

DLF LIMITED

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



11th July 2026

The General Manager Dept. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai – 400 001	The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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**Sub: Notice of 61st Annual General Meeting &
Annual Report for the Financial Year (FY) 2025-26**

Dear Sir/ Madam,

This is to inform that the 61st Annual General Meeting (AGM) of the Members of the Company will be held on **Monday, 3rd August 2026 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'), from time to time.

In view of the above and in compliance with Regulation 34(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), please find attached the Annual Report for FY 2025-26 comprising of Notice of the AGM, Board's Report and its annexures, the Standalone and Consolidated Financial Statements along with Auditors' Report(s) and other document(s) required to be attached thereto for FY 2025-26.

The Annual Report including Notice of the AGM is also available on the Company's website at [www.dlf.in/investors/annual docket/ annual report 2025-26.pdf](http://www.dlf.in/investors/annual_docket/annual_report_2025-26.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 Ms. Nikita Rinwa – 09069293544/ rinwa-nikita@dlf.in

NOTICE

Notice is hereby given that the **61st** Annual General Meeting ('AGM') of the members of DLF Limited will be held on **Monday, 3 August 2026 at 12.30 P.M. (IST)** through **Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')** to transact the following business:

Ordinary Business:

- (a) To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2026 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 2026 together with the Report of the Auditors thereon.
- To declare dividend on equity shares for the financial year ended 31 March 2026.
The Board of Directors has recommended a dividend of ₹ 8/- (400%) per equity share of ₹ 2/- each.
- To appoint a Director in place of Mr. Ashok Kumar Tyagi (DIN: 00254161), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Ms. Pia Singh (DIN: 00067233), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

- 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') on the recommendation of the Audit Committee of the Company, 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 2026, amounting to ₹ 4.40 lakh (Rupees four lakh forty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, as recommended by the Audit Committee and approved by the Board of Directors of the Company 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."

By Order of the Board of Directors

for **DLF LIMITED**

R.P. Punjani

Company Secretary

FCS 3757

13 May 2026

Gurugram

Regd. Office: Shopping Mall

3rd Floor, Arjun Marg

Phase - I, DLF City

Gurugram - 122 002, Haryana

CIN: L70101HR1963PLC002484

Telephone No.: 91-124-4334200

Website: www.dlf.in

E-mail: investor-relations@dlf.in

Notes:

- The Ministry of Corporate Affairs ('MCA') vide General Circular No. 3/2025 dated 22 September 2025 read with General Circular No. 9/2024 dated 19 September 2024, 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.

Accordingly, in compliance with the applicable regulatory provisions, 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.

- A Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') and Secretarial Standard on General Meetings, issued by The Institute

of Company Secretaries of India ('SS-2'), setting-out the material facts in respect of special business being Item No. 5 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. Ashok Kumar Tyagi, Managing Director and Ms. Pia 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. Ashok Kumar Tyagi and Ms. Pia 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 the SEBI or any other authority.

Mr. Ashok Kumar Tyagi is interested in Item No. 3 and Ms. Pia Singh and Mr. Rajiv 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 re-appointment, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Act (including SS-2), 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 to an Issue and Share Transfer Agent of the Company. The contact details of RTA are: Toll Free No. 1800-309-4001; E-mail: einward.ris@kfintech.com; Website: www.kfintech.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 and others) 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 with a copy marked to evoting@nsdl.co.in.
9. The Company has fixed **Monday, 27 July 2026** 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, 1 September 2026** to those members or their mandates: (i) whose names appear as beneficial owners at the end of the business hours on **Monday, 27 July 2026** 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, 27 July 2026**.
11. In accordance with the provisions of the Income-tax Act, 2025 (the 'IT Act'), dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source ('TDS') from the dividend payable to shareholders at the prescribed applicable rates. 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 ['DPs'] (in case of equity shares held in demat mode).

