

RESULT OF VOTING AT ANNUAL GENERAL MEETING

Based on the Scrutinizers' Report dated 31st August, 2016, the Result of the poll (e-voting and insta-poll) was declared on **Wednesday, 31st August, 2016**, as follows:

Resolution No. 1: Adoption of Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended 31st March, 2016 together with the Reports of Board of Directors and Auditors thereon.

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	12	1,10,57,022	276	1,56,07,44,414	11	2,946
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	12	1,10,57,022	383	1,56,17,47,175	12	2,951

*including "Less voted" = 2,41,558

There was 1 (one) member who has e-voted partially in favour of the Resolution and partially against the Resolution.

Total Valid Votes (Total Shares-Invalid and less voted) = 1,56,17,50,126

Votes in Favour (% of Total Valid Shares) = 99.9998

Votes Against (% of Total Valid Shares) = 0.0002

The above resolution is passed with requisite majority.

Resolution No. 2: Confirmation of Interim dividend

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	2	502	292	1,57,20,04,617	4	2,282
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	2	502	399	1,57,30,07,378	5	2,287

*including "Less voted" = 38,539

Total Valid Shares (Total Shares-Invalid and less voted) = 1,57,30,09,665

Votes in Favour (% of Total Valid Shares) =99.9999

Votes Against (% of Total Valid Shares) = 0.0001

The above resolution is passed with requisite majority.



Resolution No. 3: Re-appointment of Ms. Pia Singh (DIN 00067233), who retires by rotation.

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	2	502	197	1,39,96,43,280	99	17,23,63,369
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	2	502	304	1,40,06,46,041	100	17,23,63,374

*including "Less voted"= 38,789

Total Valid Shares (Total Shares-Invalid and less voted) = 1,57,30,09,415

Votes in Favour (% of Total Valid Shares) = 89.0424

Votes Against (% of Total Valid Shares) = 10.9576

The above resolution is passed with requisite majority.

Resolution No. 4: Appointment of Walker Chandiook & Co LLP, Chartered Accountants (Registration No.001076N/N500013), as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of next AGM and to fix their remuneration.

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	2	502	270	1,56,88,55,149	27	31,51,750
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	2	502	377	1,56,98,57,910	28	31,51,755

*including "Less voted"= 38,539

There was 1 (one) member who has e-voted partially in favour of the Resolution and partially against the Resolution.

Total Valid Shares (Total Shares-Invalid and less voted) =1,57,30,09,665

Votes in Favour (% of Total Valid Shares) = 99.7996

Votes Against (% of Total Valid Shares) = 0.2004

The above resolution is passed with requisite majority.

A *b*

Resolution No. 5: Approval/Ratification of remuneration payable to M/s R.J. Goel & Co., Cost Accountants (FRN-000026), of the Company for the financial year ended 31st March, 2016.

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	2	502	286	1,57,20,04,118	11	2,781
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	2	502	393	1,57,30,06,879	12	2,786

*including "Less voted"= 38,539

There was 1 (one) member who has e-voted partially in favour of the Resolution and partially against the Resolution.

Total Valid Shares (Total Shares-Invalid and less voted) = 1,57,30,09,665

Votes in Favour (% of Total Valid Shares) = 99.9998

Votes Against (% of Total Valid Shares) = 0.0002

The above resolution is passed with requisite majority.

Resolution No. 6: Approval for Re-designation/Appointment of Mr. Mohit Gujral as Chief Executive Officer & Whole-time Director of the Company.

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	298	1,57,20,45,940	3	522	277	1,57,15,61,090	18	4,45,789
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	3	522	384	1,57,25,63,851	19	4,45,794

*including "Less voted"= 38,539

Total Valid Shares (Total Shares-Invalid and less voted) = 1,57,30,09,645

Votes in Favour (% of Total Valid Shares) = 99.9717

Votes Against (% of Total Valid Shares) = 0.0283

The above resolution is passed with requisite majority.

(Handwritten initials)

Resolution No. 7: Approval for Re-designation/Appointment of Mr. Rajeev Talwar as Chief Executive Officer & Whole-time Director of the Company.

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	3	522	275	1,57,15,59,990	20	446,889
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	3	522	382	1,57,25,62,751	21	446,894

*including "Less voted" = 38,539

Total Valid Shares (Total Shares-Invalid and less voted) = 1,57,30,09,645

Votes in Favour (% of Total Valid Shares) = 99.9716

Votes Against (% of Total Valid Shares) = 0.0284

The above resolution is passed with requisite majority.

Resolution No. 8: Approval to offer or invite for subscription of secured/unsecured redeemable Non-convertible Debentures ("NCDs") including subordinate debentures, bonds and/or other debt securities etc. in one or more series/ tranches up to an aggregate amount of Rs. 2,500 crore (Rupees two thousand five hundred crore only) on private placement basis.

Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	3	522	279	1,57,20,01,912	16	4,967
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
Total	406	1,57,30,48,706	3	522	386	1,57,30,04,673	17	4,972

*including "Less voted" = 38,539

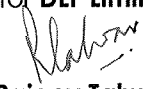
Total Valid Shares (Total Shares-Invalid and less voted) = 1,57,30,09,645

Votes in Favour (% of Total Valid Shares) = 99.9997

Votes Against (% of Total Valid Shares) = 0.0003

The above resolution is passed with requisite majority.

Gurgaon
31st August, 2016

for DLF Limited

(Rajeev Talwar)
CEO & Whole-time Director