

Consolidated Scrutinizer's Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement]

To,

The Chairman
DLF Limited
(CIN: L70101HR1963PLC002484)
Shopping Mall, 3rd Floor Arjun Marg, Phase I,
DLF City Gurgaon, Haryana - 122002

For 50th Annual General Meeting (AGM) of members of the Company held on Friday, August 28, 2015, at 10:30 A.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurgaon – 122 002 (Haryana).

Dear Sir,

We, Sanjay Grover and Vineet K Chaudhary, Company Secretary 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 and for ascertaining the requisite majority on e-voting and also on poll through electronic voting system (Insta-Poll) carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of Equity Listing Agreement on the resolutions mentioned in notice of AGM dated July 25, 2015 for 50th Annual General Meeting of the members of the Company held on Friday, August 28, 2015, at 10:30 A.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5 – 122 002 (Haryana).

We submit our report as under:

1. The remote e-voting period remained open from Saturday, August 22, 2015 (9.30 A.M.) and end on Thursday, August 27, 2015 (5.00 P.M.) on the designated website 'https://evoting.karvy.com' of Karvy Computershare Private Limited.
2. The Members of the Company as on the "cut off date" i.e. August 21, 2015 were entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting on the proposed resolutions (Item nos. 1 to 10) as set out in the Notice dated July 25, 2015.

3. The total paid up Equity Share Capital of the Company, as on August 21, 2015 was Rs. 3,565,830,276/- (Three Hundred Fifty Six Crores Fifty Eight Lacs Thirty Thousand Two Hundred and Seventy Six Only) divided into 1,782,915,138 (One Hundred Seventy Eight Crores Twenty Nine Lacs Fifteen Thousand One Hundred and Thirty Eight) Equity Shares of Rs. 2/- (two) each.
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 50th Annual General Meeting. Our responsibilities as scrutinizers is restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice of AGM.
5. In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting where e-voting has been offered to the Members. Therefore, the Chairman ordered for poll through electronic voting system (Insta-Poll) at AGM as per Rule 20 & 21 of Companies (Management and Administration) Amendment Rules, 2015. Insta-Poll was provided at the venue of AGM through Karvy Computershare Private Limited which was successfully conducted.
6. After completion of Insta-Poll at the AGM at 12:25 P.M. votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the Members who participated in Insta-Poll at AGM.
7. Therefore, the votes casted through remote e-voting were unblocked after completion of Insta-Poll at the AGM in the presence of two witnesses, Mr. Harsh Oberoi, R/o C-140, Sector 51, Noida-201301 and Mr. Neeraj Arora, R/oC-136, Sindhora Kalan, Near Ashok Vihar, New Delhi-110052 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Harsh Oberoi



Mr. Neeraj Arora

8. The consolidated summary of results of remote e-voting and Insta-Poll at AGM are as under:



- a. **Resolution No. 1:** To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2015 together with the Reports of Board of Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,627,544,517	1,920,620	1,629,465,137	99.99
Dissent	204,735	-	204,735	0.01
Total	1,627,749,252	1,920,620	1,629,669,872	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure A**.

- b. **Resolution No. 2:** To declare dividend.

Ordinary Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,627,748,244	1,920,620	1,629,668,864	99.99
Dissent	1,521	-	1,521	0.01
Total	1,627,749,765	1,920,620	1,629,670,385	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure B**.

- c. **Resolution No. 3:** To appoint a Director in place of Mr. Mohit Gujral (DIN 00051538), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,626,293,600	1,920,620	1,628,214,220	99.91
Dissent	1,455,777	=	1,455,777	0.09
Total	1,627,749,377	1,920,620	1,629,669,997	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure C**.

- d. **Resolution No. 4:** To appoint a Director in place of Mr. Rajeev Talwar (DIN 01440785), who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,626,293,247	1,920,620	1,628,213,867	99.91
Dissent	1,456,130	=	1,456,130	0.09
Total	1,627,749,377	1,920,620	1,629,669,997	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure D**.

