

DLF Ltd.

DLF Centre, Sansad Marg, New Delhi-110001, India
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March 30, 2012

The General Manager Dept. of Corporate Services Bombay Stock Exchange Limited P.J. Tower, Dalal Street, Mumbai 400 001	The Vice-President National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051
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Dear Sir,

Sub: Assignment of Rating by ICRA

With reference to the above, kindly note that ICRA has assigned Credit Rating to the Company's bank facilities and NCD programme as per the following details –

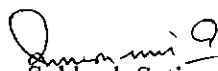
Instruments	Amount Rated (Rs. Crore)	Rating Assigned
Fund Based Facilities	11,056.00	[ICRA]A
Non-Fund Based Facilities	1,776.00	[ICRA]A
NCD Programme	4000.00	[ICRA]A

Rating rationale alongwith ICRA letters dated March 20 and March 22, 2012 are enclosed herewith for your reference please.

This is for your kind information and record please.

Thanking you.

Yours faithfully,
For **DLF LTD.**


Subhash Setia
Company Secretary

Encl : As above

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



Ratings of [ICRA]A assigned to DLF Limited's NCD Programme and bank facilities

RATING TABLE

Instrument	Amount Rated (Rs. Crore)	Rating Action
NCD Programme	4,000.00	[ICRA]A (Assigned)
Fund Based Facilities	11,056.00	[ICRA]A (Assigned)
Non-Fund Based Facilities	1,776.00	[ICRA]A (Assigned)

ICRA has assigned the long-term rating of [ICRA]A (pronounced ICRA A)¹ to the Rs. 4,000.00 crore² NCD programme, Rs. 11,056.00 crore Fund Based facilities and Rs. 1,776.00 crore Non-fund Based facilities of DLF Limited (DLF).

While assigning the rating, ICRA has taken a consolidated view of DLF and its subsidiaries given the strong operational and management linkages among various entities.

The rating reflects DLF's leading market position in the domestic real estate sector marked by its presence across residential, commercial and retail segments as well as across key micro-markets in the country; its diversified, well located and low-cost land bank; and its healthy rental portfolio, which provides stability to DLF's otherwise volatile real estate revenues, and supports its operating profitability. The rating positively factors in high booking ratio in its residential projects including the recently launched ones, which provides visibility to the future cash flows and also lowers the market risks for these on-going projects. The rating also derives support from DLF's successful track record of project management and execution, which is expected to further strengthen with the company's recent initiative of employing reputed construction players like Shapoorji Pallonji and L&T. The rating is constrained by DLF's high debt levels resulting in moderate debt coverage indicators for the company and also exposing it to refinancing risks, given high repayment obligations falling due in the short to medium term. The rating also takes into account the sluggish demand in the real estate sector that poses a challenge to the company to maintain its sales/lease volumes especially in its on-going commercial projects where the activity has remained tepid over the last year. While assigning the rating, ICRA has also noted the on-going litigations (Income tax demand and CCI penalty) against the company; however the financial impact of the same on DLF cannot be ascertained at this stage since the cases are sub-judice.

Over the last two years, DLF is working on a debt reduction plan by selling its non-core assets, and the land parcels which do not fit in its long-term development plans; however the pace of the same, as of now, has remained slow. While the company is taking active steps to monetize its non-core assets, its ability to successfully close the high value deals like Wind power, Aman Hotels, NTC mill land in Mumbai remains to be seen given the cautious investment environment. Going forward, DLF's ability to reduce its debt levels, maintain its sales momentum, and execute projects in a timely manner would be the key rating sensitive factors.

Company's Profile

DLF Limited is the largest domestic real estate developer with more than 50 years of experience in developing real estate. The company has developed more than 200 million sq.ft. It is credited for developing many well known urban colonies in Delhi, including South Extension, Greater Kailash, Kailash Colony and Hauz Khas as well as one of Asia's largest private townships "DLF City" in Gurgaon, Haryana. DLF is currently developing 45 mn. sq.ft. across the country.

¹ For complete rating scale and definitions, please refer to ICRA's website www.icra.in or other rating publications

² 100 lakh = 1 crore = 10 million



ICRA Limited

An Associate of Moody's Investors Service

Recent Results (Consolidated)

For the period ending FY11 (April 2010-March 2011), the company reported a net profit of Rs. 1540 crore on an operating income of Rs. 9681 crore as compared to Rs. 1802 crore on an operating income of Rs. 7530 crore over the same period a year ago. In the first nine months of FY12, the company reported an operating income of Rs. 7028 crore with a PAT of Rs. 992 crore.

March 2012

For further details please contact:

Analyst Contacts:

Mr. Rohit Inamdar, (Tel No. +91-124-4545847)
rohit.inamdar@icraindia.com

Relationship Contacts:

Mr. Vivek Mathur, (Tel. No. +91-124- 4545310)
vivek@icraindia.com

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex".
The classification of instruments according to their complexity levels is available on the website www.icra.in



ICRA Limited

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Ref: D/RAT/2011-12/D-19/02

Date: March 20, 2012

Mr. Ashok Tyagi
Group Chief Financial Officer
DLF Limited
DLF Center, 9th Floor, Parliament Street
New Delhi - 110001

Dear Sir,

Re: ICRA Credit Rating for the Rs. 4000 crore NCD Programme of DLF Limited

Please refer to your Rating Requisition dated February 20, 2012 and the subsequent Rating Agreement of February 20, 2012 for carrying out the rating of the aforesaid NCD Programme. The Rating Committee of ICRA, after due consideration, has assigned a "[ICRA]A" (pronounced as ICRA A) rating to the captioned NCD Programme. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as "[ICRA]A". We would appreciate if you can sign on the duplicate copy of this letter and send it to us within 7 days from the date of this letter as confirmation about the use of the assigned rating. The rationale for assigning the above rating will be sent to you on receipt of your confirmation about the use of our rating, as above. Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and confirmed to use by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to suspend, withdraw or revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds to be issued by you. If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter communicating the rating, the same would stand withdrawn unless revalidated before the expiry of 3 months.

