

DLF Limited

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



March 13, 2018

To, The General Manager Dept. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai 400 001	To, The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051
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Dear Sir,

Sub : Disclosure to Stock Exchanges

1. We have been informed that the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench, vide its order dated 21st February, 2018 has approved the Composite Scheme of Arrangement in sequential steps of the following companies:-
 - a) The Amalgamation of Vishal Foods and Investments Private Limited, Megha Estates Private Limited, Madhur Housing and Development Company (A Private Company with Unlimited Liability), DLF Investments Private Limited ("Transferor Company 1 to 4") with Kohinoor Real Estates Company (A Private Company with Unlimited Liability) ("Transferee Company 1"/ "Transferor Company 5");
 - b) The Amalgamation of Panchsheel Investment Company (A Private Company with Unlimited Liability), Haryana Electrical Udyog Private Limited, Buland Consultants & Investments Private Limited, Sidhant Housing and Development Company (A Private Company with Unlimited Liability), Yashika Properties and Development Company (A Private Company with Unlimited Liability) ("Transferor Companies 6 to 10") with Rajdhani Investments & Agencies Private Limited ("Ultimate Transferee Company"); and
 - c) The amalgamation of Transferor Company 5 with the Ultimate Transferee Company.
2. Accordingly, upon completion of the mergers stated in paragraph (a), (b) and (c) above, 964,582,160 equity shares of DLF Limited (the "Company") earlier held by the Transferor Companies 1 to 10 cumulatively stand vested with the Ultimate Transferee Company in addition to the Ultimate Transferee Company's existing holding in the Company. Please note that the Transferor Companies 1 to 10 and the Ultimate Transferee Company form part of the promoter/promoter group of the Company.
3. Kindly note that there is no change in the aggregate shareholding of the promoter/promoter group or control in the Company. It is merely a consolidation of holding into one entity by way of Composite Scheme of Arrangement as approved by Hon'ble NCLT, Ahmedabad Bench.
4. The Ultimate Transferee Company has made filings with the stock exchanges under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") that are required to be made by acquirers in relation to an acquisition which is exempted under Regulation 10 of the SEBI SAST Regulations from the obligation of making an open offer.

This is for your kind information and record please.

Thanking you,

Yours faithfully,
For **DLF Limited**

Subhash Setia
Company Secretary

For any clarifications by Stock Exchanges:-

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