

DLF Limited

DLF Centre Sansad Marg, New Delhi- 110001, India
Tel. : (+91-11) 23719300, 42102030
Fax : (+91-11) 23719344, 23719212



June 19, 2015

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

Dear Sir,

Sub: SEBI (Prohibition of Insider Trading) Regulations, 2015

In compliance with afore-said Regulations, we would like to confirm that the Company has formulated and uploaded on its website –

- i) 'Code of Practices and Procedures for Fair Disclosure'; and
- ii) 'DLF Code of Conduct to Regulate, Monitor and Report Trading by Insiders';

Further, a copy of the 'DLF Code of Conduct to Regulate, Monitor and Report Trading by Insiders' along with and 'Code of Practices and Procedures for Fair Disclosure' is enclosed 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@dlf.in
 2. Mr. Raju Paul – 09999333687 / paul-raju@dlf.in
- Fax no. : 011-43539579

DLF LIMITED
DLF CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS*

TABLE OF CONTENTS

| Sl. No. | Contents | Page No. |
|--|---|----------|
| 1. | Objectives | 1 |
| 2. | Definitions | 1-4 |
| 2A. | Compliance Officer | 4 |
| 3. | Communication or procurement of Unpublished Price Sensitive Information | 5 |
| 4. | Trading when in possession of Unpublished Price Sensitive Information | 6 |
| 5. | Trading Plans | 7-8 |
| 6. | General Prohibitions | 8-9 |
| 7. | Disclosures | 9-10 |
| 8. | Preservation of Unpublished Price Sensitive Information | 10 |
| 9. | Chinese Wall | 10-11 |
| 10. | Prohibition in dealing in Securities other than during a valid trading window | 11-12 |
| 11. | Pre-clearance of Trading | 12 |
| 12. | Procedure for Pre-clearance | 12 |
| 13. | Threshold Limit | 12 |
| 14. | Validity of Pre-clearance | 12-13 |
| 15. | Restricted List | 13 |
| 16. | Holding Period of Securities | 13 |
| 17. | Reporting | 13 |
| 18. | Amendments | 13 |
| 19. | Penalty for contravention | 14 |
| Code of Practices and Procedures for Fair Disclosure | | 15-16 |
| Forms | | |
| Annexure A | | 17 |
| Annexure B | | 18 |
| Annexure C | | 19 |
| Annexure D | | 20 |
| Annexure E | | 21-22 |

**with effect from 15.05.2015*

DLF LIMITED

DLF CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS [In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. OBJECTIVES

This Code aims to:

- Adhere to the Securities and Exchange Board of India's ('SEBI') applicable guidelines in letter and spirit.
- Preserve the confidentiality and prevent the misuse of any Un-Published Price Sensitive information.

Trading on insider information is not only illegal, but also tarnishes DLF's reputation and credibility. The Company is committed to ensure transparency and fairness in dealing with all stakeholders of the Company. Any appearance of impropriety, however inadvertent, on the part of anyone connected or deemed to be connected with the Company could seriously harm the Company's reputation, besides invoking penalties and disciplinary actions from the regulatory authorities.

The purpose of this document is to elucidate and inform that there is a responsibility and duty to preserve the confidentiality of all Unpublished Price Sensitive Information obtained in the course of day-to-day operations and association with the Company. No person shall use his/her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. To achieve these objectives, the Company hereby notifies that this Code shall be followed in letter and spirit.

All insiders, in addition to this Code, shall be bound by the Act and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. DEFINITIONS

The following words, expressions and derivations therefrom shall have the meanings assigned to them as under, unless the context otherwise requires:-

"Act" means the Securities and Exchange Board of India Act, 1992;

"Board" or **"Board of Directors"** means the board of directors of the Company;

"Company" or **"DLF"** means DLF Limited and its subsidiary;

"Code" means this Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the Code of Practice and Procedure for Fair Disclosure including modifications made thereto from time to time;

"Compliance Officer" means the Company Secretary of the Company or any other person as may be appointed by the Board of Directors.

