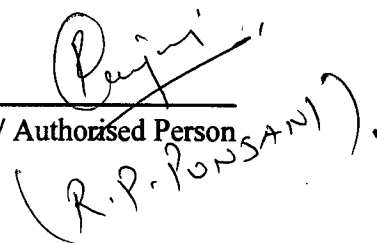


**CS Ranjeet Pandey**  
**Scrutinizer**  
**Membership No: F5922**  
**C.P. No: 6087**  
**UDIN: F005922C000865407**

**August 31, 2021**  
**New Delhi**

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Counter Signed by Chairman/ Authorised Person



(R.P. PUNJANI)