

## **SCRUTINIZER'S REPORT**

To,  
The Chairman,  
**DLF Limited**  
CIN: L70101HR1963PLC002484  
Shopping Mall, 3<sup>rd</sup> Floor, Arjun Marg,  
Phase-I, DLF City, Gurugram-122002, Haryana

### **REPORT ON RESULT OF POSTAL BALLOT (INCLUDING REMOTE E-VOTING)**

Dear Sir,

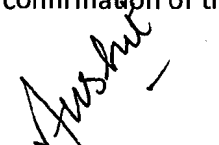
We, Ashok Tyagi and Vineet K Chaudhary, Company Secretaries in Whole-time Practice were appointed as Scrutinizer and Alternate Scrutinizer, respectively to scrutinize the remote e-voting process and Postal Ballot forms in a fair and transparent manner and for ascertaining the requisite majority on remote e-voting and Postal Ballot forms carried out for the resolution proposed to be passed with respect to the provisions of Section 110 of the Companies Act, 2013, as amended ('the Act') read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ['SEBI Listing Regulations'] on the Resolution as set-out in the notice of Postal Ballot dated **December 12, 2018**.

**We submit our report as under:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder and the SEBI Listing Regulations, relating to Postal Ballot voting including voting by electronic means. Our responsibility as Scrutinizers is restricted to making Scrutinizers' Report of the votes cast by the Members on the resolution contained in the Notice, based on the reports generated from Karvy Fintech Private Limited ('Karvy'), the authorized agency engaged by the Company to provide e-voting facility for e-voting and scrutiny of physical ballot received till the time fixed for closing of voting process.
2. The Company has appointed Karvy Fintech Private Limited, the service provider, for providing the facility of remote e-voting to the Members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically.
3. The Members of the Company as on the "cut-off date" i.e. **Friday, December 07, 2018** were entitled to avail the facility of remote e-voting as well as voting by way of Postal ballot on the Resolution as set out in the Notice of Postal Ballot dated **December 12, 2018**.

4. The remote e-voting period remained open from **Wednesday, December 19, 2018 at 09:30 A.M. (IST)** to **Friday, January 18, 2019 5:00 P.M. (IST)** on the designated website of Karvy Fintech Private Limited i.e. <https://evoting.karvy.com>.
5. On **Tuesday, December 18, 2018** the Company has completed the dispatch of Postal Ballot notice(s), forms along with prepaid postage business reply inland letters 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, December 07, 2018**. Simultaneously, the soft copies of the Postal Ballot notice/forms were emailed to those Members who have registered their email addresses with the Depository(ies).
6. 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 Financial Express ('English Newspaper') & Jansatta ('Hindi Newspaper') on **Wednesday, December 19, 2018** informing about the completion of dispatch/ electronic transmission of Postal Ballot notices/ forms, to the Members along with other related matters mentioned therein.
7. The Members of the Company had an option to cast their vote on the Resolution either through the Postal Ballot form or to avail the remote e-voting facility on the designated website of Karvy.
8. We had monitored the process of electronic voting (i.e. remote e-voting) through the scrutinizer's secured link provided by Karvy through its designated website.
9. The physical Postal Ballots were opened in due course of the scrutiny thereof and such forms were kept under our safe custody before commencing the scrutiny of such Postal Ballot forms and the electronic ballots were maintained by Karvy electronically.
10. After completion of remote e-voting, votes casted by the Members, were unblocked in the presence of two witnesses, Mr. Mohit Dixit & Mr. Akshit Arora who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Mr. Mohit Dixit

  
Mr. Akshit Arora

11. The particulars of all physical Postal Ballot forms and report downloaded from the website of Karvy have been entered in a separate register maintained for the purpose of Postal Ballot.







12. Votes casted by the members either through physical Postal Ballots or remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
13. Postal ballot forms received up to **Friday, January 18, 2019 till 5:00 P.M. (IST)**, i.e. the last date and time fixed by the Company for the receipt of the Postal Ballot forms were considered and none of the envelopes containing postal ballot forms received after **5:00 P.M. (IST) on Friday, January 18, 2019**, were considered for the purpose of this report.
14. To our information, there were 620 Notice with Postal Ballots and 5101 emails returned undelivered.
15. We did not find any defaced or mutilated ballot paper.
16. One Member has opted for both the facilities however for this purpose only electronic voting has been considered valid and physical voting has been considered invalid.
17. The Postal Ballots and other related papers/registers and records will be handed over to the Company Secretary for the safe custody once the Chairman consider, approves and signs the Postal Ballot Minutes.
18. After ascertaining the votes casted by Postal Ballots and remote e-voting, we hereby submit the consolidated results as under:

**Special Resolution under Section 23, 42 and 62(1)(c) of the Companies Act, 2013 for further issue of equity shares by way of private placement including qualified institutions placement, in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018**

Mode	No. of Voters	Total Shares	Invalid		Favour		Against	
			Voters	No. of votes	Voters	No. of votes	Voters	No. of votes
# Remote e-voting	401	1,672,258,714	0	0	369	1,660,795,365	30	4,926
*Postal Ballots	459	3,496,709	37	23,624	404	3,469,624	18	3,316
<b>TOTAL</b>	<b>860</b>	<b>1,675,755,423</b>	<b>37</b>	<b>23,624</b>	<b>773</b>	<b>1,664,264,989</b>	<b>48</b>	<b>8,242</b>

**Total Valid Votes (Total Votes - Invalid votes - Less voted - Abstained) = 1,664,273,231**

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

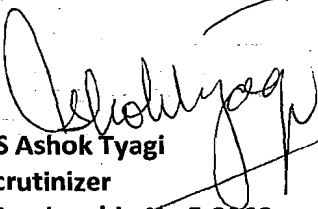
**Votes in Against (% of Total Valid Votes) = 0.001**

**# 4 Members holding 11,458,423 shares have abstained from voting.**


**\$ There were 2 Members who have partially voted in favour of the Resolution and partially against the Resolution.**

**\* including 1 Member holding 195 shares have voted for 50 shares only.**

19. Based on the above voting, we confirm that the Resolution has been carried on with the requisite majority, accordingly we request to the Chairman/Authorised Signatory of the Company, to announce the voting result of Postal Ballot.



**CS Ashok Tyagi**  
Scrutinizer  
Membership No F-2968  
C.P No. 7322



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

**Date:** January 18, 2019  
**Place:** New Delhi

**Countersigned by**



**Chairman/ Authorized Signatory**