

**Quarterly Compliance Report on Corporate Governance**

Name of Listed Entity : DLF LIMITED

Quarter ending : 31<sup>st</sup> March, 2018

Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & D/N	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/Stakeholders Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholders Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr.	Kushal Pal Singh	ABIPS6464P	Chairman, Executive	01.10.2013	-	1	NIL	NIL
Mr.	Rajiv Singh	ABIPS6665G	Vice Chairman, Executive	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
Mr.	Ashok Kumar Tyagi	AAAPT0141P	Whole-time Director	01.12.2017	-	1	2	Nil
Mr.	Devinder Singh	AMXPSS227N	Whole-time Director	01.12.2017	-	1	1	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	AAAPD15S1D	Independent Director	01.04.2014	5 years	2	3	1
Dr.	Dharam Vir Kapur	AAAPK8207F	Independent Director	01.04.2014	5 years	2	1	3
Mr.	Kashi Nath Memani	AFGPM1164C	Independent Director	01.04.2014	5 years	4	1	1

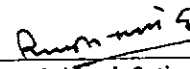
Mr.	Pramod Bhasin	AABPB8414E	Independent Director	01.04.2014	5 years	3	2	NIL
Mr.	Rajiv Krishan Luthra	AAAPL9458K	Independent Director	01.04.2014	5 years	3	3	1
Mr.	Ved Kumar Jain	AAGPJ0415J	Independent Director	01.04.2014	5 years	1	1	2
Lt. Gen. (Ret d.)	Aditya Singh	ADIPS7785F	Independent Director	29.08.2014	5 years	1	3	2
Mr.	Amarjit Singh Minocha	AAFPM6751M	Independent Director	20.05.2015	5 years	1	2	3
Mr.	Vivek Mehra	AAIPM8597Q	Independent Director	13.02.2018	-	3	2	Nil

§ 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. Ved Kumar Jain Mr. Brijinder Bhushan Deora Dr. Dharam Vir Kapur Mr. Pramod Bhasin Mr. Amarjit Singh Minocha Mr. Vivek Mehra	Chairperson- Independent Independent Independent Independent Independent
2. Nomination and Remuneration Committee	Mr. Brijinder Bhushan Deora Mr. Ved Kumar Jain Lt. Gen Aditya Singh (Retd.) Mr. A.S. Minocha	Chairperson-Independent Independent Independent Independent
3. Risk Management Committee	Dr. Dharam Vir Kapur Mr. Kashi Nath Memani Mr. Mohit Gujral Mr. Rajeev Talwar Mr. Ved Kumar Jain Mr. Amarjit Singh Minocha Mr. Devinder Singh	Chairperson- Independent Independent Executive Executive Independent Independent Executive
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

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	
10.11.2017 01.12.2017 29.12.2017	13.02.2018 20.03.2018	45 days	
Meeting of Committees			
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*
Audit Committee			
19.01.2018	Yes	10.11.2017	28 days
13.02.2018	Yes	24.11.2017	
14.03.2018	Yes	01.12.2017	
20.03.2018	Yes	29.12.2017	
Nomination and Remuneration Committee			
27.02.2018	Yes	02.11.2017 01.12.2017 29.12.2017	59 days
Risk Management Committee			
NA	--	Not Applicable	NA
Stakeholders Relationship Committee			
13.02.2018	Yes	10.11.2017	94 days
*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
Related Party Transactions			
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> 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.			
Vi. Affirmations			
1. The composition of Board of Directors in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk Management committee (applicable to the top 100 listed entities) 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 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 5. This report shall be placed before Board of Directors.			
			 <b>Subhash Setia</b> Company Secretary

**Corporate Compliance for the financial year ending 31<sup>st</sup> March, 2018**

Name of Listed Entity: DLF Ltd.

1. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
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	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	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	Yes
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	20(1) & (2)	Yes


Committee		
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.

  
**Subhash Setia**  
**Company Secretary**