

# DLF LIMITED

DLF Gateway Tower, R Block,  
DLF City Phase – III, Gurugram – 122 002,  
Haryana (India)  
Tel.: (+91-124) 4396000, [investor-relations@dlf.in](mailto:investor-relations@dlf.in)



13<sup>th</sup> July 2025

The General Manager Dept. of Corporate Services <b>BSE Limited</b> P.J. Tower, Dalal Street, Mumbai – 400 001	The Vice-President <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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## **Sub: Notice of 60<sup>th</sup> Annual General Meeting & Annual Report for Financial Year (FY) 2024-25**

Dear Sir/ Madam,

This is to inform you that the 60<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on **Monday, 4<sup>th</sup> August 2025 at 12.30 P.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**, pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

In compliance with Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations) read with applicable Circulars of the MCA and SEBI, the Annual Report for FY 2024-25 comprising the Notice of AGM, the Standalone and Consolidated Financial Statements for FY 2024-25, along with Board's Report, Auditors' Report(s) and other document(s) required to be attached thereto, is being sent to all the Members of the Company whose e-mail ID is registered with the Company/ Depository(ies).

Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing web-link, QR Code and the exact path, to access the Annual Report for FY 2024-25, is being sent by the Company to those Members whose e-mail ID is not registered with the Company/ Depository(ies).

In compliance with the aforesaid Regulation, copy of the Annual Report along with the Notice of AGM for FY 2024-25, being sent to the shareholders through electronic mode, is attached herewith. The Annual Report including the Notice of AGM are also available on the Company's website at [https://www.dlf.in/annual\\_docket/Annual-report-2024-25.pdf](https://www.dlf.in/annual_docket/Annual-report-2024-25.pdf).

This is for your kind information and record please.

Thanking you,

Yours faithfully,  
For **DLF Limited**

**R. P. Punjani**  
**Company Secretary**

Encl.: As above

For Stock Exchange's clarifications, please contact:  
Mr. R. P. Punjani – 09810655115 / [punjani-rp@dlf.in](mailto:punjani-rp@dlf.in)  
Ms. Nikita Rinwa – 09069293544/ [rinwa-nikita@dlf.in](mailto:rinwa-nikita@dlf.in)

# NOTICE

**Notice** is hereby given that the **60<sup>th</sup>** Annual General Meeting (AGM) of the members of DLF Limited will be held on **Monday, the 4 August 2025 at 12.30 P.M. (IST)** through **Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')** to transact the following business:

## Ordinary Business:

1. (a) To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Reports of the Board of Directors and Auditors thereon.
- (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2025 together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31 March 2025.
3. To appoint a Director in place of Mr. Devinder Singh (DIN: 02569464), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Savitri Devi Singh (DIN: 01644076), who retires by rotation and being eligible, offers herself for re-appointment.

## Special Business:

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], the remuneration payable to Sanjay Gupta & Associates, Cost Accountants (FRN: 000212), appointed by the Board of Directors (the 'Board'), as the Cost Auditors of the Company to conduct the audit of the cost records pertaining to real estate development activities of the Company for the financial year ended 31 March 2025, amounting to ₹ 4.40 lakh (Rupees four lakh forty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board be and is hereby authorised to undertake all such other acts, deeds, things and matters and give all such directions, as it may in its discretion deem

necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] and based on the recommendation of the Audit Committee and the Board of Directors of the Company, Makarand M. Joshi & Co., peer reviewed firm of Company Secretaries (FRN: P2009MH007000), be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from the financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors."

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board be and is hereby authorised to undertake all such other acts, deeds, things and matters and give all such directions, as it may in its discretion deem necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force], Article 101(2) and 109A of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Vinati Kastia Kilambi (DIN: 08175434), who was appointed as an Additional Director (in independent capacity) of the Company with effect from 19 May 2025, meets the criteria of independence under Section 149(6) of the Act and Rules made

thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, proposing her candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. up to 18 May 2030.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all such other acts, deeds, things and matters and give all such directions, as it may in its discretion deem necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors**  
for **DLF LIMITED**

**R.P. Punjani**  
Company Secretary  
FCS 3757

19 May 2025  
New Delhi

Regd. Office: Shopping Mall  
3<sup>rd</sup> Floor, Arjun Marg  
Phase - I, DLF City  
Gurugram - 122 002, Haryana  
CIN: L70101HR1963PLC002484  
Telephone No.: 91-124-4334200  
Website: [www.dlf.in](http://www.dlf.in)  
E-mail: [investor-relations@dlf.in](mailto:investor-relations@dlf.in)

**Notes:**

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 9/2024 dated 19 September 2024 read with General Circular No. 9/2023 dated 25 September 2023, General Circular No. 10/2022 dated 28 December 2022, General Circular No. 2/2022 dated 5 May 2022, General Circular No. 2/2021 dated 13 January 2021, General Circular No. 20/2020 dated 5 May 2020, General Circular No. 17/2020 dated 13 April 2020 and General Circular No. 14/2020 dated 8 April 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'). Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI Listing Regulations, MCA Circulars and the SEBI Circular, the AGM of the Company is being held through

VC/ OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.

