

## DLF Limited

DLF Gateway Tower, R Block,  
DLF City Phase – III, Gurugram – 122 002,  
Haryana (India) ;  
Tel. : (+91-124) 4396000



June 15, 2020

|   |   |
|---|---|
| The General Manager<br>Dept. of Corporate Services<br><b>BSE Limited</b><br>P.J. Tower, Dalal Street,<br>Mumbai – 400 001 | The Vice-President<br><b>National Stock Exchange of India<br/>Limited</b><br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra(E), Mumbai – 400 051 |
|---|---|

### Sub: Secretarial Compliance Report

Dear Sir,

In compliance to the SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of the SEBI (LODR) Regulations, 2015, kindly find enclosed herewith Secretarial Compliance Report for the year ended 31<sup>st</sup> March 2020 for your kind information and record please.

Thanking you,

Yours faithfully,  
For **DLF Limited**

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

Subhash Setia  
**Company Secretary**

Encl : As above

|   |
|---|
| For Stock Exchange's clarifications, please contact:-<br>1. Mr. Subhash Setia - 09873718989/setia-subhash@dlf.in<br>2. Mr. Raju Paul - 09999333687/paul-raju@dlf.in |
|---|

# DR. K. R. CHANDRATRE

FCS, M Com, LL B, Ph D

PRACTISING COMPANY SECRETARY

'Purtata', 15 Milan Coop. Housing Society, Mayur Colony, Kothrud, Pune 411038

Telephones- Landline: 9307670759. Mobile: 9881235586

Email- [krchandratre@gmail.com](mailto:krchandratre@gmail.com); [krchandratreoffice@gmail.com](mailto:krchandratreoffice@gmail.com)

Website: [www.drkrchandratre.net](http://www.drkrchandratre.net)

## SECRETARIAL COMPLIANCE REPORT OF DLF LIMITED FOR THE YEAR ENDED 31 MARCH, 2020

I have examined:

- all the documents and records made available to me and explanation provided by DLF Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2020** ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during Audit Period**);
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during Audit Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No         | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|----------------|--|------------|---|
| Not Applicable |  |            |   |

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No.        | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|----------------|-----------------|----------------------|---|--|
| Not Applicable |                 |                      |   |  |

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No.        | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31st March, 2019. | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|--|--|
| Not Applicable |  |   |  |  |

I, further, report that the Company appointed statutory auditor in its Annual General Meeting held on 29<sup>th</sup> September, 2017 and there was no event of resignation of statutory auditor of the Company during the review period and the Company has modified the terms of



appointment of its existing auditor. In this regard, I report that the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.



**Dr. K.R. Chandratre**  
**FCS No.: 1370, C.P. No.: 5144**  
**UDIN: F001370B000319149**

**Pune**  
**June 4, 2020**

