

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: corpdbs@yahoo.com

03.11.2021

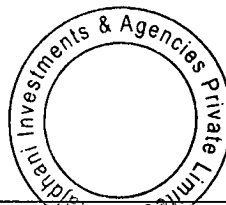
To, The General Manager Dept. of Corporate Services BSE Limited P.J. Tower, Dalal Street, Mumbai 400 001 Email : corp.relations@bseindia.com	To, The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Email : takeover@nse.co.in
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Dear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

Ref: DLF Limited ("Target Company")

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

1. This is to inform you that, Rajdhani Investments & Agencies Private Limited ("**Rajdhani**"), a Promoter of the Target Company, has acquired 2,76,17,951 equity shares of Rs. 2/- each of the Target Company constituting 1.12% of the total paid up equity share capital of the Target Company from DLF Urva Real Estate Developers & Services Private Limited ("**DLF Urva**"), who is a part of the Promoter group of the Target Company, pursuant to a Scheme of amalgamation of DLF Urva with Rajdhani, as approved by the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench, vide its order dated 08.10.2021 (a certified true copy of the order was received on 11.10.2021).
2. The above order of the Hon'ble NCLT, Ahmedabad Bench was taken note of by the respective Board of Directors of Rajdhani and DLF Urva in their meetings held on 02.11.2021 and a certified copy of the said order was filed with the Registrar of Companies, Ahmedabad on 02.11.2021.
3. 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 in the Target Company will remain unchanged. Further, the holding of Rajdhani stands increased from 149,55,15,554 equity shares (60.42%) to 152,31,33,505 equity shares (61.53%) of the Target Company.
4. 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 by Rajdhani Investments & Agencies Private Limited pursuant to the Scheme 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:
 - (a) Disclosures under Regulation 29(1) and 29 (2) of the Takeover Regulations;
 - (b) Disclosure under Regulation 10(6) of the Takeover Regulations; and
 - (c) Disclosure under Regulation 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015.



Registered Office: MC Shah House, 1/B, FF, Avantika Society, Nr. Naranpura Railway Crossing, Naranpura, Ahmedabad, Gujarat- 380013, Tel.: (+91-79) 27683006

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

Kindly note and take the above on record.

Thanking you,

Yours faithfully,

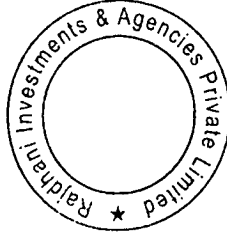
For Rajdhani Investments & Agencies Private Limited



Rajiv Singh
Director

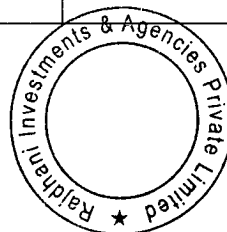
Copy to:

The Company Secretary
DLF Limited

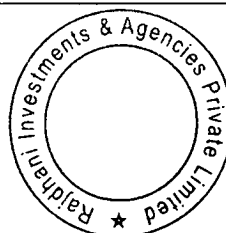


**DISCLOSURES UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF
SHARES AND TAKEOVERS) REGULATIONS, 2011**

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) (List of PACs attached)		
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 #	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)	185,52,28,865	74.95	74.95
#Being inter-se transfer pursuant to amalgamation, no change in shareholding before/after the acquisition along with PAC.			
Details of acquisition			
a) Shares carrying voting rights acquired ##	2,76,17,951	1.12	1.12
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to	Nil	Nil	Nil



receive shares carrying voting rights in the TC (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)	2,76,17,951	1.12	1.12
##Inter-se transfer pursuant to amalgamation.			
After the acquisition, holding of acquirer along with PACs of:			
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 Scheme of Amalgamation duly sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its Order dated 08.10.2021.		
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.	02.11.2021****		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 495,06,23,412/- divided into 247,53,11,706 Equity 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 Equity 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 Equity Shares @ Rs. 2/- each.		

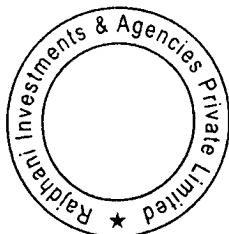


Limited, Transferor Company got merged with Rajdhani and ceased to exist and stood wound up without the process of winding up, hence not included above.

For Rajdhani Investments & Agencies Private Limited



Rajiv Singh
Director ✓✓



Place: New Delhi

Date: 03.11.2021

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.

(****) Erstwhile DLF Urva Real Estate developers & Services Private Limited (“**Transferor Company**”) part of promoter group/PACs was holding 2,76,17,951 Equity Shares of DLF Limited (“**Target Company**”). Pursuant to a Scheme of Amalgamation (“**Scheme**”) sanctioned by the Hon’ble National Company Law Tribunal, Ahmedabad Bench vide Order dated 08.10.2021, Rajdhani Investments & Agencies Private Limited (“**Rajdhani**”), a Promoter of the Target Company, has acquired 2,76,17,951 equity shares of Rs. 2/- each of the Target Company constituting 1.12% of the total paid up equity share capital of the Target Company from the Transferor Company. Accordingly, Rajdhani would hold in total 152,31,33,505 Equity Shares of DLF Limited inclusive of its existing holding. The certified copy of the Order received on 11.10.2021, was filed with the Registrar of Companies, Ahmedabad on 02.11.2021. 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 in the Target Company will remain unchanged. Further, the holding of Rajdhani stands increased from 149,55,15,554 equity shares (60.42%) to 152,31,33,505 equity shares (61.53%) of the Target Company.

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 03.11.2021}

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.	Parvati Estates LLP	Part of Promoter group/ PAC
12.	Universal Management and Sales LLP	Part of Promoter group/ PAC
13.	Beverly Builders LLP	Part of Promoter group/ PAC
14.	Prem's Will Trust (held by Mr. Kushal Pal Singh & Mr. Rajiv Singh)	Part of Promoter group/ PAC

In terms of the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide Order dated 08.10.2021, M/s DLF Urva Real Estate Developers & Services Private Limited, the Transferor Company got merged with Rajdhani and ceased to exist and stood wound up without the process of winding up.

