

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 and 21 of Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

53rd Annual General Meeting ("AGM") of Members of the Company held on Monday, September 24, 2018 at 02:30 P.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122002, Haryana.

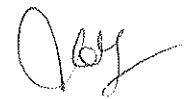
Dear Sir,

We, Ashok Tyagi and Vineet K Chaudhary, Company Secretaries in Whole Time Practice were appointed as Scrutinizer and Alternate Scrutinizer, respectively to scrutinize the remote e-voting process and also voting by means of Poll at the AGM for ascertaining the requisite majority on remote e-voting and also on poll through electronic voting system ("Insta-Poll") carried out for the Resolutions (Item Nos. 1 to 6) proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the Resolutions mentioned in the Notice dated August 10, 2018 for AGM of the Members of the Company held on Monday, September 24, 2018 at 02:30 PM at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122002, Haryana.

1. The Company has appointed Karvy Computershare Private Limited ("Karvy"), as the service provider, for providing the facility of remote e-voting as well as for Insta-Poll to the Members of the Company. The service provider has provided a system for recording the votes of the Members electronically on all the items of ordinary and special businesses to be transacted at the AGM of the Company.
2. The remote e-voting remained open from Wednesday, September 19, 2018 (09:30 A.M.) to Sunday, September 23, 2018 till (05:00 P.M.) on the designated website <https://evoting.karvy.com> of Karvy.



3. The Members of the Company as on the "Cut-off date" i.e. September 17, 2018 were entitled to avail the facility of remote e-voting as well as electronic voting at the AGM on the proposed Resolutions (Item nos. 1 to 6) as set out in the Notice dated August 10, 2018.
4. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by the Ministry of Corporate Affairs, voting by show of hands was prohibited at the general meeting since the remote e-voting was offered to the Members. Therefore, the Chairman ordered for poll through electronic voting system (Insta-Poll) at the AGM as per Rule 20 and 21 of Companies (Management and Administration) Rules, 2014, as amended. Insta-Poll was provided at the venue of the AGM through Karvy, which was successfully conducted.
5. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for AGM of the Company. Our responsibility as Scrutinizer(s) was restricted to make a Scrutinizer's Report on the votes cast "For" or "Against" the Resolutions as stated in the Notice of the AGM.
6. After completion of Insta-Poll at the AGM, the votes cast by the Members through remote e-voting and Insta-Poll were unblocked, in the presence of two witnesses, Mr. Mohit Kumar Dixit & Mr. Akshit Arora who are not in the employment of the Company. Votes cast by the Members were reconciled with the records maintained by the Company/Karvy (Registrar & Transfer Agent of the Company) and the Authorizations/Proxies lodged with the Company on test check basis.
7. After scrutinizing the system generated report of remote e-voting and report of Insta-Poll by Karvy, we hereby submit the consolidated result of remote e-voting and Insta-Poll as under:



Resolution 01 - Ordinary Resolution

- (a) Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 together with the reports of Board of Directors and Auditors thereon.
- (b) Adoption of the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 together with the report of Auditors thereon.

Mode	No. of e-voters	No. of Shares held	Invalid		For		Against	
			e-Voters	No. of votes	e-Voters	No. of votes	e-Voters	No. of votes
*# Remote e-voting	297	1,645,867,430	-	-	289	1,644,549,192	07	2,354
Insta-Poll	117	1,883,100	-	-	117	1,883,100	-	-
TOTAL	414	1,647,750,530	-	-	406	1,646,432,292	07	2,354

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,646,434,646

Votes in Favour (% of Total Valid Votes) = 99.999

Votes in Against (% of Total Valid Votes) = 0.001

* including 02 Member holding 49,446 shares have "Less voted"
 # 01 Member holding 1,266,438 shares has abstained from voting.



Resolution 02 -Ordinary Resolution

Confirmation of interim dividend and declaration of final dividend on equity shares for the financial year 2017-18

Mode	No. of e-voters	No. of Shares held	Invalid		For		Against	
			e-Voters	No. of votes	e-Voters	No. of votes	e-Voters	No. of votes
*# Remote e-voting	297	1,645,867,430	-	-	289	1,645,815,130	07	2,842
Insta-Poll	117	1,883,100	-	-	117	1,883,100	-	-
TOTAL	414	1,647,750,530	-	-	406	1647698230	07	2,842

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,647,701,072

Votes in Favour (% of Total Valid Votes) = 99.999

Votes in Against (% of Total Valid Votes) = 0.001



* including 02 Members holding 49,446 shares have “Less voted”

01 Member holding 12 shares has abstained from voting.

Resolution 03 – Ordinary Resolution

Re-appointment of Mr. Mohit Gujral (DIN: 00051538), who retires by rotation and offers himself for re-appointment.