2. A Statement pursuant to Section 102 of the Act read with the SEBI Listing Regulations and Secretarial Standard on General Meetings, setting-out the material facts in respect of special business being Item Nos. 5, 6 and 7 as set-out above to be transacted at the AGM, is annexed hereto and forms part of this Notice.
3. Generally, a member entitled to attend/ participate and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. As this AGM is being held through VC/ OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As the AGM will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed to this Notice.
5. Pursuant to the provisions of Section 152 of the Act, Mr. Devinder Singh, Managing Director and Ms. Savitri Devi Singh, Director of the Company are liable to retire by rotation at this AGM. The Board of Directors of the Company have recommended their re-appointment. Mr. Devinder Singh and Ms. Savitri Devi Singh are neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any order passed by SEBI or any other authority.  
Mr. Devinder Singh would be interested in Item No. 3 and Mr. Rajiv Singh, Ms. Savitri Devi Singh and Ms. Anushka Singh, Directors of the Company, are interested in Item No. 4 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set-out under Item Nos. 3 and 4 of the Notice.
6. The details of Directors seeking appointment/ re-appointment, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India), are given in the Corporate Governance Report and annexed hereto and form part of this Notice.
7. KFin Technologies Limited ('KFin' or 'RTA'), having its office at Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, is the Registrar and Share Transfer Agent of the Company. The contact details of RTA are: Toll Free No. 1-800-309-4001; E-mail: [einward.ris@kfinotech.com](mailto:einward.ris@kfinotech.com); Website: [www.kfinotech.com](http://www.kfinotech.com); and/

or <https://ris.kfintech.com/>; Contact Person: Mr. S.R. Ramesh, Dy. Vice President – Corporate Registry. KFin is also the depository interface of the Company with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). However, keeping in view the convenience of the members, documents relating to the equity shares will also be accepted by (i) KFin at 305, New Delhi House, 27, Barakhamba Road, New Delhi - 110 001; (ii) the Company at its Registered Office; and also at (iii) Corporate Office: DLF Gateway Tower, R Block, DLF City, Phase - III, Gurugram - 122 002, Haryana.

8. Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc. authorizing their representatives to attend/ participate in the AGM through VC/ OAVM on their behalf and to vote through remote e-voting or e-voting during the AGM. The said board resolution/ authority letter/ power of attorney etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at [dlfscrutinizer@gmail.com](mailto:dlfscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. The Company has fixed **Monday, 28 July 2025** as the 'Record Date' for determining the eligibility for payment of dividend, if declared at the AGM.
10. The dividend, if declared at the AGM will be paid, subject to deduction of tax at source on or before **Tuesday, 2 September 2025** to those members or their mandates: (i) whose names appear as beneficial owners at the end of the business hours on **Monday, 28 July 2025** in the list of beneficial owners to be furnished by the depositories (i.e. NSDL and CDSL) in respect of the equity shares held in demat mode; and (ii) whose names appear as members in the Company's Register of Members as of **Monday, 28 July 2025**.
11. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. 1 April 2020 and the Company is required to deduct tax at source from the dividend payable to shareholders at the prescribed rates, for various categories. The shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their Permanent Account Number ('PAN') with the Company/ KFin (in case of equity shares held in physical mode) and to their respective Depository Participants (in case of equity shares held in demat mode).

Resident individual shareholders who are not liable to pay income tax can submit yearly declaration in Form No. 15G/ 15H along with a self-attested copy of their PAN card, to avail the benefit of

non-deduction of tax at source by uploading the same on <https://ris.kfintech.com/form15/> by **Monday, 28 July 2025** up to **5.00 P.M. (IST)**. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Further, no tax is required to be deducted, if aggregate dividend distributed or likely to be distributed during the Financial Year ('FY') to a resident individual shareholder does not exceed ₹ 10,000/- (Rupees Ten thousand only). Non-resident Indian shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment Declaration and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and any other document that may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be uploaded by the shareholders on <https://ris.kfintech.com/form15/> by **Monday, 28 July 2025** up to **5.00 P.M. (IST)**. Further, tax will be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 197 of the Income-tax Act, 1961, if such valid certificate is provided. For further details on various categories and prescribed rates, please refer to the Company's website at [www.dlf.in](http://www.dlf.in).

12. The SEBI Listing Regulations have mandated that for making dividend payments, companies shall use Electronic Clearing Services (local, regional or national), direct credit, Real Time Gross Settlement ('RTGS'), National Electronic Funds Transfer ('NEFT') etc. Members are requested to register/ update their complete bank details with their Depository Participant(s), if the equity shares are held in demat mode, by submitting forms and documents, as may be required by the Depository Participant(s). Further, with effect from 1 April 2024, dividend to shareholders (holding equity shares in physical mode), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, Contact details including Mobile number, Bank account details and Specimen signature by the shareholders. Members may refer to the FAQs provided by SEBI on its website at [https://www.sebi.gov.in/sebi\\_data/faqfiles/sept-2024/1727418250017.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/sept-2024/1727418250017.pdf).
13. Members holding equity shares in demat mode are requested to provide their PAN, Bank details and intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone and mobile number, nomination, power of attorney, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR code) to their respective Depository Participants ('DPs'). Changes intimated to the DPs will automatically be reflected in the Company's record, which will help the Company and RTA to provide efficient and better services.

