

SCRUTINIZER'S REPORT

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

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

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

Dear Sir,

We, Ashok Tyagi and Ranjeet Pandey Company Secretaries in whole-time practice were appointed as Scrutinizers by the Board of Directors of **DLF Limited ('Company')** for scrutinizing process of Postal Ballot which was conducted through electronic means (remote e-voting) in respect of the resolutions contained in the Notice dated **21 October 2022** in a fair and transparent manner and for ascertaining the requisite majority for the resolutions proposed to be passed with respect to the provisions of Sections 110 and 108 of the Companies Act, 2013 (**'the Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended read with Ministry of Corporate Affairs (**'MCA'**) General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021 and No. 03/2022 dated May 5, 2022 (hereinafter collectively referred to as **'MCA Circulars'**), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'SEBI Listing Regulations'**) issued in this regard, on the resolutions as set-out in the Notice of Postal Ballot.

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

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

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

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

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

Resolution 01: Ordinary Resolution

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

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

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

Resolution 02: Ordinary Resolution

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

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

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

Resolution 03: Special Resolution

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

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

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

Resolution 04: Special Resolution

Continuation of Mr. Gurvirendra Singh Talwar (DIN: 00559460) as a Non-executive Director

Mode	Total Valid Votes		Votes in Favour			Votes Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-voting Facility	1346	2,26,40,43,258	1204	2,14,24,61,744	94.63	142	12,15,81,514	5.37

*** No. of abstained votes: 1,62,31,650**

- Based on the above e-voting results, we hereby confirm that all the resolutions have been passed with the requisite majority, accordingly, we request to the Chairman or any other person Authorized by the Chairman of the Company, to announce the voting result of Postal Ballot.
- This report has been issued at the request of the Company for submission to stock exchange(s), and placing on the website of the Company & KFintech. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

CS Ashok Tyagi
Scrutinizer
Membership No. F2968
C.P No. 7322
UDIN: F002968D002893086
Peer Review No: 1578/2021

CS Ranjeet Pandey
Scrutinizer
Membership No. F5922
C.P. No.6087
UDIN:F005922D002893279
Peer Review No: 1912/2022

Date: 06.01.2023
Place: New Delhi

Countersigned by

Chairman/Authorized Signatory