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- e. **Resolution No. 5:** To appoint 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.

Ordinary Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,626,978,476	1,920,620	1,628,899,096	99.99
Dissent	30,535	-	30,535	0.01
Total	1,627,009,011	1,920,620	1,628,929,631	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure E**.

- f. **Resolution No. 6:** To appoint Lt. Gen. Aditya Singh (Retd.) (DIN 06949999) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,627,745,833	1,920,620	1,629,666,453	99.99
Dissent	3,263	-	3,263	0.01
Total	1,627,749,096	1,920,620	1,629,669,716	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure F**.

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- g. Resolution No. 7:** To appoint Mr. A.S. Minocha (DIN: 00010490) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,627,746,030	1,920,620	1,629,666,650	99.99
Dissent	3,076	-	3,076	0.01
Total	1,627,749,106	1,920,620	1,629,669,726	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure G**.

- h. Resolution No. 8:** To create charge, lien, pledge and other encumbrances of any nature/kind, exceeding 50% of the Company's shareholding both present and future in the material subsidiaries of the Company in terms of Clause 49(V)(F) of the listing agreement.

Special Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,627,745,151	1,920,620	1,629,665,771	99.99
Dissent	4,270	-	4,270	0.01
Total	1,627,749,421	1,920,620	1,629,670,041	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure H**.

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- i. **Resolution No. 9:** To continue to lease and/or create charge, lien, mortgage, hypothecation, and other encumbrances of any nature/kind, whatsoever on the movable and immovable assets of the material subsidiary(ies) both present and future, wherever situated, exceeding 20% of the value of the assets of such material subsidiaries on an aggregate basis during any financial year in terms of Clause 49(V)(G) of the listing agreement.

Special Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	1,627,724,726	1,920,620	1,629,645,346	99.99
Dissent	24,695	-	24,695	0.01
Total	1,627,749,421	1,920,620	1,629,670,041	100.00

Details of remote e-voting and insta poll at AGM are given in **Annexure I.**

- j. **Resolution No. 10:** To confirm and approve the exiting contract/arrangements entered into by the Company with the related parties and accord consent to the Board of Directors to enter into a contract/arrangements/transactions with the related party, which may exceed the materiality threshold by an aggregate amount not exceeding Rs. 12,500 crore individually and/or collectively.

Special Resolution				
Particulars	Number of Votes			Percentage of valid votes
	e-Votes	Insta-poll	Total	
Assent	276,902,186	1,703,318	278,605,504	99.49
Dissent	1,414,873	-	1,414,873	0.51
Total	278,317,059	1,703,318	280,020,377	100.00

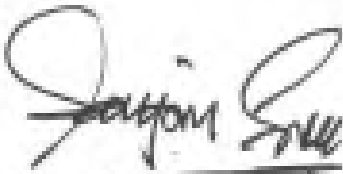
Details of remote e-voting and insta poll at AGM are given in **Annexure J.**

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9. All the papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizers until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizers shall hand over the related papers to the Company.
10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 50th AGM to announce the result of the meeting.

Thank you,
Yours faithfully,




CS Sanjay Grover
Scrutinizer
CP No 3850



Vineet K Chaudhary
Alternate Scrutinizer
CP No 4548

Place :- New Delhi
Date :- 29.08.2015

Countersigned

(Rajeev Talwar)
Chief Executive Officer

Details of remote e-voting and insta-poll at AGM for Resolution No.1 are as under:

A1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,728	3,255,511,456	91.30
Less: Invalid votes	8	6,476	12,952	0.00
(b) Net Valid Votes	352*	1,627,749,252	3,255,498,504	91.30
(c) Votes with Assent	344	1,627,544,517	3,255,089,034	91.29
(d) Votes with dissent	9	204,735	409,470	0.01

*There was 1 (One) member who e-voted partially in favour of the resolution and partially against of the resolution.

