

## ANNEXURE I

**Quarterly Compliance Report on Corporate Governance**Name of Listed Entity: **DLF LIMITED**Quarter ending : **31<sup>st</sup> March, 2017**

Composition of Board of Directors								
Title (Mr / Ms)	Name of the Director	PAN/ DIN	Category (Chairperson /Executive/Non-Executive/Independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr.	Kushal Pal Singh	ABIPS6464P	Chairman	01.10.2013	—	1	NIL	NIL
Mr.	Rajiv Singh	ABIPS6665G	Vice Chairman	09.04.2014	—	1	NIL	NIL
Mr.	Mohit Gujral	AAIPG2833M	CEO & Whole-time Director	28.08.2015	—	1	NIL	NIL
Mr.	Rajeev Talwar	AAAPT1797P	CEO & Whole-time Director	28.08.2015	—	1	2	NIL
Ms.	Pia Singh	AAAPS6436J	Non-Executive Director	21.05.2015	—	1	NIL	NIL
Mr.	Gurvirendra Singh Talwar	AEYPT8609L	Non-Executive Director	29.08.2014	—	2	NIL	NIL
Mr.	Brijinder Bhushan Deora	AAAPD1551D	Independent Director	01.04.2014	5 years	2	3	2
Dr.	Dharam Vir Kapur	AAAPK8207F	Independent Director	01.04.2014	5 years	3	1	3
Mr.	Kashi Nath Memani	AFGPM1164C	Independent Director	01.04.2014	5 years	5	2	2
Mr.	Pramod Bhasin	AABPB8414E	Independent Director	01.04.2014	5 years	3	2	NIL



Mr.	Rajiv Krishan Luthra	AAAPL9458K	Independent Director	01.04.2014	5 years	4	4	1
Mr.	Ved Kumar Jain	AAGPJ0415J	Independent Director	01.04.2014	5 years	2	4	1
Lt. Gen. (Retd.)	Aditya Singh	ADIPS7785F	Independent Director	29.08.2014	5 years	1	4	2
Mr.	Amarjit Singh Minocha	AAFPM6751M	Independent Director	20.05.2015	5 years	1	2	4

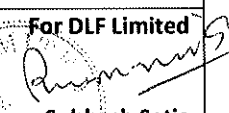
§ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen  
\*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

#### Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent /Nominee)
1. Audit Committee	Mr. Kashi Nath Memani Mr. Brijinder Bhushan Deora Dr. Dharam Vir Kapur Mr. Pramod Bhasin Mr. Ved Kumar Jain Mr. Amarjit Singh Minocha	Chairperson- Independent Independent Independent Independent Independent
2. Nomination and Remuneration Committee	Mr. Brijinder Bhushan Deora Mr. Ved Kumar Jain Lt. Gen Aditya Singh (Retd.)	Chairperson-Independent Independent Independent
3. Risk Management Committee	Dr. Dharam Vir Kapur Mr. Kashi Nath Memani Mr. Mohit Gujral Mr. Ved Kumar Jain Mr. Amarjit Singh Minocha	Chairperson- Independent Independent Executive Independent Independent
4. Stakeholders Relationship Committee	Dr. Dharam Vir Kapur Mr. Rajeev Talwar Mr. Rajiv Krishan Luthra Mr. Ved Kumar Jain	Chairperson- Independent Executive Independent Independent

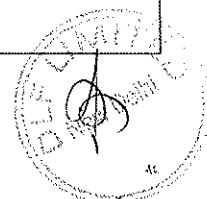
§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all category separating them with hyphen



<b>Meeting of Board of Directors</b>			
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 (in number of days)	
09.12.2016	14.02.2017	66 Days	
<b>Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
14.02.2017	Yes	21.10.2016	66 Days
01.03.2017	Yes	23.11.2016	
14.03.2017	Yes	09.12.2016	
<b>Nomination and Remuneration Committee</b>			
14.03.2017	Yes	No Meeting	NA
<b>Risk Management Committee</b>			
24.01.2017	Yes	No Meeting	NA
<b>Stakeholder Relationship Committee</b>			
30.01.2017	Yes	09.12.2016	51 Days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>Related Party Transactions</b>			
Subject	Compliance status(Yes/No/NA) refer note below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	Yes		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
<b>Note</b>			
<p>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 Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>			
<b>VI. Affirmations</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 500 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosures requirements) Regulations, 2015</p> <p>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 disclosures requirements) Regulations, 2015</p> <p>5. This report shall be placed before Board of Directors.</p>			
			<p>For DLF Limited</p>  <p>Subhash Setia Company Secretary</p>

**Corporate Compliance for the financial year ending 31<sup>st</sup> March 2017**Name of Listed Entity: **DLF Ltd**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Detail of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors (Disclosed in Annual Report)	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
<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) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	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)	
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19 (1) & (2)	Yes




Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21 (1), (2), (3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (5),(6), (7) & (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)	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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25 (7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance of Code of Conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26 (5)	Yes

**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 Listing 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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.


**For DLF Limited**  
*Subhash Setia*  
**Subhash Setia**  
**Company Secretary**