

DLF LIMITED

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



6th December 2022

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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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 as dispatched to the members.

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-22.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

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

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 7 December 2022 at 9.30 A.M. (IST)	Thursday, 5 January 2023 at 5.00 P.M. (IST)

Dear Member(s),

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 amendment(s), statutory 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 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 issued by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot (hereinafter collectively referred to as ‘**MCA Circulars**’), applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and relevant circulars issued by SEBI in this regard, Secretarial Standard on General Meetings (‘**SS-2**’) issued by ‘The Institute of Company Secretaries of India’ and subject to such other laws and regulations, as applicable, the Company is seeking consent of its members for the proposed Resolution(s) as set-out hereinbelow, by way of Postal Ballot through Remote e-voting system.

In view of the MCA Circulars, the Company is sending this Notice only in electronic form, to those members whose e-mail IDs are registered with the Company/ Depositories. Accordingly, 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 system.

The Resolutions proposed to be passed by way of Postal Ballot and the Statement setting-out the material facts and reasons for the proposal are appended for consideration of the members.

SPECIAL BUSINESS(ES)

1. RE-APPOINTMENT OF MR. ASHOK KUMAR TYAGI (DIN: 00254161) AS CHIEF EXECUTIVE OFFICER AND WHOLE-TIME DIRECTOR

To consider and if thought fit, to give assent/ dissent to the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Article 93 of the Articles of Association, consent of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Ashok Kumar Tyagi (DIN: 00254161) as Chief Executive Officer and Whole-time Director of the Company, liable to retire by rotation for a period of 5 (five) consecutive years with effect from 1 December 2022 on the terms and conditions as set-out in the Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any duly constituted Committee thereof (hereinafter collectively referred to as the ‘Board’), as it may, in its discretion deem fit, subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds 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.”

2. RE-APPOINTMENT OF MR. DEVINDER SINGH (DIN: 02569464) AS CHIEF EXECUTIVE OFFICER AND WHOLE-TIME DIRECTOR

To consider and if thought fit, to give assent/ dissent to the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Rules made thereunder (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Article 93 of the Articles of Association, consent of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Devinder Singh (DIN: 02569464) as Chief Executive Officer and Whole-time Director of the Company, liable to retire by rotation for a period of 5 (five) consecutive years with effect from 1 December 2022 on the terms and conditions as set-out in the Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any duly constituted Committee thereof (hereinafter collectively referred to as the ‘Board’), as it may, in its discretion deem fit, subject to the same not exceeding the limits specified in Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds 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.”

3. RE-APPOINTMENT OF MR. VIVEK MEHRA (DIN: 00101328) 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 Sections 149 & 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended, Mr. Vivek Mehra (DIN: 00101328), who was appointed as an Independent Director and who holds office up to 12 February 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. up to 12 February 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds 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.”

4. CONTINUATION OF MR. GURVIRENDRA SINGH TALWAR (DIN: 00559460) AS A NON-EXECUTIVE 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 Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, approval of the members of the Company be and is hereby accorded for continuation of Mr. Gurvirendra Singh Talwar (DIN: 00559460), as a Non-Executive Director of the Company, liable to retire by rotation, who will attain the age of 75 (seventy five) years on 22 March 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds 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**

