

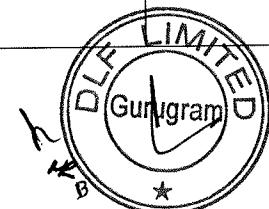
**QUARTERLY INTEGRATED FILING (GOVERNANCE)**

**A. Compliance Report on Corporate Governance**

Name of Listed Entity: **DLF LIMITED**

Quarter ending: **31<sup>st</sup> December 2025**

I. Composition of Board of Directors																			
Title (Mr./Ms.)	Name of the Director	PAN* & DIN	Category (Chairperson /Executive/ Non-Executive/Independent/ Nominee)	Date of Birth	Whether the director is disqualifed?	Start date of disqualification	End date of disqualification	Details of disqualification	Current Status of DIN	Whether Special Resolution passed? [Refer Regulation 17(1A)]	Date of passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Number of Directorship in listed entities including this listed entity (Refer Regulation 17A)	Number of Independent Directorship in listed entities including this listed entity (Refer proviso to Regulation 17A (1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Mr. Rajiv Singh	00003214	Chairman, Whole-time Director	08-05-1959	No	NA	NA	NA	Active	NA	-	16-11-1988	09-04-2024	-	-	1	Nil	Nil	Nil	
Mr. Ashok Kumar Tyagi	00254161	Managing Director	17-08-1962	No	NA	NA	NA	Active	NA	-	01-12-2017	01-12-2022	-	-	2	Nil	2	Nil	
Mr. Devinder Singh	02569464	Managing Director	13-11-1963	No	NA	NA	NA	Active	NA	-	01-12-2017	04-08-2025	-	-	1	Nil	Nil	Nil	
Ms. Pia Singh	00067233	Non-Executive Director	26-12-1970	No	NA	NA	NA	Active	NA	-	18-02-2003	07-08-2024	-	-	2	1	1	Nil	
Ms. Savitri Devi Singh	01644076	Non-Executive Director	15-05-1985	No	NA	NA	NA	Active	NA	-	11-06-2021	04-08-2025	-	-	1	Nil	Nil	Nil	

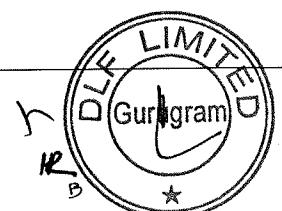


**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN* & DIN	Category (Chairperson /Executive/ Non-Executive/Independent/ Nominee)	Date of Birth	Whether the director is disqualifed?	Start date of disqualification	End date of disqualification	Details of disqualification	Current Status of DIN	Whether Special Resolution passed? [Refer Regulation 17(1A)]	Date of passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Number of Directorship in listed entities including this listed entity (Refer Regulation 17A)	Number of Independent Directorship in listed entities including this listed entity (Refer proviso to Regulation 17A (1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
Ms. Anushka Singh	03324893	Non-Executive Director	27-07-1987	No	NA	NA	NA	NA	Active	NA	-	11-06-2021	07-08-2024	-	-	1	Nil	Nil	Nil
Mr. Vivek Mehra	00101328	Independent Director	21-04-1955	No	NA	NA	NA	NA	Active	NA	-	13-02-2018	13-02-2023	-	94.6	6	6	8	4
Ms. Priya Paul	00051215	Independent Director	30-04-1966	No	NA	NA	NA	NA	Active	NA	-	01-04-2019	01-04-2024	-	81	3	2	2	Nil
Dr. Umesh Kumar Chaudhary	10263441	Independent Director	15-12-1949	No	NA	NA	NA	NA	Active	Yes	28-09-2023	04-08-2023	04-08-2023	-	28.27	1	1	1	Nil
Lt. Gen. Retd.	Ajai Singh	10540436	Independent Director	03-04-1963	No	NA	NA	NA	Active	NA	-	01-04-2024	01-04-2024	-	21	1	1	3	Nil
Mr. Mahender Singh	07850935	Independent Director	09-12-1958	No	NA	NA	NA	NA	Active	NA	-	07-08-2024	07-08-2024	-	16.25	1	1	3	2
Ms. Vinati Kastia Kilambi	08175434	Independent Director	08-11-1972	No	NA	NA	NA	NA	Active	NA	-	19-05-2025	19-05-2025	-	7.13	1	1	1	Nil

Whether Regular Chairperson appointed

Yes



**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN* & DIN	Category (Chairperson /Executive/ Non-Executive/Independent/ Nominee)	Date of Birth	Whether the director is disqualified?	Start date of disqualification	End date of disqualification	Details of disqualification	Current Status of DIN	Whether Special Resolution passed? [Refer Regulation 17(1A)]	Date of passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Number of Directorship in listed entities including this listed entity (Refer Regulation 17A)	Number of Independent Directorship in listed entities including this listed entity (Refer proviso to Regulation 17A (1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
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Whether Chairperson is related to Managing Director or CEO

No

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

**Note:**

High Value Debt Listed Entity ('HVDLE') and 'Manager entity' of Real Estate Investment Trust ('REIT') which is also a HVDLE has been added while computing number of directorships in listed entities and membership/ chairpersonship in Audit/Stakeholders Relationship Committee(s) in terms of Regulation 17A and 26(1) of the SEBI Listing Regulations.