- As per Circulars issued by the SEBI from time to time, it is mandatory for the shareholders holding equity shares in physical mode to furnish their PAN, Contact details including Mobile number, Bank account details and Specimen signature before getting any investor service request processed.
14. Members holding equity shares in physical mode, in identical order of names, in more than one folio are requested to send to the Company or KFin, the details of such folios together with the share certificates and requisite KYC documents for consolidating their holdings in one folio. Request for consolidation of holdings shall be processed in dematerialised form only.
  15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through remote e-voting/ e-voting during the AGM.
  16. In accordance with the provisions of Section 72 of the Act and SEBI Circulars, the facility for nomination is available for the members of the Company in respect of the equity shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. ISR-3 or Form No. SH-14, as applicable. The said forms are available on the Company's website at [www.dlf.in](http://www.dlf.in). Members are requested to submit the said details to their respective DPs, in case the equity shares are held by them in dematerialised form and to the Company/ RTA, in case the equity shares are held by them in physical mode.
  17. Electronic copies of all the documents referred to in the Notice and the Statement shall be made available for inspection. Shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking inspection of such documents can send an e-mail to [investor-relations@dlf.in](mailto:investor-relations@dlf.in).
  18. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic form, members who have not registered their e-mail ID and are holding equity shares in physical mode are requested to contact the RTA and register their e-mail ID. Members holding equity shares in demat mode are requested to contact their respective DPs. Members may please note that notices, annual reports etc. will be available on the Company's website at [www.dlf.in](http://www.dlf.in). The Company shall send the physical copy of Annual Report for FY 2024-25 to those members who request the same at [investor-relations@dlf.in](mailto:investor-relations@dlf.in) mentioning their Folio No./ DP ID and Client ID.
  19. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be made available electronically for inspection by the members during the AGM.
  20. (a) The Company has transferred the unpaid/ unclaimed dividend amount declared for the financial year 2016-17 and 2017-18 (Interim) to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the Company has uploaded the details of unpaid/ unclaimed dividend amount lying with the Company as on 31 March 2025 on the website of the Company at <https://www.dlf.in> and the same can also be accessed through the link: <https://ris.kfintech.com/services/IEPF/IEPFIInfo.aspx?q=3Eo135ACGFU%3d>. The details of unpaid/ unclaimed dividend amount up to 31 March 2024 are also uploaded on the website of the IEPF Authority at <https://www.iepf.gov.in/>.
  - (b) Adhering to the various requirements set-out in the IEPF Rules, the Company has, during FY 2024-25, transferred to the demat account of IEPF Authority, all the equity shares in respect of which dividend had remained unpaid/ unclaimed for seven consecutive years or more as on the due date of transfer. Details of equity shares transferred to demat account of IEPF Authority are available on the website of the Company and the same can also be accessed through the link: <https://kosmic.kfintech.com/IEPF/IEPFUnpaidQry.aspx?q=3Eo135ACGFU%3d>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](https://www.iepf.gov.in/).
  - (c) Members may note that the equity shares as well as unclaimed dividend amount transferred to IEPF can be claimed back. Concerned Members/ Investors are advised to visit the weblink: <https://www.iepf.gov.in/IEPF/refund.html> or contact KFin/ the Company for lodging their claim for refund of equity shares and/ or unclaimed dividend amount from the IEPF Authority.
  21. Members who have not encashed their dividend warrants within their validity period may write to KFin or the Company at its Registered Office/

Corporate Office. Members are requested to note that the dividend amount which is not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to IEPF. Equity Shares on which dividend remains unclaimed for seven consecutive years, shall also be transferred to the demat account of IEPF Authority as per Section 124 and 125 of the Act, read with applicable IEPF Rules.

22. In terms of the SEBI Listing Regulations, transfer of securities would be carried out only in dematerialised form. Accordingly, requests for effecting transfer of physical securities cannot be processed, unless the securities are held in dematerialised form with any DP. Therefore, RTA and the Company have not been accepting any request for transfer of equity shares in physical mode.

Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024, issued operational guidelines for processing requests for (i) Transmission; (ii) Transposition; (iii) Issue of duplicate securities certificate; (iv) Claim from Unclaimed Suspense Account; (v) Renewal/ Exchange of securities certificate; (vi) Endorsement; (vii) Sub-division/ Splitting of securities certificate; and (viii) Consolidation of securities certificates/ folios of securities would be carried out in dematerialised form only. Accordingly, requests for effecting the above-mentioned dealings in respect of physical securities will be carried out in accordance with the afore-stated SEBI Master Circular.

23. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7 May 2024, has formulated Standard Operating Procedures for dispute resolution under the Stock Exchange Arbitration Mechanism for disputes between the Company/ Registrars to an Issue and Share Transfer Agents and Company's Shareholder(s)/ Investor(s). The shareholders may initiate Arbitration Mechanism, post exhausting all actions for resolution of their complaints including through SCORES Portal, by filing the Arbitration reference with the Stock Exchange where the initial complaint has been addressed. Further details are available on the website of the Company under 'Investors' Section at <https://www.dlf.in/pdf/Escalation-Matrix-For-Investor-Grievances.pdf>.

SEBI vide Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 28 December 2023 had issued guidelines for members to resolve their grievances by way of Online Dispute Resolution (ODR) through a common ODR Portal.

After exhausting all the options available for resolution of the grievances, if the shareholders are not satisfied with the outcome, they can

initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

24. In compliance with the MCA Circular dated 19 September 2024 read with SEBI Circular dated 3 October 2024, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those members whose e-mail ID is registered with the Company/ Depositories.

Pursuant to the Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link, QR code and the exact path, where complete details of the Annual Report are available, is being sent to all such shareholders who have not registered their e-mail ID with the Company/ depository participants. Members may note that the Notice of AGM and Annual Report for FY 2024-25 will also be available on the Company's website at [www.dlf.in](http://www.dlf.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and NSDL at <https://www.evoting.nsdl.com>. A transcript of the AGM shall also be available on the Company's website.