To avail exemption of TDS, shareholders holding equity shares in demat mode

are requested to submit the requisite tax exemption documents to their respective DPs. Shareholders holding equity shares in physical mode can submit the tax exemption forms from their registered e-mail ID to the Company/ RTA at investor-relations@dlf.in/ einward.ris@kfintech.com or upload the tax exemption documents at <https://ris.kfintech.com/clientservices/investors/taxforms.aspx> latest by Wednesday, 22 July 2026.

A detailed note, along with the relevant formats for claiming exemption from TDS on dividend payable by the Company, is available on the Company's website at https://www.dlf.in/account-tds-rate/Communication_on_TDS.pdf.

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 DPs, if the equity shares are held in demat form, by submitting forms and documents, as may be required by the DPs.

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/jan-2026/1767611333081.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 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 (Postal address with PIN and 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. 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 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.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and 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 persons attending the AGM.
19. 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 mode, 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 the notice, annual report(s) etc.

will be available on the Company's website at www.dlf.in. The Company shall send the physical copy of Annual Report for FY 2025-26 to those members who request the same at investor-relations@dlf.in, mentioning their Folio No./ DP ID and Client ID.

20. (a) Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), the dividend, which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government.

Accordingly, the Company has transferred the unpaid/ unclaimed dividend amount declared for the financial year 2017-18 (Interim & Final) to the IEPF. Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid/ unclaimed dividend amount lying with the Company as on 31 March 2026 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/IEPFInfo.aspx?q=3Eo135ACGFU%3d>.

The details of unpaid/ unclaimed dividend amount up to 31 March 2025 are also uploaded on the website of the IEPF Authority at <https://www.iepf.gov.in/>. Once unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof with the Company.

- (b) Adhering to the various requirements set-out in the IEPF Rules, the Company has, during FY 2025-26, 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 at <https://www.dlf.in> 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.
- (c) Members may note that the equity shares as well as unclaimed dividend amount transferred to the IEPF can be claimed back. Concerned Members

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 unpaid/ unclaimed dividend 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 the 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 the IEPF Rules.
22. In terms of the SEBI Listing Regulations, transfer of securities would be carried out only in dematerialised form. Accordingly, the Company and the RTA have not been accepting any request for transfer of equity shares in physical mode.

Further, the members may also refer the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD//4298/2026 dated 6 February 2026 regarding operational guidelines for processing requests for (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal/ Exchange of securities certificate; (iv) Endorsement; (v) Sub-division/ Splitting of securities certificate; (vi) Consolidation of securities certificates/ folios of securities; (vii) Transmission; and (viii) Transposition and such requests, 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/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31 July 2023 (updated as on 28 December 2023) had issued guidelines for members to resolve their grievances by way of Online Dispute Resolution (ODR) through a common ODR Portal which can be accessed at <https://smartodr.in/login>. Pursuant to this Master Circular, post exhausting options to resolve grievances with the RTA/ Company directly or through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal. To further facilitate the members, the Company has in place an escalation matrix for investors grievances, details of which are available on the website of the Company at **DLF Escalation Matrix for Shareholders**.

24. In compliance with the MCA Circular dated 22 September 2025 and the SEBI Listing Regulations, Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those members/ beneficial owners whose name are appearing in the Register of Members/ list of beneficiaries received from the depositories as on **Monday, 27 July 2026** and whose e-mail ID is registered with the Company/ Depositories.

Pursuant to 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/ DPs. Members may note that the Notice of AGM and Annual Report for FY 2025-26 will also be available on the Company's website at www.dlf.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and NSDL at <https://www.evoting.nsdl.com>. A transcript of the AGM shall also be made available on the Company's website.

In order to receive prompt 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.

