

**QUARTERLY INTEGRATED FILING (GOVERNANCE)**

**A. Compliance Report on Corporate Governance**

Name of Listed Entity: **DLF LIMITED**  
Quarter ending: **31<sup>st</sup> March 2025**

I. Composition of Board of Directors																			
Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)	Date of Birth	Wheth er the directo r is disqua lified?	Start date of disqua lificati on	End date of disqua lificati on	Details of disqualif ication	Current Status	Whether Special Resoluti on passed?  [Refer Regulati on 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))	Number of posts of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities including this listed entity  (Refer Regulation 26(1))
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	3	Nil
Mr.	Devinder Singh	02569464	Managing Director	13-11-1963	No	NA	NA	NA	Active	NA	-	01-12-2017	01-12-2022	-	-	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	04-08-2023	-	-	1	Nil	Nil	Nil
Ms.	Anushka Singh	03324893	Non-Executive Director	27-07-1987	No	NA	NA	NA	Active	NA	-	11-06-2021	07-08-2024	-	-	1	Nil	Nil	Nil
Mr.	Amarjit Singh Minocha	00010490	Independent Director	01-07-1941	No	NA	NA	NA	Active	Yes	20-05-2020	20-05-2015	20-05-2020	-	118.4	1	1	2	2
Mr.	Vivek Mehra	00101328	Independent Director	21-04-1955	No	NA	NA	NA	Active	NA	-	13-02-2018	13-02-2023	-	85.6	6	6	8	3
Ms.	Priya Paul	00051215	Independent Director	30-04-1966	No	NA	NA	NA	Active	NA	-	01-04-2019	01-04-2024	-	72	3	2	3	1
Dr.	Umesh Kumar Chaudhary	10263441	Independent Director	15-12-1949	No	NA	NA	NA	Active	Yes	28-09-2023	04-08-2023	04-08-2023	-	19.27	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	-	12	1	1	3	Nil
Mr.	Mahender Singh	07850935	Independent Director	09-12-1958	No	NA	NA	NA	Active	NA	-	07-08-2024	07-08-2024	-	7.25	1	1	2	1

Whether Regular Chairperson appointed Yes

Whether Chairperson is related to Managing Director or CEO No

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

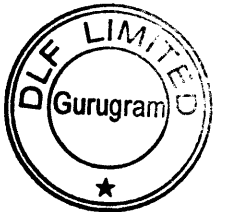
**Note:**

1. 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	00010490 00101328 10263441 07850935	Mr. Amarjit Singh Minocha Mr. Vivek Mehra Dr. Umesh Kumar Chaudhary Mr. Mahender Singh	Chairperson – Independent Independent Independent Independent	20-05-2015 07-03-2018 01-04-2024 29-08-2024	-
2. Nomination and Remuneration Committee	Yes	10540436 00010490 07850935	Lt. Gen. Ajai Singh (Retd.) Mr. Amarjit Singh Minocha Mr. Mahender Singh	Chairperson – Independent Independent Independent	01-04-2024 07-03-2018 29-08-2024	-
3. Risk Management Committee	Yes	00101328 00254161 02569464 00010490 10540436	Mr. Vivek Mehra Mr. Ashok Kumar Tyagi Mr. Devinder Singh Mr. Amarjit Singh Minocha Lt. Gen. Ajai Singh (Retd.)	Chairperson – Independent Executive Executive Independent Independent	11-06-2021 11-06-2021 07-03-2018 20-05-2015 01-04-2024	-
4. Stakeholders Relationship Committee	Yes	00010490 00254161 10540436	Mr. Amarjit Singh Minocha Mr. Ashok Kumar Tyagi Lt. Gen. Ajai Singh (Retd.)	Chairperson – Independent Executive Independent	11-06-2021 11-06-2021 01-04-2024	-

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*
25-10-2024		-	Yes	12	10	5
03-12-2024		38	Yes	12	11	5
	24-01-2025	51	Yes	12	12	6



