

DLF LIMITED

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



19th February 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
---	---

Sub: Postal Ballot Notice

Dear Sir/ Madam,

In compliance with Regulation 30 of the SEBI (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 19th February 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-24-01-24.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 Mr. Amit Kumar Sinha - 09810988710/ sinha-amit@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, 21 February 2024 at 9.00 A.M. (IST)	Thursday, 21 March 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 (hereinafter referred to as ‘**SEBI Listing Regulations**’) and 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. 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 the 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

**RE-APPOINTMENT OF MS. PRIYA PAUL (DIN: 00051215)
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 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory amendment(s), modification(s) and/ or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Priya Paul (DIN: 00051215), who was appointed as an Independent Director and who holds office up to 31 March 2024, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of a Director of the Company, being eligible and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years i.e. up to 31 March 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**

New Delhi
24 January 2024

R.P. Punjani
Company Secretary
FCS 3757

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 relevant 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 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI Listing Regulations**') 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, 9 February 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.
7. Members holding equity shares in physical mode are also requested to provide the aforesaid information/ intimate such changes, if not already submitted/ intimated to the Company/ RTA under the signatures of the first/ joint holder(s), by submitting (i) scanned copy of the signed request letter which contains the shareholder's name, folio number, bank details (bank account number, bank and branch name and address, IFSC and MICR code); (ii) self-attested copy of the PAN card; and (iii) cancelled cheque leaf, by sending a communication to KFin at the address mentioned at Note No. 9 below or at the Registered Office/ Corporate Office of the Company.
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. A consolidated share certificate will be issued to such members free of cost after making requisite changes.
9. Documents referred to in Note No. 7 and 8 above, may be sent to 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.co.in.
 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 by **Tuesday, 20 February 2024**.
 13. Remote e-voting will commence on **Wednesday, 21 February 2024 at 9.00 A.M. (IST)** and end on **Thursday, 21 March 2024 at 5.00 P.M. (IST)**.
 14. The Company has appointed Mr. Ashok Tyagi (FCS 2968), Company Secretary in whole-time practice, as Scrutinizer and Mr. Vineet K. Chaudhary (FCS 5327), Company Secretary in whole-time 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 two working days of the conclusion of the remote e-voting to the Chairman/ Managing Director/ Company Secretary, 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. **Thursday, 21 March 2024**.
 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 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, 21 February 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, 21 March 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 No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 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"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsd.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 you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. Shareholders/ Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <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 style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding equity shares in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 your existing Myeasi username & password. 2. 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 your 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. 3. 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. 4. 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) login 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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

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?

1. 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.
2. 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. You will have to enter your User ID, your 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	Your 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.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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.

c) How to retrieve the 'initial password'?

(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 your 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 your 'User ID' and your 'initial password'.

(ii) If the users' e-mail ID is not registered, please follow steps mentioned below

'in process for those shareholders whose e-mail ID is not registered'.

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

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

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

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 you 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, 21 February 2024 at 9.00 A.M. (IST)** and ends on **Thursday, 21 March 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. **9 February 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) by e-mail to 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) to investor-relations@dlf.in. If you are an Individual shareholder holding equity shares in demat mode, you are 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.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.

General Guidelines for shareholders

1. It is strongly 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 five unsuccessful attempts to key in the correct password. In such an event, you 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahtre at evoting@nsdl.co.in.

STATEMENT PURSUANT TO SECTION 102(1) AND 110 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

Ms. Priya Paul (DIN: 00051215) was appointed as an Independent Woman Director of the Company for a period of 5 (five) consecutive years with effect from 1 April 2019 till 31 March 2024. The said appointment was approved by the members in the Annual General Meeting of the Company held on 30 July 2019.

Ms. Paul, an Economics graduate from Wellesley College, USA, attended Harvard Business School and INSEAD. She possesses over three decades of rich experience in hospitality and multifarious management functions to her credit. She started her career as the Marketing Manager of The Park, New Delhi and presently holds the position of Chairperson of Apeejay Surrendra Park Hotels Limited. Ms. Paul is actively involved on the Boards of Hotel Association of India and World Travel and Tourism Council - India Initiative. She serves on numerous Philanthropic and Advisory Boards.