**II. Composition of Committees**

Name of Committee	Whether Regular Chairperson appointed	DIN	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent /Nominee)	Date of Appointment	Date of Cessation
1.Audit Committee	Yes	00101328 10263441 10540436 07850935 08175434	Mr. Vivek Mehra Dr. Umesh Kumar Chaudhary Lt. Gen. Ajai Singh (Retd.) Mr. Mahender Singh Ms. Vinati Kastia Kilambi	Chairperson – Independent Independent Independent Independent Independent	07-03-2018 01-04-2024 20-05-2025 29-08-2024 20-05-2025	

2. Nomination and Remuneration Committee	Yes	10540436 00101328 07850935	Lt. Gen. Ajai Singh (Retd.) Mr. Vivek Mehra Mr. Mahender Singh	Chairperson – Independent Independent Independent	01-04-2024 20-05-2025 29-08-2024	
3. Risk Management Committee	Yes	10540436 07850935 08175434 00254161 02569464	Lt. Gen. Ajai Singh (Retd.) Mr. Mahender Singh Ms. Vinati Kastia Kilambi Mr. Ashok Kumar Tyagi Mr. Devinder Singh	Chairperson – Independent Independent Independent Executive Executive	01-04-2024 20-05-2025 20-05-2025 11-06-2021 07-03-2018	
4. Stakeholders Relationship Committee	Yes	07850935 10540436 00254161	Mr. Mahender Singh Lt. Gen. Ajai Singh (Retd.) Mr. Ashok Kumar Tyagi	Chairperson – Independent Independent Executive	20-05-2025 01-04-2024 11-06-2021	

### III. Meeting of Board of Directors

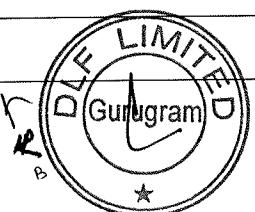
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of quorum met*	Total Number of Directors as on date of the meeting	Number of Directors present*	Number of Independent Directors present*
04-08-2025		-	Yes	12	11	6
	30-10-2025	86	Yes	12	11	5

### IV. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)**	Whether requirement of Quorum met*	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present*	Number of Independent Directors present*	Number of members attending the meeting (other than Board of Directors)
Audit Committee	04-08-2025	-	Yes	5	5	5	0
	29-09-2025	55	Yes	5	4	4	0
	30-10-2025	30	Yes	5	5	5	0
	23-12-2025	53	Yes	5	5	5	0
Nomination and Remuneration Committee##	14-11-2025	-	Yes	3	3	3	0
Risk Management Committee#	22-08-2025	-	Yes	5	5	3	0
Stakeholders Relationship Committee	24-07-2025	-	Yes	3	2	2	0
	14-10-2025	81	Yes	3	3	2	0

\*This information has to be mandatorily given for current quarter meetings.

\*\*This information has to be mandatorily given for Audit Committee and Risk Management Committee, for rest of the committees giving this information is optional.



# During the Quarter ended 31<sup>st</sup> December 2025, no meeting of Risk Management Committee (RMC) was held. Further, the maximum gap between the previous RMC Meeting which was held on 22<sup>nd</sup> August 2025 till 31<sup>st</sup> December 2025 is 131 days.

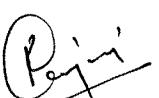
## No meeting of Nomination and Remuneration Committee (NRC) was held during the quarter ended 30<sup>th</sup> September 2025.

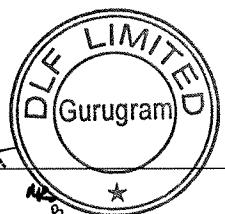
#### V. Affirmations

Sr. No.	Subject	Compliance status
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination and Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)</li> </ul>	Yes
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 Board of Directors may be mentioned here.	Yes. The Report for the previous quarter was placed before the Board of Directors and there were no comments / observations / advice of the Board.

