

# RAJDHANI INVESTMENTS & AGENCIES PRIVATE LIMITED

Corporate Office: Ground Floor, DLF Gateway Tower, DLF Cyber City, Phase-III, Gurgaon-122002  
CIN: U65993GJ1972PTC097502, Tel.: (+91-124) 4396006, E-mail: corpdbs@yahoo.com

28.05.2019

To, The General Manager Dept. of Corporate Services <b>BSE Limited</b> P.J. Tower, Dalal Street, Mumbai 400 001 Email : corp.relations@bseindia.com	To, The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Email : cmlist@nse.co.in
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Dear Sir,

**Ref: DLF Limited ("Target Company")**

**Sub: Disclosures under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and [SEBI (Prohibition of Insider Trading) Regulations, 2015]**

We, Rajdhani Investments & Agencies Private Limited ("Rajdhani"), a Promoter of the Target Company, has acquired 13,00,00,000 equity shares of the said Target Company on 24<sup>th</sup> May, 2019 pursuant to conversion of 13,00,00,000 Compulsorily Convertible Unsecured Debentures ("CCDs") held by Rajdhani in the Target Company.

Accordingly, post the said acquisition of equity shares, the shareholding of Rajdhani stands increased from 122,63,07,091 equity shares (55.56%) to **135,63,07,091 equity shares (58.03%)** in the Target Company. Consequently, after the said acquisition of equity shares, the promoters/promoter group shareholding in the Target Company stands increased from 158,71,39,107 equity shares (71.91%) to 171,71,39,107 equity shares (73.47%).

We submit herewith the following disclosures in connection with the above mentioned acquisition of equity shares of the Target Company by Rajdhani for your kind information and record:-

- Disclosures under Regulation 29(1) and 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
- Disclosure under Regulation 7(2) (a) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Kindly note and take the above on record.

Thanking you,

Yours faithfully,

**For Rajdhani Investments & Agencies Private Limited**



**Rajiv Singh**  
Director



Copy to:  
The Company Secretary  
DLF Limited

**DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Name of the Target Company (TC)	DLF Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Rajdhani Investments & Agencies Private Limited (Acquirer) <b>(List of PACs attached as Annexure-A)</b>		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited & National Stock Exchange of India Limited		
Details of the acquisition as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	158,71,39,107	71.91	71.91\$
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	\$	Nil	\$
e) Total (a+b+c+d)	158,71,39,107\$	71.91	71.91\$
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired	13,00,00,000	2.47	2.47\$
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC	Nil	Nil	Nil



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(specify holding in each category) acquired			
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+/-d)	13,00,00,000	2.47	2.47\$
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	171,71,39,107	73.47	73.47\$
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	\$	Nil	\$
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	171,71,39,107\$	73.47	73.47\$
Mode of acquisition (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer/encumbrance, etc.)	Due to conversion of Compulsorily Convertible Unsecured Debentures ("CCDs") into equity shares in accordance with the terms of the CCDs issued by DLF Limited.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Fully paid up Equity Shares of Rs.2/- each of the Target Company.		
Date of acquisition of/ date of receipt of intimation of allotment of shares /VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	24 <sup>th</sup> day of May, 2019.		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 441,44,43,896/- divided into 220,72,21,948 Shares @ Rs.2/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 467,44,43,896/- divided into 233,72,21,948 Shares @ Rs.2/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 467,44,43,896/- divided into 233,72,21,948 Shares @ Rs.2/- each.		