She was conferred with the Padma Shri in 2012 for her contribution to trade and industry by the Hon'ble President of India. She was also conferred with awards like the Insignia of Chevalier de l'Ordre National du Merite (National Order of Merit) by the President of France, 'Aatithya Ratna Award' by Hotel Investment Forum India, 'Hall of Fame 2011' by Hotelier India and is recognised by Fortune magazine as one of the India's 50 most powerful businesswomen. Her areas of expertise include leadership, hospitality business, asset management, business synergies, risk management, customer service etc.

The Nomination and Remuneration Committee in its meeting held on 23 January 2024 had considered the background, experience, her able contribution as an Independent Director and report of her performance evaluation during her association with the Company for the last 5 (five) years and thereafter recommended the re-appointment of Ms. Priya Paul as an Independent Woman Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1 April 2024 up to 31 March 2029.

Based on the recommendations of the Nomination and Remuneration Committee and considering the report of performance evaluation, skills and capabilities required for this role, relevant background, enriched experience, and contributions made by her, the Board of Directors in its meeting held on 24 January 2024 has approved the re-appointment of Ms. Priya Paul as an Independent Woman Director, subject to the approval of Shareholders. The Board also considered that the continued association of Ms. Priya Paul as an Independent Director on the Board, would be in the interest of the Company.

Apart from the Board of Directors of the Company and DLF Cyber City Developers Limited, a subsidiary of the Company and a high-value debt listed company, Ms. Priya Paul is presently not serving as an Independent Director on the Board of any other Company. Hence, her commitment and availability as an Independent Director on the Board of the Company stays resolute. Further, owing to her association with the Company for the last 5 (five) years, she is well versed with the functioning and inherent complexities of the nature of business.

Ms. Priya Paul is neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the 'Act') nor debarred from holding the office of Director by virtue of any order passed by SEBI or any other authority. Ms. Priya Paul has given her consent to the re-appointment in accordance with Section 152 of the Act.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing her candidature for the office of Director of the Company.

The Company has also received a declaration of independence from Ms. Priya Paul that she fulfills the conditions as set-out in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and is eligible for appointment as an Independent Director. Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Priya Paul has also confirmed that she is not aware of any circumstance or situation that exist or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In view of the above, it is proposed to re-appoint Ms. Priya Paul as an Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1 April 2024 up to 31 March 2029.

The terms and conditions of the appointment of the Independent Director would be available for inspection by the members electronically and are also disclosed on the website of the Company. Members seeking to inspect the same can send an e-mail to investor-relations@dlf.in.

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 herewith and forms part of this Notice.

Ms. Priya Paul, being the appointee, is interested in the Resolution. The relatives of Ms. Priya Paul 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

New Delhi
24 January 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

Details of Director seeking Re-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	Ms. Priya Paul
Director Identification Number (DIN)	00051215
Date of Birth	30 April 1966
Age	58 years
Date of first Appointment	1 April 2019
Qualification(s)	Economics graduate from Wellesley College, USA, attended Harvard Business School and INSEAD.
Number of equity shares held	270
Brief Resume	As mentioned in the Statement.
Experience/ Expertise in specific functional areas	Over three decades of rich experience in hospitality and multifarious management functions.
Other Directorship(s) [including Directorships in other listed entities]	<ol style="list-style-type: none"> 1. Afsan Health Resort Private Limited 2. Apeejay Shipping Limited 3. Apeejay Surrendra Park Hotels Limited* 4. DLF Cyber City Developers Limited[§] 5. Ladies Youth Association 6. South Asia Women Foundation India 7. World Monuments Fund India Association
Committee Positions in other Public Companies[#]	<p>Stakeholders Relationship Committee - Chairperson DLF Cyber City Developers Limited[§]</p> <p>Audit Committee - Member DLF Cyber City Developers Limited[§]</p> <p>Stakeholders Relationship Committee - Member Apeejay Surrendra Park Hotels Limited*</p>
Number of Board meetings attended	4 out of 6 during FY 2022-23.
Remuneration last drawn (including Sitting fee and Commission)	₹ 43.50 lakh
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.

* Filed Draft Red Herring Prospectus with the Securities and Exchange Board of India on 21 August 2023.

§ Debt listed.

#Committee positions of only Audit and Stakeholders Relationship Committee considered.