

## DETAILS OF VOTING RESULTS

Date of EGM (Conclusion of the voting) : January 4, 2016

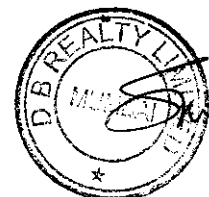
Total No of Shareholders on record date : 20,995

No of shareholders Present at the meeting ) Not applicable since the process was through  
 Either in person or through proxy ) postal ballot and e voting

No of shareholders attended through video ) Not applicable since the process was through  
 Conferencing: ) postal ballot and e voting

### Agenda-wise Disclosure

Resolution (Ordinary/Special)		required:	Ordinary – Consent pursuant to Section 188 of the Companies Act, 2013 to the extent applicable and Clause 49 of the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circulars for transactions in respect of Related Parties.					
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?		Yes. Promoter/Promoter Group are interested in the Resolution.						
Category	Mode of Voting	No. of Shares held (1)	No votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes – in favour (4)	No of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	149514318	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>149514318</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-voting	26055560	10957450	42.05%	616792	10340658	5.63%	94.37%
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>26055560</b>	<b>10957450</b>	<b>42.05%</b>	<b>616792</b>	<b>10340658</b>	<b>5.63%</b>
Public-Non Institutions	E-voting	67688904	17226054	25.45%	17152967	73087	99.58%	0.42%
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		5283619 (Valid Votes)	7.81%	5276729	6890	99.87%	0.13%
	<b>Total</b>		<b>67688904</b>	<b>22509673</b>	<b>33.25%</b>	<b>22429696</b>	<b>79977</b>	<b>99.64%</b>
<b>Total</b>		<b>243258782</b>	<b>33467123</b>	<b>13.76%</b>	<b>23046488</b>	<b>10420635</b>	<b>68.86%</b>	<b>31.14%</b>



### DB REALTY LIMITED

Regd. Office : DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063. • Tel.: 91-22-4077 8600 • Fax: 91-22-2841 5550 / 2842 1667

E-mail: info@dbg.co.in • Website: www.dbrealty.co.in

CIN: L70200MH2007PLC166818

# V. M. KUNDALIYA & ASSOCIATES

## COMPANY SECRETARIES

B/102, Sunderbaug Society, Opp. Jain Derasar, Mathuradas Road, Kandivali (W), Mumbai – 400 067  
Mob:- 09867263830 Email: vickycls1b@gmail.com / vicky241083@yahoo.co.in

### COMBINED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with  
Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman / Vice Chairman  
**DB REALTY LIMITED** (CIN No.:L70200MH2007PLC166818)  
DB House, General A. K. Vaidya Marg,  
Goregaon (East), Mumbai - 400063

### Sub:- Scrutinizers Report on Postal Ballot and E-Voting Process

Dear Sir,

The Board of Directors has appointed me as the Scrutinizer for conducting the Postal Ballot Voting process and E Voting process on 7<sup>th</sup> November, 2015 for conducting the Voting Process in fair and transparent manner. The management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting through Electronic means and Physical Ballot Forms on the resolution contained in the Postal Ballot Notice dated 23<sup>rd</sup> November, 2015.

My responsibility as the Scrutinizer for the voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" or "against" the resolution based on the Postal Ballot Forms submitted by the shareholders of the Company and on the reports generated from the system provided by National Securities Depository Limited (NSDL), the authorized service provider, for extending the facility of electronic voting to the shareholders of the Company.

Accordingly, I submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated 23<sup>rd</sup> November, 2015 for passing Ordinary Resolution mentioned in the said Notice to its Members. As informed to us, the Company has completed the dispatch of Postal Ballot Notices along with self-addressed postage pre-paid business reply envelopes to all its Equity Shareholders by Registered Post/Air Mail at the respective registered address or by email to the registered e-mail address on 4<sup>th</sup> December, 2015, whose name(s) appeared on the Register of Members / List of Beneficiaries as on 27<sup>th</sup> November, 2015.
2. The Company has issued a Public Advertisement for Notice to the Members of the Company in two newspapers namely "Free Press Journal", an English newspaper having Nationwide Circulation in English language and "Navshakti", locally circulating Marathi Newspaper in Marathi Language being the principal vernacular language of Mumbai, Maharashtra on 5<sup>th</sup> December, 2015.
3. The Company has offered E-voting facility to all its Equity Shareholders who are the Shareholders as on cut-off date i.e. 27<sup>th</sup> November, 2015.
4. The E-Voting for Postal Ballot and Voting through Postal Ballot Forms commenced from 5<sup>th</sup> December, 2015 and ended on 4<sup>th</sup> January, 2016 (5.00 p.m.).
5. The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the Electronic Register separately maintained for the purpose.
6. I have downloaded the data of e-voting after the E-voting Module was disabled by the National Securities Depository Limited.
7. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's Login on the NSDL e-voting website. The votes cast through E-voting were unblocked on 5<sup>th</sup> January, 2016 in the presence of two witnesses, Ms. Seema Gawas and Mrs. Nehal Kundaliya who are not in employment of the Company.

