

RAJDHANI INVESTMENTS & AGENCIES PRIVATE LIMITED

CIN: U65993GJ1972PTC097502

E-mail: corpdbs@yahoo.com

Corporate Office: Ground Floor, DLF Gateway Tower, DLF Cyber City, Phase-III, Gurgaon-122002

Tel.: (+91-11) 43050700, Fax: (+91-11) 43590389

1.

08.03.2018

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 : cmlist@nse.co.in
---	--

Dear Sir,

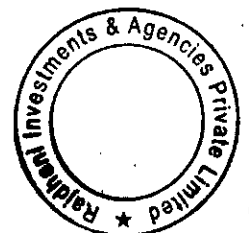
Ref: DLF Limited (Target Company)

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

1. This is to inform you that the Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench, vide its order dated 21st February, 2018 (a certified true copy of the order was received on 6th March, 2018) has approved the Composite Scheme of Arrangement ('Scheme') in sequential steps for the following Companies:-
 - a) Amalgamation of Vishal Foods and Investments Private Limited, Megha Estates Private Limited, Madhur Housing and Development Company (A Private Company with Unlimited Liability), DLF Investments Private Limited with Kohinoor Real Estates Company (A Private Company with Unlimited Liability) (**Part III of the Scheme**).
 - b) Amalgamation of Panchsheel Investment Company (A Private Company with Unlimited Liability), Haryana Electrical Udyog Private Limited, Buland Consultants & Investments Private Limited, Sidhant Housing and Development Company (A Private Company with Unlimited Liability), Yashika Properties and Development Company (A Private Company with Unlimited Liability) with Rajdhani Investments & Agencies Private Limited (**Part IV of the Scheme**).
 - c) Amalgamation of Kohinoor Real Estates Company (A Private Company with Unlimited Liability) with Rajdhani Investments & Agencies Private Limited (**Part V of the Scheme**).

The above Order of Hon'ble NCLT, Ahmedabad Bench was taken note of by the respective Board of Directors in their meetings held on 7th March, 2018 and a certified copy of the said Order was filed with the Registrar of Companies, Ahmedabad on 7th March, 2018.

2. All the above Companies were forming part of the promoters/promoters group of the Target Company i.e. DLF Limited. Given the order of the Scheme, pursuant to Part IV of the Scheme, the holding of Rajdhani Investments & Agencies Private Limited stands increased from 97,920 equity shares (0.01%) to 65,81,18,920 equity shares (36.89%) of the Target Company.



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

Handwritten initials/signature.

RAJDHANI INVESTMENTS & AGENCIES PRIVATE LIMITED 2.

CIN: U65993GJ1972PTC097502

E-mail: corpdbs@yahoo.com

Corporate Office: Ground Floor, DLF Gateway Tower, DLF Cyber City, Phase-III, Gurgaon-122002

Tel.: (+91-11) 43050700, Fax: (+91-11) 43590389

3. Kindly note that there is no change in the promoter/promoters group shareholding/control in the Target Company. It is merely a consolidation of holdings into single entity by way of Composite Scheme of Arrangement as approved by Hon'ble NCLT, Ahmedabad Bench.
4. We submit herewith the following disclosures in connection with the abovementioned acquisition of equity shares of DLF Limited by Rajdhani Investments & Agencies Private Limited pursuant to the Composite Scheme at paragraph 1(b) above for your kind information and record please:-
 - (a) Disclosures under Regulation 29(1) and 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
 - (b) Disclosure under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
 - (c) Disclosure under Regulation 7(2)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for your kind reference and record please.
5. We are also enclosing herewith a copy of the Informal Guidance dated 24th March, 2017 of Securities and Exchange Board of India for your reference and records pertaining to exemption under Section 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your reference and records.
6. We shall be separately sending Report under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly note and take the above on record.

Thanking you,

Yours faithfully,

For Rajdhani Investments & Agencies Private Limited

Director

Encl.: As above

Copy to:

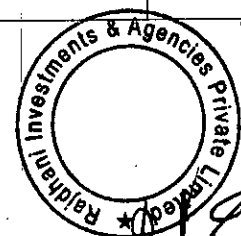
The Company Secretary
DLF Limited

1. Separate disclosure was filed by Kohinoor Real Estates Company (A Private Company with Unlimited Liability) for increase in its holdings from 9,53,53,400 equity shares (5.34%) to 30,65,61,160 equity shares (17.18%) of the Target Company pursuant to Part III of the Composite Scheme of Arrangement.
2. Separate disclosure is being filed by Rajdhani Investments & Agencies Private Limited for increase in its ultimate holding from 65,81,18,920 equity shares (36.89%) to 96,46,80,080 equity shares (54.07%) of the Target Company pursuant to Part V of the Composite Scheme of Arrangement.

