



Pradeep Kumar
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भारतीय प्रतिभूति
और विनियम बोर्ड
**Securities and Exchange
Board of India**

CFD/POLICYCELL/ 4765/2013
February 22, 2013

Subhash C Setia
Company Secretary
DLF Limited
DLF Shopping Mall, 3rd Floor, Arjun marg,
DLF City, Phase – I,
Gurgaon-122 002

Dear Sir,

Sub: Proposal from DLF Ltd. ("Company") seeking relaxation from Institutional Placement Programme (IPP) for increasing public shareholding pursuant to SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012

1. This is with reference to your letter dated February 04, 2013 on the captioned subject.
2. In this regard, it has been decided to accede to the request by the Company to undertake IPP under Chapter VIII-A of ICDR Regulations by disclosing limited reviewed standalone as well as consolidated financial statements for the nine month period ending December 31, 2012 in addition to disclosing audited standalone and consolidated financial statements for the last three financial years namely March 31, 2010, March 31, 2011 and March 31, 2012 instead of disclosing in the offer document audited financial statements not older than six months from the issue opening date.
3. The acceptance of your request is under SEBI circular No. CIR/CFD/DIL/11/2012 dated August 29, 2012, solely for the purpose of achieving minimum level of public shareholding as required under Securities Contracts Regulations (Rules), 1957 and it shall not be treated as a precedent.
4. You are also advised to intimate the contents of this letter to the stock exchanges in accordance with clause 36 of Listing Agreement.
5. Further, as per Rule 19(2)(b) of Securities Contract (Regulations) Rules, 1957 you are advised to comply with the requirement of minimum public shareholding latest by June 03, 2013 and intimate SEBI of the same.



अनुवर्ती :
Continuation :

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6. This letter is being issued with the approval of the competent authority.

Yours faithfully,

Pradeep Kumar

Copy for information to:

1. The Managing Director and CEO

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

2. The Managing Director

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400051