#### Details of Cyber security incidence

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

  
R.P. Punjani  
Company Secretary



**B. Investor Grievance Redressal Report**

<b>Investor Grievance Redressal Report</b>	
Number of Investor complaints pending at the beginning of the quarter	0
Number of Investor complaints received during the quarter	3
Number of Investor complaints disposed off during the quarter	3
Number of Investor complaints, those remaining unresolved at the end of the quarter	0

**C. Disclosure of acquisition of shares or voting rights in unlisted companies**

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of Para A of Part A of Schedule III are given below:

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
Nil*					

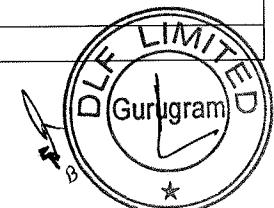
\*During the quarter ended 31<sup>st</sup> December 2025, there were no acquisitions, meeting the criteria for disclosure.

**D. Disclosure of imposition of fine or penalty**

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Nil#					

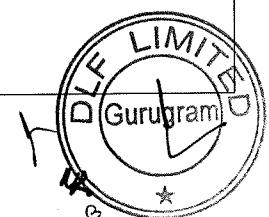
#During the quarter ended 31<sup>st</sup> December 2025, no fine/ penalty was imposed by any sectoral regulator/ enforcement agency/ judicial or other authorities requiring disclosure.



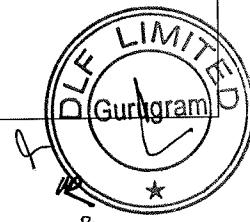
**E. Disclosure of updates to ongoing tax litigations or disputes**

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1.	Deputy Commissioner Noida Sector-3: Gautam Budh Nagar(A): Gautam Budh Nagar:Uttar Pradesh	20-12-2023	<p><b>DLF Power &amp; Services Limited, material subsidiary company - Period of Dispute: 2018-19</b></p> <p>Department has confirmed the demand vide Order dated 01-01-2024. The company has filed appeal in the matter. Issue in the appeal is demand raised on following points (1) Excess ITC on 3B v/s 2A (2) Difference in GSTR1 v/s GSTR9 Credit Notes Values (3) Short ITC Reversal under Rule 42 (Tax Rs. 0.34 Cr. + Penalty Rs. 0.04 Cr. + Interest has not been quantified yet).</p> <p>Appeal has been filed before Appellate Authority on 25-07-2024 which is pending.</p> <p><b>Financial Implication:</b> Rs. 0.04 Cr.</p>	<p>During the quarter ended 31-12-2025, the appeal filed by the Company has been allowed by the Additional Commissioner, Gautam Budh Nagar, Noida, Uttar Pradesh and accordingly, the matter has been dropped.</p> <p><b>Financial Implication:</b> Nil</p> <p>[The matter was reported at Sr. No. 61 of Part E in the Integrated filing (Governance) for the quarter ended 31-12-2024.]</p>
2.	Office of the Commissioner, CGST Noida	31-05-2024	<p><b>Paliwal Real Estate Limited, subsidiary company - Period of Dispute: 2019-20</b></p> <p>Department has confirmed the demand vide Order dated 31-08-2024 wherein demand has been confirmed (Tax of Rs. 7.52 Cr. &amp; Penalty of Rs. 0.75 Cr.). The company has filed appeal before Appellate Authority. Issues in the appeal are Issues involved on various points with respect to Non-reversal of Ineligible, ITC Reversal as per R-42, Adjusted Turnover in Table-5O of GSTR-9.</p> <p>The company has filed appeal before Appellate Authority on 27-11-2024 which is pending.</p> <p><b>Financial Implication:</b> Rs. 0.75 Cr.</p>	<p>During the quarter ended 31-12-2025, the appeal filed by the Company has been allowed by the Joint Commissioner, Noida, Meerut: CBIC and accordingly, the matter has been dropped.</p> <p><b>Financial Implication:</b> Nil</p> <p>[The matter was reported at Sr. No. 77 of Part E in the Integrated filing (Governance) for the quarter ended 31-12-2024.]</p>