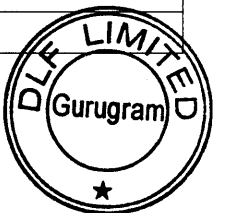
IV. Meeting of Committees							
Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)**	Whether requirement of Quorum met*	Total Number of Directors in the Committee as 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	17-10-2024	-	Yes	4	4	4	0
	25-10-2024	7	Yes	4	4	4	0
	14-11-2024	19	Yes	4	4	4	0
	03-12-2024	18	Yes	4	4	4	0
	24-01-2025	51	Yes	4	4	4	0
	17-03-2025	51	Yes	4	4	4	0
Nomination and Remuneration Committee	03-12-2024	-	Yes	3	3	3	0
Risk Management Committee#	27-02-2025	-	Yes	5	5	3	0
Stakeholders Relationship Committee	15-10-2024	-	Yes	3	3	2	0
	14-01-2025	90	Yes	3	3	2	0

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

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

#The previous meeting of Risk Management Committee was held on 26<sup>th</sup> August 2024 and the gap till the meeting held on 27<sup>th</sup> February 2025 was 184 days.


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 a. Audit Committee	Yes
3.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6.	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
7.	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
8.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes*






\* The Quarterly report for the quarter ended 31<sup>st</sup> December 2024, as required under SEBI Listing Regulations was duly placed before the Board of Directors at its meeting held on 24<sup>th</sup> January 2025 except the Integrated Filing (Governance) report for the quarter ended 31<sup>st</sup> December 2024. As this report was submitted as a first-time compliance on 14<sup>th</sup> February 2025, has not yet been presented to the Board of Directors, as no Board meeting was held after the filing date. This report along with the previous quarter report will be placed before the Board of Directors at its ensuing Board meeting.

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

Investor Grievance Redressal Report	
Number of Investor complaints pending at the beginning of the quarter	3
Number of Investor complaints received during the quarter	3
Number of Investor complaints disposed off during the quarter	5
Number of Investor complaints, those remaining unresolved at the end of the quarter	1*

\*The grievance raised by the investor has been duly resolved. Post quarter ended 31<sup>st</sup> March 2025 the grievance was closed.

**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> March 2025, there were no acquisition(s) meeting the criteria for disclosure. Further, during the quarter ended 31<sup>st</sup> March 2025, DLF Projects Limited which was earlier an indirect wholly-owned subsidiary became the direct wholly-owned subsidiary of the Company.

**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
1.	Joint Commissioner, Corporate Circle, Noida, Gautam Budh Nagar, Uttar Pradesh	<b>Period of Dispute: FY 2020-21</b> <ul style="list-style-type: none"> <li>Department through its Order has confirmed a demand of GST amounting to Rs. 0.0109 crore and levied penalty of Rs. 0.002 crore on account of short payment of tax on Reverse Charge, Denial of ITC in comparison with the reports of GSTR 2B and GSTR 3B and denial of tax adjustment w.r.t. Pre-GST Credit Notes.</li> <li>The Company has admitted the tax liability along with Penalty and already paid the amount to close the present litigation.</li> </ul>	17-02-2025	Section 73(9) of CGST Act, 2017	<b>Financial Implication:</b> Rs. 0.0129 crore including a penalty of Rs. 0.002 crore.  The entire demand has been paid by the Company.
2.	Deputy Commissioner Salt Lake, 24 Parganas, West Bengal	<b>Period of Dispute: FY 2020-21</b> <ul style="list-style-type: none"> <li>Department through its Order has confirmed a demand of GST amounting to Rs. 0.46 crore, interest amounting Rs. 0.35 crore and levied penalty of Rs. 0.046 crore, due to disallowance of credit notes.</li> <li>The Company has filed the rectification of the Order which is pending for re-adjudication.</li> </ul>	27-02-2025	Section 73(9) of CGST Act, 2017	<b>Financial Implication:</b> Rs. 0.86 crore including a penalty of Rs 0.046 crore.

