

DLF Limited

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

DLF
BUILDING INDIA

May 19, 2020

To, The General Manager Dept. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai 400 001	To, The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051
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Dear Sir,

Sub : Postal Ballot Voting Results

In compliance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are sending herewith Postal Ballot Voting Results in the prescribed format relating to re-appointment of Mr. Amarjit Singh Minocha as an Independent Director for a second term of consecutive five years, along-with the Scrutinizers' Report.

This is for your kind information and record please.

Thanking you,

Yours faithfully,
for **DLF LTD.**



Subhash Setia
Company Secretary

For any clarifications by Stock Exchanges:-

1. Mr. Subhash Setia – 09873718989/setia-subhash@dlf.in
2. Mr. Raju Paul – 09999333687 / paul-raj@dlf.in

SCRUTINIZERS' REPORT

To,

The Chairman,
DLF Limited

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

Sub: Scrutinizers' Report on postal ballot including voting by electronic means conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolution contained in the Notice dated April 15, 2020.

Dear Sir,

We, Ranjeet Pandey and Rupesh Agarwal, Company Secretaries in Whole-time Practice were appointed as Scrutinizer(s) by the Board of Directors of DLF Limited for scrutinizing postal ballot including voting by electronic means in respect of passing of the resolution contained in the Notice dated April 15, 2020 ("Notice") in a fair and transparent manner.

We submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circular dated April 8, 2020 and April 13, 2020; and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, relating to postal ballot including voting by electronic means. .
2. Our responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolution contained in the Notice, based on the data downloaded from website of KFin Technologies Private Limited ('KFin') i.e. (<https://evoting.karvy.com>), the authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process i.e. on or before 5:00 P.M. (IST) on Monday, May 18, 2020.
3. The Members of the Company as on the "cut-off date" i.e. **Friday, April 10, 2020** were entitled to vote on the proposed resolution to be passed through postal ballot including voting by electronic means as set-out in the Notice of Postal Ballot dated **April 15, 2020**.
4. The e-voting period remained open from **Saturday, 18thApril, 2020 at 9.30 A.M. (IST) and end on Monday, 18thMay, 2020 at 5.00 P.M. (IST)** on the designated website of KFin i.e. <https://evoting.karvy.com>.
5. On **Friday, April 17, 2020** the Company has completed the dispatch of Postal Ballot notice(s)/ form(s), 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, April 10, 2020** and whose e-mail IDs was available with the Company and Depositories. Pursuant to the Circulars nos. 14/2020 and 17/2020 dated April 8 and 13, 2020 ('MCA Circulars'), respectively issued by

Ministry of Corporate Affairs, the Company has dispatched the notices/ forms only through e-mails. The Company has not dispatched the postal ballot notices/ forms to those members whose e-mail IDs were not available with the Company and Depositories. However, the Company has also given an additional option to members to vote by postal ballot in the Postal Ballot Notice dated April 15, 2020, including the process to the members to register their e-mail ids with the Company or their depository participants.

6. Due to COVID-19 pandemic and lockdown announced by the Government of India on all India basis, physical ballot could not be dispatched. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting only was considered for this report.
7. As stated in Sub-rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, advertisements were published by the Company in '**Mint**', ('English Newspaper') & '**Hindustan**' ('Hindi Newspaper') on **Saturday, 18th April, 2020** informing about the completion of dispatch of Postal Ballot notices/ forms, to the Members along with other related matters mentioned therein.
8. We had monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by KFin through its designated website.
9. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses Mr. Alok Kumar Tripathi and Mr. Pushkar Pandey who are not in the employment of the Company.
10. The particulars of report downloaded from the website of KFin have been entered in a separate register maintained for the purpose of Postal Ballot.
11. Votes cast by the members through e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
12. This report is based on vote cast through e-voting, which was downloaded from the website <https://evoting.karvy.com>.
13. After ascertaining the votes cast by e-voting, we hereby submit the result as under:

**RE-APPOINTMENT OF MR. AMARJIT SINGH MINOCHA AS AN INDEPENDENT DIRECTOR
(AS A SPECIAL RESOLUTION)**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Amarjit Singh Minocha (DIN: 00010490), who was Appointed as an Independent Director and holds office as an Independent Director up to 19th May, 2020 and has attained the age of 75 years, being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of consecutive five (5) years i.e. w.e.f. 20th May, 2020 to 19th May, 2025 on the terms and conditions as set-out in explanatory statement.

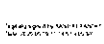
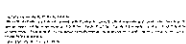
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution"

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	653	2,30,38,36,587
Less:	Number of Members & Invalid/Rejected Votes	Nil	N.A.
Less:	Number of Members & abstained from voting	18	21,40,766
Less:	Number of Members & Votes not exercised	5	42,09,106
	No. of Valid Votes Cast	630*	2,29,74,86,715

*5 (Five) members holding 66,72,496 equity shares in total partially exercised their voting rights for 24,63,390 equity shares only and not exercised voting right for 42,09,106 equity shares .

Particulars	E-VOTING		% of total number of valid votes cast
	Number of members voted	Votes held by them	
Favour	586**	2,29,42,55,741	99.86
Against	51**	32,30,974	0.14
Total	637**	2,29,74,86,715	100

**2(Two) members holding 1,45,722 equity shares in total have exercised voting rights for 4,548 equity shares in favour of the resolution and voting rights for 1,41,174 equity shares against the resolution.

Signature of Scrutinizer	RANJEET PANDEY 	RUPESH AGARWAL 
Name of Scrutinizer	Ranjeet Panday	Rupesh Agarwal
Membership No	F5922	A16302
CP No.	6087	5673
UDIN:	F005922B000253554	A016302B000253561

Date: 19.05.2020

Place: Delhi

Countersigned by:

For DLF LIMITED

**RAJEEV
TALWAR**

Digitally signed by RAJEEV TALWAR,
DN: c=IN, o=Personnel, ou=RAJEEV TALWAR,
email=rajeev.talwar@dlf.com, cn=RAJEEV TALWAR,
serial=20090304225794395702296,
reasonCode=0
2.5.4.20=3F459746246660C4620097051E2D
017A9520E911B8E57440204E43144D640
Date: 2009.03.11 15:37:40+05'30'

Chairman or Director/ Company Secretary authorised by him

Company Name	DLF LIMITED
Date of the AGM/EGM	298318
Total number of shareholders on record date	298318
Nc. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for Re-appointment of Mr. Amarjit Singh Minocha (DIN: 00010490) as an Independent Director for a second term of						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes—in favour (4)	No. of Votes— against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	1855228865	1855228865	100.0000	1855228865	0	100.0000	0.0000
	Poll	1855228865	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	1855228865	0	0.0000	00	0	0.0000	0.0000
	E-Voting	500248207	413138352	82.5867	409911920	3226432	99.2190	0.7809
	Poll	500248207	0	0.0000	00	0	0.0000	0.0000
Public- institutions	Postal Ballot (if applicable)	500248207	0	0.0000	00	0	0.0000	0.0000
	E-Voting	119834634	29119498	24.2997	29114956	4542	99.9844	0.0155
	Poll	119834634	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	119834634	0	0.0000	00	0	0.0000	0.0000