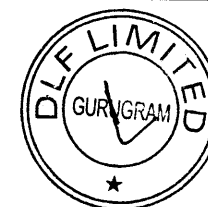




ANNEXURE 3

Quarterly Compliance Report on Corporate GovernanceName of Listed Entity: **DLF LIMITED**Quarter ending: **30th September 2024****I. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN & DIN*	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure (in months)	Date of Birth	Whether the director is disqualifi ed?	Start date of disqu alifica tion	End date of disqu alifica tion	Detail s of disqu alifica tion	Number of Directorship in listed entities including this listed entity. (Refer Regulation 17A (1))	Number of Independent Directorship in listed entities including this listed entity. (Refer proviso to Regulation 17A (1) & 17A(2))	Number of memberships in Audit/Stake holders Committee(s) including this listed entity. (Refer Regulation 26(1))	Number of posts of Chairperson in Audit/Stake holders Committee held in listed entities including this listed entity. (Refer Regulation 26(1))
Mr.	Rajiv Singh	00003214	Chairman, Whole-time Director	16-11-1988	09-04-2024	-	-	08-05-1959	No	NA	NA	NA	1	Nil	Nil	Nil
Mr.	Ashok Kumar Tyagi	00254161	Managing Director & CFO	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	07-08-2024	-	-	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	07-08-2024	-	-	27-07-1987	No	NA	NA	NA	1	Nil	Nil	Nil
Lt. Gen. (Retd.)	Aditya Singh	06949999	Independent Director ¹	29-08-2014	29-08-2019	29-08-2024	120	20-09-1947	No	NA	NA	NA	1	1	3	Nil
Mr.	Amarjit Singh Minocha	00010490	Independent Director	20-05-2015	20-05-2020	-	112.4	01-07-1941	No	NA	NA	NA	1	1	4	4
Mr.	Vivek Mehra	00101328	Independent Director	13-02-2018	13-02-2023	-	79.6	21-04-1955	No	NA	NA	NA	5	5	5	2
Ms.	Priya Paul	00051215	Independent Director	01-04-2019	01-04-2024	-	66	30-04-1966	No	NA	NA	NA	2	1	3	1
Dr.	Umesh Kumar Chaudhary	10263441	Independent Director	04-08-2023	04-08-2023	-	13.27	15-12-1949	No	NA	NA	NA	1	1	1	Nil
Lt. Gen. (Retd.)	Ajai Singh	10540436	Independent Director	01-04-2024	01-04-2024	-	6	03-04-1963	No	NA	NA	NA	1	1	2	Nil
Mr.	Mahender Singh	07850935	Independent Director ²	07-08-2024	07-08-2024	-	1.25	09-12-1958	No	NA	NA	NA	1	1	1	Nil

Whether Regular chairperson appointed

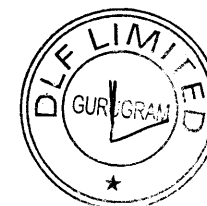
Yes

Whether Chairperson is related to managing director or CEO

No

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

- 1 Lt. Gen. Aditya Singh (Retd.) ceased to be on the Board of the Company upon completion of his second term as an Independent Director with effect from close of business hours of 28-08-2024. Therefore, the details of directorship/ committee positions have been provided as per the last available information.
- 2 The Board of Directors of the Company at its meeting held on 07-08-2024 had appointed, Mr. Mahender Singh as Independent Director for a period of 5 (five) consecutive years with immediate effect, subject to the approval of shareholders. Thereafter, the shareholders approved the said appointment on 26-09-2024, through Postal Ballot.



Per AL

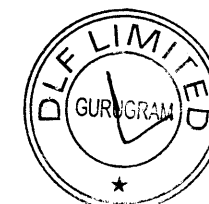
II. Composition of Committees

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 Mr. Vivek Mehra Dr. Umesh Kumar Chaudhary Lt. Gen. Aditya Singh (Retd.) Mr. Mahender Singh ¹	Chairperson - Independent Independent Independent Independent	20-05-2015 07-03-2018 01-04-2024 01-04-2024 29-08-2024	29-08-2024 [#]
2. Nomination and Remuneration Committee	Yes	Lt. Gen. Ajai Singh (Retd.) ² Lt. Gen. Aditya Singh (Retd.) Mr. Amarjit Singh Minocha Mr. Mahender Singh ²	Chairperson – Independent Chairperson - Independent Independent Independent	01-04-2024 13-11-2014 07-03-2018 29-08-2024	29-08-2024 [#]
3. Risk Management Committee	Yes	Mr. Vivek Mehra Mr. Ashok Kumar Tyagi Mr. Devinder Singh Mr. Amarjit Singh Minocha Lt. Gen. Ajai Singh (Retd.)	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.)	Chairperson – Independent Executive Independent	11-06-2021 11-06-2021 01-04-2024	-

Note:

Consequent to the completion of second term of Lt. Gen. Aditya Singh (Retd.), as an Independent Director of the Company w.e.f. close of business hours of 28-08-2024, the Board of Directors with effect from 29-08-2024 had re-constituted the Audit Committee and Nomination and Remuneration Committee.

1. Mr. Mahender Singh was appointed as the Member of the Audit Committee with effect from 29-08-2024.
2. Lt. Gen. Ajai Singh (Retd.) was appointed as the Chairperson of the Nomination and Remuneration Committee and Mr. Mahender Singh was appointed as the Member of the Nomination and Remuneration Committee with effect from 29-08-2024.



in. MR

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)	
	07-08-2024	Yes	13	13	7	12	
	25-07-2024	Yes	12	12	6	30	
24-06-2024	-	Yes	12	8	6	41	
13-05-2024	-	Yes	12	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							
25-07-2024	Yes	4	4	4	0	-	30
						24-06-2024	41
						13-05-2024	16
						26-04-2024	-
Nomination and Remuneration Committee							
07-08-2024	Yes	3	3	3	0	-	88
						10-05-2024	-
Risk Management Committee#							
26-08-2024	Yes	5	5	3	0	-	-
Stakeholders Relationship Committee							
12-07-2024	Yes	3	3	2	0	-	84
						18-04-2024	-
*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.							



The previous meeting of Risk Management Committee was held on 22th March 2024 and the maximum gap till the meeting held on 26th August 2024 was 156 days.

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.



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Details of Cyber security incidence

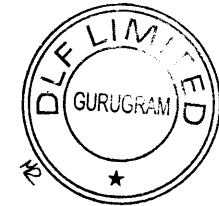
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	NIL




R.D. 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.



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Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Copy of the Annual Report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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 SEBI 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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<div style="display: flex; align-items: center;">  <div style="margin-left: 10px;"> <p>Mr. R.P. Punjani Company Secretary</p> <p>12</p> <p>13</p> </div> </div>		

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:



All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Company Remark:

There were no loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them

Mr. Ashok Kumar Tyagi
Managing Director and CFO

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - a) by a government company to/ for the government or government company;
 - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity;
 - c) by a banking company or an insurance company; and
 - d) by the listed entity to its employees or directors as a part of the service conditions.
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.