

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2016, Rule 21 of the Companies (Management and Administration) Rules, 2014 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, Gurugram-122002, Haryana.

Extra Ordinary General Meeting ("EGM") of Members of the Company held on Wednesday, December 27, 2017 at 11:00 AM at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122002, Haryana.

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 also voting by means of Poll at the EGM for ascertaining the requisite majority on remote e-voting and also on poll through electronic voting system ("Insta-Poll") carried out for the Resolutions (Item Nos. 1 to 5) proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2016, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the Resolutions mentioned in the Notice dated December 01, 2017 for EGM of the Members of the Company held on Wednesday, December 27, 2017 at 11:00 AM at DLF Club 5, Opposite Trinity Tower, Club Drive, DLF 5, Gurugram - 122002, Haryana.



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 Members electronically on all the items of special businesses to be transacted at the EGM of the Company.
2. The remote e-voting remained open from Thursday, December 21, 2017 (09:30 AM) to Tuesday, December 26, 2017 till (05:00 PM) on the designated website <https://evoting.karvy.com> of Karvy.
3. The Members of the Company as on the "Cut-off date" i.e. December 20, 2017 were entitled to avail the facility of remote e-voting as well as electronic voting at the EGM on the proposed Resolutions (Item nos. 1 to 5) as set out in the Notice dated December 01, 2017.
4. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was prohibited at the general meeting since the remote e-voting was offered to the members. Therefore, the Chairman ordered for poll through electronic voting system (Insta-Poll) at EGM as per Rule 20 of Companies (Management and Administration) Amendment Rules, 2016, Rule 21 of the Companies (Management and Administration) Rules, 2014. Insta-Poll was provided at the venue of EGM 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 for EGM of the Company. Our responsibility as Scrutinizer(s) was restricted to make a Scrutinizer's Report on the votes cast "For" or "Against" the Resolutions as stated in the Notice of EGM.
6. After completion of Insta-Poll at the EGM the votes cast by the Members through remote e-voting and Insta-Poll were unblocked, in the presence of two witnesses, Mr. Mohit Kumar Dixit & Mr. Akshit Arora

who are not in the employment of the Company. Votes cast by the Members were reconciled with the records maintained by the Karvy (Registrar & Transfer Agent of the Company) and the Authorizations/Proxies lodged with the Company on test check basis.

7. After scrutinizing the system generated report of remote e-voting and report of Insta-Poll by Karvy, we hereby submit the consolidated result of remote e-voting and Insta-Poll as under:

Resolution 01 - Ordinary Resolution

To Increase the Authorized Share Capital and consequent changes in Clause V of the Memorandum of Association of the Company.

| Mode | No. of e-voters | No. of Shares held | Invalid | | For | | Against | |
|-------------------|-----------------|----------------------|----------|--------------|------------|----------------------|-----------|------------------|
| | | | e-Voters | No. of votes | e-Voters | No. of votes | e-Voters | No. of votes |
| Remote e-voting*# | 308 | 1,659,788,546 | -- | -- | 296 | 1,658,717,093 | 12 | 1,001,043 |
| Insta-Poll# | 214 | 3,815,951 | -- | -- | 186 | 3,814,845 | 5 | 23 |
| TOTAL | 522 | 1,663,604,497 | -- | -- | 482 | 1,662,531,938 | 17 | 1,001,066 |

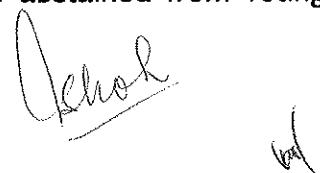
Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,663,533,004

Votes in Favour (% of Total Valid Votes) = 99.94 %

Votes in Against (% of Total Valid Votes) = 0.06 %

* including 1 (One) Member holding 70,410 shares has "Less voted"

23 (Twenty three) Members holding 1,083 shares have abstained from voting.



Resolution 02 -Special Resolution

To create, issue, offer and allot, in one or more tranches on a preferential basis:

- a. up to 37,97,46,836 (Thirty seven crores ninety seven lakhs forty six thousand eight hundred and thirty six) fully paid-up Compulsorily Convertible Unsecured Debentures ("CCDs") of Rs. 217.25 each at par, convertible into equal number of Equity Shares of Rs. 2/- each of the Company; and
- b. up to 13,80,89,758 (Thirteen crores eighty lakhs eighty nine thousand seven hundred and fifty eight) Warrants ("Warrants") of Rs. 217.25 each exercisable into equal number of Equity Shares of Rs. 2/- each of the Company

| Mode | No. of e-voters | No. of Shares held | Invalid | | For | | Against | |
|----------------------|-----------------|----------------------|----------|--------------|------------|--------------------|-----------|------------------|
| | | | e-Voters | No. of votes | e-Voters | No. of votes | e-Voters | No. of votes |
| Remote e-voting*#\$_ | 308 | 1,659,788,546 | -- | -- | 245 | 319,047,963 | 36 | 3,456,519 |
| Insta-Poll# | 214 | 3,815,951 | -- | -- | 183 | 3,367,851 | 5 | 23 |
| TOTAL | 522 | 1,663,604,497 | -- | -- | 428 | 322,415,814 | 41 | 3,456,542 |

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 325,872,356

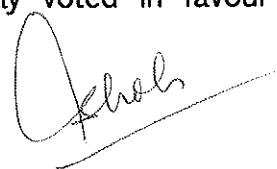
Votes in Favour (% of Total Valid Votes) = 98.939 %

Votes in Against (% of Total Valid Votes) = 1.061 %

* including 1 (One) Member holding 70,410 shares has "Less voted"

55 (Fifty-Five) Members holding 1,337,661,731 shares have abstained from voting.