R.P. Punjani
Company Secretary
FCS 3757

Gurugram
21 October 2022

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 Sections 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 Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. As per Section 110 and other applicable provision of the Act read with Rule 20 and 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 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. 3/2022 dated May 5, 2022, (hereinafter collectively referred to as 'MCA Circulars'), this Notice is being sent only by e-mail to all the members, whose e-mail IDs are 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 appears in the Register of Members of the Company/ list of beneficial owners maintained by the Depositories as on **Friday, 2 December 2022** ('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 IDs with the Company or the Depositories) shall be entitled to vote on the Resolution(s) specified in this Notice in accordance with the process specified in the 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 KFin Technologies Limited ('KFintech/ RTA') at <https://evoting.kfintech.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 IDs and are holding shares in physical form are requested to contact KFintech and register their e-mail IDs. Members holding shares in demat form are requested to contact their respective Depository Participants ('DPs').
6. Members holding shares in demat form 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 no., 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 records which will help the Company/ RTA to provide efficient and better services.
7. Members holding shares in physical form 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 at the address mentioned at Note No. 9 below or at the Registered Office/ Corporate Office of the Company.
8. Members holding shares in physical form, in identical order of names, in more than one folios are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings 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 & 8 above, may be sent to the RTA at its office at Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. The contact details of RTA are as follows: 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. G. Vasanth Rao Chowdari, Manager. KFintech 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) KFintech at 305, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001, Ph.: 011-41911300; (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 etc.) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representatives to participate through Remote e-voting. The said resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer by e-mail through their registered e-mail IDs at dlfscrutinizer@gmail.com or atyagi53@gmail.com with a copy to evoting@kfintech.com.
11. Voting rights will be reckoned on the paid-up value of 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 votes 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 on **Tuesday, 6 December 2022**.
13. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and the circulars issued by the MCA and Regulation 44 of the SEBI Listing Regulations, the Company has extended Remote e-voting facility for its members to enable them to cast their votes electronically. The Company has engaged the services of KFintech as the agency to provide Remote e-voting facility.
14. Remote e-voting will commence on **Wednesday, 7 December 2022 at 9.30 A.M. (IST)** and end on **Thursday, 5 January 2023 at 5.00 P.M. (IST)**.
15. The Company has appointed Mr. Ashok Tyagi (CP No. 7322), Company Secretary in practice and Mr. Ranjeet Pandey (CP No. 6087), Company Secretary in practice as Scrutinizers to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
16. The Scrutinizer(s) shall submit the Scrutinizers' Report within 2 working days of the conclusion of the Remote e-voting to the Chairman/ CEO and Whole-time Director/ Company Secretary, who shall countersign and declare the result of the voting forthwith. The Resolution(s), if passed by a requisite majority, shall be deemed to have been passed at a duly convened general meeting.
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 KFintech at <https://evoting.kfintech.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 shares of the Company are listed.
18. The Resolution(s), 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, 5 January 2023**.
19. Electronic copy of all the documents referred to in the Notice and the Statement shall be 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 conclusion of the Remote e-voting. Members seeking inspection of such documents can send an e-mail to investor-relations@dlf.in.
20. The details in terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act [including Secretarial Standard-2 on General Meetings ('SS-2')] are annexed hereto and form part of this Notice.

INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with the provisions of Sections 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 Circular dated 9 December, 2020 issued by SEBI on e-voting facility provided by Listed Entities and SS-2, members are provided with the facility to cast their votes electronically, through the e-voting services provided by KFintech on the Resolutions set-forth in this Notice of Postal Ballot.

Members are requested to note that the Company is providing facility for Remote e-voting and the business is to be transacted through electronic voting system only.

I. Information relating to Remote e-voting:

- i. Day, date and time of commencement of voting through electronic means: **Wednesday, 7 December 2022 at 9.30 A.M. (IST)**.
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Thursday, 5 January 2023 till 5.00 P.M. (IST)**.
- iii. Details of Website: <https://evoting.kfintech.com>.
- iv. Details of person to be contacted for issues relating to Remote e-voting: Mr. G. Vasanth Rao Chowdari, Manager – Corporate Registry, KFin Technologies Limited, Unit: DLF Limited,

Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana. Toll Free No.: 1-800-309-4001; e-mail: evoting@kfintech.com.

- v. Details of Scrutinizer: Mr. Ashok Tyagi (CP No. 7322), Company Secretary in practice and Mr. Ranjeet Pandey (CP No. 6087), Company Secretary in practice.

II. Instructions relating to Remote e-voting:

The manner of voting by (i) Individual Shareholders holding shares of the Company in Demat mode; (ii) Shareholders other than Individuals holding shares of the Company in Demat mode; and (iii) Shareholders holding shares of the Company in Physical mode, is explained in the instructions given hereinbelow:

A. Individual Shareholders holding Shares of the Company in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020

- **Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL')**

	NSDL		CDSL
1.	Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:	1.	Users already registered for Easi/ Easiest facility of CDSL may follow the following procedure:
i.	Visit URL: https://eservices.nsdl.com .	i.	Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com .
ii.	Click on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section.	ii.	Click on 'New System Myeasi' icon/ Login to Myeasi option under Quick Login.
iii.	On the new page, enter your User ID and Password. Post successful authentication, click on 'Access to e-voting'.	iii.	Login with your Registered User ID and Password.
iv.	You will see Company Name: ' DLF Limited ' on the next screen. Click on the e-voting link available against ' DLF Limited ' or select E-voting Service Provider ' KFintech ' and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the Remote e-voting period.	iv.	You will see Company Name: ' DLF Limited ' on the next screen. Click on the e-voting link available against ' DLF Limited ' or select E-voting Service Provider ' KFintech ' and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the Remote e-voting period.
2.	Users not registered for IDeAS e-Services facility of NSDL:	2.	Users not registered for Easi/ Easiest facility of CDSL:
i.	To register click on the link: https://eservices.nsdl.com .	i.	Option to register is available at: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration .
ii.	Select 'Register Online for IDeAS' or click on the link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp .	ii.	Proceed with completing the required fields.

on 'e-voting facility provided by Listed Entities', Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories and Depository Participants (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 with ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access Remote e-voting facility.

