

CONSOLIDATED SCRUTINIZERS' REPORT

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

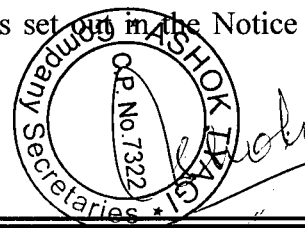
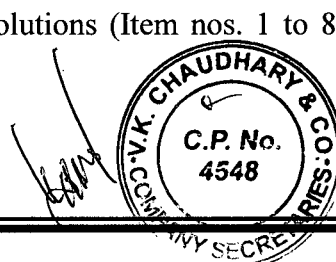
To,
The Chairman
DLF LIMITED
CIN: L70101HR1963PLC002484
Shopping Mall, 3rd Floor Arjun Marg,
Phase -I, DLF City, Gurgaon - 122002, Haryana.

For 51st (Fifty First) Annual General Meeting ("AGM") of Members of the Company held on Tuesday, 30th August, 2016, at 4:00 P.M. at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurgaon - 122002, Haryana.

Dear Sir,

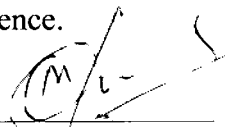
We, Ashok Tyagi and Vineet K Chaudhary, Company Secretaries in whole-time Practice were appointed as Scrutinizer and Alternate Scrutinizer to scrutinize the remote e-voting process and also voting through Electronic Voting System ("**Insta-Poll**") at the AGM and for ascertaining the requisite majority on remote e-voting and also Insta-Poll carried out for the Resolutions [(Item nos. 1 to 8) as set out in the Notice dated 27th May, 2016] proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

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 shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) to be transacted at the 51st AGM of the Company.
2. The remote e-voting period remained open from **Thursday, 25th August, 2016 (9:30 A.M.)** and end on **Monday, 29th August, 2016 (5:00 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. **Tuesday, 23rd August, 2016** were entitled to avail the facility of remote e-voting as well as voting at the AGM on the proposed Resolutions (Item nos. 1 to 8) as set out in the Notice dated 27th May, 2016.

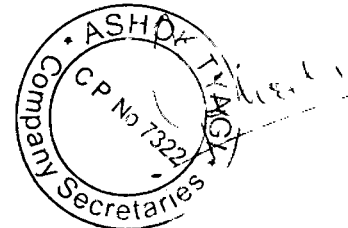
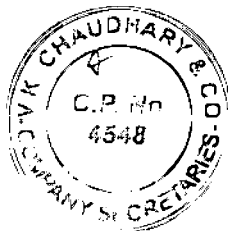


4. In line with the provisions of the Companies Act, 2013 (as amended) and in terms of the clarification(s) issued by the Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting, where remote e-voting was offered to the Members. Therefore, the Chairman ordered for Insta-Poll at AGM as per Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended). Insta-Poll was provided at the venue of 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 at 51st AGM of the Company. Our responsibilities as Scrutinizers are restricted to make 'Scrutinizers' Report of the votes cast "For" or "Against" the Resolutions stated in the Notice of AGM.
6. After completion of Insta-Poll at the AGM at **5:03 P.M.** votes casted by the Members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the Authorizations/Proxies lodged with the Company. A register was maintained containing the particulars of the Members, who attended and 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. Milan Malik R/o F-141, Ashok Vihar, Phase-I, Delhi – 110 052 and Mr. Mohit Dixit, R/o 22 Raj Bhag, Sahibabad, Ghaziabad, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


CS Milan Malik


CS Mohit Dixit

8. Based on the reports generated from the remote e-voting and votes casted through Insta-Poll system provided by Karvy, we submit the consolidated results of remote e-voting and Insta-Poll is as under:



