



**Quarterly Compliance Report on Corporate Governance**

Name of Listed Entity: **DLF LIMITED**

Quarter ending: **30<sup>th</sup> June 2024**

<b>I. Composition of Board of Directors</b>																
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN*</b>	<b>Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)</b>	<b>Initial Date of Appointment</b>	<b>Date of Re- appointment</b>	<b>Date of Cessation</b>	<b>Tenure (in months)</b>	<b>Date of Birth</b>	<b>Whether the director is disqualifi ed?</b>	<b>Start date of disqu alifica tion</b>	<b>End date of disqu alifica tion</b>	<b>Detail s of disqu alifica tion</b>	<b>Number of Directorship in listed entities including this listed entity.  (Refer Regulation 17A (1))</b>	<b>Number of Independent Directorship in listed entities including this listed entity.  (Refer proviso to Regulation 17A (1) &amp; 17A)(2))</b>	<b>Number of memberships in Audit/Stake holders Committee(s) including this listed entity.  (Refer Regulation 26(1))</b>	<b>Number of posts of Chairperson in Audit/Stake holders Committee held in listed entities including this listed entity.  (Refer Regulation 26(1))</b>
Mr.	Rajiv Singh	00003214	Chairman, Whole-time Director	16-11-1988	09-04-2024 <sup>1</sup>	-	-	08-05-1959	No	NA	NA	NA	1	Nil	Nil	Nil
Mr.	Ashok Kumar Tyagi	00254161	Managing Director & CFO <sup>2</sup>	01-12-2017	01-12-2022	-	-	17-08-1962	No	NA	NA	NA	1	Nil	3	Nil
Mr.	Devinder Singh	02569464	Managing Director	01-12-2017	01-12-2022	-	-	13-11-1963	No	NA	NA	NA	1	Nil	Nil	Nil
Ms.	Pia Singh	00067233	Non-Executive Director	18-02-2003	31-08-2021	-	-	26-12-1970	No	NA	NA	NA	2	1	1	Nil





Ms.	Savitri Devi Singh	01644076	Non-Executive Director	11-06-2021	04-08-2023	-	-	15-05-1985	No	NA	NA	NA	1	Nil	Nil	Nil
Ms.	Anushka Singh	03324893	Non-Executive Director	11-06-2021	-	-	-	27-07-1987	No	NA	NA	NA	1	Nil	Nil	Nil
Lt. Gen. (Retd.)	Aditya Singh	06949999	Independent Director	29-08-2014	29-08-2019	-	118.1	20-09-1947	No	NA	NA	NA	1	1	3	Nil
Mr.	Amarjit Singh Minocha	00010490	Independent Director	20-05-2015	20-05-2020	-	109.4	01-07-1941	No	NA	NA	NA	1	1	4	4
Mr.	Vivek Mehra	00101328	Independent Director	13-02-2018	13-02-2023	-	76.6	21-04-1955	No	NA	NA	NA	5	5	5	2
Ms.	Priya Paul	00051215	Independent Director	01-04-2019	01-04-2024 <sup>3</sup>	-	63	30-04-1966	No	NA	NA	NA	2	1	3	1
Dr.	Umesh Kumar Chaudhary	10263441	Independent Director	04-08-2023	04-08-2023	-	10.27	15-12-1949	No	NA	NA	NA	1	1	1	Nil
Lt. Gen. (Retd.)	Ajai Singh	10540436	Independent Director <sup>4</sup>	01-04-2024	01-04-2024	-	3	03-04-1963	No	NA	NA	NA	1	1	2	Nil

Whether Regular chairperson appointed

Yes

Whether Chairperson is related to managing director or CEO

No

\*PAN being confidential information, hence the same has not been disclosed.

- 1 The Board of Directors of the Company at its meeting held on 27-03-2024 had re-appointed, Mr. Rajiv Singh as Whole-time Director designated as Chairman for a period of 5 (five) years with effect from 09-04-2024, subject to the approval of shareholders. Thereafter, the shareholders approved the said re-appointment on 04-06-2024, through Postal Ballot.
- 2 The Board of Directors of the Company, had approved the appointment of Mr. Ashok Kumar Tyagi as the Chief Financial Officer, in addition to his existing role and responsibilities as the Managing Director of the Company with effect from 13-05-2024.
- 3 The Board of Directors at its meeting held on 23-01-2024 re-appointed Ms. Priya Paul as an Independent Director for a second terms of 5 (five) consecutive years with effect from 01-04-2024, subject to the approval of shareholders. Thereafter, the shareholders approved the said re-appointment on 21-03-2024, through Postal Ballot.
- 4 The Board of Directors of the Company at its meeting held on 27-03-2024 had appointed, Lt. Gen. Ajai Singh (Retd.) as an Independent Director for a period of 5 (five) consecutive years with effect from 01-04-2024, subject to the approval of shareholders. Thereafter, the shareholders approved the said appointment on 04-06-2024, through Postal Ballot.
- 5 Mr. Ved Kumar Jain and Mr. Pramod Bhasin ceased to be on the Board of the Company due to completion of their second term as an Independent Director with effect from close of business hours of 31-03-2024.