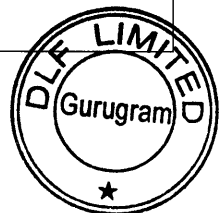
### E. Disclosure of updates to ongoing tax litigations or disputes

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.	Principal Commissioner of Income Tax (PCIT)-3, New Delhi	09-12-2016 & 16-12-2016	<b>DLF Limited- Assessment Year (AY): 2006-07</b> <ul style="list-style-type: none"> <li>The Assessing Officer, vide Order dated 06-05-2009 made additions of Rs. 1,015.99 Crore, creating a demand of Rs. 482.74 Crore.</li> <li>The CIT(A), vide Order dated 25-03-2011, deleted additions of Rs. 834.74 Cr. and confirmed the balance additions amounting to Rs. 181.25 Cr.</li> <li>ITAT vide Order dated 11-06-2016 allowed relief of Rs. 179.86 Crore to the Company and dismissed departmental appeal involving quantum of Rs. 834.74 Crore.</li> <li>Department filed appeals before the Delhi High Court for issues involving quantum of Rs. 452.73 Crore.</li> <li>Delhi High Court vide interim Order dated 23-09-2024 dismissed the appeal on issues involving quantum of Rs. 333.57 Crore and appeal for issue involving quantum of Rs. 119.15 Crore is pending before Delhi High Court.</li> </ul> <b>Financial Implication:</b> Rs. 214.98 Crore	During the quarter ended 31-03-2025, the appeal filed by the Income Tax Department has been dismissed by the Hon'ble Delhi High Court vide Order dated 06-03-2025. [The matter was reported at Sr. No. 1 in the integrated filing (Governance) for the quarter ended 31-12-2024]
2.	Principal Commissioner of Income Tax, New Delhi	21-05-2024	<b>DLF Home Developers Limited (DHDL), material subsidiary company - Assessment Year (AY): 2019-20</b> <ul style="list-style-type: none"> <li>The Assessment Order was selected for revision by Principal Commissioner of Income Tax (PCIT) and the matter was set-aside and remanded back to the file of the Assessing Officer, with directions for re-examination of specific issues as mentioned in the Order.</li> <li>DHDL has challenged the assumption of jurisdiction of the PCIT before Income Tax Appellate Tribunal, New Delhi, which has been heard and Order is awaited as on 31-03-2025.</li> </ul> <b>Financial Implication:</b> NA	As on 31-03-2025, the matter is pending before Income Tax Appellate Tribunal, New Delhi.
3.	Deputy Commissioner, State Tax, Salt Lake Charge, Kolkata	04-12-2023	<b>DLF Limited - Period of Dispute: FY 2018-19</b> <ul style="list-style-type: none"> <li>Department has adjudicated the matter &amp; confirmed the demand vide Order dated 22-04-2024 of Rs. 0.03 Crore as Tax, Rs. 0.03 Crore</li> </ul>	Department has allowed Company's appeal vide Order dated 22-01-2025. Now the matter stands closed. <b>Financial Implication : Nil</b>