Resolution 01- Ordinary Resolution

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

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

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

Resolution 02 -Ordinary Resolution

Confirmation of Interim dividend

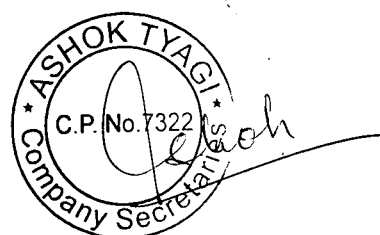
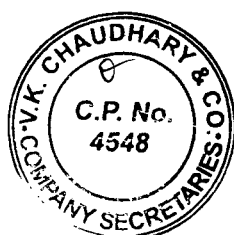
Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	2	502	292	1,57,20,04,617	4	2,282
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
TOTAL	406	1,57,30,48,706	2	502	399	1,57,30,07,378	5	2,287

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

***including for "Less voted" = 38,539**



Resolution 03 -Ordinary Resolution

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

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

***including or "Less voted"= 38,789**

Resolution 04 -Ordinary Resolution

Appointment of Walker Chandiok & 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

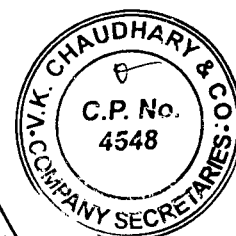
There was 1 (one) member who has e-voted partially in favour of the Resolution and partially against the Resolution.

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

***including for "Less voted"= 38,539**



Resolution 05 – Ordinary Resolution

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

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

***including for “Less voted”= 38,539**

Resolution 06 -Ordinary Resolution

Approval for Re-designation/Appointment of Mr. Mohit Gujral as Chief Executive Officer & Whole-time Director of the Company.

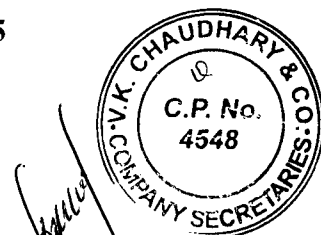
Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	298	1,57,20,45,940	3	522	277	1,57,15,61,090	18	4,45,789
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
TOTAL	406	1,57,30,48,706	3	522	384	1,57,25,63,851	19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

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

***including for “Less voted”= 38,539**



Resolution 07 – Ordinary Resolution

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

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

***including for "Less voted" = 38,539**

Resolution 08 - Special Resolution

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.

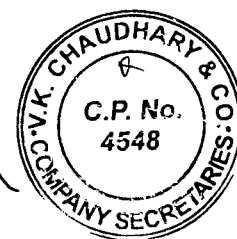
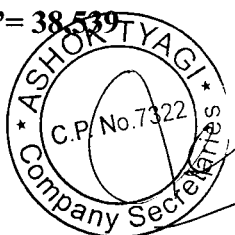
Mode	No. of e-voters	Total Shares	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	298	1,57,20,45,940	3	522	279	1,57,20,01,912	16	4,967
Insta-poll	108	10,02,766	0	0	107	10,02,761	1	5
TOTAL	406	1,57,30,48,706	3	522	386	1,57,30,04,673	17	4,972

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

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

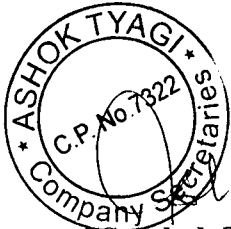
Votes Against (% of Total Valid Shares) = 0.0003

***including for "Less voted" = 38,539**



9. All the papers relating to voting by remote e-voting & Insta-Poll 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 Company to announce the result of the meeting.

Thanking you,
Yours faithfully,

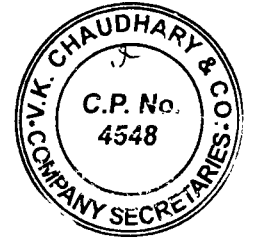


Ashok Tyagi
CS Ashok Tyagi

Scrutinizer

Membership No: - F 2968

C.P. No: - 7322



Vineet K Chaudhary
CS Vineet K Chaudhary

Alternate Scrutinizer

Membership No:- F 5327

C.P. No:- 4548

Date: 31.08.2016

Place: New Delhi

K.P. Singh

Counter Signed by Dr. K.P Singh
Chairman