Building No. 8, 2nd Floor
Tower A, DLF Cyber City
Phase II, Gurgaon - 122002

Tel.: + 91 - 124 - 4545300
Fax: + 91 - 124 - 4050424

website: www.icra.in
email: info@icraindia.com

Regd. Office: 1105, Kailash Building, 11th Floor, 26, Kasturba Gandhi Marg, New Delhi - 110001

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You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).

You are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

With kind regards,

Yours Sincerely,
for ICRA Limited

Rohit Inamdar
(Senior Vice President)

Shubham Jain
(Assistant Vice President)

We confirm to use the rating	
Name & Designation MR. MANIK KHAMNA GROUP TREASURER	
Company Seal	
Date	26 th MARCH 2012





ICRA Limited

An Associate of Moody's Investors Service

Ref: D/RAT/2011-12/D-19/04

Date: March 22, 2012

Mr. Ashok Tyagi
Group Chief Financial Officer
DLF Limited
DLF Center, 9th Floor, Parliament Street
New Delhi - 110001

Dear Sir,

Re: ICRA-assigns Credit Rating for Rs. 12832.0 crore Line of Credit of DLF Limited (instrument details in *Annexure*)

Please refer to your Rating Requisition dated February 20, 2012 and the subsequent Rating Agreement of February 20, 2012 for carrying out the rating of Rs. 12,832.00 Cr. Lines of Credit (LOC). The Rating Committee of ICRA, after due consideration, has assigned a long-term rating of **[ICRA]A** (pronounced ICRA A) to the captioned LOC[†]. The aforesaid ratings are valid till March 18, 2013.

The ratings are specific to the terms and conditions of the LOC as indicated to us by you, and any change in the terms or size of the same would require a review of the ratings by us. In case there is any change in the terms and conditions or the size of the rated LOC, the same must be brought to our notice before the facility is used by you. In the event such changes occur after the ratings have been assigned by us and their use has been confirmed by you, the ratings would be subject to our review, following which there could be a change in the ratings previously assigned.

ICRA reserves the right to suspend, withdraw, or revise the above ratings at any time on the basis of new information becoming available, or the required information not being available, or other circumstances that ICRA believes could have an impact on the ratings assigned.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the Debt instruments issued by you. If the programme rated as above, is not drawn by you within a period of two months from the date of the letter communicating the rating, the same would stand withdrawn unless revalidated before expiry of the two months.

You are required to furnish a periodic statement (in the format enclosed) confirming the timeliness of payment of all obligations against the rated debt programme [interest and principal obligations for fund based as well as obligations under LOC/BG for non-fund based facility].

[†] For complete rating definition please refer to ICRA Website www.icra.in or any of the ICRA Rating Publications

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You are also required to inform us forthwith of any default or delay in the payment of interest and/or principal against the rated debt programme, or any other debt instruments and/or borrowings of your company. Further, you are requested to keep us informed of any other developments that could have a direct or indirect impact on the debt servicing capability of your company, with such developments including, but not limited to, any proposal for re-schedulement or postponement of repayment against any dues and/or debts of your company with any lender(s) and/or investor(s).

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

With regards,

Yours sincerely,
for ICRA Limited

Rohit Inamdar
(Senior Vice President)

Shubham Jain
(Assistant Vice President)



Format for periodic undertaking

[To be sent periodically to ICRA Limited by email and fax]

The company has been regular in servicing all its principal and interest obligations in a timely manner and there has not been any delay or default (a missed or delayed payment in breach of the agreed terms of the issue) during the specified period. We also confirm that there has been no re-schedulement in regard to any of company's debt obligations. We also confirm that there has been no overdrawal of the drawing power sanctioned by the bank for a period of more than 30 consecutive days in case of bank facilities which do not have scheduled maturity/repayment dates.



Annexure

Details of Bank Limits Rated by ICRA (Rated on Long-Term Scale)	Amt. (Rs. crore)	Rating
Axis Bank	105	[ICRA]A
Bank Of Maharashtra	80	[ICRA]A
Central Bank of India	700	[ICRA]A
Corporation Bank	220	[ICRA]A
DBS Bank	355	[ICRA]A
GE Capital	15	[ICRA]A
GE Money	29	[ICRA]A
HSBC Limited	1152	[ICRA]A
ICICI Bank	3123	[ICRA]A
IDBI Bank Limited	350	[ICRA]A
IDFC	120	[ICRA]A
ING Vysya Bank Limited	295	[ICRA]A
Kotak Mahindra Bank	250	[ICRA]A
Oriental Bank of Commerce	600	[ICRA]A
Standard Chartered Bank	2701	[ICRA]A
State Bank of Hyderabad	75	[ICRA]A
State Bank of India	250	[ICRA]A
State Bank of Travancore	27	[ICRA]A
Syndicate bank	1145	[ICRA]A
UCO Bank	1160	[ICRA]A
United Bank Of India	80	[ICRA]A
Grand Total	12,832	