

**DLF Limited**

DLF Centre, Sansad Marg, New Delhi-110001, India  
Tel. : (+91-11) 23719300, 42102030  
Fax : (+91-11) 23719344, 23719212



July 7, 2014

<p>The General Manager Deptt. of Corporate Services <b>BSE Limited</b> P.J. Tower, Dalal Street, Mumbai 400 001. Email: corp.relation@bseindia.com</p>	<p>The Vice-President <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051. Email: cmlist@nse.co.in</p>
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**Sub: Compliance of Listing Agreement**

Dear Sir,

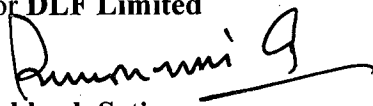
In terms of the provisions of Listing Agreement, kindly find enclosed herewith:-

1. Reconciliation of Share Capital Audit Report for the quarter ended 30.06.2014.
2. Quarterly Compliance Report on Corporate Governance for the quarter ended 30.06.2014 under Clause 49.
3. Shareholding pattern of the Company for the quarter ended 30.06.2014 under Clause 35.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For **DLF Limited**

  
**Subhash Setia**  
Company Secretary

Encl.: As above.

<p>For any clarifications, please contact:- 1. Mr. Subhash Setia – 011-43539578/<a href="mailto:setia-subhash@dlf.in">setia-subhash@dlf.in</a> 2. Mr. Raju Paul – 09999333687 / <a href="mailto:paul-raju@dlf.in">paul-raju@dlf.in</a> Fax no. : 011-43539579</p>
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**Quarterly Compliance Report on Corporate Governance**

Name of the Company: DLF LIMITED.

Quarter ending on: 30th JUNE, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>			
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>			
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>			
(A) Basis of related party transactions	49 (IV)(A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV)(B)	NA	
(C) Board Disclosures	49 (IV)(C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV)(D)	NA	
(E) Remuneration of Directors	49 (IV)(E)	Yes	
(F) Management	49 (IV)(F)	Yes	
(G) Shareholders	49 (IV)(G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

Place : New Delhi  
Date : 7<sup>th</sup> July, 2014

  
 for DLF Limited  
 NEW DELHI  
 (Subhash Setia)