

RECONCILIATION OF SHARE CAPITAL AUDIT

| Sl. No. | Particulars | Details | |
|---------|---|---|------------------------|
| 1 | For Quarter Ended | 30.09.2016 | |
| 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 | 10 th Floor, DLF Centre, New Delhi - 110001 | |
| 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 | 1,791,630,093 | --- |
| 11. | Listed Capital (Exchange-wise) | 1,783,947,846 | --- |
| 12. | Held in dematerialized form in CDSL | 24,087,477 | 1.35 |
| 13. | Held in dematerialized form in NSDL | 1,756,313,976 | 98.45 |
| 14. | Physical | 3,546,393 | 0.20 |
| 15. | Total No. of Shares (12+13+14) | 1,783,947,846 | 100.00 |
| 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 intimated to CDSL | Whether intimated to NSDL | In principle Approval Pending for SE (Specify Names) |
|----------------|---------------|----------------------------------|---|---------------------------|---------------------------|--|
| 16.08.2016 | 46,156 | YES | BSE Limited The National Stock Exchange of India 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:

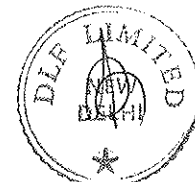
| Total No. of demat requests | No. of requests | No. of shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | NIL | NIL | NIL |
| Pending for more than 21 days | NIL | NIL | NIL |

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

Mr. Subhash Setia, Company Secretary, 10th Floor, DLF Centre, New Delhi – 110001, Tel: 011 – 42102057, 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



DSMR & Associates


24. Appointment of Common Agency for Share Registry work:

| | |
|-------------------------|---|
| If yes (name & address) | Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad – 500032 Phone: 040 – 67162222 Fax: 040 – 23001153 |
|-------------------------|---|

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: 10.10.2016

For DSMR & Associates
Company Secretaries



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