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 and other applicable provisions, if any 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 and in terms of Section VI-C of SEBI Master Circular dated 11 July 2023 (updated as on 30 January 2026) in relation to e-voting facility provided by listed entities, the Company is pleased to provide members with the facility to exercise their right to vote during the 61st 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 authorised agency to provide the aforesaid remote e-voting/ e-voting facility.
- 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, 30 July 2026 at 9.30 A.M. (IST)** and end on **Sunday, 2 August 2026 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/ Alternate Scrutinizers to scrutinize the remote e-voting process and e-voting at the AGM 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, 27 July 2026. 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, 27 July 2026, 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, 27 July 2026, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in mentioning his/ her Folio No. or DP ID - Client ID. 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.

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 11 July 2023 (updated as on 30 January 2026) on e-voting facility provided by the Listed Companies, individual shareholders holding equity shares in demat mode are allowed to vote through their demat account, maintained with the Depositories and DPs. Shareholders are advised to update their mobile number and e-mail ID in their demat account, in order to access the 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 in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="432 752 1449 987">1. For OTP based login, one can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 e-mail ID/ mobile number and click on login. After successful authentication, one will be redirected 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 redirected to e-voting website of NSDL for casting the vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <li data-bbox="432 999 1449 1279">2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on mobile. On the e-Services home page, click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section. This will prompt them 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 ‘Access to e-voting’ under e-voting services and one will be able to see e-voting page. 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 the vote during the remote e-voting period or joining virtual meeting and voting during the meeting. <li data-bbox="432 1290 1449 1375">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. <li data-bbox="432 1386 1449 1688">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. <li data-bbox="432 1700 1449 1760">5. Shareholders/ Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="491 1765 967 2056" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual shareholders holding equity shares in demat mode with CDSL	<ol style="list-style-type: none"> 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 and click on login icon and New System Myeasi Tab and then use the existing Myeasi username and password. 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 the 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. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. 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 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 (DPs)	Users can also login using the login credentials of their demat account through their DP 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.

Login type	Helpdesk details
Individual shareholders holding equity shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000
Individual shareholders holding equity shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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?

- 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 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, 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 login at <https://eservices.nsdl.com/> with their existing IDeAS login. Once users login to NSDL e-Services after using their login credentials, click on e-voting and they can proceed to Step 2 i.e. Cast their vote electronically.

4. User ID details are given below:

Manner of holding equity shares i.e. Demat (NSDL or CDSL) or Physical	User ID is
a) For members who hold equity shares in Demat Account with NSDL .	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 in Demat Account with CDSL .	16 Digit Beneficiary ID For example, if the Beneficiary ID is 12***** then the user ID is 12*****
c) For members holding equity shares in Physical Mode .	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 the steps mentioned below in **process for those shareholders whose e-mail ID is not registered**.

- 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**.
- b) **'Physical User Reset Password?'** (If one is holding equity shares in physical mode), option available on **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 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.

6. If a user is unable to retrieve or has not received the 'initial password' or has forgotten the password:

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 61st 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 61st 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 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.

All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel and Auditors are encouraged to attend the AGM.
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 - Client ID/ Folio number, PAN, telephone/mobile number to reach the Company's e-mail ID at investor-relations@dlf.in by **Tuesday, 28 July 2026 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 evoting@nsdl.co.in.

XII. The Scrutinizer(s) shall, immediately after the conclusion of e-voting during the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes 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 votes 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 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.dlf.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 DP ID - Client ID/ Folio No. and e-mail ID, Telephone/ Mobile No. in all correspondence.

STATEMENT

STATEMENT SETTING-OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NO. 5 OF THE ACCOMPANYING NOTICE DATED 13 MAY 2026.

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 2026 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, was recommended by the Audit Committee and approved by the Board at their respective meeting(s) 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 2025-26.

Considering no change in the scope of audit and as mutually agreed with the Cost Auditors, it was proposed to pay remuneration, similar to the remuneration paid for FY 2024-25. The proposed remuneration is considered reasonable, fair and commensurate with the scope of work undertaken by the Cost Auditors.