			<p>as Interest &amp; Rs. 0.004 Crore as Penalty. Issue in the order is demand of differential tax in comparison of GSTR 9 vs. GSTR3B &amp; denial of Input Tax Credit against Exempt Supply.</p> <ul style="list-style-type: none"> <li>The Company has filed an appeal before Appellate Authority on 18-07-2024 which is pending.</li> </ul> <p><b>Financial Implication : Rs. 0.07 Crore</b></p>	<p>[The matter was reported at Sr. No. 17 in the integrated filing (Governance) for the quarter ended 31-12-2024.]</p>
4.	Assistant Commissioner, SGST, Commercial Circle, Gautam Budh Nsagar, Uttar Pradesh	26-05-2024	<p><b>DLF Limited - Period of Dispute: FY 2019-20</b></p> <ul style="list-style-type: none"> <li>Department has adjudicated the matter &amp; confirmed the demand vide order dated 30-08-2024 of Rs. 0.03 Crore as Tax, Rs. 0.02 Crore as Interest &amp; Rs. 0.004 Crore as Penalty. Issue in the order is demand of Tax w.r.t. un-reconciled turnover as reported in Table 50 of GSTR 9C &amp; Denial of ITC on exempt supply.</li> </ul> <p><b>Financial Implication : Rs. 0.06 Crore</b></p>	<p>During the quarter ended 31-03-2025, out of the total demand confirmed, the Company has paid Rs. 0.03 Crore as Tax and filed an application under the Amnesty Scheme for the waiver of Interest &amp; Penalty. The Order is still awaited.</p> <p><b>Financial Implication : Rs. 0.024 Crore</b></p> <p>[The matter was reported at Sr. No. 21 in the integrated filing (Governance) for the quarter ended 31-12-2024.]</p>
5.	Assistant Commissioner, Mylapore, South-1, Chennai South, Tamil Nadu	22-06-2023	<p><b>DLF Info City Chennai Limited (DICCL), subsidiary company - Period of Dispute: FY 2019-20</b></p> <ul style="list-style-type: none"> <li>Department has confirmed the demand vide Order dated 30-11-2023 wherein demand has been confirmed Tax of Rs. 0.60 Crore, Interest of Rs. 0.04 Crore &amp; Penalty Rs. 0.06 Crore. DICCL has filed appeal before Appellate Authority. Issues in the appeal are demand of Interest on account of ITC reversal for delayed payment to the suppliers for more than 180 Days, Demand of Tax on Reverse Charge &amp; denial of ITC on account of wrong availment of ITC.</li> <li>Appeal has been filed before Appellate Authority on 21-02-2024, which is still pending.</li> </ul> <p><b>Financial Implication : Rs. 0.06 Crore</b></p>	<p>Out of the total demand under appeal, the Department has partially allowed the appeal vide Order dated 25-02-2025 wherein Tax of Rs. 0.029 Crore, Interest of Rs. 0.04 Crore &amp; Penalty of Rs. 0.003 Crore has been dropped. Now, demand in dispute under appeal to be filed before Appellate Tribunal is Rs. 0.57 Crore as Tax &amp; Rs. 0.057 Crore as Penalty. The company will file Appeal before Appellate Tribunal once the same will be constituted.</p> <p><b>Financial Implication : Rs. 0.627 Crore including Penalty of Rs. 0.057 Crore</b></p> <p>[The matter was reported at Sr. No. 53 in the integrated filing (Governance) for the quarter ended 31-12-2024.]</p>
6.	Sales Tax Officer Class II / AVATO Jurisdiction : Ward 204: Zone 11:Delhi, State/UT : Delhi	28-05-2024	<p><b>DLF Power &amp; Services Limited (DPSL), material subsidiary company - Period of Dispute: FY 2019-20</b></p> <ul style="list-style-type: none"> <li>Department has confirmed the demand vide Order dated 27-08-2024 wherein demand has been confirmed to Rs. 0.03 Crore as Tax, Rs. 0.02 Crore as Interest &amp; Rs. 0.004 Crore as Penalty on the issue of differential amount as declared in GSTR 9 &amp; GSTR 1, Denial of excess ITC availed in comparison of Tax paid on Reverse Charge,</li> </ul>	<p>Out of the total demand confirmed, the Company sought Amnesty Scheme for waiver of Interest and Penalty and paid Rs. 0.03 Crore as Tax as a pre-condition for seeking Amnesty Scheme.</p> <p>Final Order passed by Sales Tax Officer, Class – II / AVATO, Ward : 204, Zone – 11, Delhi dated 23-03-2025 for waiver of Interest and Penalty has been received. Now, matter has been closed.</p> <p><b>Financial Implication : Nil</b></p>





