



भारतीय प्रतिभूति  
और विनिमय बोर्ड  
Securities and Exchange  
Board of India

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SEBI/HO/CFD/DCR1/OW/P/2017/6637/1  
March 24, 2017

**Rajdhani Investments & Agencies Private Limited**  
301-303, Mercantile House  
15, Kasturba Gandhi Marg  
**New Delhi - 110 001**

Kind Attention: **Shri. Rajiv Singh, Director**

Dear Sir,

**Sub:** Request for informal guidance by way of “no action letter” under the SEBI (Informal Guidance) Scheme, 2003 with respect to the provisions of SEBI (SAST) Regulations, 2011 (“SAST”) in relation to the proposed merger of promoter/ promoter group companies of DLF Limited

1. This has reference to your letter dated November 29, 2016 on the captioned subject.
2. You have, *inter alia*, represented as under:
  - i. The equity shares of DLF Limited (“Target Company”/ “TC”) are listed on BSE Limited and NSE.
  - ii. The promoter group comprises of a total of twenty-six persons/ entities. Eleven entities of these twenty-six persons/ entities cumulatively hold 54.08%. It is proposed that these eleven will undergo a merger such that ten of these companies [holding 54.07% (“Transferors”)] are merged with the eleventh entity, i.e. Rajdhani Investments & Agencies Private Limited (“Transferee”/ “Applicant”) holding 0.01%. Accordingly, upon completion of the proposed merger, the shareholding of applicant shall increase from 0.01% to 54.08% in TC.
  - iii. The aforesaid 11 entities are controlled by the Singh Family Trust (“Trust”) through its trustees, viz. Mr. Rajiv Singh and Ms. Kavita Singh. Mr. Rajiv Singh and Ms. Kavita Singh are classified as promoters/ promoter group of TC since its IPO in July 2007.

Page 1 of 4



अनुवर्ती :  
Continuation :

भारतीय प्रतिभूति  
और विनिमय बोर्ड  
**Securities and Exchange  
Board of India**

- iv. The Trust has 4 trustees, viz. Mr. K. P. Singh, Mrs. Indira Kushal Pal Singh (w/o Mr. K. P. Singh), Mr. Rajiv Singh (son of Mr. K. P. Singh), and Mrs. Kavita Singh (w/o Mr. Rajiv Singh). Beneficiaries of the Trust are Mr. Rajiv Singh, Mrs. Kavita Singh, Ms. Savitri Devi Singh (daughter of Mr. Rajiv Singh), Ms. Anushka Singh (daughter of Mr. Rajiv Singh), M/s. Angus Builders & Developers Private Limited (99.96% owned by Ms. Anushka Singh) and M/s. Belicia Builders & Developers Private Limited (99.96% owned by Ms. Savitri Devi Singh).
- v. The Trust through its trustees, Mr. Rajiv Singh and Ms. Kavita Singh, holds direct control through equity/ voting preference shares in the transferors (except in two transferors viz. Yashika Properties and Development Company - "Yashika" and Megha Estates Private Limited - "Megha") and the transferee. The remaining equity shares are held inter-se amongst the companies involved in the proposed merger, along with certain equity shares held by Mr. Rajiv Singh, Mrs. Kavita Singh and Ms. Savitri Devi Singh.
- vi. Yashika is a company which is 99.99% owned and controlled by another transferor company, viz. Sidhant Housing and Development Company ("Sidhant") which is indirectly controlled by the Trust. Hence, the Trust indirectly controls Yashika.
- vii. Megha is a company which is 64.04% owned and controlled by one of the transferor entities, viz. DLF Investments Private Limited ("DLFI") which is indirectly controlled by the Trust. Hence, the Trust indirectly controls Megha. The remaining shareholding in Megha is held by Mr. Rajiv Singh, Mrs. Kavita Singh and Ms. Savitri Devi Singh.
- viii. Thus, the Trust, through its trustees, namely, Mr. Rajiv Singh and Ms. Kavita Singh, directly/ indirectly has control as well as beneficial economic ownership in all the 11 promoter group companies involved in the proposed merger.
- ix. With a view to consolidate the holdings and streamline the promoter group companies' structure, it is proposed to merge all the 10 transferor companies into the applicant through a composite scheme of merger with the approval of High Court. There will be no change in total promoter group shareholding of 74.95% in TC as 54.08% shall be held by the applicant and the remaining 20.87% shares shall continue to be held by other existing promoter group entities.
- x. As a result of the proposed merger, the transferors would cease to exist and their shares in TC shall consolidate in the applicant. In consideration of proposed merger, the applicant will issue equity shares to the equity/ voting



अनुवर्ती :  
Continuation :

भारतीय प्रतिभूति  
और विनियम बोर्ड  
Securities and Exchange  
Board of India

- preference shareholders in transferors (other than inter-se cross shareholding held by the transferor entities which shall stand cancelled as per the proposed scheme of merger).
- xi. Thus, the applicant will issue equity shares to the Trust, which is registered in the names of trustees namely, Mr. Rajiv Singh jointly with Ms. Kavita Singh on behalf of the Trust, and other shareholders, namely, Mr. Rajiv Singh, Mrs. Kavita Singh and Ms. Savitri Devi Singh (in lieu of equity share/ voting preference shares held by Trust and the said individual shareholders in the transferors).
  - xii. As a result of the proposed merger, there will be no change in the trustees or beneficiaries of the Trust and accordingly, there is no change in control or economic beneficial ownership of the transferee.
  - xiii. The aforesaid transaction would fulfil the conditions under regulation 10(1)(d)(iii) of SAST to be eligible for exemption from the requirements to make an open offer.
3. In view of the above, you have sought a 'no action letter' with respect to confirmation that the transfer and vesting of shares of TC in the applicant resulting in an increase in its shareholding in TC from 0.01% to 54.08% pursuant to the proposed merger of promoter/ promoter group companies will be exempt from the open offer obligation by virtue of regulation 10(1)(d)(iii) of SAST.
  4. We have considered the submissions made by you and without necessarily agreeing with your analysis, we are issuing a no-action letter as under:
    - i. The conditions for availing exemption would be complied with only on approval of the scheme of merger by the Hon'ble High Court. Therefore, transfer and vesting of shares of TC in the applicant would be exempt from the open offer obligations by virtue of regulation 10(1)(d)(iii) of SAST, subject to the approval of the scheme of merger by the Hon'ble High Court.
  5. Vide your aforesaid letter, you have requested for confidentiality in respect of your application. Accordingly, it has been decided that the no-action letter issued to you in this matter will not be made public for a period of 90 days from the date of issuance of this letter.
  6. The above position is based on the information furnished in your letter under reference. Different facts or conditions might lead to a different result. Further, this letter does not express a decision of the Board on the questions referred.



अनुवर्ती :  
Continuation :

भारतीय प्रतिभूति  
और विनिमय बोर्ड  
**Securities and Exchange  
Board of India**

7. You may also note that the above views are expressed only with respect to the clarification sought in your letter under reference with respect to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and do not affect the applicability of any other law or requirements of any other SEBI Regulations, Guidelines and Circulars administered by SEBI or of the laws administered by any other authority.

Yours faithfully,

**Amit Tandon**