**In order to receive faster communication and to enable the Company to serve the members better and to promote green initiatives, the members are requested to provide/ update their e-mail ID with their respective DPs or e-mail at einward.ris@kfintech.com to get the Annual Report and other documents/ communication on their e-mail ID.**

**Members holding equity shares in physical mode are requested to intimate their e-mail ID to the RTA/ Company, either by e-mail at einward.ris@kfintech.com or investor-relations@dlf.in or by sending a communication at the address mentioned at Note No. 7 or at the Registered Office/ Corporate Office of the Company.**

25. Members participating in the AGM through VC/ OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### 26. **Voting through electronic means**

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members with the facility to exercise their right to vote during the 60<sup>th</sup> AGM by electronic means. The members may cast their vote using an electronic system (remote e-voting).
- II. The Company has engaged the services of NSDL as the agency to provide remote e-voting facility/ e-voting.

- III. The facility of voting through electronic voting system shall also be made available on the date of AGM and the members participating in the AGM who have not cast their vote by remote e-voting shall be able to exercise their vote during the AGM.
- IV. The remote e-voting period will commence from **Thursday, 31 July 2025 at 9.30 A.M. (IST)** and end on **Sunday, 3 August 2025 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- V. The Company has appointed Mr. Vineet K Chaudhary (FCS: 5327), Company Secretary in practice and Mr. Deepak Kukreja (FCS: 4140), Company Secretary in practice as Scrutinizers to scrutinize the e-voting process in a fair and transparent manner. They have given their consent for such appointment.
- VI. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 28 July 2025. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.**
- VII. **A person, whose name is recorded in the Register of Members of the Company or in the list of beneficial owners, maintained by the Depositories as on the cut-off date i.e. Monday, 28 July 2025, shall only be entitled to avail the facility of remote e-voting/ e-voting during the AGM.**

**Any person, who acquires equity shares of the Company and becomes a member of the Company after the Company e-mailed the Notice of the AGM and holds equity shares as on the cut-off date i.e. Monday, 28 July 2025, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the shareholder is already registered with NSDL for remote e-voting then he/ she can use his/ her existing User ID and Password for casting the vote. If a member forgets the password, it can be reset by using 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**

**The details of the process and manner for remote e-voting as provided by NSDL are explained herein below:**

**Step 1: Access to NSDL e-voting system.**

**Step 2: Cast the vote electronically and join General Meeting on NSDL e-voting system.**

**Details on Step 1 are mentioned below:**

- I. **Login method for remote e-voting and joining virtual meetings for individual shareholders holding equity shares in demat mode.**

In terms of SEBI Master Circular dated 9 December 2020 on e-voting facility provided by Listed Companies, individual shareholders holding equity shares in demat mode are allowed to vote through their demat account, maintained with Depositories and Depository Participant(s). Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

**Login method for individual shareholders holding equity shares in demat mode is given below:**

Type of shareholders	Login Method
Individual shareholders holding equity shares <b>in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. For OTP based login one can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. User will have to enter 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, one will be redirected to NSDL Depository site wherein one can see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and one will be redirected to e-Voting website of NSDL for casting the vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the <b>'Beneficial Owner'</b> icon under <b>'Login'</b> which is available under <b>'IDeAS'</b> section. This will prompt one to enter their existing User ID and Password. After successful authentication, one will be able to see e-voting services under Value added services. Click on <b>'Access to e-voting'</b> under e-voting services and one will be able to see e-voting page.</li> </ol>

- Click on company name or **e-voting service provider i.e. NSDL** and user will be re-directed to e-voting website of NSDL for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
3. If one is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select '**Register Online for IDeAS Portal**' or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
  4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon '**Login**' which is available under '**Shareholder/ Member**' section. A new screen will open. One will have to enter the User ID (i.e. sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, user will be re-directed to NSDL Depository website wherein one can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and one will be re-directed to e-voting website of NSDL for casting the vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
  5. Shareholders/ Members can also download NSDL Mobile App '**NSDL Speede**' facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual shareholders holding equity shares **in demat mode with CDSL**

1. Users who have opted for CDSL Easi/ Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon and New System Myeasi Tab and then use the existing Myeasi username and password.
2. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting Service Providers' website directly.
3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login and New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile number and e-mail ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual shareholders holding equity shares **in demat mode through their Depository Participants**

Users can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/ CDSL for e-voting facility. Upon logging in, they will be able to see e-voting option. Click on e-voting option, they will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein they can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and they will be redirected to e-voting website of NSDL for casting their vote during the remote e-voting period or joining virtual meeting and voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' option available at the above-mentioned website.

**Helpdesk for Individual shareholders holding equity shares in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual shareholders holding equity shares <b>in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at 022 - 4886 7000
Individual shareholders holding equity shares <b>in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at toll free no. 1800 21 09911 (Monday – Friday)

**II. Login Method for e-voting and joining virtual meetings for shareholders other than individual shareholders holding equity shares in demat mode and shareholders holding equity shares in physical mode.**

**How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login'
4. User ID details are given below:

which is available under 'Shareholder/ Member' section.

3. A new screen will open. One will have to enter the User ID, Password/ OTP and a Verification Code as shown on the screen. Alternatively, if users are registered for NSDL e-Services i.e. IDeAS, they can log-in at **https://eservices.nsdl.com/** with their existing IDeAS login. Once users log-in to NSDL e-Services after using their log-in credentials, click on e-voting and they can proceed to Step 2 i.e. Cast their vote electronically.