A2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No. 2 are as under:

B1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	3	5,873	11,746	0.00
(b) Net Valid Votes	357	1,627,749,765	3,255,499,530	91.30
(c) Votes with Assent	354	1,627,748,244	3,255,496,488	91.30
(d) Votes with dissent	3	1,521	3,042	0.00

B2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00-
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No. 3 are as under:

C1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	4	6,261	12,522	0.00
(b) Net Valid Votes	356	1,627,749,377	3,255,498,754	91.30
(c) Votes with Assent	328	1,626,293,600	3,252,587,200	91.22
(d) Votes with dissent	28	1,455,777	2,911,554	0.08

C2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00-
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No. 4 are as under:

D1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	4	6,261	12,522	0.00
(b) Net Valid Votes	356	1,627,749,377	3,255,498,754	91.30
(c) Votes with Assent	327	1,626,293,247	3,252,566,494	91.22
(d) Votes with dissent	29	1,456,130	2,912,260	0.08

D2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No. 5 are as under:

E1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	14	746,627	1,493,254	0.04
(b) Net Valid Votes	346	1,627,009,011	3,254,018,022	91.26
(c) Votes with Assent	334	1,626,978,476	3,253,956,952	91.25
(d) Votes with dissent	12	30,535	61,070	0.01

E2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	-
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No.6 are as under:

F1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,628	3,255,511,256	91.30
Less: Invalid votes	6	6,532	13,064	0.00
(b) Net Valid Votes	354	1,627,749,096	3,255,498,192	91.30
(c) Votes with Assent	335	1,627,745,833	3,255,491,666	91.30
(d) Votes with dissent	19	3,263	6,526	0.00

F2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No.7 are as under:

G1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	6	6,532	13,064	0.00
(b) Net Valid Votes	354	1,627,749,106	3,255,498,212	91.30
(c) Votes with Assent	334	1,627,746,030	3,255,492,060	91.30
(d) Votes with dissent	20	3,076	6,152	0.00

G2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No.8 are as under

H1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	380	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	6	6,217	12,434	0.00
(b) Net Valid Votes	354	1,627,749,421	3,255,498,842	91.30
(c) Votes with Assent	327	1,627,745,151	3,255,490,302	91.30
(d) Votes with dissent	27	4,270	8,540	0.00

H2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No. 9 are as under:

11. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	6	6,217	12,434	0.00
(b) Net Valid Votes	354	1,627,749,421	3,255,498,842	91.30
(c) Votes with Assent	322	1,627,724,726	3,255,449,452	91.30
(d) Votes with dissent	32	24,695	49,390	0.00

12. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301	1,920,843	3,841,686	0.11
Less: Invalid votes	5*	223	446	0.00
(b) Net Valid Votes	296	1,920,620	3,841,240	0.11
(c) Votes with Assent	296	1,920,620	3,841,240	0.11
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

Details of remote e-voting and insta-poll at AGM for Resolution No.10 are as under:

J1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	360*	1,627,755,638	3,255,511,276	91.30
Less: Invalid votes	37*	1,349,438,579	2,698,877,158	75.69
(b) Net Valid Votes	323	278,317,059	556,634,118	15.61
(c) Votes with Assent	274	276,902,186	553,804,372	15.53
(d) Votes with dissent	49	1,414,873	2,829,746	0.08

*Related parties were abstained from e-voting.

J2. VOTING THROUGH INSTA-POLL:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Total Votes Cast	301^	1,920,843	3,841,686	0.11
Less: Invalid votes	11*^	217,525	435,050	0.01
(b) Net Valid Votes	290	1,703,318	3,406,636	0.10
(c) Votes with Assent	290	1,703,318	3,406,636	0.10
(d) Votes with dissent	-	-	-	-

*There was 1(One) member who cast his vote via remote e-voting as well as via insta-poll in the AGM, therefore his voting via insta-poll has been considered invalid.

^Related party voting has been considered as invalid.