The procedure to login and access Remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

	NSDL		CDSL
iii.	Proceed with completing the required fields.	iii.	After successful registration, please follow steps given in Point No. 1 above to cast your vote.
iv.	After successful registration, please follow steps given in Point No. 1 above to cast your vote.		
3.	Users may directly access the e-voting module of NSDL as per the following procedure:	3.	Users may directly access the e-voting module of CDSL as per the following procedure:
i.	Visit URL: https://www.evoting.nsdl.com .	i.	Visit URL: www.cdslindia.com .
ii.	Click on the 'Login' icon which is available under 'Shareholder/ Member' section.	ii.	Provide your Demat Account Number and PAN.
iii.	On the Login page, enter User ID (that is, your 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/ e-mail ID is registered in your demat account) and Verification Code as shown on the screen.	iii.	System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account.
iv.	On successful authentication, you will enter the e-voting module of NSDL. Click on 'Active E-voting Cycles/ VC or OAVMs' option under E-voting. You will see Company Name: ' DLF Limited ' on the next screen. Click on the e-voting link available against DLF Limited or select E-voting Service Provider ' KFintech ' and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.	iv.	On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against ' DLF Limited ' or select E-voting Service Provider ' KFintech ' and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.

• **Login Method for Individual Shareholders holding Shares of the Company in Demat mode through their Depository Participants**

i.	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility.
ii.	An option for 'e-voting' will be available once you have successfully logged-in through your respective logins. Click on the option 'e-voting' and you will be redirected to e-voting modules of NSDL/ CDSL (as may be applicable).
iii.	Click on options available against the Company's Name: DLF Limited or E-voting Service Provider - KFintech.
iv.	You will be redirected to e-voting website of KFintech for casting your vote during the Remote e-voting period without any further authentication.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company in Demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at Toll free nos.: 1800 1020 990 and 1800 22 44 30.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

B. Login method for E-voting for Shareholders other than Individual Shareholders holding Shares of the Company in Demat mode and Shareholders holding Shares in Physical mode

a.	Members whose e-mail IDs are registered with the Company/ Depository Participants, will receive an e-mail from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password:
i.	Launch internet browser by typing the URL: https://evoting.kfintech.com/ .
ii.	Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
iii.	After entering these details appropriately, click on 'LOGIN'.
iv.	You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
v.	You need to login again with the new credentials.
vi.	On successful login, the system will prompt you to select the E-Voting Event Number for DLF Limited.
vii.	On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date i.e. Friday, 2 December 2022 under 'FOR/ AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding as on the Cut-off date.
b.	In case of members who have not registered their e-mail IDs with the Company/ Depository Participant(s):
i.	Members holding shares in Demat form can get their e-mail ID registered by contacting their respective Depository Participant.
ii.	Members holding shares in physical form may register their e-mail ID and mobile number with KFintech by accessing the link https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx or by sending an e-mail request at the e-mail ID einward.ris@kfintech.com with a copy to investor-relations@dlf.in along with the copy of the signed request letter mentioning the Name, Address, Folio No., e-mail ID and Mobile number of the member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport etc.) in support of the address of the member, for registering their e-mail ID and receiving the Notice of Postal Ballot and the Remote e-voting instructions.
c.	Those members who have already registered their e-mail ID are requested to keep their e-mail ID validated with their Depository Participants/ the Company's Registrar & Share Transfer Agent, KFintech to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail ID.

Instructions for members for Remote e-voting

i.	Pursuant to Clause 16.5.3(e) of SS-2 issued by the Institute of Company Secretaries of India, in case a member abstains from voting on a Resolution i.e. the member neither assents nor dissents to the Resolution, then his/ her/ its vote will be treated as an invalid vote with respect to that Resolution.
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ii.	Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item, it will be treated as abstained.
iii.	Members holding multiple folios/ demat accounts shall vote separately for each folio/ demat account.
iv.	You may then cast your vote by selecting an appropriate option and click on 'Submit'.
v.	A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
vi.	Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRIs etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, Power of Attorney etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID: dlfscrutinizer@gmail.com or atyagi53@gmail.com with a copy to evoting@kfintech.com and to the Company at investor-relations@dlf.in . They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format ' DLF - Postal Ballot '. It should reach the Scrutinizer and the Company by e-mail not later than Thursday, 5 January 2023 5.00 P.M. (IST) .