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**Part-B\*\*\***

Name of the Target Company: DLF Limited

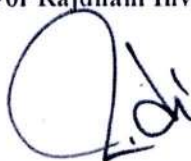
Sl. No.	Name (s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter / Promoter group	PAN of the acquirer and / or PACs
1.	Mr. Kushal Pal Singh	Promoter	ABIPS6464P
2.	Mr. Rajiv Singh	Promoter	ABIPS6665G
3.	Rajdhani Investments & Agencies Private Limited (Acquirer)	Promoter	AAACR8326F
4.	Ms. Kavita Singh	Part of Promoter group/PACs	AMEPS4420J
5.	Ms. Pia Singh	Part of Promoter group/PACs	AAAPS6436J
6.	Ms. Renuka Talwar	Part of Promoter group/PACs	AABPS4732L
7.	Mallika Housing Company LLP	Part of Promoter group/PACs	AAWFM0434C
8.	Prem Traders LLP	Part of Promoter group/PACs	AAOFP7149R
9.	Raisina Agencies LLP	Part of Promoter group/PACs	AAPFR2111N
10.	Jhandewalan Ancillaries LLP	Part of Promoter group/PACs	AAJFJ4425D
11.	Realest Builders and Services Private Limited	Part of Promoter group/PACs	AACCR3757Q
12.	Parvati Estates LLP	Part of Promoter group/PACs	AAOFP2370A
13.	Universal Management and Sales LLP	Part of Promoter group/PACs	AADFU4632K
14.	Beverly Builders LLP	Part of Promoter group/PACs	AAMFB2390L
15.	Prem's Will Trust (held by Mr. Kushal Pal Singh & Mr. Rajiv Singh)	Part of Promoter group/PACs	AAATP0313R





16.	DLF Urva Real Estate Developers & Services Private Limited	Part of Promoter group/PACs	AAACU8202D
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**For Rajdhani Investments & Agencies Private Limited**



**Rajiv Singh**  
Director

Place: New Delhi



Date: 28.05.2019

**Notes:**

(\*) Total share capital / voting capital taken as per the latest filing done by the Company to the Stock Exchange.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Part – B shall be disclosed to the Stock Exchanges but shall not be disseminated.

\$ Entities forming part of the promoters/promoter group of the TC continue to hold 13,80,89,758 Warrants in the TC which upon exercise would result into equal number of equity shares of the TC. The exercise of the said Warrants shall be undertaken in compliance with the applicable SEBI Regulations.

The said acquisition of equity shares was undertaken by an entity forming part of the promoters/promoter group of DLF Limited and a person acting in concert, and accordingly, post acquisition, the promoters/promoter group shareholding stands increased from 158,71,39,107 (71.91%) to 171,71,39,107 (73.47%).

Annexure- A

**LIST OF PERSONS ACTING IN CONCERT (PACs)**

{Forming part of disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated 28.05.2019}

**Target Company: DLF Limited**

S. No.	Names of PACs
1.	Mr. Kushal Pal Singh
2.	Mr. Rajiv Singh
3.	Rajdhani Investments & Agencies Private Limited
4.	Ms. Kavita Singh
5.	Ms. Pia Singh
6.	Ms. Renuka Talwar
7.	Mallika Housing Company LLP
8.	Prem Traders LLP
9.	Raisina Agencies LLP
10.	Jhandewalan Ancillaries LLP
11.	Realest Builders and Services Private Limited
12.	Parvati Estates LLP
13.	Universal Management and Sales LLP
14.	Beverly Builders LLP
15.	Prem's Will Trust (held by Mr. Kushal Pal Singh & Mr. Rajiv Singh)
16.	DLF Urva Real Estate Developers & Services Private Limited



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**DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Name of the Target Company (TC)	DLF Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Rajdhani Investments & Agencies Private Limited (Acquirer) <b>(List of PACs attached as Annexure-A)</b>		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited & National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	158,71,39,107	71.91	71.91\$
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	\$	Nil	\$
e) Total (a+b+c+d)	158,71,39,107\$	71.91	71.91\$
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	13,00,00,000	2.47	2.47\$
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC	Nil	Nil	Nil

*(Handwritten Signature)*



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(specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	13,00,00,000	2.47	2.47\$
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	171,71,39,107	73.47	73.47\$
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	\$	Nil	\$
e) Total (a+b+c+d)	171,71,39,107\$	73.47	73.47\$
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer etc.)	Due to conversion of Compulsorily Convertible Unsecured Debentures (“CCDs”) into equity shares in accordance with the terms of the CCDs issued by DLF Limited.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	24 <sup>th</sup> day of May, 2019.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 441,44,43,896/- divided into 220,72,21,948 Shares @ Rs.2/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 467,44,43,896/- divided into 233,72,21,948 Shares @ Rs.2/- each.		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 467,44,43,896/- divided into 233,72,21,948 Shares @ Rs.2/- each.		