			<p>mismatch in Table 8A &amp; GSTR 3B &amp; non-business and Exempt Supply.</p> <p>-</p> <p>- DPSL will contest the Order in due course.</p> <p><b>Financial Implication : Rs. 0.004 Crore</b></p>	<p>[This matter was reported at Sr. No. 63 in the integrated filing (Governance) for the quarter ended 31-12-2024]</p>
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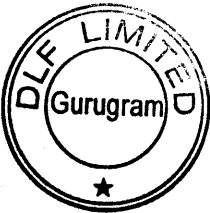
**Notes:**

**A. Relating to Direct Tax Litigations: -**

1. Sr. no. 1 to 2 relates to ongoing Direct Tax litigations.
2. The aforesaid disclosure related to direct taxes litigation includes updations in respect of cases reported for the quarter ended 31-12-2024.
3. All materially important litigation pending before CIT (Appeals) and higher appellate authorities as on 31-03-2025 have been considered for reporting purposes.
4. 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.
5. The financial impact represents the proportionate demand to the total demand payable on the completion of assessment by AO, pertaining to litigation pending as on date.

**B. Relating to Indirect Tax Litigations: -**

- 1.Sr. no. 3 to 6 relates to ongoing Indirect Tax litigations.
2. The aforesaid disclosure related to indirect taxes litigation includes updations in respect of cases reported for the quarter ended 31-12-2024.
- 3.We have taken materiality threshold entity wise/ case wise and if some cases are less than the materiality threshold then the same has not been disclosed.
- 4.The details relating to indirect direct tax litigations do not include the following: -
  - (i) Cases where case wise the materiality limit is not breached for entities other than listed entity.
  - (ii) Cases where the Company has opted the 'Amnesty Scheme', under Kerala VAT Act in the month of October 2024 for the original demand of Rs. 1.74 Crore.



**F. Disclosure of loans/guarantees/ comfort letters/securities etc. (applicable only for half-yearly filings i.e., 2<sup>nd</sup> and 4<sup>th</sup> quarter)**

**Half year ending: 31<sup>st</sup> March 2025**

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below )</b>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six Months</b>	
Promoter or any other entity controlled by them	-	-	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-



Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

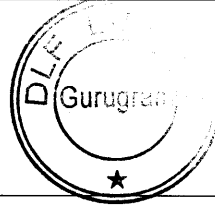
## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

### Company Remark:

There were no loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

  
**Mr. Badal Bagri**  
**Group Chief Financial Officer**



### Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a. by a government company to/ for the Government or government company;
  - b. by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity;
  - c. by a banking company or an insurance company; and
  - d. by the listed entity to its employees or directors as a part of the service conditions.
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

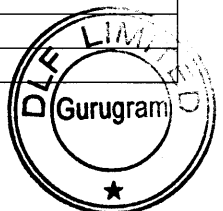
**H. Website Affirmations (applicable only for Annual Filing i.e., 4<sup>th</sup> quarter)**