Any member who has forgotten the User ID and Password, may obtain/ generate/ retrieve the same from KFintech in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-voting Event Number + Folio No. or DP ID Client ID to **9212993399**.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail ID and mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of **<https://evoting.kfintech.com/>** the member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call on KFintech's Toll free No. 1-800-309-4001 [from 9.00 A.M. (IST) to 6.00 P.M. (IST) on all working days].
- iv. Member may send an e-mail request to **evoting@kfintech.com**. After due

verification of the request, User ID and password will be sent to the member.

- v. If the member is already registered with KFintech's e-voting platform, then he/ she/ it can use his/ her/ its existing password for logging-in.

In case of any query, clarification(s) and/ or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and e-voting user manual available at the download section of KFintech's website **<https://evoting.kfintech.com/public/Downloads.aspx>** or send an e-mail at **investor-relations@dlf.in** or contact Mr. G. Vasanth Rao Chowdari, Manager – Corporate Registry, KFIn Technologies Limited, Unit: DLF Limited, Selenium, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or at the e-mail ID **evoting@kfintech.com** or on KFintech's Toll free No. 1-800-309-4001, for any further clarifications.

The Remote e-voting period commences on **Wednesday, 7 December 2022 at 9.30 A.M. (IST)** and ends on **Thursday, 5 January 2023 at 5.00 P.M. (IST)**. During this period, members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e. **Friday, 2 December 2022** may cast their votes 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.

STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NOS. 1 & 2

Mr. Ashok Kumar Tyagi (DIN: 00254161) and Mr. Devinder Singh (DIN: 02569464) were appointed as Whole-time Directors of the Company for a period of 5 (five) consecutive years w.e.f. 1 December 2017 till 30 November 2022. The said appointment(s) were approved by the members vide their Resolution(s) dated 27 December 2017 passed at the Extra-ordinary General Meeting of the Company.

Subsequently, in partial modification to the above mentioned Resolution(s) dated 27 December 2017, the Shareholders at their 56th Annual General Meeting held on 31 August 2021, approved the re-designation/appointments of Mr. Ashok Kumar Tyagi and Mr. Devinder Singh as Chief Executive Officer (CEO) and Whole-time Directors for a term co-terminus with their tenure as Whole-time Directors i.e. up to 30 November 2022.

The Nomination and Remuneration Committee at its meeting held on 19 October 2022 having considered their experience, skill set and performance in terms of qualitative and quantitative measures, recommended the re-appointment of Mr. Tyagi and Mr. Singh as CEO and Whole-time Directors of the Company for a period of 5 (five) consecutive years with effect from 1 December 2022 up to 30 November 2027.

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 21 October 2022, had approved the above mentioned re-appointments of Mr. Tyagi and Mr. Singh as CEO and Whole-time Directors of the Company, for a period of 5 (five) consecutive years w.e.f. 1 December 2022 on the terms and conditions as set-out in this Notice, subject to the approval of the Shareholders.

Mr. Tyagi and Mr. Singh are neither disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding the office of Director and have given their consent for re-appointment as CEO and Whole-time Directors of the Company, respectively.

Mr. Tyagi an alumnus of IIT, Roorkee and IIM, Ahmedabad, possesses rich experience of over three decades in various capacities. Before joining DLF, he worked with Genpact, General Electric and IFFCO. His area of expertise includes business management, strategy, risk management, finance and taxation, merger and acquisition etc.

Mr. Tyagi primarily focuses on the business and affairs of the Company and performs such roles and responsibilities as assigned/ to be assigned by the Board from time to time.

The broad responsibility(ies) of Mr. Tyagi, inter-alia includes oversight to the functions of Finance, Accounts, Taxation, Corporate Affairs, Corporate Legal, Internal Audit, Information Technology and Human Resources. He also takes care of DLF Interests in all JV relationships.

Mr. Singh is B.E. (Civil) from Punjab Engineering College, Chandigarh and PGDM from MDI, Gurgaon. He possesses a rich experience of over three decades in various capacities. His area of expertise includes land and revenue management, statutory approvals and compliances, legal and regulatory matters, estates management and building management.

The broad responsibility(ies) of Mr. Singh, inter-alia includes the overall responsibility for entire business of Gurgaon and North region, comprising DLF5, Tri-city region, Punjab and Himachal Pradesh including Land, Legal, Regulatory and Business Development matters, Operations and Facility Management. He is also responsible for project management, execution and delivery of construction activities for the Gurgaon and North Business Unit and perform such roles and responsibilities as assigned/ to be assigned by the Board from time to time.