Format for 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)			
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.	Pursuant to a Composite Scheme of Arrangement**			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii)			
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.	Not Applicable			
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	Not Applicable		Not Applicable	
	b. Date of acquisition	Not Applicable		Not Applicable	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable		Not Applicable	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable		Not Applicable	
	e. Price at which shares are proposed to be acquired / actually acquired	Not Applicable		Not Applicable	
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**	97,920	0.01	65,81,18,920	36.89

[Handwritten Signature]



b. Each Seller / Transferor					
(i)	Panchsheel Investment Company (A Private Company with Unlimited Liability)**	31,21,10,500	17.49	Nil	Nil
(ii)	Haryana Electrical Udyog Private Limited**	1,40,52,400	0.79	Nil	Nil
(iii)	Buland Consultants & Investments Private Limited**	25,68,000	0.14	Nil	Nil
(iv)	Sidhant Housing and Development Company (A Private Company with Unlimited Liability)**	23,72,09,700	13.30	Nil	Nil
(v)	Yashika Properties and Development Company (A Private Company with Unlimited Liability)**	9,20,80,400	5.16	Nil	Nil
Note: (*) 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.					

(**) Erstwhile Panchsheel Investment Company (A Private Company with Unlimited Liability), Haryana Electrical Udyog Private Limited, Buland Consultants & Investments Private Limited, Sidhant Housing and Development Company (A Private Company with Unlimited Liability) and Yashika Properties and Development Company (A Private Company with Unlimited Liability) ("**Transferor Companies No. 6 to 10**") being part of promoters group/PACs were holding 65,80,21,000 Equity Shares of DLF Limited (Target Company). Pursuant to a Composite Scheme of Arrangement ("**Scheme**") sanctioned by Order dated 21.02.2018 of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, the Transferor Companies No. 6 to 10 ceased to exist without winding up and the shares held by the Transferor Companies No. 6 to 10 in DLF Limited has been vested with the acquirer Company i.e. Rajdhani Investments & Agencies Private Limited (Transferee Company No. 2), being part of promoter/promoters group/PACs. Accordingly, the Transferee Company No. 2 would hold in total 65,81,18,920 Equity Shares of DLF Limited inclusive of its existing holding. The certified copy of the Order received on 06.03.2018, was filed with the Registrar of Companies, Ahmedabad on 07.03.2018. However, there is no change either in shareholding/control of promoters group.

For **Rajdhani Investments & Agencies Private Limited**

Director



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 08.03.2018}

Target Company: DLF Limited

S. No.	Names of PACs
1.	Mr. Rajiv Singh
2.	Mr. Kushal Pal Singh
3.	Ms. Pia Singh
4.	Ms. Indira Kushal Pal Singh (passed away on 04.02.2018)
5.	Ms. Renuka Talwar
6.	Ms. Kavita Singh
7.	Kohinoor Real Estates Company*
8.	Mallika Housing Company LLP
9.	Prem Traders LLP
10.	Raisina Agencies LLP
11.	Jhandewalan Ancillaries LLP
12.	Realest Builders and Services Private Limited
13.	Parvati Estates LLP
14.	Universal Management and Sales LLP
15.	Beverly Builders LLP
16.	Rajdhani Investments & Agencies Private Limited#
17.	Prem's Will Trust (held by Mr. Kushal Pal Singh & Mr. Rajiv Singh)
18.	DLF Urva Real Estate Developers & Services Private Limited

* A Private Company with Unlimited Liability

In terms of the Composite Scheme of Arrangement sanctioned vide Order dated 21/02/2018 of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, M/s Panchsheel Investment Company (A Private Company with Unlimited Liability), Haryana Electrical Udyog Private Limited, Buland Consultants & Investments Private Limited, Sidhant Housing and Development Company (A Private Company with Unlimited Liability), Yashika Properties and Development Company (A Private Company with Unlimited Liability) Transferor Companies No. 6 to 10 ceased to exist and stood wound up without the process of winding up.

