

# 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: corpdb@yahoo.com

03.03.2020

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

Ref: DLF Limited ("Target Company")

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

We, Rajdhani Investments & Agencies Private Limited ("Rajdhani"), a Promoter of the Target Company, have acquired 1,49,27,680 equity shares of Rs. 2/- each of the said Target Company on 2<sup>nd</sup> March, 2020 constituting 0.60% of the total paid up equity share capital of the Target Company from Realest Builders & Services Private Limited who is a part of the Promoter group of the Target Company, being a inter-se transfer of shares between members of the Promoter group/persons acting in concert.

The said acquisition of equity shares was undertaken between entities forming part of the Promoter/Promoter group of the Target Company and are persons acting in concert. Accordingly, post-acquisition, the aggregate Promoter/Promoter group shareholding will remain unchanged. Further, the holding of Rajdhani stands increased from 148,05,87,874 equity shares (59.81%) to 149,55,15,554 equity shares (60.42%) in the Target Company.

As a matter of abundant caution, we submit herewith the following disclosures in connection with the above mentioned acquisition of equity shares of the Target Company for your kind information and record please even though the acquisition is less than 5% of the paid up equity share capital of the Target Company:-

- Disclosures under Regulation 29(1) and 29 (2) of the Takeover Regulations;
- Disclosure under Regulation 10(6) of the Takeover Regulations; and
- Disclosure under Regulation 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

We shall be separately sending Report under Regulation 10(7) of the Takeover Regulations.

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/ Rajdhani) <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 <sup>#</sup>	185,52,28,865	74.95	74.95
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	Nil	Nil
e) Total (a+b+c+d) <sup>#</sup>	185,52,28,865	74.95	74.95
<sup>#</sup> Being inter-se transfer, no change in the shareholding before/after the acquisition along with PAC.			
<b>Details of acquisition</b>			
a) Shares carrying voting rights acquired <sup>##</sup>	1,49,27,680	0.60	0.60
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)	1,49,27,680	0.60	0.60
## Inter-se transfer			
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights	185,52,28,865	74.95	74.95
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	Nil	Nil
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	185,52,28,865	74.95	74.95
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pursuant to a Block deal in accordance with SEBI circular CIR/MRD/DP/118/2017 dated October 26, 2017 (Inter-se transfer of Shares amongst Promoters/ PACs who are Promoter group entities of 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 <del>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.</del>	2 <sup>nd</sup> day of March, 2020		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 495,06,23,412/- divided into 247,53,11,706 Shares @ Rs. 2/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 495,06,23,412/- divided into 247,53,11,706 Shares @ Rs. 2/- each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 495,06,23,412/- divided into 247,53,11,706 Shares @ Rs. 2/- each.		

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

**Name of the Target Company: DLF Limited**

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**For Rajdhani Investments & Agencies Private Limited**



**Rajiv Singh  
Director**



Place: New Delhi

Date: 03.03.2020

**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.

The said acquisition of equity shares was undertaken between persons forming part of the Promoter/Promoter group of DLF Limited and who are persons acting in concert. Accordingly, post acquisition, the aggregate Promoter/Promoter group shareholding will remain unchanged.

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**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 03.03.2020}

**Target Company: DLF Limited**

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





**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/ Rajdhani) <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 Acquirer together with PACs, of:</b>			
a) Shares carrying voting rights <sup>#</sup>	185,52,28,865	74.95	74.95
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	Nil	Nil
e) Total (a+b+c+d) <sup>#</sup>	185,52,28,865	74.95	74.95
<sup>#</sup> Being inter-se transfer, no change in the shareholding before/after the acquisition along with PAC.			
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold <sup>###</sup>	1,49,27,680	0.60	0.60
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) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	1,49,27,680	0.60	0.60
<sup>##</sup> Inter-se transfer			
<b>After the acquisition/sale, holding of Acquirer together with PACs, of:</b>			
a) Shares carrying voting rights	185,52,28,865	74.95	74.95
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	Nil	Nil
e) Total (a+b+c+d)	185,52,28,865	74.95	74.95
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Pursuant to a Block deal in accordance with SEBI circular CIR/MRD/DP/118/2017 dated October 26, 2017 (Inter-se transfer of Shares amongst Promoters/ PACs who are Promoter group entities of DLF Limited)		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	2 <sup>nd</sup> day of March, 2020		
Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 495,06,23,412/- divided into 247,53,11,706 Shares @ Rs. 2/- each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 495,06,23,412/- divided into 247,53,11,706 Shares @ Rs. 2/- each.		
Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 495,06,23,412/- divided into 247,53,11,706 Shares @ Rs. 2/- each.		