Further, under the guidance of Mr. Tyagi and Mr. Singh, the Company adopted a comprehensive Environmental, Social and Governance ('ESG') culture. As a vindication of the ESG initiatives, the Company was included in the Dow Jones Sustainability Index ('DJSI') in the emerging markets category for the second consecutive year. The Company continued to be the only Indian Real Estate Company to be included in this index. DLF continues to be a constituent in FTSE4Good Emerging Index as well.

A few of the ESG related initiatives are stated as under:

S. No.	Parameters	Accomplishments
1.	Environmental	LEED Zero Water certified Office/ Retail spaces. All Office workspaces are Platinum LEED Certified. MERV-14 Filters installed across office portfolio to improve air quality. WELL Health-Safety Rating by International WELL Building Institute.

S. No.	Parameters	Accomplishments
2.	Social	<p>The Company has been a pioneer in social initiatives. As a recognition of the consistent efforts, DLF Foundation, the CSR arm of the Company, received CSR Times Award 2021 in Gold Category for the outstanding work during the COVID-19 pandemic. It also received Certificate of Appreciation from Haryana Government for valuable contribution in combating COVID-19 pandemic presented by the Hon'ble Governor of Haryana in August 2021.</p> <p>The Company had contributed to the CSR activities across combating COVID-19 pandemic, Healthcare Initiatives, Environmental Sustainability, Educational Initiatives etc.</p> <p>During the FY 2021-22, the Company had spent an overall amount of ₹ 15.90 crore.</p>
3.	Governance	<p>The Company is committed to sound corporate governance practices as well as compliance with all applicable laws and regulations. DLF implemented governance practices that extended beyond the letter of the law. In doing so, the Company adopted practices mandated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and incorporated the relevant non-mandatory compliances, strengthening its position as a responsible corporate citizen.</p> <p>The Chief Executive Officer(s) and a group of senior executives are individually empowered for day-to-day operations with corresponding roles and responsibilities assigned by the Board.</p>

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Tyagi and Mr. Singh

Mr. Ashok Kumar Tyagi

Particulars of the monthly remuneration for FY 2022-23:

(Amount in ₹)

I.	Basic Salary	13,02,021
II.	Benefits, Perquisites and Allowances	
	Category 'A'	
a.	Housing/ House Rent Allowance	9,11,415
b.	Personal Allowance	12,20,888
c.	Hard Furnishing OR Hard Furnishing Allowance in lieu thereof	25,000
d.	Superannuation/ Superannuation Fund Allowance	1,95,303
	Category 'B'	
a.	Contribution to Provident Fund	As per rules of the Company.
b.	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service, as per rules of the Company.
	Category 'C'	
a.	Provision of Company's maintained chauffeur driven car/ Car Hire/ Lease and/ or Conveyance Allowance	2,93,170
b.	Housing Loan	As per rules of the Company. Any tax on computational/ notional value of interest, due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the CEO and Whole-time Director.
c.	Communication Facilities	Expenses on communication facilities will be reimbursed/ borne as per policy of the Company and will not be treated as perquisite.
d.	Personal Accident and Medical Insurance	As per rules of the Company.
e.	Earned/ Privilege Leave	As per rules of the Company.

Mr. Devinder Singh

Particulars of the monthly remuneration for FY 2022-23:

(Amount in ₹)

I.	Basic Salary	12,68,285
II.	Benefits, Perquisites and Allowances	
	Category 'A'	
a.	Housing/ House Rent Allowance	8,87,799
b.	Personal Allowance	12,74,233
c.	Hard Furnishing OR Hard Furnishing Allowance in lieu thereof	25,000
d.	Superannuation/ Fund Allowance	1,90,243
	Category 'B'	
a.	Contribution to Provident Fund	As per rules of the Company.
b.	Gratuity	Gratuity payable shall not exceed half a month's salary for each completed year of service, as per rules of the Company.
	Category 'C'	
a.	Provision of Company's maintained chauffeur driven car/ Car Hire/ Lease and/ or Conveyance Allowance	3,07,908
b.	Housing Loan	As per rules of the Company. Any tax on computational/ notional value of interest, due to any Income Tax guidelines/ rules for the time being in force, would be to the account of the CEO and Whole-time Director.
c.	Communication Facilities	Expenses on communication facilities will be reimbursed/ borne as per policy of the Company and will not be treated as perquisite.
d.	Personal Accident and Medical Insurance	As per rules of the Company.
e.	Earned/ Privilege Leave	As per rules of the Company.

