

DLF Limited

DLF Centre, Sansad Marg, New Delhi-110001, India
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July 7, 2014

<p>The General Manager Deptt. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai 400 001. Email: corp.relation@bseindia.com</p>	<p>The Vice-President National Stock Exchange of India Limited 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**

A handwritten signature in black ink, appearing to read 'Subhash Setia', written over a horizontal line.

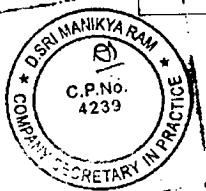
Subhash Setia
Company Secretary

Encl.: As above.

<p>For any clarifications, please contact:- 1. Mr. Subhash Setia – 011-43539578/setia-subhash@dlf.in 2. Mr. Raju Paul – 09999333687 / paul-raju@dlf.in Fax no. : 011-43539579</p>

RECONCILIATION OF SHARE CAPITAL AUDIT

Sl. No.	Particulars	Details	
1.	For Quarter Ended	30.06.2014	
2.	ISIN	INE271C01023	
3.	Face Value	Rs.2/-	
4.	Name of the Company	DLF LIMITED	
5.	Registered Office Address	Shopping Mall, Third Floor, Arjun Marg, Phase - I, DLF City, Gurgaon, Haryana - 122002	
6.	Correspondence Address	1E Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110055	
7.	Telephone & Fax Nos.	Telephone: 0124 - 4334200 Fax: 0124 - 2355581	
8.	Email address	setia-subhash@dlf.in	
9.	Names of the Stock Exchanges where the Company's Equity Shares are listed	1. BSE Limited 2. National Stock Exchange of India Limited	
		No. of Shares	% to the total Capital
10.	Issued Capital	1,789,605,066	---
11.	Listed Capital (Exchange-wise)	1,781,622,819	---
12.	Held in dematerialized form in CDSL	18,456,690	1.036
13.	Held in dematerialized form in NSDL	1,758,578,525	98.707
14.	Physical	4,587,604	0.257
15.	Total No. of Shares (12+13+14)	1,781,622,819	100.000
16.	Reasons for difference, if any, between (10 & 15)	<p>In terms of Public Announcement (PA) dated 30.09.2008 and subsequent corrigendum to PA dated 15.10.2008 read with SEBI approval dated 05.09.2008, the Company under its Buy-back programme bought back and extinguished 76,38,567 Equity Shares from 17.10.2008 to 06.05.2009.</p> <p>43,680 Equity Shares have been forfeited by the Board of Directors of the Company in their meeting held on 30.07.2009 due to non payment of Allotment money.</p>	



17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars***	No. of Shares	Applied/ Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimate d to CDSL	Whether intimate d to NSDL	In principle Approval Pending for SE (Specify Names)
ESOP 30.04.2014	1,24,717	LISTED	National Stock Exchange of India Limited and BSE Limited	YES	YES	N. A.
ESOP 16.06.2014	46,795	LISTED	National Stock Exchange of India Limited and BSE Limited	YES	YES	N. A.

Note: The Company has received allotment money for the aforesaid shares.

***Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

18. Register of Members is updated (Yes/No) : Yes
If not, updated upto which date

19. Reference of previous quarter with regards to excess dematerialized shares, if any : Not Applicable

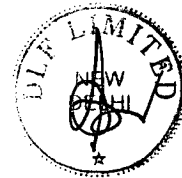
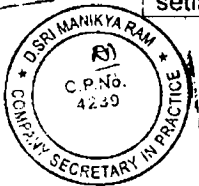
20. Has the Company resolved the matter mentioned in Point No. 19 above in the current quarter? : Not Applicable
If not, reason why?

21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22. Name, Telephone & Fax No. of the Compliance Officer of the Co.

Mr. Subhash Setia, Company Secretary, 1E Jhandewalan Extension, Naaz Cinema Complex, New Delhi - 110055, Tel: 011 - 43023058, Fax: 011 - 43539579 email: setia-subhash@dlf.in



23. Name, Address, Tel. & Fax No., Regn. no. of the Auditor:

D S M Ram, DSMR & Associates, Company Secretaries, 6 - 3 - 668/10/42, 1st Floor, Plot No. 42, Durga Nagar Colony, Punjagutta, Hyderabad - 500082, Tele Fax: 040 - 23408776, Mobile: 9848243356

24. Appointment of Common Agency for Share Registry work:

If yes (name & address)	Karvy Computershare Private Limited, Plot Nos. 17 to 24, Vithal Rao Nagar, Madhapur, Hyderabad - 500081 Ph: 040 - 23420815 / 816 / 817 / 818 Fax: 040 - 23420814
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25. Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE company changed its name etc.): N. A.

Place: Hyderabad
Date: 04.07.2014

For DSMR & Associates
Company Secretaries



D S M Ram
Proprietor
C. P. No. 4239

