

DLF Limited

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



May 24, 2019

The General Manager
Dept. of Corporate Services
BSE Limited
P.J. Tower, Dalal Street,
Mumbai – 400 001

The Vice-President
**National Stock Exchange of India
Limited**
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai – 400 051

Re: Conversion of Compulsorily Convertible Debentures of Rs. 217.25 each allotted on December 29, 2017 to promoter/promoter group companies into Equity Shares of Rs 2.00 each at a premium of Rs. 215.25 per share.

Dear Sir/ Madam,

This has reference to communication dated 29th December, 2017, wherein the Company had communicated that the Board of Directors of the Company in its meeting held on 29th December, 2017 has allotted, on a preferential basis, to entities belonging to promoter and/or promoter group entities:-

(a) 37,97,46,836 (Thirty seven crores ninety seven lakhs forty six thousand eight hundred and thirty six) Compulsorily Convertible Unsecured Debentures (“**CCDs**”) of Rs. 217.25 each at par fully paid up and convertible into equal number of Equity Shares of Rs.2/- each of the Company as under:

Sl. No.	Name of Allottee	Number of CCDs
1.	Rajdhani Investments & Agencies Private Limited*	36,59,37,860
2.	DLF Urva Real Estate Developers & Services Private Limited	1,38,08,976

* CCDs were issued to other promoter group entities i.e. Buland Consultants & Investments Private Limited and Sidhant Housing and Development Company, the said promoter group entities merged into Rajdhani Investments & Agencies Private Limited in terms of the order dated February 21, 2018 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, and accordingly the said CCDs are now held by Rajdhani Investments & Agencies Private Limited.

and;

(b) 13,80,89,758 (thirteen crore eighty lakh eighty nine thousand seven hundred and fifty eight) warrants of Rs.217.25 each (“**Warrants**”) exercisable into equal number of Equity Shares of Rs.2/- each of the Company as under:

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Sl.No.	Name of Allottee	Number of Warrants
1.	Rajdhani Investments & Agencies Private Limited	12,42,80,783
2.	DLF Urva Real Estate Developers & Services Private Limited	1,38,08,975

Further, vide our intimation dated March 29, 2019, it was informed that the Securities Issuance Committee of the Board of Directors of the Company in its meeting held on 29th March, 2019 approved the allotment of 24,97,46,836 Equity Shares of Rs. 2.00 each at a premium of Rs. 215.25 upon conversion of 24,97,46,836 Compulsorily Convertible Debentures (CCDs).

Please note that upon receipt of further application from Rajdhani Investments & Agencies Private Limited, a promoter group entity, the Securities Issuance Committee at its meeting held today, has approved the conversion of balance 13,00,00,000 CCDs into 13,00,00,000 Equity Shares of Rs. 2.00 each at a price of Rs. 217.25 per share (including premium of Rs. 215.25 per share).

The aforesaid Equity Shares shall, upon allotment, rank *pari-passu* with the existing Equity Shares of the Company in all respect.

Upon conversion of the above CCDs, the paid-up equity share capital of the Company stands increased to Rs. 467.44 crore comprising 2,33,72,21,948 Equity Shares having face value of Rs. 2 each. The total shareholding of the promoter/ promoter group entities holding would stand increased to 73.47% from 71.91% and will remain within the minimum public shareholding limits prescribed under the Securities Contracts Regulation Act, 1956.

The meeting of Securities Issuance Committee commenced at 17.30 hrs. and concluded at 18.30 hrs.

We request you to take the above on record, and the same be treated as compliance with Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
for **DLF LIMITED**

SUBHASH SETIA
COMPANY SECRETARY

For Stock Exchange's clarifications, please contact:-
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2. Mr. Raju Paul - 09999333687/paul-raju@dlf.in