I. Disclosure on the website in terms of LODR Regulations			
Item		Compliance status(Yes/No/NA) Refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR			
(a)	Details of business	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(aa)	Memorandum of Association and Articles of Association	Yes	<a href="https://www.dlf.in/pdf/MOA-AOA-2024.pdf">https://www.dlf.in/pdf/MOA-AOA-2024.pdf</a>
(ab)	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(b)	Terms and conditions of appointment of Independent Directors	Yes	<a href="https://www.dlf.in/pdf/DLF-Terms-and-Conditions-Independent-Director.pdf">https://www.dlf.in/pdf/DLF-Terms-and-Conditions-Independent-Director.pdf</a>
(c)	Composition of various Committees of Board of Directors	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(d)	Code of conduct of Board of Directors and senior management personnel	Yes	<a href="https://www.dlf.in/pdf/Code-of-Conduct.pdf">https://www.dlf.in/pdf/Code-of-Conduct.pdf</a>
(e)	Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes	<a href="https://www.dlf.in/pdf/DLFWBP.pdf">https://www.dlf.in/pdf/DLFWBP.pdf</a>
(f)	Criteria of making payments to Non-Executive Directors	NA	Not required to disclose on website as the same is disclosed in the Annual Report available at <a href="https://www.dlf.in/annual_docket/Annual-report-2023-24.pdf">https://www.dlf.in/annual_docket/Annual-report-2023-24.pdf</a>
(g)	Policy on dealing with Related Party Transactions	Yes	<a href="https://www.dlf.in/pdf/dlf-limited-related-party-transactions-policy-effective-from-01-04-2025.pdf">https://www.dlf.in/pdf/dlf-limited-related-party-transactions-policy-effective-from-01-04-2025.pdf</a>
(h)	Policy for determining ‘material’ subsidiaries	Yes	<a href="https://www.dlf.in/pdf/DLF-Material-Subsidiary-Policy.pdf">https://www.dlf.in/pdf/DLF-Material-Subsidiary-Policy.pdf</a>
(i)	Details of familiarization programmes imparted to Independent Directors	Yes	<a href="https://www.dlf.in/pdf/Familiarisation-Programme.pdf">https://www.dlf.in/pdf/Familiarisation-Programme.pdf</a>
(j)	Email address for grievance redressal and other relevant details	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.dlf.in/pdf/Investor-Contacts.pdf">https://www.dlf.in/pdf/Investor-Contacts.pdf</a>
(l)	Financial results	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(m)	Shareholding pattern	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(n)	Details of agreements entered into with the media companies and/or their associates	NA	No agreement entered into with the media companies and/ or their associates.
(o)	(i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(oa)	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(p)	New name and the old name of the listed entity	NA	No change in name in the last one year
(q)	Advertisements as per Regulation 47(1)	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>

(r)	Credit rating or revision in credit rating obtained	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(s)	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(t)	Secretarial Compliance Report	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(u)	Materiality Policy as per Regulation 30(4)	Yes	<a href="https://www.dlf.in/pdf/Policy_on-Determination-of-Materiality-of-Events-or-Information.pdf">https://www.dlf.in/pdf/Policy_on-Determination-of-Materiality-of-Events-or-Information.pdf</a>
(v)	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under Regulation 30(5)	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(w)	Disclosures under Regulation 30(8)	Yes	<a href="https://www.dlf.in/investor">https://www.dlf.in/investor</a>
(x)	Statements of deviation(s) or variations(s) as specified in Regulation 32	NA	Not applicable to the Company.
(y)	Dividend distribution policy as specified in Regulation 43A(1)	Yes	<a href="https://www.dlf.in/pdf/Dividend-Distribution-Policy.pdf">https://www.dlf.in/pdf/Dividend-Distribution-Policy.pdf</a>
(z)	Annual return as provided under Section 92 of the Companies Act, 2013	Yes	<a href="https://www.dlf.in/annual_docket/Annual-Return-2023-24.pdf">https://www.dlf.in/annual_docket/Annual-Return-2023-24.pdf</a>
(za)	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	No such Scheme was framed by the Company in terms of SEBI (SBEB) Regulations, 2021
✓	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	-
✓	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	-

**I. Affirmations w.r.t. compliance with Corporate Governance Provisions (applicable only for Annual Filing i.e., 4<sup>th</sup> quarter)**

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) Refer note below</b>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes



Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination and Remuneration Committee	19(1) & 19(2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20 (2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (1A), (5), (6) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA, as there was no material related party transaction during the financial year
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Policy with respect to Obligations of Directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	NA No such agreement was entered into by the Employee or KMP or Director or Promoter of the Company


Vacancies in respect of Key Managerial Personnel	26A(1), 26A(2) & 26A(3)	Yes
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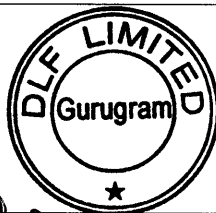
**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of LODR Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary(ies) of Listed Entity have been complied.

  
R.P. Punjani  
Company Secretary



2024/01/12