<b>Manner of holding equity shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>User ID is</b>
a) For members who hold equity shares <b>in Demat Account with NSDL.</b>	8 Character DP ID followed by 8 Digit Client ID For example, if the DP ID is IN300*** and Client ID is 12***** then the user ID is IN300***12*****
b) For members who hold equity shares <b>in Demat Account with CDSL.</b>	16 Digit Beneficiary ID For example, if the Beneficiary ID is 12***** then the user ID is 12*****
c) For members holding equity shares <b>in Physical Mode.</b>	E-Voting Event Number (EVEN) followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then the user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:
  - a) If users are already registered for e-voting, then they can use existing password to login and cast their vote.
  - b) If users are using NSDL e-voting system for the first time, they will need to retrieve the 'initial password' which was communicated to them. Once the users retrieve the 'initial password', they need to enter the 'initial password' and the system will force them to change the password.
- c) How to retrieve the 'initial password'?
  - (i) If the users' e-mail ID is registered in the demat account or with the Company, the 'initial password' is communicated on the e-mail ID. Trace the e-mail sent from NSDL in the mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is the 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for equity shares held in physical mode. The .pdf file contains the 'User ID' and 'initial password'.

- (ii) If the users' e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ID is not registered**.
6. If a user is unable to retrieve or has not received the 'Initial password' or has forgotten the password:
    - a) Click on '**Forgot User Details/ Password?**' (If one is holding equity shares in their demat account with NSDL or CDSL), option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) '**Physical User Reset Password?**' (If one is holding equity shares in physical mode), option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If one is still unable to get the password by the aforesaid two options, one can send a request at **evoting@nsdl.co.in** mentioning their demat account number/ folio number, PAN, name and registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the vote on the e-voting system of NSDL.
  7. After entering their password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
  8. Now, the user will have to click on 'Login' button.
  9. After clicking on the 'Login' button, Home page of e-voting will open.

**Details on Step 2 are mentioned below:**

**How to cast a vote electronically and join General Meetings on NSDL e-voting system?**

1. After successful login at Step 1, one will be able to see all the companies 'EVEN' in which the user is holding equity shares and whose voting cycle and General Meeting is in active status.
2. Select 'EVEN' of company for which one wishes to cast the vote during the remote e-voting period and casting the vote during the General Meeting. For joining virtual meeting, one needs to click on 'VC/ OAVM' link placed under 'Join Meeting'.
3. Now one is ready for e-voting as the Voting Page opens.
4. Cast the vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of equity shares for

which one wishes to cast their vote and click on 'Submit' and also 'Confirm' when prompted.

5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
6. One can also take the printout of the vote cast by clicking on the print option on the confirmation page.
7. Once a user confirms the vote on the resolution, one will not be allowed to modify their vote.

**VIII. Process for those shareholders whose e-mail ID is not registered with the Depositories for procuring user ID and password and registration of e-mail ID for e-voting for the resolution(s) set-out in this Notice:**

1. Those members, who hold equity shares in physical mode or who have not registered their e-mail ID with the Company and who wish to participate in the 60<sup>th</sup> AGM or cast their vote through remote e-voting or through the e-voting system during the meeting, may obtain the login ID and password by sending scanned copy of (a) a signed request letter, mentioning their Name, Folio No., complete Address and scanned copy of the share certificate (front and back); and (b) self-attested scanned copy of the PAN Card and any other document (such as bank statement, voter ID, Aadhaar Card, passport etc.) in support of the address of the member as registered with the Company; by e-mail to **investor-relations@dlf.in**.

2. In case the equity shares are held in demat mode, members may obtain the login ID and password by sending scanned copy of (a) a signed request letter, mentioning their Name, DP ID-Client ID (16-digit DP ID plus Client ID or 16-digit beneficiary ID); (b) self-attested scanned copy of the client master list or Consolidated Account Statement; (c) self-attested scanned copy of PAN Card; and (d) self-attested scanned copy of Aadhaar Card by e-mail to **investor-relations@dlf.in**.
3. Alternatively, Shareholders/ Members may send a request to **evoting@nsdl.co.in** for procuring User ID and Password for e-voting by providing the above-mentioned documents.

**IX. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 60<sup>th</sup> AGM THROUGH VC/ OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/ OAVM through NSDL e-voting system. Members may access by following the steps mentioned above for '**Access to NSDL e-voting system**'. After successful login, one can see link of 'VC/ OAVM' placed under '**Join Meeting**' menu against company name. User is requested to click on VC/ OAVM link. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the remote e-voting instructions mentioned in this Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through laptops for better experience.
3. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. The members can join the AGM through VC/ OAVM, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
6. Members who would like to speak or ask questions during the AGM with regard to the financial statements or any other matter as mentioned in this Notice, need to register themselves as a speaker by sending request from their registered e-mail ID, mentioning their Name, DP ID and Client ID/ Folio number, PAN, telephone/ mobile number to reach the Company's e-mail ID at **investor-relations@dlf.in** by **Tuesday, 29 July 2025** up to **2.00 P.M. (IST)**. Only those members who will register themselves as a speaker, will be allowed to speak/ ask questions during the AGM. The Company reserves the right to restrict

the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

**X. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the AGM is the same as mentioned in the instructions as above for remote e-voting.
2. Only those Shareholders/ Members, who will be participating in the AGM through VC/ OAVM facility and have not cast their vote on the resolution(s) through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. The members who have voted through remote e-voting will be eligible to attend the AGM but would not be eligible to cast their vote again during the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

**XI. Other instructions for e-voting:**

1. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential. Login to the e-voting website will be disabled upon 5 (five) unsuccessful attempts to key in the correct password. In such an event, one will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on **www.evoting.nsdl.com** to reset the password.
2. In case of any queries, one may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of **www.evoting.nsdl.com** or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at **e-voting@nsdl.co.in**.
- XII. The Scrutinizer(s) shall, immediately after the conclusion of e-voting during the AGM, unblock the vote cast through remote e-voting in the presence of at least 2 (two) witnesses, who are not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers' Report on the total vote cast in favour or against, if any, within 2 (two) working days of conclusion

of the AGM to the Chairman/ Managing Director(s)/ Company Secretary, who shall countersign and declare the result of the voting forthwith. The resolution(s), if passed by a requisite majority, shall be deemed to have been passed on the date of the AGM.