"Connected Person" means -

- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its Officers or by being in any contractual, fiduciary or employment relationship or by being a Director, Officer or an Employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) an Immediate Relative of connected persons specified in clause (i) above; or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
 - (i) a banker of the Company; or

- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Immediate Relative or banker of the company, has more than ten per cent of the holding or interest in the Company;

“Designated Employees” means:

- (i) Directors;
- (ii) Vice President and above; and
- (iii) Such other Employees and Connected Persons designated as such by the Compliance Officer from time to time with the approval of Vice Chairman;

“Directors” means a member of the Board of Directors of the Company;

“Employee” means every employee of the Company including the Directors in the employment of the Company;

“Generally Available Information” means information that is accessible to the public on a non-discriminatory basis;

“Immediate Relative” means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities;

“Insider” means any person who is:

- (i) a Connected Person; or
- (ii) in possession of or having access to Unpublished Price Sensitive Information;

“Key Managerial Personnel” means Managing Director, Whole-time Director, Chief Executive Officer, Company Secretary and Chief Financial Officer and such other person who may designated as Key Managerial Person under applicable law from time to time;

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

“SEBI Regulations” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

"Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

"Trading" means and includes subscribing, buying, selling, pledging, dealing, or agreeing to subscribe, buy, sell, pledge, deal in any Securities, and "Trade" shall be construed accordingly ;

"Trading Day" means a day on which the recognized stock exchanges are open for trading;

"Unpublished Price Sensitive Information" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities of the Company and shall, ordinarily including but not restricted to, information relating to the following: –

- (i) financial results(quarterly/half-yearly/annually);
- (ii) dividends (interim/final);
- (iii) change in capital structure (issue of further Securities/buy-back/Rights/Bonus etc.);
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business;
- (v) changes in Key Managerial Personnel; and
- (vi) material events in accordance with the listing agreement.

Words and expressions used and not defined in this Code, but defined in the Act, the SEBI Regulations, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in such legislations.

2A. COMPLIANCE OFFICER

- (i) The Board has appointed the Company Secretary as the Compliance Officer of the Company. The Compliance Officer shall report to the Board of Directors. The Compliance Officer shall provide report on compliance with the SEBI Regulations and this Code to the Chairman of the audit committee, in consultation with the Chairman/Vice Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors/Audit Committee.
- (ii) The Compliance Officer shall assist all Directors, Promoters, Key Managerial Personnel and the Designated Employees in addressing any clarifications regarding the SEBI Regulations and this Code.

- (iii) The Compliance Officer shall maintain and preserve all the disclosures/undertakings and applications made under this Code for a minimum period of five (5) years.
- (iv) In case it is observed that there has been a violation of this Code, the Compliance Officer shall inform SEBI promptly.
- (v) The Compliance Officer shall monitor, review and approve all trading plans.
- (vi) The Compliance Officer shall, based on his/her discretion and occurrence of specific events detailed in this Code, regulate and monitor the trading window of the Securities of the Company.
- (vii) The Compliance Officer in consultation of the concerned departmental head of the Company may require any other persons (law firms, consultants, investment bankers, vendors, customers, bankers etc.) to adhere to the Code.
- (viii) The Compliance Officer may, in consultation with of the concerned departmental head of the Company, confidentially maintain a list of such Securities as a restricted list which shall be used as their basis for approving or rejecting application for pre-clearance of Trade(s).

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

3. Communication or procurement of Unpublished Price Sensitive Information

- (1) No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) Notwithstanding anything contained in this Code, any Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- (i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors are of the informed opinion that the proposed transaction is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors are of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
- (4) For purposes of sub-clause (3) above, the Board of Directors/Compliance Officer in consultation with the concerned departmental head of the Company may require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause (3), and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

4. Trading when in possession of Unpublished Price Sensitive Information

- (1) No insider shall trade in securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following : –

- (i) that the transaction is an off-market *inter-se* transfer between Promoters who were in possession of the same Unpublished Price Sensitive Information without being in breach of clause 3 and both parties had made a conscious and informed Trade decision;
- (ii) in the case of non-individual Insiders: –
 - (a) that the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to Trade; and
 - (b) that appropriate and adequate arrangements were in place to ensure that the SEBI Regulations are not

violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached;

- (iii) the trades were pursuant to a trading plan as set out in this Code.
- (2) In the case of Connected Persons the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on such Connected Persons.

5. TRADING PLANS

- (1) All insiders shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (2) Such trading plan shall:-
 - (i) not entail commencement of trading on behalf of the insider earlier than six (6) months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth (20th) trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second (2nd) trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve (12) months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- (3) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the SEBI Regulation and/or this Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- (4) The trading plan once approved shall be irrevocable and the insider(s) shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the insider at the time of formulation of the plan has not become Generally Available Information at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information.