## II. Composition of Committees

Name of Committee#	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent /Nominee)	Date of Appointment	Date of Cessation
1.Audit Committee	Yes	Mr. Amarjit Singh Minocha <sup>1</sup> Mr. Vivek Mehra Dr. Umesh Kumar Chaudhary <sup>1</sup> Lt. Gen. Aditya Singh (Retd.) <sup>1</sup>	Chairperson - Independent Independent Independent Independent	20-05-2015 07-03-2018 01-04-2024 01-04-2024	-
2. Nomination and Remuneration Committee	Yes	Lt. Gen. Aditya Singh (Retd.) Mr. Amarjit Singh Minocha Lt. Gen. Ajai Singh (Retd.) <sup>2</sup>	Chairperson – Independent Independent Independent	13-11-2014 07-03-2018 01-04-2024	-
3. Risk Management Committee	Yes	Mr. Vivek Mehra <sup>3</sup> Mr. Ashok Kumar Tyagi Mr. Devinder Singh Mr. Amarjit Singh Minocha Lt. Gen. Ajai Singh (Retd.) <sup>3</sup>	Chairperson – Independent Executive Executive Independent Independent	11-06-2021 11-06-2021 07-03-2018 20-05-2015 01-04-2024	-
4. Stakeholders Relationship Committee	Yes	Mr. Amarjit Singh Minocha Mr. Ashok Kumar Tyagi Lt. Gen. Ajai Singh (Retd.) <sup>4</sup>	Chairperson – Independent Executive Independent	11-06-2021 11-06-2021 01-04-2024	-

Note:

# Consequent to the completion of second term of Mr. Ved Kumar Jain and Mr. Pramod Bhasin, as Independent Directors of the Company w.e.f. close of business hours of 31-03-2024, the Board of Directors w.e.f. 01-04-2024 had re-constituted the above committee(s).

1 Mr. Amarjit Singh Minocha was appointed as the Chairperson of the Audit Committee, Dr. Umesh Kumar Chaudhary and Lt. Gen. Aditya Singh (Retd.) Independent Director(s) were appointed as Members of the Audit Committee w.e.f. 01-04-2024.

2 Lt. Gen. Ajai Singh (Retd.) was appointed as the Member of the Nomination and Remuneration Committee w.e.f. 01-04-2024.

3 Mr. Vivek Mehra was appointed as the Chairperson of Risk Management Committee and Lt. Gen. Ajai Singh (Retd.) Independent Director, was appointed as Member of the Risk Management Committee w.e.f. 01-04-2024.

4 Lt. Gen. Ajai Singh (Retd.) was appointed as Member of the Stakeholders Relationship Committee w.e.f. 01-04-2024.



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III. Meeting of Board of Directors							
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met*	Total Number of Directors as on date of the meeting	Number of Directors present*		Number of Independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
	24-06-2024	Yes	12	8		6	41
	13-05-2024	Yes	12	11		5	46
27-03-2024	-	Yes	13	11		7	62
24-01-2024	-	Yes	14	11		5	-
IV. Meeting of Committees							
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total number of Directors as on date of the meeting	Number of Directors present*	Number of Independent Directors present*	No. of members attending the meeting (other than Board of Directors)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
Audit Committee							
24-06-2024	Yes	4	4	4	0		41
13-05-2024	Yes	4	4	4	0	-	16
26-04-2024	Yes	4	4	4	0	-	29
						27-03-2024	13
						13-03-2024	48
						24-01-2024	-
Nomination and Remuneration Committee							
10-05-2024	Yes	3	3	3	0	-	44
						26-03-2024	62
						23-01-2024	-





<b>Risk Management Committee#</b>							
						22-03-2024	-
<b>Stakeholders Relationship Committee</b>							
18-04-2024	Yes	3	3	2	0	-	90
						18-01-2024	-

\*This information has to be mandatorily be given for current quarter meetings

\*\*This information has to be mandatorily be given for audit committee and Risk Management Committee, for rest of the committees giving this information is optional

# During the quarter ended 30<sup>th</sup> June 2024, no meeting of Risk Management Committee was held.

#### V. Related Party Transactions

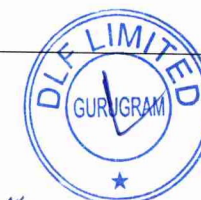
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

#### Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination and Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. There was no comments/observations/advice of the Board of Directors in relation to the previous report.



*Handwritten signature/initials*

## Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	NIL

  
R.P. Punjani  
Company Secretary



## Note:

1. Pursuant to Regulation 26(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, though high value debt listed entity is to be excluded while computing number of memberships in Audit/Stakeholders Relationship Committee(s), but we have added the same as in our case the high value debt listed entities are Public Limited Companies and as per said regulation all Public Limited Companies need to be included.