

Shareholders Rights Policy

1. Objective and Scope

DLF seeks to facilitate the exercise of the rights available to its shareholders and the shareholders of its group entities under applicable laws as part of its governance policy. The board of directors (“**Board**”) of DLF Limited (“**Company**”) has adopted and approved this Shareholder’s Rights Policy (“**Policy**”) aimed at raising awareness amongst the equity shareholders of the Company (“**Shareholders**”) of their rights under applicable laws vis-à-vis the Company.

This Policy contains certain rights available to the Shareholders under applicable laws and is based on the principles of equitable treatment of all Shareholders. The rights enumerated herein are in line with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the Companies Act, 2013 and the rules and regulations framed thereunder (“**Companies Act**”).

2. Shareholders’ Rights

Shareholders of the Company enjoy all the statutory rights available to them under applicable provisions of the Companies Act and the LODR Regulations. Certain rights available to the Shareholders are as follows:

- **Right to attend and participate in general meetings:** Shareholders of the company have a right to receive a notice of meetings of the shareholders and to attend (either in person or through proxy who may or may not be a Shareholder), participate and vote at meetings of the shareholders of the company either in person or by e-voting or through proxy in proportion to their share in the paid-up equity share capital of the Company.
- **Right to receive dividend:** Shareholders have a right to receive dividend as recommended by the board of directors of the company and/or approved by the shareholders in the annual general meeting. Shareholders also have a right to claim their unclaimed dividends or shares that may have been transferred to the Investor Education and Protection Fund on elapse of the statutory period as mentioned in the Companies Act, by making an application to the Investor Education and Protection Fund Authority in accordance with the provisions of the applicable law.
- **Right to receive information:** Shareholders have a right to receive a copy of the notice of the general meeting, the financial statements, including consolidated financial statements, if any, auditor’s report and other documents required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting. Shareholders also have the right to participate in, and be sufficiently informed of, decisions concerning fundamental corporate changes. The Company provides information to its shareholders in the form of annual reports, quarterly results, quarterly analysts presentations, press releases, newsletters and other reports etc. The Company also disseminates information on material events to the stock exchanges in accordance with applicable law. It also hosts such information on the website of the Company at www.dlf.in.

- **Right to inspect:** Shareholders of the company have a right to (i) inspect and take extracts from any statutory registers or returns without payment of any fee; or (ii) require a copy of any statutory register, entries therein or return on payment of prescribed fee, in accordance with the provisions of the Companies Act and rules made thereunder.
- **Right to convene a general meeting:** Shareholders holding not less than 1/10th (one-tenth) of the paid-up share capital of a company, carrying voting rights, have the right to requisition the Board to convene an extraordinary general meeting of the Company in accordance with the provisions of the Companies Act. Such requisition is required to set out the matters for the consideration of which the meeting is to be called and signed by the requisitionists and sent to the registered office of the company. If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.
- **Rights available to minority shareholders:** Minority shareholders of the Company (i.e., members comprising 10% of the total number of members of the company or 100 members in number (whichever is less) or members holding 10% of the issued share capital of the Company), have the right to approach the National Company Law Tribunal for relief only in case of oppression and mismanagement in accordance with the provisions of the Companies Act. Such application can also be made in case of a material change in the management or control of the Company if by reason of such change, it is likely that the affairs of the company will be conducted in a manner prejudicial to the interests of the company or its members or any class of members.
- **Shareholders' approval:** Pursuant to the Companies Act, approval of the prescribed majority of shareholders is required for decisions including, among others matters, those relating to:
 - (a) Any modifications in the memorandum of association and articles of association of the Company;
 - (b) Any change in name or shifting of registered office of the Company outside the local limits of any city, town or village where such office is situated;
 - (c) Any increase in the authorised share capital of the Company or reduction of share capital of the Company;
 - (d) Issue of sweat equity or bonus shares by the company and private placement of securities;
 - (e) Buy-back of shares by the company in excess of the prescribed thresholds;
 - (f) Appointment of the statutory auditor of the Company; and
 - (g) Appointment and removal of directors of the Company.
 - (h) Any scheme of amalgamation or merger or arrangement
 - (i) Any other item as required under the companies act or any other statute.

Shareholders have the right to attend, participate and vote in respect of the above matters in the meetings of shareholders convened for transacting the above businesses.

3. Conflict of laws

In the event of a conflict or inconsistency between the provisions of applicable laws for the time being in force (including the LODR Regulations and the Companies Act) and the provisions set out in this Policy, the provisions under the applicable law shall prevail over the provisions of this Policy.

4. Amendment

The Board may review and amend this Policy, in whole or in part, at any time by passing a board resolution.

5. Queries

Should a shareholder have any queries or concerns or require any clarifications in relation to their rights under this Policy may write to the Company Secretary of the DLF Limited.