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

By Order of the Board of Directors

for **DLF LIMITED**

R.P. Punjani

Company Secretary
FCS 3757

13 May 2026
Gurugram

Regd. Office: Shopping Mall
3rd Floor, Arjun Marg
Phase - I, DLF City
Gurugram - 122 002, Haryana
CIN: L70101HR1963PLC002484
Telephone No.: 91-124-4334200
Website: www.dlf.in
E-mail: investor-relations@dlf.in

Details of Directors seeking 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. Ashok Kumar Tyagi	Ms. Pia Singh
Director Identification Number (DIN)	00254161	00067233
Date of Birth	17 August 1962	26 December 1970
Age	63 years	55 years
Date of first Appointment	1 December 2017	18 February 2003
Qualification(s)	Graduate in Mechanical Engineering from IIT, Roorkee and PGDM from IIM, Ahmedabad.	Graduate from Wharton School of Business, University of Pennsylvania, U.S.A. with degree in Finance.
Number of Equity Shares held including shareholding as a beneficial owner	2,61,660	2,14,20,500
Brief Resume	Given in the Corporate Governance Report under the heading Profile of Directors .	
Experience/ Expertise in specific functional areas	Has over four decades of experience in Finance, Taxation, IT/ ITes, Corporate Affairs, Legal functions and Planning.	Has diverse experience of over three decades in developing the Company's luxury and super luxury retail destinations across the country.
Skills and capabilities required for the role and the manner in which the proposed Directors meet such requirements	Given in the Corporate Governance Report under the heading Profile of Directors .	
Terms and Conditions of Re-appointment	As per terms of appointment approved by the shareholders vide their Resolution dated 28 September 2023 and in terms of Section 152(6) of the Companies Act, 2013, Mr. Ashok Kumar Tyagi, Managing Director is liable to retire by rotation.	In terms of Section 152(6) of the Companies Act, 2013, Ms. Pia Singh, Non-Executive Director is liable to retire by rotation.

DLF LIMITED

Name of Director	Mr. Ashok Kumar Tyagi	Ms. Pia Singh
Other Directorship(s) [including Directorships in other listed entities]	<ol style="list-style-type: none"> 1. Atrium Place Developers Private Limited 2. DLF Cyber City Developers Limited 3. GHL Hospital Limited 4. Westpark Developers Private Limited (formerly Pegeen Builders & Developers Private Limited) 	<ol style="list-style-type: none"> 1. Anubhav Apartments Private Limited 2. Arihant Housing Company* 3. GHL Hospital Limited 4. Madhukar Housing and Development Company* 5. Northern India Theatres Private Limited 6. PI Industries Limited 7. Pure Home & Living Private Limited 8. Pushpak Builders and Developers Private Limited 9. Sambhav Housing and Development Company* 10. Solace Housing and Construction Private Limited 11. Sukh Sansar Housing Private Limited 12. Udyan Housing and Development Company*
Committee Positions in other Public Companies	<p>DLF Cyber City Developers Limited Audit Committee – Member Nomination and Remuneration Committee – Member Securities Allotment Committee – Member</p> <p>Atrium Place Developers Private Limited Securities Allotment Committee – Member</p>	<p>PI Industries Limited Corporate Social Responsibility Committee – Chairperson Audit Committee – Member Nomination and Remuneration Committee – Member</p>
Number of Board meetings attended during FY 2025-26	4 out of 4 meetings.	3 out of 4 meetings.
Remuneration last drawn (including Sitting fee and Commission)	Given in the Corporate Governance Report under the heading Directors' Remuneration .	
Remuneration proposed to be paid (including Sitting fee and Commission)	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 the meetings and their respective Committee roles. The total commission payable to the 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.
Relationships between Directors inter-se and other Key Managerial Personnel	N.A.	Ms. Pia Singh and Mr. Rajiv Singh are related inter-se.
Listed entities from which the Directors have resigned in the past three years	Nil	Nil

* A Private Company with Unlimited Liability.