

Quarterly Compliance Report on Corporate Governance

Name of the Company: DLF LIMITED

Quarter ending on: 31st MARCH, 2014

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------|
| I. Board of Directors | | | |
| (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 | |
| 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 : 11th April, 2014

for DLF Limited



(Subhash Setia)