S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
3.	Sales Tax Officer Class II / AVATO, Ward-203, Zone-11, Delhi	22-05-2024	<p><b>DLF Emporio Limited, subsidiary company (merged with DLF Cyber City Developers Limited, a material subsidiary company)- Period of Dispute: 2019-20</b></p> <p>Department has confirmed the demand vide Order dated 30-08-2024 wherein demand has been confirmed Tax of Rs. 0.011 Cr., Interest of Rs. 0.001 Cr. &amp; Penalty Rs. 0.004 Cr. The company has filed appeal before Appellate Authority. Issues in the appeal are demand of Tax in comparison of GSTR 9 vs. GSTR 3B &amp; Denial of Input Tax, Tax on Non-business &amp; Exempt Supply &amp; Block Credit such as Food &amp; Beverages etc.</p> <p>The company will contest the Order in due course.</p> <p><b>Financial Implication:</b> Rs. 0.004 Cr.</p>	<p>During the quarter ended 31-12-2025, the Company had filed SPL-2 under Amnesty Scheme for waiver of Interest &amp; Penalty which has been allowed.</p> <p><b>Financial Implication:</b> Rs. 0.01 Cr. which has been paid.</p> <p>[The matter was reported at Sr. No. 51 of Part E in the Integrated filing (Governance) for the quarter ended 31-12-2024.]</p>
4.	Deputy Commissioner of Income Tax ('DCIT') Circle 7(1), Delhi	15-02-2024 & 16-02-2024	<p><b>DLF Limited- Assessment Year (AY): 2020-21</b></p> <ul style="list-style-type: none"> <li>– The Assessing Officer, vide order dated 28-09-2022 made additions totaling Rs. 1,006.92 Cr., creating a demand of Rs.368.67 Cr.</li> <li>– The CIT(A) vide Order dated 18-12-2023 deleted the additions/disallowances of Rs. 978.87 Cr. made by the AO (which includes benefit of set-off of earlier years' losses of Rs. 817.71 Cr.) and sustained addition of Rs. 28.05 Cr.</li> <li>– The Company filed an appeal against addition of Rs. 28.05 Cr. and the Deptt. filed an appeal against addition totaling Rs. 161.15 Cr. before ITAT, Delhi, which are pending.</li> </ul> <p><b>Financial Implication:</b> Rs. 69.20 Cr.</p>	<p>During the quarter ended 31-12-2025, the appeal filed by the Company against addition of Rs. 28.05 Cr has been allowed, appeal filed by Income Tax Department against relief allowed by CIT(A) of Rs 161.15 Cr has been dismissed, by Income Tax Appellate Tribunal, New Delhi, vide Order dated 30-10-2025. Consequentially demand of Rs. 69.20 Cr. stands deleted.</p> <p><b>Financial Implication:</b> Nil</p> <p>[The matter was last reported at Sr. No. 4 of Part E in the Integrated filing (Governance) for the quarter ended 31-12-2024.]</p>



S. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
5.	Deputy Commissioner of Income Tax ('DCIT') Circle 7(1), Delhi	15-02-2024 & 16-02-2024	<p><b>DLF Limited- Assessment Year (AY): 2021-22</b></p> <ul style="list-style-type: none"> <li>– The Assessing Officer, vide Order dated 29-12-2022, made additions totaling Rs. 1,371.33 Cr., creating a demand of Rs. 486.28 Cr.</li> <li>– The CIT(A), vide Order dated 18-12-2023, deleted additions totaling Rs. 1,368.21 Cr. (which includes benefit of set-off of earlier years' losses of Rs. 1,179.67 Cr.) and sustained addition of Rs. 3.12 Cr.</li> <li>– Against CIT(A)'s Order, Company filed an appeal against addition of Rs. 3.12 Cr. and the Deptt. filed an appeal against additions totaling Rs. 188.54 Cr. before ITAT, New Delhi, which are pending.</li> </ul> <p><b>Financial Implication:</b> Rs. 67.96 Cr.</p>	<p>During the quarter ended 31-12-2025, the appeal filed by the Company against addition of Rs. 3.12 Cr. has been allowed and appeal filed by Income Tax Department against relief allowed by the CIT(A) of Rs. 188.54 Cr. has been dismissed, by Income Tax Appellate Tribunal, New Delhi, vide Order dated 30-10-2025, consequent to which demand of Rs. 67.96 Cr. stands deleted.</p> <p><b>Financial Implication:</b> Nil</p> <p>[The matter was last reported at Sr. No. 5 of Part E in the Integrated filing (Governance) for the quarter ended 31-12-2024.]</p>

**Notes:**

1. The reporting of tax litigations have been reported in line with the guidance provided by SEBI Circular dated 31<sup>st</sup> December 2024 read with Industry Standard Note dated 25<sup>th</sup> February 2025.
2. Sr. No. 1 to 3 relates to ongoing Indirect Tax Litigations and Sr. No. 4 and 5 relates to ongoing Direct Tax Litigations.
3. The details relating to direct tax litigations do not include the following:-

- (i) Cases where the return was filed at loss and assessment was also completed at loss.
- (ii) Cases where assessment year wise the materiality limit is not breached for entities other than listed entity.
- (iii) Cases where the time limit for filing of appeal before the appellate authorities has expired and no appeal has been preferred by the department.

