

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

**1. Name of Listed Entity**  
**2. Quarter ending**

**DLF Cyber City Developers Limited**  
**December 31, 2021**

**ISIN:** **INE186K07023 & INE186K07049**  
**Scrip Code:** **960433 & 973585**

### **I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	DIN	PAN*	Category (Chairperson/Executive/Non-Executive/Independent/Non-minee)	Initial date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sriram Khattar	00066540		Executive Director	31-03-2010	01-12-2019		26-12-1957	0	0	0	0	0
Mr.	Pramod Bhasin	01197009		Non-Executive - Independent Director	01-04-2020			21	09-01-1952	1	1	2	1
Mr.	Lim Ming Yan	08346203		Non-Executive - Independent Director	01-02-2019			35	23-03-1963	0	0	0	0
Ms.	Priya Paul	00051215		Non-Executive - Independent Director	24-03-2021			9	30-04-1966	1	1	2	0
Mr.	Ashok Kumar Tyagi	00254161		Non-Executive - Non Independent Director	24-05-2011			17-08-1962	1	0	3	0	0
Mr.	Kishore Gotety	00149116		Non-Executive - Non Independent Director	26-12-2017			26-07-1971	0	0	0	0	0
Ms.	Pushpa Bector	02917318		Non-Executive - Non Independent Director	25-01-2021			24-04-1966	0	0	0	0	0



Mr.	Ramakrishnan Prabhakaran	02851981		Non-Executive - Non Independent Director	28-10-2020				24-05-1963	0	0	0	0
Mr.	Amit Mathur	01943856		Non-Executive - Non Independent Director	26-12-2017				09-09-1972	0	0	0	0

\*PAN is not provided, being confidential data. However, the same was provided in XML sheet of Corporate Governance Report filed for the previous quarter ended 30.09.2021.

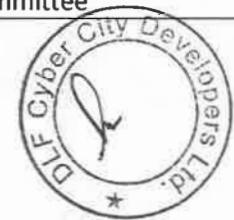
II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson /Executive /Non-Executive / Independent /Nominee )	Date of Appointment	Date of Cessation
Audit Committee	Yes	Pramod Bhasin	Chairperson –Non-Executive-Independent Director	01-04-2020	
		Lim Ming Yan	Member-Non-Executive-Independent Director	01-04-2020	
		Ashok Kumar Tyagi	Member-Non-Executive Non Independent Director	24-05-2011	
		Priya Paul	Member-Non-Executive-Independent Director	24-03-2021	
Nomination & Remuneration Committee	Yes	Pramod Bhasin	Chairperson –Non-Executive-Independent Director	10-03-2021	
		Lim Ming Yan	Member-Non-Executive-Independent Director	10-03-2021	
		Ashok Kumar Tyagi	Member-Non- Non Independent Executive Director	25-07-2019	
Risk Management Committee	No	The Company is a Joint Venture company and its Board/ Committees constitution are governed by the Share Purchase and Shareholders Agreement (SPSHA) dated 27.08.2017 and Articles of Association of the company.			
Stakeholders Relationship Committee	No	The provisions relating to constitution of Stakeholders Relationship Committee and Risk Management Committee became effective on 07.09.2021 on comply or explain basis.			
Corporate Social Responsibility Committee	Yes	Sriram Khattar	Chairperson- Executive Director	10-03-2021	
		Lim Ming Yan	Member- Non-Executive-Independent Director	10-03-2021	
		Ashok Kumar Tyagi	Member- Non-Executive Non Independent Director	10-03-2021	



<b>III. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
23-07-2021	-				
-	08-10-2021	Yes	7	3	76
-	26-10-2021	Yes	9	3	17

<b>IV. Meeting of Committees</b>						
<b>Name of the Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
Audit Committee	-				23-07-2021	
Audit Committee	26-10-2021	Yes	4	3		94
Nomination and Remuneration Committee	-				23-07-2021	
Nomination and Remuneration Committee	24-12-2021	Yes	2	2	-	
Corporate Social Responsibility Committee	26-10-2021	Yes	3	1	-	

<b>V. Related Party Transactions</b>		
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes



**VI. Affirmations**

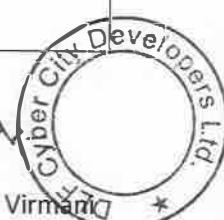
S. No.	Subject	Compliance status (Yes/No/NA)
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	No
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination & Remuneration Committee	Yes
	c. Stakeholders Relationship Committee	No
	d. Risk Management Committee (if applicable)	No
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
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 Disclosure Requirements) Regulations, 2015	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	Yes
	Comments:  Point No. 1: The Company is a Joint Venture company and its Board/ Committees constitution is governed by the Share Purchase and Shareholders Agreement (SPSHA) dated 27.08.2017 and Articles of Association of the Company. The Company is in the process of seeking guidance of Board of Directors and discussion with joint venture shareholders to make required changes in the composition of the Board of Directors and constitutional documents.  Point No. 4 & 5: The provisions relating to constitution of Stakeholders Relationship Committee and Risk Management Committee became effective on 07.09.2021 on comply or explain basis.  The Company is in the process of constitution of the Stakeholders Relationship Committee and Risk Management Committee and the same will be done upon approval of the Board of Directors.	

**Note:** NA denotes Not Applicable

**Date:** January 14, 2022

**Place:** Gurugram

**Designation:** Company Secretary & Compliance Officer

  
**Name:** Pankaj Virmani  
  
**Designation:** Company Secretary & Compliance Officer  