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




Resolution 03 - Special Resolution

To create, offer, issue and allot of such number of Equity Shares in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, for an aggregate issuance of up to 17,30,00,000 (Seventeen crores thirty lakhs only) Equity Shares of Rs. 2/- each by way of public issue or a private placement or a Qualified Institutions Placement ("QIP").

| Mode | No. of e-voters | No. of Shares held | Invalid | | For | | Against | |
|-------------------|-----------------|----------------------|----------|--------------|------------|----------------------|-----------|------------------|
| | | | e-Voters | No. of votes | e-Voters | No. of votes | e-Voters | No. of votes |
| Remote e-voting*# | 308 | 1,659,788,546 | -- | -- | 293 | 1,657,917,718 | 15 | 1,800,416 |
| Insta-Poll# | 214 | 3,815,951 | -- | -- | 186 | 3,814,845 | 5 | 23 |
| TOTAL | 522 | 1,663,604,497 | -- | -- | 479 | 1,661,732,563 | 20 | 1,800,439 |

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,663,533,002

Votes in Favour (% of Total Valid Votes) = 99.892 %

Votes in Against (% of Total Valid Votes) = 0.108 %

* including 2 (Two) Members holding 70,412 shares have "Less voted"

23 (Twenty Three) Members holding 1,083 shares have abstained from voting.



Resolution 04 - Ordinary Resolution

To appoint Mr. Ashok Kumar Tyagi (DIN 00254161), as a Whole-time Director of the Company effective December 01, 2017.

| Mode | No. of e-voters | No of Shares held | Invalid | | For | | Against | |
|-------------------|-----------------|----------------------|----------|--------------|------------|----------------------|-----------|-------------------|
| | | | e-Voters | No. of votes | e-Voters | No. of votes | e-Voters | No. of votes |
| Remote e-voting*# | 308 | 1,659,788,546 | -- | -- | 229 | 1,615,813,054 | 76 | 43,817,753 |
| Insta-Poll# | 214 | 3,815,951 | -- | -- | 186 | 3,814,845 | 5 | 23 |
| TOTAL | 522 | 1,663,604,497 | -- | -- | 415 | 1,619,627,899 | 81 | 43,817,776 |

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,663,445,675

Votes in Favour (% of Total Valid Votes) = 97.366 %

Votes in Against (% of Total Valid Votes) = 2.634 %

* including 1 (One) Member holding 70,410 shares has "Less voted"

26 (Twenty Six) Members holding 88,412 shares have abstained from voting.



Resolution 05 – Ordinary Resolution

To appoint Mr. Devinder Singh (DIN 02569464), as a Whole-time Director of the Company effective December 01, 2017.

| Mode | No. of e-voters | No of Shares held | Invalid | | For | | Against | |
|----------------------|-----------------|----------------------|----------|--------------|------------|----------------------|-----------|-------------------|
| | | | e-Voters | No. of votes | e-Voters | No. of votes | e-Voters | No. of votes |
| Remote e-voting*##\$ | 308 | 1,659,788,546 | -- | -- | 230 | 1,615,900,257 | 79 | 43,817,766 |
| Insta-Poll# | 214 | 3,815,951 | -- | -- | 185 | 3,719,052 | 5 | 23 |
| TOTAL | 522 | 1,663,604,497 | -- | -- | 415 | 1,619,619,309 | 84 | 43,817,789 |

Total Valid Votes (Total Shares – Invalid- Abstained - less voted) = 1,663,437,098

Votes in Favour (% of Total Valid Votes) = 97.366 %

Votes in Against (% of Total Valid Votes) = 2.634 %

* including 2 (Two) Members holding 70,413 shares have “Less voted”

26 (Twenty-Six) Members holding 96,986 shares have abstained from voting.

\$ There were 3 (three) Members who have voted partially voted in favour of the Resolution and partially against the Resolution.

8. All documents relating to voting by electronic means shall remain in the safe custody of the Scrutinizer(s) until the Chairman, or any other official(s) authorised by the Chairman, consider, approve and sign the minutes of EGM and thereafter, the Scrutinizer(s) shall handover the related documents to the Company.
9. Based on the data furnished to us and verified by us as above, all the aforesaid resolutions contained in Notice dated December 01, 2017 are passed with requisite majority of the Members as specified under the Companies Act, 2013.



10. This Report has been issued at the request of the Company for :-

- (i) Submission to Stock Exchange(s);
- (ii) to be placed on the website of the Company and
- (iii) website of Karvy.

This Report is not to be issued for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.



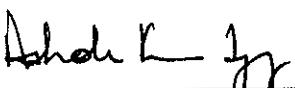
CS Ashok Tyagi
Scrutinizer
Membership No: F2968
C.P. No: 7322



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

Date: 27.12.2017

Place: Gurugram



Ashok Kumar Tyagi
(Authorised Signatory)