





Queen's Court, Greater Kailash II, New Delhi

Actual Site Picture

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Company Information

Board of Directors

Executive Directors

Dr. K.P. Singh
Chairman

Mr. Rajiv Singh
Vice Chairman

Mr. T.C. Goyal
Managing Director

Ms. Pia Singh
Whole-time Director

Non-Executive Directors

Mr. G.S. Talwar

Dr. D.V. Kapur

Mr. K.N. Memani

Mr. M.M. Sabharwal
(upto 07.09.2012)

Mr. B. Bhushan

Brig. (Retd.) N.P. Singh

Reference Information

Registered Office

Shopping Mall, 3rd Floor, Arjun Marg
Phase-I, DLF City, Gurgaon-122 002
(Haryana)

Corporate Office

DLF Centre, Sansad Marg
New Delhi-110 001

Statutory Auditors

M/s. Walker, Chandiok & Co

Registrar & Share Transfer Agent

Karvy Computershare Private Ltd.

Listed at

Bombay Stock Exchange
National Stock Exchange

Company Secretary

Mr. Subhash Setia

Message from the Chairman



Dr. K.P. Singh, Chairman

Dear Shareholders,

In line with the concerns I shared in my Message to you last year with respect to the Indian economy, while the adopted combative monetary policy did yield intended dividends in the terms of curbing headline inflation, this was at the expense of predictable side-effect of severely stunted economic growth. Latest economic data confirms the loss of economic growth momentum to a disturbing 5% growth rate for Fiscal 2013, the lowest in the decade. This inflation-growth dynamics in the Indian context is broadly reflective of the overall fragile global economic scenario whereby, while both developed and emerging economies have seen moderation of commodity prices, the green shoots of growth are yet to take roots with almost all big national economies trying to return to an investment-led growth cycle.

Real Estate is not only a key economic sector in terms of its direct GDP contribution but with its forward and backward linkages with about 300 other sub-sectors of the economy, Real Estate development is also a key employment generator. However as highlighted by the Economic Survey for 2012-13, the sector continues to face more than its fair share of challenges. Some of these are the absence of a long-term funding mechanism, limited developer finance, the Urban Land Ceiling Regulations Act continuing in some States, existing lower floor area ratio in cities, high stamp duties and difficulties in land acquisition. These sector specific challenges became more glaring in the context of an increasingly fragile economic scenario last year and the sector's extended underperformance.

Your own Company's performance in the near term and the strategic business choices it made for medium term are reflective of the overall politico-economic sentiment and sector specific challenges. The Company continued to steadfastly implement its strategy to focus on its core business of real estate development and leasing, launch of select residential and commercial projects in targeted geographies supported with development of world-class infrastructure for its key developments, divestiture of non-core assets and reduction in debt. I am happy to share with you that the success of the launches that your Company chose to make last year in Gurgaon, Chandigarh Tri-city and Lucknow reaffirm the confidence that our esteemed customers vest in your Company's products. The leasing businesses portfolio of offices and retail continue to provide a strong anchor to the Company's cash flows.

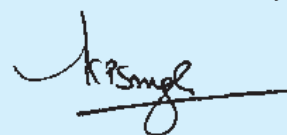
Your Company continues to reinforce its strong commitment towards serving the underserved communities in areas of its business operations. DLF Foundation, in its fifth year since incorporation has consistently pursued its mission of empowering communities and initiated a number of charitable projects for the poor and underprivileged in areas of education, training, health, community development and environment. This year has also been remarkable with the success achieved by the three major flagship programmes i.e. "DLF Life" (Employability-linked Skill Development Programme), the DLF Choudhary Raghvendra Singh Scholarship Programme (for meritorious students among underprivileged) and the Village Cluster Development Programme.

Your Company continues to be guided by its underlying values of providing exemplary customer service, enhancing value for all our stakeholders and being socially responsible in all our business endeavours.

I look forward to your continued support in the year ahead and wish you the very best.