Commission/ Variable Pay:

In addition to the salary, benefits, perquisites and allowances as above, Mr. Tyagi and Mr. Singh shall also be entitled to receive commission/ variable pay as may be fixed by the Board within the permissible limits specified in the Act in the manner specified below.

The commission/ variable pay will be determined based upon achievement/ completion of business parameters like consolidated profit after tax (50% Weightage) and consolidated cashflow (50% Weightage) and/ or business performance criteria as determined and approved by the Board (including any Committee thereof). The details of performance slabs and payout is given hereunder:

Performance slabs and payout

% Achievement of metrics v/s business plan	Rate of commission/ variable payout
Up to 80%	Linear rate as per actual target achieved [#]
81% & above	2 times the rate for each %point achieved beyond 80% ^{##}

[#]At 80% of the actual target achieved, the commission/ variable pay will be 80% of the annualized monthly remuneration.

^{##}At 100% achievement of target, the commission/ variable pay will be 120% of the annualized monthly remuneration. Depending on actual achievement of target, the commission/ variable pay will increase/ decrease accordingly.

Commission/ variable pay, payable to Mr. Tyagi and Mr. Singh is in consonance with the size and complexity of the business of the Company and peers of the same industry.

Reimbursement of Expenses:

Reimbursement of actual out-of-pocket and entertainment expenses incurred in connection with the business of the Company and expenses on travelling, boarding and lodging shall be reimbursed, as per entitlement and not considered as perquisites.

General:

- (i) The total remuneration inclusive of salary, benefits, perquisites, allowances etc. payable to Mr. Tyagi and Mr. Singh during their tenure shall not exceed the limits specified in Sections 197 and 198 read with Schedule V of the Act.
- (ii) Mr. Tyagi and Mr. Singh shall work under the superintendence and control of the Board. As long as they function as Chief Executive Officer and Whole-time Directors, they shall not be paid any sitting fee to attend the meeting of the Board and/ or Committee(s) thereof.
- (iii) If at any time, Mr. Tyagi/ Mr. Singh ceases to be Director of the Company for any cause whatsoever, he shall also cease to be the Chief Executive Officer of the Company.
- (iv) They shall adhere to the Company's Code of Conduct.
- (v) Encashment of leave, as per rules of the Company.
- (vi) Club facilities/ Membership, as per rules of the Company.
- (vii) The terms and conditions set-out for appointment and payment of remuneration herein may be altered and varied by the Board or any duly constituted Committee thereof, as it may, from time to time, deem appropriate.
- (viii) The appointment may be terminated by either party giving the other party 3 (three) months' prior notice in writing or such shorter notice as may be mutually agreed between Mr. Tyagi/ Mr. Singh and the Company or payment in lieu of notice by either party.

Perquisites, benefits and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any Rules made thereunder and/ or any amendment(s), statutory modification(s) or re-enactment(s) thereof. In the absence of any such Rules, perquisites and allowances shall be evaluated at the actual cost.

The proposed remuneration of Mr. Tyagi and Mr. Singh is commensurate with the growth in profits and operations of the Company.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Tyagi or Mr. Singh, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as approved by the Nomination and Remuneration Committee/ Board and as per the provisions of the Act.

Mr. Tyagi and Mr. Singh will not receive any remuneration from any external arrangement or group companies.

The above mentioned terms and conditions of appointment/ remuneration may be treated as a written memorandum setting-out the terms of re-appointment of Mr. Tyagi and Mr. Singh under Section 190 of the Act.

In terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including SS-2), the relevant details including Directorships held in other companies by Mr. Tyagi and Mr. Singh are annexed herewith and form part of this Notice.

Mr. Ashok Kumar Tyagi and Mr. Devinder Singh, being the appointees are interested in the Resolution(s) as set-out at Item Nos. 1 and 2, respectively. The relatives of Mr. Tyagi and Mr. Singh may be deemed to be interested in the said Resolution(s), to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the Resolutions set-out at Item Nos. 1 and 2.

The Board commends the Resolution(s) for approval of the members as *Ordinary Resolution(s)*.

ITEM NO. 3

Mr. Vivek Mehra (DIN: 00101328) was appointed as an Independent Director of the Company with effect from 13 February 2018 in the Annual General Meeting of the Company held on 24 September 2018 and holds office as an Independent Director of the Company up to 12 February 2023.

Mr. Vivek Mehra is a well-respected senior Chartered Accountant with an illustrious professional career spanning over 40 years and experience across sectors in Tax and Regulatory domains of Merger and Acquisition,

specialising in Cross-border Investment and Transaction Structuring.