- XIII. The result along with the Scrutinizers' Report shall also be placed on the Company's website at [www.dif.in](http://www.dif.in) and on the website of NSDL at <https://www.evoting.nsdl.com> and on the notice board at the Registered Office and Corporate Office of the Company. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.
27. Members are requested to quote their Folio No./ DP ID - Client ID and e-mail ID, Telephone/ Mobile No. in all correspondence.

## **STATEMENT**

**THE FOLLOWING STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 SETTING-OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NOS. 5 TO 7 OF THE ACCOMPANYING NOTICE DATED 19 MAY 2025.**

## **ITEM NO. 5**

The Board of Directors (the 'Board') of the Company, on the recommendation of the Audit Committee, had approved the appointment of Sanjay Gupta & Associates, Cost Accountants (FRN: 000212), as the Cost Auditors of the Company to conduct the audit of the cost records pertaining to real estate development activities of the Company for the financial year ended 31 March 2025 at a remuneration of ₹ 4.40 lakh (Rupees four lakh forty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company. Accordingly, the consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the Cost Auditors for FY 2024-25.

Considering the scope of audit and on the recommendation of the Audit Committee, the Board of Directors has revised the remuneration payable to the Cost Auditors to ₹ 4.40 lakh (previous year ₹ 4.00 lakh). In view of the above, the revised remuneration is considered

reasonable, fair and commensurate with the scope of work undertaken by them.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 5.

The Board commands the resolution for approval of the members as an *Ordinary Resolution*.

## **ITEM NO. 6**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and the provisions of Section 204 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the Board of Directors (the 'Board') of the Company in its meeting held on 19 May 2025, on the recommendation of the Audit Committee and subject to approval of the shareholders, had approved the appointment of Makarand M. Joshi & Co., Company Secretaries ('MMJC') (FRN: P2009MH007000) as Secretarial Auditors to conduct the Secretarial Audit of the Company for a term of 5 (five) consecutive years, commencing from FY 2025-26 to FY 2029-30, on the following terms and conditions:

- a. **Proposed Remuneration:** ₹ 10.50 lakh plus applicable taxes and out-of-pocket expenses, if any, for FY 2025-26 and for subsequent financial year(s) of their term, such remuneration as determined by the Board, on the recommendation of the Audit Committee.

The proposed remuneration includes fees for Secretarial Audit services, the Annual Secretarial Compliance Report, certifications relating to Corporate Governance, Non-disqualification of Directors and Annual Return certification. The Company would not avail any services from MMJC which falls under the purview of prohibited services as specified by the SEBI in its Circular having reference no. SEBI/ HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated 31 December 2024.

In the opinion of the Board, the proposed remuneration is based on the knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.

The remuneration for Secretarial Audit and Annual Secretarial Compliance Report, payable to Dr. K.R. Chandratre (outgoing Secretarial Auditor) for FY 2024-25 was ₹ 7.50 lakh plus applicable taxes and out-of-pocket expenses, if any. Considering the extended scope of work of MMJC, in the opinion of the Board, there is no material change in the proposed remuneration to MMJC.

The Board of Directors, on recommendation of the Audit Committee, may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent, as may be mutually agreed with the Secretarial Auditors.

- b. Brief Profile and Credentials:** MMJC is a leading firm of practicing Company Secretaries with over 25 years of rich and diverse experience, MMJC have built a strong reputation in delivering comprehensive professional services across Corporate Laws, SEBI and FEMA Regulations. Their expertise include conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. MMJC have been awarded with the Best Secretarial Auditor from the Institute of Company Secretaries of India ('ICSI') for FY 2019-20.

MMJC have a robust team of over 170 professionals, bringing deep domain expertise and a multi-disciplinary approach to every assignment.

The firm is associated with several leading corporates in India, spanning a wide range of sectors such as Financial Services, Media, Automobile, Power, Chemicals, Pharmaceuticals, FMCG, IT/ Telecom/ BPO, Infrastructure, InvITs, Shipping & Airports, Manufacturing etc.

MMJC have confirmed that they have undergone the peer review process conducted by the ICSI and possess a valid peer review certificate. MMJC have given their consent to act as Secretarial Auditors of the Company and confirmed that the appointment, if approved by the shareholders, would be within the prescribed limits under the Act and Rules made thereunder and the SEBI Listing Regulations. MMJC have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act and Rules made thereunder and the SEBI Listing Regulations and that they have no conflict of interest.

- c. Basis of recommendation:** The recommendation is based on the fulfilment of the eligibility criteria and qualification prescribed under the Act and Rules made thereunder read with the SEBI Listing Regulations and based on the experience of the firm and its partners, their past track record and capabilities in delivering quality Secretarial audit services to other companies of similar size and complexity.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set-out at Item No. 6.

The Board commends the resolution for approval of the members as an *Ordinary Resolution*.

## ITEM NO. 7

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Article 101(2) and 109A of the Articles of Association of the Company, Ms. Vinati Kastia Kilambi (DIN: 08175434) was appointed as an Additional Director (in independent capacity) of the Company with effect from 19 May 2025 by the Board of Directors of the Company. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Ms. Vinati shall hold office until the date of the next General Meeting or for a period of 3 (three) months from the date of the appointment, whichever is earlier.