- (5) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

DISCLOSURES OF TRADING BY INSIDERS

6. General provisions

- (1) All public disclosures required to be made pursuant to the SEBI Regulations and this Code shall be made in the formats specified in the SEBI Regulations and this Code.
- (2) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (3) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of disclosure:

Provided that Trading in derivatives of Securities is permitted by any law for the time being in force.

7. Disclosures by certain persons

(1) Initial Disclosures

- (a) The Promoters, Key Managerial Personnel and the Directors of the Company should have disclosed their holding of securities of the Company as on the date of the SEBI Regulations taking effect i.e. 15th May, 2015 to the Company within thirty (30) days of the Regulations taking effect i.e. by 15th June, 2015 in the format attached hereto as **Annexure A**;

(b) Every person on appointment as a Director or Key Managerial Personnel of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven (7) days of such appointment or becoming a Promoter, in the format attached hereto as **Annexure B**.

(2) **Continual Disclosures**

(a) All Promoters, Directors and the designated Employees of the Company shall disclose to the Company the number of securities acquired or disposed off within two (2) trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees (Rs. 10,00,000) or such other value as may be prescribed;

(b) The Company shall notify the particulars of such trading to the stock exchange on which the securities of the Company are listed within two (2) Trading Days from the receipt of such disclosure or becoming aware of such information, in the format attached hereto as **Annexure C**.

(3) **Disclosure by other Connected Persons**

(a) The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of his/its/their holdings and trading in securities of the Company in the format attached hereto as **Annexure D**, at such frequency as may be determined by the Company in order to comply with the SEBI Regulations.

8. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

(1) All confidential information/Unpublished Price Sensitive Information shall be handled within the Company on a "need-to-know" basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, in the course of performance of his duties or in discharge of his legal obligations.

(2) All Unpublished Price Sensitive Information shall be communicated or provided to any person on a need to know basis. Need to Know basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

Any Unpublished Price Sensitive Information directly received by any Employee, not entitled or required to have access of such information in its ordinary course of business or performance of duties or discharge of his legal obligations should immediately be reported to the head of the department or the Compliance Officer.

- (3) Files containing confidential information/ Unpublished Price Sensitive Information shall be kept secure. Computer files shall have adequate security of login and passwords, etc. Guidelines for maintenance of electronic records and systems may be prescribed by the Company from time to time in consultation with the person in-charge of the information technology function of the Company.

9. CHINESE WALL

- (1) To prevent the misuse of Unpublished Price Sensitive Information, the Company adopts the "Chinese Wall" policy which separates those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered "inside areas" from other areas or departments, considered "public areas".
- (2) Under the said policy:
 - (a) The Designated Employees in the inside area shall not communicate any Unpublished Price Sensitive Information to any one in public area;
 - (b) The Designated Employees in the inside area may be physically segregated from Employees in public area;
 - (c) The Designated Employees within the inside area of the Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately;
 - (d) The establishment of Chinese Walls is not intended to suggest that within inside areas material, confidential information can circulate freely. Within inside areas, the need-to-know shall be in effect.

10. PROHIBITION IN DEALING IN SECURITIES OTHER THAN DURING A VALID TRADING WINDOW

- (1) All Insiders shall execute trades in the Securities of the Company only in a valid trading window prescribed hereunder and shall not execute any Trade deal in any transaction involving the purchase or sale of the

Company's Securities including position in derivatives during the period when the trading window is closed.

- (2) The trading window shall be closed when the Compliance Officer determines that Designated Employee(s) can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such Securities to which such Unpublished Price Sensitive Information relates. Designated Employees and their Immediate Relatives shall not Trade in Securities when the trading window is closed.
- (3) The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available information and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, which however shall not in any event be earlier than forty-eight (48) hours after the information becoming Generally Available Information.
- (4) The trading window shall also be applicable to any person having any contractual or fiduciary relationship with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company and which are likely to have access to any Unpublished Price Sensitive Information. The Compliance Officer shall intimate the aforesaid persons having contractual or fiduciary relation with the Company and handling such Unpublished Price Sensitive Information, of the requirements relating to handling of such information and restriction on Trading in the relevant Securities during the closure of the trading window.

11. PRE-CLEARANCE OF TRADING IN SECURITIES OF THE COMPANY

All Directors, Promoters, Key Managerial Personnel and/or the Designated Employees who intend to execute Trade in Securities of the Company above the minimum threshold limit as specified in clause [13] below, during valid Trading period, shall obtain pre-clearance of the transactions as per the pre-dealing procedure as described hereunder.

