DLF Limited
DLF Centre, Sansad Marg, New Delhi-110001, India
Tel. : (+91-11) 23719300, 42102030
Fax : (+91-11) 23719344

DLF
BUILDING INDIA

April 21, 2017

IL&FS Trust Company Ltd.
The IL&FS Financial Centre
Plot no. C-22, G Block
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

Sub: Quarterly Compliance Report

Dear Sir,

With reference to the above, kindly find enclosed herewith Compliance Reports for the quarter ended March 31, 2017 in respect of the debt instruments as under:

1. 12.50% Debentures of Rs 750 crs.
2. 12.25% Debentures of Rs 1000 crs.
3. 12.25% Debentures of Rs 375 crs.

We also certify that the Company has made timely payment of interest in respect of the aforesaid Non-Convertible Debentures.

Kindly acknowledge.

Thanking you,

Yours faithfully,
for **DLF LTD.**

Subhash Setia
Company Secretary

Encl.: As above

Copy to:
1. National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai- 400 051

2. Bombay Stock Exchange Limited.
P.J. Towers, Dalal Street,
Mumbai-400 001

भारतीय डाक
India Post

SP NEW DELHI HO (EXTN) <11000
ED265309953IN
Counter No:2,OP-Code:KAPIL
To:BOMBAY STOCK EXCHANG,
MUMBAI, PIN:400001
From:DLF LTD , SANSAD MARG
Wt:190grams,
Amt:69.00 ,21/04/2017 ,18:08
Taxes:Rs.9.00<<Track on www.indiapost.gov.in>>

भारतीय डाक
India Post

SP NEW DELHI HO (EXTN) <11000
ED265309967IN
Counter No:2,OP-Code:KAPIL
To:IL & FS TRUST CO LTD,
MUMBAI, PIN:400051
From:DLF LTD , SANSAD MARG
Wt:190grams,
Amt:69.00 ,21/04/2017 ,18:09
Taxes:Rs.9.00<<Track on www.indiapost.gov.in>>

भारतीय डाक
India Post

SP NEW DELHI HO (EXTN) <11000
ED265310072IN
Counter No:2,OP-Code:KAPIL
To:NATIONAL STOCK,
MUMBAI, PIN:400051
From:DLF LTD , SANSAD MARG
Wt:190grams,
Amt:69.00 ,21/04/2017 ,18:09
Taxes:Rs.9.00<<Track on www.indiapost.gov.in>>

For any clarifications, please contact:-
1. Mr. Subhash Setia – 011-43539578/setia-subhash@dlf
2. Mr. Raju Paul – 09999333687 / paul-raju@dlf.in
Fax no. : 011-43539579

Compliance Report for the quarter ended March 31, 2017

Name of Issuer Company : DLF Limited

Information submitted at the times of issuance/allotment:

1	Description of the Debenture Series /Issue (Secured / Unsecured PCD/FCD/NCD)	Secured, Redeemable, Non convertible Debentures
2	Type of Issue (Private / Public / Rights)	Private
3	Issue Amount and Amounts Raised	Rs. 750 Crore
4	Listed/Unlisted (If Listed, the Exchange where listed)	National Stock Exchange
5	ISIN (Listed and Unlisted)	INE271C07095
6	Date of Listing of NCDs (please provide confirmation and supporting from BSE/NSE)	10.05.2013
7	Original & Revised (if any) Coupon Rate	12.50%
8	Tenor of Issue	Approx 5 years
9	Date of Allotment of Debentures	30.04.2013
10	PAS-3, PAS-4, PAS-5 filed with ROC within specified time limit	Not Applicable
11	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	30.04.2013
12	Credit Rating at the time of issue / last credit rating prior to change	ICRA A
13	No. of debenture holders on the date of Allotment	Attached
14	Certificate of inspection of trust property (security provided – immovable) is confirmed annually by the Auditors of the Company.	Already provided
15	Valuation Report (if applicable) has been obtained from Government approved valuer	Already provided
16	ROC Search Report has been obtained	Already provided
17	Details Regarding Registration of charges and reasons for delay (if any)	Already Provided