Ms. Vinati, aged about 52 years, is a Senior Partner at AZB & Partners, with nearly three decades of experience in corporate governance, risk management, regulatory compliance, legal advisory and white-collar investigations. A 1996 graduate of the National Law School of India University, Bangalore, she has led numerous cross-border mergers and acquisitions and specializes in corporate and commercial matters.

Her expertise spans governance, audit quality, financial reporting, corporate fraud and enforcement proceedings under the anti-money laundering (PMLA), foreign exchange control and FEMA laws.

She was named among the 'Top 30 Exceptional Female Lawyers in India' by Asian Legal Business in 2023 and was previously recognized as one of 'India Inc's Rising Women Leaders' by Spencer Stuart in 2015.

Ms. Vinati is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any order passed by SEBI or any other authority. She has registered herself with the Independent Director's Databank, maintained by the Indian Institute of Corporate Affairs.

The Company has received the following from Ms. Vinati:

- i. consent to act as a Director of the Company in accordance with Section 152 of the Act.
- ii. declaration of Independence stating that she fulfils the conditions as set-out in Section 149(6) and Schedule IV of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment as an Independent Director.
- iii. confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company without any external influence.
- iv. notice in writing under the provisions of Section 160 of the Act from a member, proposing her candidature for the office of Director of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Vinati possesses the skills, knowledge, expertise and competencies in the context of the Company's business, particularly in the areas of legal and strategic advisory, corporate governance, risk management, audit quality, financial reporting, corporate fraud, investigations, risk mitigation and strategic foresight.

The Nomination and Remuneration Committee in its meeting held on 19 May 2025, considering the capabilities, skills, experience of Ms. Vinati and based on the desired attributes for selection of the Independent Director, recommended the candidature of Ms. Vinati, as an Independent Director, not liable to retire by rotation for a term of 5 (five) consecutive years on the Board of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in its meeting held on 19 May 2025, subject to the approval of shareholders, approved the appointment of Ms. Vinati as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. up to 18 May 2030.

In the opinion of the Board of Directors, Ms. Vinati fulfils the conditions specified in the Act, Rules made thereunder and the requirements under the SEBI Listing Regulations for appointment of an Independent Director and hence, it would be in the interest of the Company to avail her services as an Independent Director.

The terms and conditions of the appointment of Independent Director would be available for inspection by the members electronically and are also disclosed on the website of the Company at <https://www.dlf.in/pdf/DFL-Terms-and-Conditions-Independent-Director.pdf>.

Members seeking to inspect the same can send an e-mail to [investor-relations@dlf.in](mailto:investor-relations@dlf.in).

The details in terms of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions of the Act (including Secretarial Standard on General Meetings) are annexed herewith and form part of this Notice.

Ms. Vinati, being the appointee, is interested in the resolution. The relatives of Ms. Vinati may be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except for the above, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set-out at Item No. 7.

The Board commends the resolution for approval of the members as a *Special Resolution*.

**By Order of the Board of Directors**  
for **DLF LIMITED**

**R.P. Punjani**

Company Secretary  
FCS 3757

Regd. Office: Shopping Mall  
3<sup>rd</sup> Floor, Arjun Marg  
Phase - I, DLF City  
Gurugram - 122 002, Haryana  
CIN: L70101HR1963PLC002484  
Telephone No.: 91-124-4334200  
Website: [www.dlf.in](http://www.dlf.in)  
E-mail: [investor-relations@dlf.in](mailto:investor-relations@dlf.in)

#### **Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting**

**[In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings]**

Name of Director	Mr. Devinder Singh	Ms. Savitri Devi Singh	Ms. Vinati Kastia Kilambi
<b>Director Identification Number (DIN)</b>	02569464	01644076	08175434
<b>Date of Birth</b>	13 November 1963	15 May 1985	8 November 1972
<b>Age</b>	61 years	40 years	52 years
<b>Date of first Appointment</b>	1 December 2017	11 June 2021	19 May 2025
<b>Qualification(s)</b>	B.E. (Civil) from Punjab Engineering College, Chandigarh and PGDM from MDI, Gurugram.	Bachelor of Science in Economics from the Wharton School at the University of Pennsylvania.	Law Graduate from National Law School of India University, Bangalore.
<b>Number of Equity Shares held including shareholding as a beneficial owner</b>	95,793	Refer note below	Nil
<b>Brief Resume</b>	Given in the Corporate Governance Report under the heading <b>Profile of Directors</b> .		