12. PROCEDURE FOR PRE-CLEARANCE OF TRADE

- (1) All Directors, Promoters, Key Managerial Personnel and/or the Designated Employees, who intend to Trade in the Securities of the Company when the trading window is open, should pre-clear the transaction.
- (2) No Director, Promoters, Key Managerial Personnel and/or the Designated Employee shall be entitled to apply for pre-clearance of any proposed trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

- (3) An application for pre-clearance of trade shall be made to the Compliance Officer in the format attached hereto as **Annexure E**.
- (4) An undertaking in the format set out in **Annexure E** of this Code, shall be executed in favour of the Company by such persons applying for pre-clearance.
- (5) The Compliance Officer shall grant approval within two (2) days from the date of acknowledgement of such application.

13. THRESHHOLD LIMIT

The pre-clearance shall not be necessary, if the value of the securities traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value not in excess of Rupees Ten Lakh (Rs. 10,00,000).

14. VALIDTY OF PRE-CLEARANCE PERIOD

Directors, Promoters, Key Managerial Personnel and/or the Designated Employees shall complete execution of their pre-cleared deals in respect of Securities of the Company no later than seven (7) Trading Days after the approval of pre-clearance is given. If the dealing is not executed within seven (7) Trading days after the approval is given, pre-clearance shall be required to be obtained again.

15. RESTRICTED LIST

- (1) The Company may restrict Trading in certain Securities and designate such list as restricted list.
- (2) The Compliance Officer shall maintain, review and update such restricted list in consultation with the business heads, sales and operations personnel or any other person who is likely to have access to Unpublished Price Sensitive Information relating to other companies in the course of their employment.
- (3) The restricted list is highly confidential information it shall not be communicated, directly or indirectly, to anyone outside the Company.
- (4) When any Securities are on the restricted list, trading in these securities by Directors, Key Managerial Personnel and/or the Designated Employees may be blocked or may be disallowed at the time of pre-clearance.

16. HOLDING PERIOD OF SECURITIES

- (1) All Directors, Key Managerial Personnel and/or the Designated Employees shall not execute a contra trade during the next six (6) months following the prior Trade.
- (2) In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing reasons in this regard provided such waiver does not amount to violation of the Regulations.

17. REPORTING

In the event Directors, Promoters, Key Managerial Personnel and/or the Designated Employees decide to not undertake a pre-cleared transaction, a report to that effect stating reasons for such decision shall have to be filed with the Compliance Officer.

18. AMENDMENTS

This Code may be amended or modified by the Company Secretary after due consultation with the Vice Chairman subject to ratification by the audit committee/corporate governance committee/Board, as may be required to be modified or amended by the applicable law.

19. PENALTY FOR CONTRAVENTION

All Directors, Key Managerial Personnel, Designated Employees of the Company shall adhere to the principles and rules set forth in this Code. The Company reserves the right to penalize such persons and take appropriate action in the event of any contravention of the Code.

- i) Any Insider(s) who Trades in Securities or communicates any information for Trading in Securities, in contravention of the Code may be penalized and appropriate action may be taken by the Company.
- ii) Any Insider(s) who violates this Code shall also be subject to disciplinary action by the Company, which may include wage/ salary freeze, suspension, withholding of promotions, etc.
- iii) Any action taken by the Company shall not preclude SEBI from taking any action under the SEBI Act in case of violation of the SEBI Regulations.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE

For the purpose of fair disclosure of Unpublished Price Sensitive Information, the Company adopts the following principles –

- (1) The Compliance Officer shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information.
- (2) Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (3) Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- (4) Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (5) Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. In this regard:
 - (i) The Compliance Officer shall promptly direct any queries or requests for verification of market rumors received from the stock exchanges or press or media or any other source to the concerned departmental head of the Company.
 - (ii) The concerned departmental head shall respond to such request for information on the same day without any delay, if required.
 - (iii) As a general policy the Company shall not respond to any rumors or speculations in the media.
 - (iv) The Compliance Officer in consultation with the concerned departmental head shall appropriately communicate on the requests for verification of market rumors received from stock exchanges that are likely to affect the price of the Securities.
 - (v) All request for information, rumors, speculations and their responses, if any, shall be documented by the Compliance Officer.
- (6) Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information. The following guidelines shall be followed while dealing with research analysts and institutional investors:
 - (i) Only public information to be provided.