(\*) Total share capital / voting capital taken as per the latest filing done by the Company to the Stock Exchange

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



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\$ Entities forming part of the promoters/promoter group of the TC continue to hold 13,80,89,758 Warrants in the TC which upon exercise would result into equal number of equity shares of the TC. The exercise of the said Warrants shall be undertaken in compliance with the applicable SEBI Regulations.

The said acquisition of equity shares was undertaken by an entity forming part of the promoters/promoter group of DLF Limited and a person acting in concert, and accordingly, post acquisition, the promoters/promoter group shareholding stands increased from 158,71,39,107 (71.91%) to 171,71,39,107 (73.47%).

**For Rajdhani Investments & Agencies Private Limited**



**Rajiv Singh**  
**Director**



Place: New Delhi

Date: 28.05.2019

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**Annexure- A****LIST OF PERSONS ACTING IN CONCERT (PACs)**

{Forming part of disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated 28.05.2019}

**Target Company: DLF Limited**

S. No.	Names of PACs
1.	Mr. Kushal Pal Singh
2.	Mr. Rajiv Singh
3.	Rajdhani Investments & Agencies Private Limited
4.	Ms. Kavita Singh
5.	Ms. Pia Singh
6.	Ms. Renuka Talwar
7.	Mallika Housing Company LLP
8.	Prem Traders LLP
9.	Raisina Agencies LLP
10.	Jhandewalan Ancillaries LLP
11.	Realest Builders and Services Private Limited
12.	Parvati Estates LLP
13.	Universal Management and Sales LLP
14.	Beverly Builders LLP
15.	Prem's Will Trust (held by Mr. Kushal Pal Singh & Mr. Rajiv Singh)
16.	DLF Urva Real Estate Developers & Services Private Limited





**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

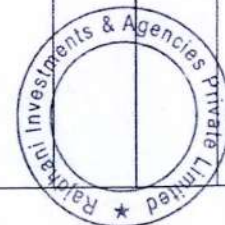
Name of the company: DLF Limited

ISIN of the company: INE271C01023

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors / Immediate relative to / others etc )	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14
Rajdhani Investments & Agencies Private Limited ("Rajdhani") MC Shah House, 1/B, FF, Avantika Society, Nr. Naranpura Railway Crossing, Naranpura, Ahmedabad, Gujarat-380013.  AAACR8326F U65993GJ1972PTC097502	Promoter	Equity Shares	122,63,07,091 (55.56%) <sup>#</sup>	Equity Shares	13,00,00,000	Rs. 217.25 each (paid at the time of allotment of CCDs)	Conversion of Compulsorily Convertible Unsecured Debentures ("CCDs") into equity shares <sup>#</sup>	Equity Shares	135,63,07,091 (58.03%) <sup>#</sup>	24 <sup>th</sup> day of May, 2019	24 <sup>th</sup> day of May, 2019	28 <sup>th</sup> day of May, 2019	By way of conversion of CCDs into equity shares <sup>#</sup>

*R. D.*



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**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

(#) Rajdhani being promoter was holding 122,63,07,091 (55.56%) Equity Shares of DLF Limited (Target Company). Pursuant to conversion of 13,00,00,000 Compulsorily Convertible Unsecured Debentures (CCDs) of Rs. 217.25/- each, fully paid-up, held by Rajdhani, into equal no. of Equity Shares i.e. 13,00,00,000, Rajdhani would hold in total 135,63,07,091 Equity Shares (58.03%) of DLF Limited inclusive of its existing holding. Hence, the aggregate shareholding or control of promoters/promoter group stands increased from 158,71,39,107 (71.91%) to 171,71,39,107 (73.47%).

**For Rajdhani Investments & Agencies Private Limited**

**Rajiv Singh**  
**Director**

Date: 28.05.2019

Place: New Delhi

