

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: corpdbb@yahoo.com

01.04.2019

To, The General Manager Dept. of Corporate Services BSE Limited 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 23,59,37,860 equity shares on 29th March, 2019 pursuant to conversion of 23,59,37,860 Compulsorily Convertible Unsecured Debentures ("**CCDs**") out of the total 36,59,37,860 CCDs held by Rajdhani in the Target Company.

Accordingly, post the said acquisition of equity shares, the holding of Rajdhani stands increased from 99,03,69,231 equity shares (50.59%) to **122,63,07,091 equity shares (55.56%)** in the Target Company. Consequently, after the said acquisition of equity shares, the promoters/promoter group shareholding in the Target Company stands increased from 133,73,92,271 equity shares (68.32%) to 158,71,39,107 equity shares (71.91%).

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:-

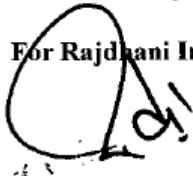
- (a) Disclosures under Regulation 29(1) and 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
- (b) Disclosure under Regulation 7(2) (a) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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) (List of PACs attached as Annexure-A)		
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	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	133,73,92,271	68.32	68.32\$
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)	133,73,92,271\$	68.32	68.32\$
Details of acquisition			
a) Shares carrying voting rights acquired	23,59,37,860	4.96	4.96\$
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



(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)	23,59,37,860	4.96	4.96\$
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	158,71,39,107	71.91	71.91\$
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)	158,71,39,107\$	71.91	71.91\$
Mode of acquisition (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer/encumbrance, etc.)	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.	29 th day of March, 2019.		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 391,49,50,224/- divided into 195,74,75,112 Shares @ Rs.2/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 441,44,43,896/- divided into 220,72,21,948 Shares @ Rs.2/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 441,44,43,896/- divided into 220,72,21,948 Shares @ Rs.2/- each.		



For Rajdhani Investments & Agencies Private Limited



Rajiv Singh
Director

Place: New Delhi



Date: 01.04.2019

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 13,00,00,000 CCDs and 13,80,89,758 Warrants in the TC convertible into equal number of equity shares of the TC. The conversion of the said CCDs and 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 133,73,92,271 (68.32%) to 158,71,39,107 (71.91%).

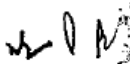
Annexure- A

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 01.04.2019}

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



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) (List of PACs attached as Annexure-A)		
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	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	133,73,92,271	68.32	68.32\$
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)	133,73,92,271\$	68.32	68.32\$
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	23,59,37,860	4.96	4.96\$
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 (specify holding in each category)	Nil	Nil	Nil



acquired/sold			
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	23,59,37,860	4.96	4.96\$
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	158,71,39,107	71.91	71.91\$
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)	158,71,39,107\$	71.91	71.91\$
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	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	29 th day of March, 2019.		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 391,49,50,224/- divided into 195,74,75,112 Shares @ Rs.2/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 441,44,43,896/- divided into 220,72,21,948 Shares @ Rs.2/- each.		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 441,44,43,896/- divided into 220,72,21,948 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.

\$ Entities forming part of the promoters/promoter group of the TC continue to hold 13,00,00,000 CCDs and 13,80,89,758 Warrants in the TC convertible into equal number of equity shares of the TC. The



conversion of the said CCDs and 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 133,73,92,271 (68.32%) to 158,71,39,107 (71.91%).

For Rajdhani Investments & Agencies Private Limited



Rajiv Singh
Director



Place: New Delhi



Date: 01.04.2019

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 01.04.2019}

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