Information submitted on quarterly basis:

1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	Not Applicable
2	Outstanding amount as on March 31, 2017	INE271C07095- Rs 125 Crore
3	Previous Interest Payment Date and Amount paid	28.02.2017 INE271C07095- Rs 1,24,14,384.00
4	Next Interest Payment Date and Amount	31.01.2017 INE271C07095- Rs 1,24,14,384.00

5	Previous Repayment Date and Amount paid	Rs 62.50 Crore (30th April 2016)
6	Next Repayment Date and Amount	1. Rs 62.50 Crore(30th April 2017) 2. Rs 62.50 Crore(30th April 2018)
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes the due dates thereof & date of payment	No
8	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating.	ICRA A Not Applicable
9	No. of debenture holders as on last day of this quarter, *(please provide details of NCD Holder viz. Names, Holding, Mailing Address, Contact Nos. (Benpos))*	Attached
10	Brief details of the security created till date for the Debentures including third party securities	First *pari passu charge over* 22.95 acres of land parcel located at Kitchner Road, Chanakyapuri, New Delhi 110021 for residential development owned by Edward Keventer (Successors) Private Limited, as described in debenture trust deed dated 10.08.2015, as a security provider to its holding company.
11	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	No
12	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	Yes
13	Confirmation with respect to submission of Half yearly communication (HYC) to BSE / NSE for the last applicable half year and reasons for non submission/ delay if any (Only for Listed) unaudited/audited financial results on half yearly basis should be submitted to exchanges within 45 days from the end of half year	Audited Financial Results for the Quarter/Half-Year ended September 30, 2016 was submitted to Stock Exchange on December 09, 2016.
14	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	Not Applicable
15	Publication of financial results and statements within 2 calendar days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Yes
16	HYC submitted to stock exchange contains certificate signed by Debenture Trustee	Yes
17	Whether unaudited financial results are accompanied by Limited Review Report (LRR)* *LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days	Yes



	from the end of Financial Year	
18	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
19	Whether Debenture Redemption Reserve (DRR) as per SEBI Guidelines and Companies Act has been maintained. If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date	Yes
20	Confirmation & Supporting of creation / maintaining DRR before April 30th by way of deposit / invest not less than 15% of the amount of debentures maturing during the year ending March 31, 2017 as detailed in the clarification circular provided by MCA	No repayment during the financial year 2016-17
21	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	No
22	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	No
23	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
24	Whether any change in Authorized Signatory to banks who had signed Post Dated Cheques (PDCs) given as security as per transaction documents	Not Applicable
25	Security Cover as on March 31, 2017 (Please attach CA Certificate in the format as stated in Annexure)	Adequate
26	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Benpos details are maintained by Registrar and Transfer Agent
27	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	Not Applicable
28	Whether all the terms & conditions of the transaction documents are complied with? If no, please give reasons.	Yes
29	Whether the provisions of the following laws applicable to debentures have been complied	Yes

	with : a) Companies Act, 2013 and Rules made thereunder (For all Issuers) b) SEBI Model Listing Agreement (For Listed Issues) c) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (For Listed Issues) d) SEBI (Issue of Capital and Disclosure Requirements), 2009 (For all issuers) e) SEBI (Issue and Listing of Debt Securities), 2008	
30	Whether any dividend has been declared during this quarter.	Yes
31	Nature of investor grievances received for quarter ended March 31, 2017 its status as on date of the submission of QCR and reason for the non resolution/ delay if any (Details to be separately provided in annexure as enclosed)	NIL
32	Any Buy Back of NCDs during the quarter and details of the same	NIL
33	Whether the company has given prior intimation to exchanges of at least 11 working days before the date on and from which the interest on Debenture and redemption amount of Debentures is payable	Not Applicable
34	Whether the company has maintained functional website containing requisite information (Reg 62)	Yes
35	Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting	Not Applicable
36	Compliance with Accounting Standard and Financial disclosures	Yes
37	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchnages, disclosure of material information/event, shareholding pattern	Yes
38	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly have material interest in any transaction	Yes
39	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes
40	Whether the Company has appointed Share transfer agent or manage the same in house	Share Transfer Agent:- Karvy Computershare Private Limited Address: Karvy Computershare Private Limited, Karvy Selenium



		Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500032
41	Whether the Company has preserved the transactions records at least for 8 years	Yes
42	Whether the Company is registered on the SEBI SCORES	Yes
43	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter	Yes
44	Whether the Company has constituted following committees and held meetings in compliance with the provisions • Audit Committee • Nomination and Remuneration Committee • Stakeholders Relationship Committee • Risk Management Committee	Yes
45	Whether the Company has made disclosure of material events/information to Exchanges and Debenture Trustee, if any	Yes
46	Whether the company has submitted Annual Report within 21 working days to stock exchange(s)	Yes
47	In case the Company has provided Post Dated Cheques (PDCs) in favour of Trustee towards security, whether the same are reissued in the new name of Trustee i.e Vistra ITCL (India) Limited	NA
48	Whether the Company has submitted a compliance certificate to the Exchange(s), duly singed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes
49	Pursuant to name change of the Trustee, whether the revised Form SH-4 (Securities Transfer Form) is submitted by the company on new name i.e Vistra ITCL (India) Limited	NA



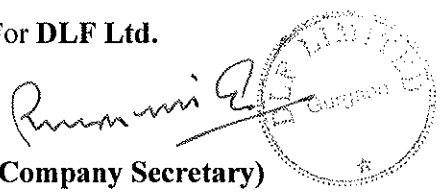
ANNEXURES

1	Updated list of names and addresses of debenture holders. *(In case of a large list, kindly provide a CD in lieu of hard copies)*
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.
3	Companies Auditors Certificate certifying the following (If already provided, please ignore): a. End utilization certificate of the Debenture Subscription receipts from issuer's statutory auditor b. Security Cover ** c. Amount transferred to DRR as on March 31, 2017 d. Debt Equity Ratio e. Asset cover Ratio (100%) f. Debt Service coverage Ratio g. Interest Service Coverage Ratio h. Half yearly certificate from Practicing CS/CA regarding maintenance of 100% asset cover ratio i. ** i. Total assets charged — Rs. A ii. Total debts secured by way of charges created over the assets with details thereof — Rs. B iii. Security Cover = A/B Note: 1. If third party security is created, please include the same and give supporting 2.Requirement of disclosures of Debt Service Coverage Ratio, asset cover and interest service coverage ratio shall not be applicable for Banks or NBFC registered with RBI and unsecured debt issued by regulated financial sector entities
4	Duly audited annual accounts of the issuer company
5	Quarterly audited / unaudited financials of the Issuer
6	Insurance Policy of the security charged in our favour. In case Insurance Policy has expired, please provide Renewed Insurance Policies
7	CA Certificate giving value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2017
8	Certificate from Director / Managing Director of the issuer company, certifying the value of book debts / receivables (Applicable for Listed NCDs) as on March 31, 2017along with details of the said book debts and/or receivable
9	Report of the Lead Bank regarding progress of the Project
10	Paper cutting of publication of financial results (atleast in one English national daily newspaper)
11	Copy of all notices, resolutions and circulars relating to new issue of non convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media
12	Letter issued by Credit Rating agency for revised credit rating



	Contact Details : a) Name of Authorised Signatory- Mr. Subhash Setia b) Email Address- setia-subhash@dlf.in c) Contact Numbers- 011-42102057 d) Name ,Address and Email id of R&T Agent- Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad- 500032 e) Name , Address and Email id of the Credit Rating Agency- ICRA, 105, 11th Floor, Building, 26, Kailash, KG Marg, New Delhi- 110001

For **DLF Ltd.**



(Company Secretary)

Date: 21.04.2017