Mode	No. of e-voters	No. of Shares held	Invalid		For		Against	
			e-Voters	No. of votes	e-Voters	No. of votes	e-Voters	No. of votes
*# \$ Remote e-voting	297	1,645,867,430	-	-	265	164,3063,111	30	2,754,153
Insta-Poll	117	1,883,100	-	-	117	1,883,100	-	-
TOTAL	414	1,647,750,530	-	-	382	1,644,946,211	30	2,754,153

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,647,700,364

Votes in Favour (% of Total Valid Votes) = 99.833

Votes in Against (% of Total Valid Votes) = 0.167

* including 03 Members holding 49,456 shares have "Less voted"

03 Members holding 710 shares have abstained from voting.

\$ There was 01 Member who has voted partially voted in favour of the Resolution and partially against the Resolution.



Resolution 04 - Ordinary Resolution

Re-appointment of Mr. Rajeev Talwar (DIN: 01440785), who retires by rotation and offers himself for re-appointment.

Mode	No. of e-voters	No of Shares held	Invalid		For		Against	
			e-Voters	No. of votes	e-Voters	No. of votes	e-Voters	No. of votes
*# \$ Remote e-voting	297	1,645,867,430	-	-	266	1,643,063,172	29	2,754,092
Insta-Poll	117	1,883,100	2	432,072	115	1,451,028	-	-
TOTAL	414	1,647,750,530	2	432,072	381	1,644,514,200	29	2,754,092

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,647,268,292

Votes in Favour (% of Total Valid Votes) = 99.833

Votes in Against (% of Total Valid Votes) = 0.167

* including 03 Members holding 49,456 shares have "Less voted"

03 Members holding 710 shares have abstained from voting.

\$ There was 01 Member who has voted partially in favour of the Resolution and partially against the Resolution.



Resolution 05 – Ordinary Resolution

Ratification of remuneration of M/s. R.J. Goel & Co., Cost Accountants (FRN000026) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ended 31st March 2018.

Mode	No. of e-voters	No of Shares held	Invalid		For		Against	
			e-Voters	No. of votes	e-Voters	No. of votes	e-Voters	No. of votes
*# Remote e-voting	297	1,645,867,430	-	-	284	1,636,718,166	11	2,908
Insta-Poll	117	1,883,100	-	-	117	1,883,100	-	-
TOTAL	414	1,647,750,530	-	-	401	1,638,601,266	11	2908

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,638,604,174

Votes in Favour (% of Total Valid Votes) = 99.999

Votes in Against (% of Total Valid Votes) = 0.001

* including 02 Members holding 49,446 shares have "Less voted"

04 Members holding 9,096,910 shares have abstained from voting.

\$ There were 02 Members who have voted partially voted in favour of the Resolution and partially against the Resolution.



Resolution 06 – Ordinary Resolution

Appointment of Mr. Vivek Mehra as an Independent Director of the Company w.e.f February 13, 2018 for a term of 5 (five) consecutive years upto February 12, 2023.

Mode	No. of e-voters	No of Shares held	Invalid		For		Against	
			e-Voters	No. of votes	e-Voters	No. of votes	e-Voters	No. of votes
*# § Remote e-voting	297	1,645,867,430	-	-	282	1,645,814,607	14	3,167
Insta-Poll	117	1,883,100	1	2,225	116	1,880,875	-	-
TOTAL	414	1,647,750,530	1	2,225	398	1,647,695,482	14	3,167

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,647,698,649

Votes in Favour (% of Total Valid Votes) = 99.999

Votes in Against (% of Total Valid Votes) = 0.001

* including 02 Members holding 49,446 shares have “Less voted”

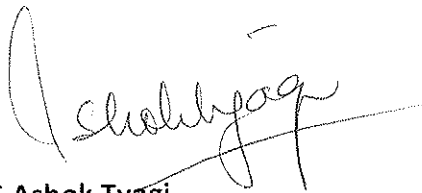
02 Members holding 210 shares have abstained from voting.

§ There was 01 Member who has voted partially voted in favour of the Resolution and partially against the Resolution.



8. All electronic data and all other relevant records relating to remote e-voting and Insta-Poll shall remain in the safe custody of the Scrutinizer(s) until the Chairman considers, approves and signs the minutes of the AGM and thereafter, the Scrutinizer(s) shall handover the related documents to the Company.
9. Based on the data furnished to us and verified by us as above, all the aforesaid resolutions contained in Notice dated August 10, 2018 are passed with requisite majority of the Members as specified under the Companies Act, 2013.
10. This Report has been issued at the request of the Company for :-
 - (i) Submission to Stock Exchange(s);
 - (ii) to be placed on the website of the Company; and
 - (iii) website of Karvy.

This Report is not to be issued for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care 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.



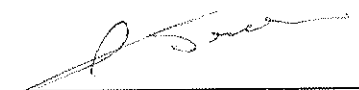
CS Ashok Tyagi
Scrutinizer
Membership No: F2968
C.P. No: 7322



CS Vineet K Chaudhary
Alternate Scrutinizer
Membership No: F5327
C.P. No: 4548

Date: 24.09.2018

Place: Gurugram



A.S. MINOCHA
Independent Director
(Authorised Signatory)