*[Handwritten Signature]*



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(\*) 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.

The said acquisition of equity shares was undertaken between persons forming part of the Promoter/Promoter group of DLF Limited and who are persons acting in concert. Accordingly, post acquisition, the aggregate Promoter/Promoter group shareholding will remain unchanged.

**For Rajdhani Investments & Agencies Private Limited**



**Rajiv Singh**  
**Director**

Place: New Delhi

Date: 03.03.2020

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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 03.03.2020}

**Target Company: DLF Limited**

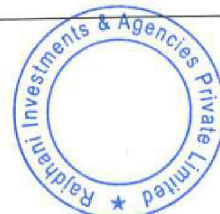
S. No.	Names of PACs	Category
1.	Mr. Kushal Pal Singh	Promoter
2.	Mr. Rajiv Singh	Promoter
3.	Rajdhani Investments & Agencies Private Limited (Acquirer)	Promoter
4.	Ms. Kavita Singh	Part of Promoter group/ PAC
5.	Ms. Pia Singh	Part of Promoter group/ PAC
6.	Ms. Renuka Talwar	Part of Promoter group/ PAC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



**DISCLOSURES UNDER REGULATION 10(6) – REPORT TO STOCK EXCHANGES IN RESPECT OF ANY ACQUISITION MADE IN RELIANCE UPON EXEMPTION PROVIDED FOR IN REGULATION 10 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1.	Name of the Target Company (TC)	DLF Limited	
2.	Name of the acquirer(s)	Rajdhani Investments & Agencies Private Limited (List of PACs attached as Annexure-A)	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited & National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Inter-se transfer of shares amongst Promoter/ PACs who are Promoter group entities constituting 0.60% of the total paid up share capital of the Target Company on Block Deal window of the National Stock Exchange at a price of Rs. 210.46 per share in accordance with SEBI circular CIR/MRD/DP/118/2017 dated October 26, 2017.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a) (iv)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes  24.02.2020	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)#	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Realest Builders and Services Private Limited	Yes
	b. Date of acquisition	Between 2 <sup>nd</sup> March, 2020 and 6 <sup>th</sup> March, 2020	2 <sup>nd</sup> March, 2020 (actual date of acquisition)
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Up to 1,49,27,680	1,49,27,680 (actual number of equity shares acquired)
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Up to 0.60%	0.60% (actual percentage of equity share capital acquired)

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	e. Price at which shares are proposed to be acquired / actually acquired	Rs. 235.90 per equity share which is in accordance with SEBI circular on block deal of securities i.e. CIR/MRD/DP/118/2017 dated October 26, 2017	Rs. 210.46 per equity share which is in accordance with SEBI circular on block deal of securities i.e. CIR/MRD/DP/118/2017 dated October 26, 2017.		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	a. Each Acquirer / Transferee(*) Rajdhani Investments & Agencies Private Limited**	148,05,87,874	59.81%	149,55,15,554	60.42%
	b. Each Seller / Transferor • Realest Builders and Services Private Limited**	1,49,27,680	0.60%	Nil	N.A.
	<b>Note:</b> • (*) Shareholding of each entity shall be shown separately and then collectively in a group. • The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.				

# As an abundant caution it was filed on 24.02.2020.

(\*\*)The said acquisition of equity shares was undertaken between persons forming part of the Promoter/Promoter group of DLF Limited and who are persons acting in concert, and accordingly, post acquisition, the aggregate Promoter/Promoter group shareholding will remain unchanged. The aggregate shareholding of Promoter/ Promoter group/PACs is 185,52,28,865 (74.95%) of DLF Limited.

For **Rajdhani Investments & Agencies Private Limited**

**Rajiv Singh**  
Director

Place: New Delhi

Date: 03.03.2020



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

{Forming part of disclosure under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated 03.03.2020}

**Target Company: DLF Limited**

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