Notice

<b>Experience/ Expertise in specific functional areas</b>	Has almost four decades of rich experience in projects, land & revenue management, statutory approvals & compliances, legal and regulatory matters, estates management and building management.	Has more than fifteen years of rich experience with international business exposure in strategy, project development, leasing and marketing in Office and Retail Real Estate.	Has almost three decades of rich experience in corporate governance, risk management, regulatory compliance, legal advisory and white-collar investigations.
<b>Terms and Conditions of Appointment/ Re-appointment</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Devinder Singh, Managing Director is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Ms. Savitri Devi Singh, Non-executive Director is liable to retire by rotation.	As mentioned in the Statement.
<b>Other Directorship(s) [including Directorships in other listed entities]</b>	1. DLF Home Developers Limited 2. Atrium Place Developers Private Limited	1. AGS Buildtech Private Limited 2. A.S.G. Realcon Private Limited 3. Hitech Property Developers Private Limited 4. Rajdhani Investments and Agencies Private Limited 5. Realest Builders and Services Private Limited 6. Sidhant Real Estate Developers and Services Private Limited 7. Trinity Housing and Construction Company* 8. Uttam Builders and Developers Private Limited 9. Uttam Real Estates Company*	Nil
<b>Committee Positions in other Public Companies</b>	<b>Committee of Directors - Chairman</b> <b>Risk Management Committee - Member</b> DLF Home Developers Limited	Nil	Nil
<b>Number of Board meetings attended during FY 2024-25</b>	7 out of 7 meetings.	6 out of 7 meetings#.	N.A.
<b>Remuneration last drawn (including Sitting fee and Commission)</b>	Given in the Corporate Governance Report under the heading <b>Directors' Remuneration</b> .		
<b>Remuneration proposed to be paid (including Sitting fee and Commission)</b>	As per terms of appointment approved by the shareholders vide their Resolution dated 28 September 2023.	In addition to the sitting fee approved by the Board of Directors, Non-executive Directors (including Independent Directors), based on the recommendation of the Nomination and Remuneration Committee and subject to approval by the Board, are entitled to commission. They may also receive an additional commission linked to their participation in meetings and their respective Committee roles. The total commission payable to Non-executive Directors (including Independent Directors) shall not exceed the ceiling of 1% of the net profits of the Company, as calculated under the applicable provisions of the Companies Act, 2013.	
<b>Relationships between Directors inter-se and other Key Managerial Personnel</b>	N.A.	Mr. Rajiv Singh and Ms. Anushka Singh (Ms. Savitri Devi Singh is daughter of Mr. Rajiv Singh and sister of Ms. Anushka Singh)	N.A.
<b>Listed entities from which the Directors have resigned in the past three years</b>	N.A.	N.A.	N.A.
<b>Skills and capabilities required for the role and the manner in which the proposed Directors meet such requirements</b>	Given in the Corporate Governance Report under the heading <b>Profile of Directors</b> .		

**Note:** Ms. Savitri Devi Singh holds 29.75% of the total paid-up equity share capital of the Company, through beneficial ownership in Trust(s).

\* A Private Company with Unlimited Liability.

# During FY 2024-25, Ms. Savitri Devi Singh did not attend the Board meeting held on 24 June 2024, as she was interested in the only agenda item of the meeting.

**DLF LIMITED**

Regd. Office: Shopping Mall, 3<sup>rd</sup> Floor, Arjun Marg, Phase-I, DLF City,  
Gurugram - 122 002, Haryana (India)  
CIN: L70101HR1963PLC002484  
Tel.: 91-124-4334200  
Website: [www.dlf.in](http://www.dlf.in); E-mail: [investor-relations@dlf.in](mailto:investor-relations@dlf.in)

Date: 11 July 2025

Dear Member,

**Sub: Annual Report for the Financial Year (FY) 2024-25****Folio No:**

We are pleased to inform you that the **60<sup>th</sup> Annual General Meeting ('AGM')** of the Members of **DLF Limited** (the 'Company') is scheduled to be held on **Monday, 4 August 2025 at 12.30 P.M. (IST)** through **Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM')** to transact the business as set-out in the Notice of the AGM.

In terms of Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, since your e-mail ID is not registered with Company/ Registrar and Share Transfer Agent ('RTA') or Depositories, hence, this letter is being sent to you to provide the web-link, QR code and exact path to access the Annual Report for FY 2024-25 of the Company. The above-mentioned details are herein provided:

Weblink	<a href="https://www.dlf.in/annual_docket/Annual-report-2024-25.pdf">https://www.dlf.in/annual_docket/Annual-report-2024-25.pdf</a>	
Path	www.dlf.in > Investors > Annual Docket > 2024-25 > Annual Report	

The Notice of AGM along with the Annual Report for FY 2024-25, is also available on the website(s) of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), being the agency providing e-voting facility.

**Key details for the AGM are as under:**

S.No	Particulars	Dates
1.	Last date for submission of TDS exemption forms	Monday, 28 July 2025 up to 5.00 P.M. (IST)
2.	Record Date for Final Dividend	Monday, 28 July 2025
3.	Cut-off date to determine the entitlement for remote e-voting/ e-voting at the AGM	Monday, 28 July 2025
4.	E-voting start date and time	Thursday, 31 July 2025 at 9.30 A.M. (IST)
5.	E-voting end date and time	Sunday, 3 August 2025 at 5.00 P.M. (IST)
6.	Dividend Payment Date	On or before Tuesday, 2 September 2025

In order to receive communication from the Company promptly, we request you to immediately update your e-mail ID –

- in case equity shares are held in dematerialised form, with your Depository Participant; and
- in case equity shares are held in physical mode, with RTA by submitting duly signed and attested hard copies of Form ISR-1 and other relevant forms and details as mentioned in SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated 23 June 2025 ('SEBI Circular'). The requisite Forms are also available on the website(s) of the Company at <https://www.dlf.in/investor> and of RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Please note that in terms of SEBI Circular, w.e.f. 1 April 2024, shareholders holding equity shares in physical mode, whose folio(s) are not updated with KYC details, shall be eligible for dividend in respect of such folio(s), only through electronic mode after updating their KYC details and the dividend payable against those corresponding folio(s) will be withheld until the required KYC details are updated.

Further, Members are requested to carefully read all the Notes and instructions as set-out in the Notice of AGM.

Yours faithfully,

For **DLF Limited**

**Sd/-**  
**R.P. Punjani**  
Company Secretary  
FCS: 3757