

15th April, 2016

The General Manager, Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice-President, Listing Department, National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip Code : 533160	Scrip Symbol : DBREALTY
Fax No.: 022 – 2272 2037/ 39/ 3121	Fax No.: 022 – 26598237/38

Dear Sirs,

Sub.: Corporate Governance Details (Annexure I & Annexure II) in terms of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015


In terms of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 we are enclosing compliance report in the format of Annexure I & Annexure II duly signed for the fourth quarter and year ended 31.3.2016.


Kindly acknowledge the receipt of the same and take on records.

Thanking you,

Yours faithfully,

For, D B Realty Limited


S.A.K. Narayanan
Company Secretary



Encl: As above

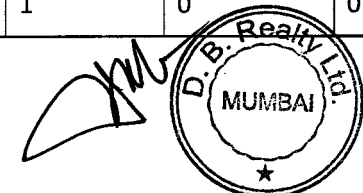
D B REALTY LIMITED

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **-D B Realty Limited**
 2. Quarter ending **- 31-Mar-2016**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Vinod Kumar Goenka	29033	AEUPG7032A	C & ED	08-Jan-2007			1	0	0
Mr.	Shahid Usman Balwa	16839	AACPB0311K	ED	10-Dec-2011			1	2	0
Mr.	Mahesh Manilal Gandhi	165638	AABPG3545P	ID	27-Sep-2014	26-Sep-2019	5 years	1	0	1
Mr.	Janak Ishwarbhai Desai	3527571	ATFPD9067N	ID	27-Sep-2014	26-Sep-2019	5 years	1	0	1
Mr.	Jagat Anil Killawala	262857	AABPK7762J	ID	27-Sep-2014	26-Sep-2019	5 years	1	1	0
Mr.	Nasir Mahmud Rafique	1623598	ABVPR5415N	ID	27-Sep-2014	26-Sep-2019	5 years	1	1	0
Mr.	Jayvardhan Vinod Goenka	3546392	AOCPG4140H	NED	10-Dec-2011			1	0	0
Mr.	Salim Usman Balwa	17899	AABPB2668J	NED	10-Dec-2011			1	0	0
Mr.	Omprakash Hanumanshai Agrawal	234104	AABPA0245L	ID	30-Mar-2015	29-Mar-2020	5 years	1	1	0
Ms.	Sunita Goenka	1010145	AAKPB1531D	NED	30-Mar-2015			1	0	0



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II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Shahid Usman Balwa	ED	Member
2	Mahesh Manilal Gandhi	ID	Chairperson
3	Nasir Mahmud Rafique	ID	Member
4	Omprakash Hanumansahai Agrawal	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Janak Ishwarbhai Desai	ID	Chairperson
2	Shahid Usman Balwa	ED	Member
3	Jagat Anil Killawala	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Janak Ishwarbhai Desai	ID	Member
2	Mahesh Manilal Gandhi	ID	Chairperson
3	Jagat Anil Killawala	ID	Member




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III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)
07-Nov-2015	06-Feb-2016		90

IV. Meeting of Committees					
Audit Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive (in number of days)
	06-Feb-2016		14-Oct-2015		49
	17-Mar-2016		07-Nov-2015		
			18-Dec-2015		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top100 listed entities) - **No**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.-**Yes**
b. Anycomments/observations/adviceofBoardofDirectorsmaybementionedhere:

Name :  **Shahid Balwa**
Designation : **Managing Director**



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to on-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes




Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

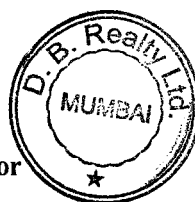
Name

:

Shahid Balwa

Designation

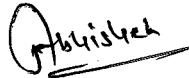
Managing Director



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DB Realty Ltd.				
Related Party Transaction - Loan Related				
1- January 2016 to 31- March 2016				
S. No.	Name of the Related Party	Security /Guarantee Provided	In favour of	Loan Amount
1	MIG (Bandra) Realtors & Builders Pvt. Ltd. (WOS)	Corporate Guarantee	Yes Bank Limited	3,90,00,00,000
2	Milan Theatres Pvt. Ltd.	Hypothecation of Receivables on its share (90%) in Conwood DB JV	ECL Finance Limited	74,50,00,000
				4,64,50,00,000

For DB Realty Ltd.



Abhishek Udawat
(Senior Manager)



Atul Bhatnagar
(General Manager)

DB Realty Ltd.
Related Party Transaction Statement
1-January-2016 To 31-March-2016

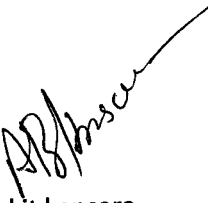
Statement of Material Related Party Transactions during the quarter 1st January 2015 to 31st March 2016.

No.	Name of the Party	Opening Balance	Transactions		Closing Balance
			Debit	Credit	
A Unsecured Loan Taken					
1	Loan from Subsidiary				
	Real Gem Builtech Pvt Ltd	-	-	(643,500,000)	(643,500,000)
	Total	-	-	(643,500,000)	(643,500,000)
2	Entities Under Joint Control				
	Dynamix Realty	(1,366,880,904)	693,909,423	(33,275,600)	(706,247,081)
	Total	(1,366,880,904)	693,909,423	(33,275,600)	(706,247,081)
B Unsecured Loan Given					
1	Loan from Subsidiary				
	MIG Bandra Realtors & Builders Pvt Ltd (WOS)	950,874,570	2,631,459,000	(2,992,797,390)	589,536,180
	DB View Infracon Pvt Ltd (WOS)	(122,103,884)	2,691,550,000	-	2,569,446,116
	Goregaon Hotel & Realty Pvt Ltd (WOS)	(74,849,757)	767,818,285	(41,897,910)	651,070,618
	Total	753,920,929	6,090,827,285	(3,034,695,300)	3,810,052,914
1	Entities Under Joint Control				
	ECC-DB JV	319,950,000	349,168,610	(359,544,990)	309,573,620
	Total	319,950,000	349,168,610	(359,544,990)	309,573,620


* Figure in brackets () indicates credit balance

** Transactions included are Material Related Party Transaction during the year (10% of previous years Consolidated Turnover).

For DB Realty Ltd


Ankit kansara
(Asst. Manager Accounts)




Satish Agarwal
(General Manager)


N M Gattu
(CFO)