He has held various leadership roles till April 2017 in PricewaterhouseCoopers Private Limited ('PwC') as Partner/ Executive Director. He was the founder and national leader for PwC Regulatory and M&A Practices and has been elected on PwC Governance Oversight Board for two consecutive terms. His area of expertise includes taxation, accounting and financial systems and processes, risk management, structuring transactions including merger and acquisition and Cross-border transactions.

The Nomination and Remuneration Committee in its meeting held on 19 October 2022 has recommended re-appointment of Mr. Vivek Mehra as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from 13 February 2023 up to 12 February 2028, based on the report of performance evaluation, his association with the Company for the last 5 (five) years and his able oversight as an Independent Director.

Based on the recommendations of the Nomination and Remuneration Committee and considering report of performance evaluation, skills and capabilities required for this role, relevant background, enriched experience and contributions made by him, the Board of Directors at its meeting held on 21 October 2022 approved the re-appointment of Mr. Vivek Mehra as an Independent Director, subject to approval of the Shareholders. The Board also considered that it would be in the beneficial interest of the Company to continue availing his services as an Independent Director.

Mr. Vivek Mehra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director 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 the candidature of Mr. Vivek Mehra for the office of Independent Director of the Company.

The Company has also received a declaration of Independence from Mr. Vivek Mehra that he fulfils 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. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Vivek Mehra has

confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Accordingly, it is proposed to re-appoint Mr. Vivek Mehra, as an Independent 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 13 February 2023 up to 12 February 2028.

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

Mr. Vivek Mehra, being the appointee is interested in the Resolution set-out at Item No. 3. The relatives of Mr. Mehra may be deemed to be interested in the said Resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the Resolution as set-out at Item No. 3.

The Board commends the Resolution for approval of the members as a *Special Resolution*.

ITEM NO. 4

Mr. Gurvirendra Singh Talwar (DIN: 00559460), Non-Executive Director of the Company would be attaining the age of 75 (seventy five) years on 22 March 2023.

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') prescribes that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy five) years unless a special Resolution is passed to that effect.

Mr. Gurvirendra Singh Talwar had held the position of Group Chief Executive Officer & Director at Standard Chartered Plc, Chairman at Centurion Bank of Punjab Limited, Chairman at Sabre Capital Investment Advisors Private Limited, Executive Vice President of TCS e-Serve Limited and Executive Vice President for Citibank India Limited.

Mr. Talwar has been on the Board of the Company since 2006. He is also a member of the Corporate Governance Committee of the Company. Considering his extensive and practical experience in banking, business management, strategic planning, strategic private equity investment, divestment, finance, merger and acquisition and corporate governance etc., the Nomination and Remuneration Committee in its meeting held on 19 October 2022 recommended continuation of Mr. Gurvirendra Singh Talwar as a Non-Executive Director of the Company, liable to retire by rotation, noting, among other things, his vast experience in the foregoing areas.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee at its meeting held on 21 October 2022, approved continuation of Mr. Gurvirendra Singh Talwar as Non-Executive Director of the Company, liable to retire by rotation, subject to the approval of Shareholders of the Company.

Mr. Gurvirendra Singh Talwar is concerned or interested in the Resolution set-out at item No. 4. The relatives of Mr. Talwar may be deemed to be interested in the said Resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of

the other Directors and Key Managerial Personnel of the Company or their respective relatives, in any way, is concerned or interested, financially or otherwise in the Resolution as set-out at Item No. 4.

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

Gurugram
21 October 2022

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 Directors 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-2 on General Meetings

Name of Director	Mr. Ashok Kumar Tyagi	Mr. Devinder Singh	Mr. Vivek Mehra
Director Identification Number (DIN)	00254161	02569464	00101328
Date of Birth	17.08.1962	13.11.1963	21.04.1955
Age	60 Years	59 Years	67 Years
Date of first Appointment	01.12.2017	01.12.2017	13.02.2018
Qualification(s)	Graduate in Mechanical Engineering from IIT, Roorkee and PGDM from IIM, Ahmedabad.	B.E. (Civil) from Punjab Engineering College, Chandigarh and PGDM from MDI Gurgaon.	B. Com (Hons.), FCA
Number of Shares held	2,61,660	95,793	8,183
Brief Resume	As mentioned in the statement and reasons for the proposed Resolutions.		
Expertise in specific functional areas	Has over three decades of experience in business management, strategy, risk management, finance and taxation, merger and acquisition etc.	Has over three decades of experience in projects, land & revenue management, statutory approvals & compliances, legal and regulatory matters, estates management and building management.	Has over 40 years of experience in taxation, accounting and financial systems and processes, risk management, structuring transactions including merger and acquisition and Cross-border transactions.

