

## DLF Limited

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



May 30, 2019

The General Manager Dept. of Corporate Services <b>BSE Limited</b> P.J. Tower, Dalal Street, Mumbai – 400 001	The Vice-President <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051
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### 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 2019 for your kind information and record please.

Thanking you,  
Yours faithfully,  
For **DLF Limited**

  
Subhash Setia  
**Company Secretary**

For Stock Exchange's clarifications, please contact:-  
1. Mr. Subhash Setia - 09873718989/setia-subhash@dlf.in  
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 Co-op. Housing Society, Mayur Colony,  
Kothrud, Pune – 411 038

Telephones - Landline: (020)25450502. 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, 2019.

I have examined:

- all the documents and records made available to us 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, 2019 ("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, 2009 and 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 the Audit Period**)
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- (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 the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, I/ We 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.
1.	SEBI	Wrong disclosure to BSE Limited & National Stock Exchange of India Limited, regarding variations between actual utilization of funds vis-à-vis projected utilization of funds in respect of the Initial Public	A penalty Rs. 10,00,000/- was imposed on the Company	None




		Offering proceeds, under the head pre-payment of loans, for the quarter ended September 2007 and therefore violated the provisions of Clause 43 of the Listing Agreement read with Section 21 of Securities Contracts (Regulation) Act, 1956		
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(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Pune  
21 May, 2019

  
 Dr. K. R. Chandratne  
 FCS No.: 1370, C. P. No.: 5144