- (ii) At least two (2) Company representatives to be present at meetings with analysts, media persons and institutional investors.
 - (iii) Simultaneous release of analyst's presentation after every such meeting(s) to stock exchanges.
- (7) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- (8) Handling of all Unpublished Price Sensitive information on a need-to-know basis.
 - (i) Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to any conflict of interest.
 - (ii) Any Unpublished Price Sensitive Information selectively disclosed to any person must be pursuant to consultation and approval from the concerned departmental head of the Company. The recipient of such information should be appropriately informed of this Code.
 - (iii) The concerned departmental head shall make sure while dealing with third parties that confidentiality agreements or non-disclosure agreements shall be entered into wherever necessary to keep the information confidential.
- (9) Process of public disclosure
 - (i) The Company shall always comply with all applicable laws and Regulations regarding the timely disclosure of Unpublished Price Sensitive Information. In order to ascertain whether the information is price sensitive or not the Company shall take guidance from the relevant regulations.
 - (ii) The principle method for publicly disclosing Unpublished Price Sensitive Information will be disclosure to stock exchanges.
 - (iii) The concerned departmental head shall validate all the facts in relation to the news release in order to ascertain that the news release clearly and effectively communicates the intended substance and meaning of the information to the public.

Annexure A

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Name, PAN No., CIN/DIN & address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc) | Securities held as on the date of regulation coming into force | | % of Shareholding | Open Interest of the Future contracts held as on the date of regulation coming into force | | Open Interest of the Option Contracts held as on the date of regulation coming into force | |
|--|---|--|-----|----------------------|--|-------------------------------------|---|--|
| | | Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | | |
| | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

Annexure B

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN No., CIN/DIN & Address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.) | Date of appointment of Director /KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter/appointment of Director/KMP | | % of Shareholding | Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP | | Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP | |
|--|---|---|--|-----|-------------------|--|-------------------------------|--|-------------------------------|
| | | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of units (contracts * lot size) | Notional value in Rupee Terms |
| 1 | 2 | 3 | 4 | 5 | 5 | 6 | 7 | | |
| | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

Annexure C

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos. | Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of Shareholding | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc. | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed |
|--|---|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|---|---|--|-------|--|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post transaction | From | To | | | Buy | | Sell | | |
| | | | | | | | | | | | | Value | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 |
| | | | | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:
Signature:
Date:
Place:

Annexure D

Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

| Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos. | Connecti on with company) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of Shareholding | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.) | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed |
|---|---------------------------|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|---|---|--|-------|--|--|
| | | Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post transaction | From | To | | | Buy | | Sell | | |
| | | | | | | | | | | | | Value | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 |
| | | | | | | | | | | | | | | | | |

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:
Signature:
Date:
Place:

Annexure E
[Pre-clearance]

To
The Company Secretary & Compliance officer
DLF LIMITED
1E, Jhandewalan Extension
Naaz Cinema Complex
New Delhi – 110 055

Dear Sir,

I/We, Directors, Promoters, Key Managerial Personnel and Designated Employees of DLF LIMITED intend to carry out transaction(s) in Securities of DLF LIMITED as per the details given below :-

Name :

Department :

PERMANENT ACCOUNT NUMBER (PAN) :

| Sl No. | No. of Securities held (including by dependent family members) as on the date of application. | Folio No./ DP ID & Client ID | Nature of trading | Estimated number of Securities to be dealt | Estimated value. |
|--------|---|------------------------------|-------------------|--|------------------|
| 1 | 2 | 3 | 4 | 5 | 6 |
| | | | | | |

2. In this connection I solemnly confirm and declare:

- a) THAT I do not have access to nor do I have any information that could be construed as Unpublished Price Sensitive Information as defined in the Code upto the time of signing this undertaking;
- b) THAT in case I have access to receive Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in such position and that I shall completely refrain from dealing in the Securities of the Company till the time such information becomes public;
- c) THAT I have not contravened the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" for prevention of insider trading as notified by the Company from time to time;

- d) THAT I shall hold the Securities for a minimum period of six (6) months from the date of trade/that I have complied with the requirement of minimum holding period of six (6) months with respect to the Securities sold (*applicable only in respect of sale transaction*).
3. I hereby solemnly declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.
4. I hereby solemnly declare that value of the Securities traded, whether in one transaction or a series of transactions over a calendar quarter, including the proposed trade aggregates to a traded value are in excess of Rs. 10,00,000 (Ten Lakh Rupees).
5. Pre-clearance may kindly be accorded in terms of the requirement of the 'Code to Regulate, Monitor and Report Trading by Insiders', of DLF LIMITED.

Date :

Place:

Signature