Name of Director	Mr. Ashok Kumar Tyagi	Mr. Devinder Singh	Mr. Vivek Mehra
Other Directorship(s)	1. DLF Cyber City Developers Limited 2. DLF Home Developers Limited 3. Atrium Place Developers Private Limited (formerly Aadarshini Real Estate Developers Private Limited)	1. DLF Home Developers Limited 2. DLF Estate Developers Limited 3. Atrium Place Developers Private Limited (formerly Aadarshini Real Estate Developers Private Limited)	1. HT Media Limited 2. Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited) 3. Chambal Fertilisers and Chemicals Limited 4. Havells India Limited 5. Digicontent Limited 6. Zee Entertainment Enterprises Limited 7. Hero Future Energies Private Limited 8. DLF Assets Limited 9. Embassy Office Parks Management Services Private Limited 10. Bharat Hotels Limited 11. Grassroot Trading Network For Women ^s 12. House of Masaba Lifestyle Private Limited
Committee Positions in other Public Companies[#]	Audit Committee – Member DLF Cyber City Developers Limited Audit & Compliance Committee – Member DLF Home Developers Limited Stakeholders Relationship Committee – Member DLF Cyber City Developers Limited	Nil	Audit Committee – Chairman HT Media Limited Digicontent Limited Zee Entertainment Enterprises Limited Audit Committee – Member Bharat Hotels Limited Jubilant Pharmova Limited (formerly Jubilant Life Sciences Limited) Chambal Fertilisers and Chemicals Limited
Number of Board meetings attended	4 out of 4 during FY 2021-22	4 out of 4 during FY 2021-22	4 out of 4 during FY 2021-22
Details of proposed remuneration	As mentioned in the Resolution(s) and the statement and reasons for the proposed Resolutions.		He shall be paid remuneration by way of sitting fee for attending the meetings of the Board and Committees thereof, re-imbursement of expenses for participating in the Board and other Committee meetings and profit related commission within the limits under Section 197 of the Companies Act, 2013, as payable to other Non-Executive Directors.

Name of Director	Mr. Ashok Kumar Tyagi	Mr. Devinder Singh	Mr. Vivek Mehra
Remuneration drawn (including Sitting fee and Commission) FY 2021-22	₹ 902.77 lakh*	₹ 911.97 lakh*	₹ 46.50 lakh
Relationships between Directors inter-se and other Key Managerial Personnel	N.A.	N.A.	N.A.
Listed entities from which the Directors have resigned in the past three years.	N.A.	N.A.	N.A.

Committee positions of only Audit and Stakeholders Relationship Committee(s) considered.

\$ Company registered under Section 25 of the Companies Act, 1956 (Section 8 of the Companies Act, 2013).

* No sitting fee was paid to Mr. Ashok Kumar Tyagi and Mr. Devinder Singh.

INVESTORS' FEEDBACK

Dear Shareholders,

In order to serve you better and for prompt communication, kindly help us by providing the following details:

A. Communication Registration

Name of the member(s)		Folio No.	
Registered address		DP ID/ Client ID	
		E-mail ID	
		Mobile No.	

B. Dividend Payout - Bank Account Details

Bank Name:	
Branch Name & Address:	
Account No.:	
IFSC:	MICR Code:

C. Shareholders' Satisfaction Feedback

(i) How do you rate the services provided by KFin Technologies Limited, the RTA

Parameters	5	4	3	2	1
	Excellent	Very Good	Good	Satisfactory	Unsatisfactory
Quality of Response					
Speed of Response					
Accessibility					

(ii) Your Overall Assessment of Investors' Services Standards at DLF Limited

Parameters	5	4	3	2	1
	Excellent	Very Good	Good	Satisfactory	Unsatisfactory
Quality of Service					
Customer orientation of person contacted					

INVESTORS' FEEDBACK (Contd.)

D. Do you have any pending grievance(s), if yes, please provide summary

E. Suggestions for improving Shareholders' Services/ any other views

Date:.....

Signature.....

Note: This Form can be downloaded from the website of the Company at www.dlf.in.

Please post or e-mail this Form to:

<p>The Company Secretary DLF Limited Corporate Office: DLF Gateway Tower, R Block DLF City, Phase - III Gurugram - 122002, Haryana E-mail: investor-relations@dlf.in</p>	<p>KFin Technologies Limited Unit: DLF Limited Selenium Tower B, Plot No. 31-32 Financial District, Nanakramguda Serilingampally Mandal Hyderabad - 500032, Telangana E-mail: einward.ris@kfintech.com</p>
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