

Quarterly Compliance Report on Corporate Governance

Name of the Company : DLF LIMITED.

Quarter ending on: 31st MARCH, 2013

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors			
(A) Composition of Board	49 (IA)	No	At the last AGM, Mr. M. Sabharwal, an independent director intimated that he will not be seeking re-election due to health reasons. (Mr. Sabharwal is over 80 years old and keeping indifferent health) Subsequently, the Company has initiated the process for selection of a suitable candidate having similar stature and experience like Mr. Sabharwal and requested SEBI to grant extension of time for replacement of an independent director upto May 31, 2013. Presently, the Board comprises of four independent directors.
(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	
II. Audit Committee			
(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	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures			
(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	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

Place : New Delhi
Date : 12th April, 2013

for DLF Limited
(Sachin Setia)