With best wishes,

Sincerely,



(Dr. K.P. Singh)

Chairman

30th May, 2013

Board of Directors



(Sitting L-R) : Ms. Pia Singh, Mr. Rajiv Singh, Dr. K.P. Singh, Mr. T.C. Goyal, Mr. M.M. Sabharwal (upto 07.09.2012)
(Standing L-R) : Mr. G.S. Talwar, Mr. K.N. Memani, Dr. D.V. Kapur, Brig. (Retd.) N.P. Singh, Mr. B. Bhushan

Notice

Notice is hereby given that the **Forty-eighth** Annual General Meeting of DLF Limited will be held on **Monday, the 12th August, 2013 at 10:30 A.M.** at **DLF City Club, Opposite Trinity Tower, Phase-V, DLF City, Gurgaon-122 002 (Haryana)** to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Brig. (Retd.) N.P. Singh, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. B. Bhushan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. K.N. Memani, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. Walker, Chandio & Co, the retiring Auditors are eligible for re-appointment.

By Order of the Board
for **DLF LIMITED**

New Delhi
30th May, 2013

Subhash Setia
Company Secretary

Notes:

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the meeting. Blank proxy Form is attached.**
2. The details of Directors seeking re-appointment, in terms of Clause 49 of the Listing Agreement, are annexed hereto and form part of this Notice.
3. Karvy Computershare Private Limited (Karvy), Plot No. 17-24, Vittalrao Nagar, Madhapur, Hyderabad-500081, Phone No. 040-44655000 Fax No. 040-23420814; E-mail: einward.ris@karvy.com; Website: **www.karvy.com**, is the Registrar and Share Transfer Agent (RTA) for Physical Shares. Karvy is also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). However, keeping in view the convenience of the shareholders, documents relating to shares will continue to be accepted by Karvy Computershare Private Limited, at (i) 105-108, 1st Floor, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi – 110 001, Ph.: 011-43509200; (ii) at the Registered Office of the Company; and also (iii) at Corporate Affairs Department, 1-E, Jhandewalan Extension, Naaz Cinema Complex, New Delhi – 110 055.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 1st August, 2013 to Monday, 12th August, 2013** (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.
 6. The dividend, if declared at the meeting, will be paid on or before **Tuesday, 10th September, 2013** to those Members or their mandates: (a) whose names appear as Beneficial Owners at the end of the business hours on **Wednesday, 31st July, 2013** in the list of Beneficial Owners to be furnished by the Depositories (NSDL and CDSL) in respect of the shares held in electronic form; and (b) whose names appear as Members on the Company's Register of Members after giving effect to valid transfer requests in physical form lodged with the Company or its Registrar & Share Transfer Agent (RTA) on or before **Wednesday, 31st July, 2013**.
 7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 14:00 -16:00 hrs. up to the date of the meeting. The requisite statutory registers shall also be open for inspection during the meeting.
 8. The Auditors' Certificate required under Clause 14 of the SEBI (Employee Stock Options Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 shall be placed at the Annual General Meeting.
 9. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address etc., to their respective Depository Participants. Changes intimated to the Depository Participants will be automatically reflected in the Company's record which will help the Company and Karvy to provide efficient and better services. Members holding shares in physical form are also requested to intimate such changes to Karvy under the signatures of first/joint holder(s).
 10. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank accounts of the Members. Members are requested to register their bank account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS Code), in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with Karvy.
 11. Members desirous of obtaining any information/ clarification(s)/ intending to raise any query concerning the annual accounts and operations of the Company, are requested to forward the same at least 7 days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so that the same may be attended appropriately.
 12. Pursuant to provisions of Section 205A(5) and 205C of the Companies Act, 1956 the Company has transferred unpaid/unclaimed dividend up to financial year 2004-05 to the Investor Education and Protection Fund (the 'Fund') of the Central Government. **The unpaid/ unclaimed dividends for the financial year 2005-06 and thereafter, which remains unpaid or unclaimed for a period of 7 years from the date it became due for payment will be transferred by the Company to the Fund. Members who have not encashed dividend warrants may approach the RTA for obtaining payment thereof.**
- The details of unpaid/unclaimed dividends for financial year 2005-06 onwards can be viewed on Company's website i.e. **www.dlf.in**, which were uploaded in compliance with the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.