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8. The Sealed Postal Ballot Forms received from the Shareholders were kept under the safe custody of the Link Intime India Private Limited – Registrar and Share Transfer Agent.
9. The Postal Ballot Forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries as on 27<sup>th</sup> November, 2015 provided by the Registrar and Share Transfer Agent - Link Intime India Private Limited.
10. All Postal Ballot Forms and E-votes received upto 5.00 P.M. on Monday, 4<sup>th</sup> January, 2016, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
11. Envelopes containing Postal ballot forms returned undelivered from Postal Authorities for various reasons undelivered were also not opened.
12. I have not found any defaced/mutilated Postal Ballot Form.
13. In accordance with the Basis of Acceptance (as per **Annexure – I**) and Basis of Rejection (as per **Annexure – II**), and on proper scrutiny of all the Postal Ballot Forms, the summary of the Postal Ballot and E-votes Forms received is given below:

### RESOLUTION NO. 1:-

#### 11.1 Details of Postal Ballot Forms received:-

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms received	65	5288475
<b>Less:-</b> Total Number of Invalid Postal Ballot Forms (As per details attached in <b>Annexure – III</b> )	7	4856
<b>Total Number of Valid Postal Ballot Forms</b>	<b>58</b>	<b>5283619</b>

#### 11.2 Details of Voting by Electronic Mode, as received from the Agency is as follows:-

Particulars	Number of Members who casted Electronically	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by Electronic Mode	92	28183504
<b>Less:-</b> Total Number of Invalid Votes (As per details attached in <b>Annexure – III</b> )	0	0
<b>Total Number of Valid Votes</b>	<b>92</b>	<b>28183504</b>

#### 11.3 Total Voting (Physical and E-voting):-

Particulars	No of Ballot Forms / E-votes	No. of Equity Shares of Rs. 10/- each (Votes)	% of Valid Votes Received
<b>Total Valid Postal Ballot / Votes of Public Category</b>	<b>150</b>	<b>33467123</b>	<b>100.00%</b>
<b>Assented to the Resolution</b>	<b>119</b>	<b>23046488</b>	<b>68.86%</b>
<b>Dissented to the Resolution</b>	<b>31</b>	<b>10420635</b>	<b>31.14%</b>

Note:- No Promoter/Promoter Group Shareholder has participated in this Voting process.

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Email: vicky csllb@gmail.com / vicky241083@yahoo.co.in

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Resolution required: (Ordinary/Special)			Ordinary – Consent pursuant to Section 188 of the Companies Act, 2013 to the extent applicable and Clause 49 of the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circulars for transactions in respect of Related Parties.					
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Promoter and Promoter Group	E-voting	149514318	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>149514318</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-voting	26055560	10957450	42.05%	616792	10340658	5.63%	94.37%
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
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<b>Total</b>		<b>243258782</b>	<b>33467123</b>	<b>13.76%</b>	<b>23046488</b>	<b>10420635</b>	<b>68.86%</b>	<b>31.14%</b>

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14. You may accordingly declare the result of the Voting by Postal Ballot.
15. The Postal Ballot Forms, registers and all other relevant records shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot and the same shall thereafter be handed over to the Company Secretary, Shri. S. A. K. Narayanan for safe keeping.

Thanking you,  
Yours faithfully,

For V. M. Kundaliya & Associates  
Company Secretaries

*V.M. Kundaliya*



Vicky M. Kundaliya  
Proprietor  
Practising Company Secretary  
FCS - 7716 / COP No. 10989

Place:- Mumbai  
Date:- 5<sup>th</sup> January, 2016

Witnesses:-

(1) Ms. Seema Gawas : *S. Gawas*

(2) Mrs. Nehal Kundaliya : *N.V. Kundaliya*

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B/102, Sunderbaug Society, Opp. Jain Derasar, Mathuradas Road, Kandivali (W), Mumbai – 400 067  
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## "Annexure-I"

### BASIS OF ACCEPTANCE

In determining the validity, the following criteria were adopted.

#### **A. PHYSICAL POSTAL BALLOT FORM:**

1. A Postal Ballot Form complete in all respects including Copy of Postal Ballot Form downloaded from the Website or obtained from the Company as specified in the Postal Ballot Notice or incomplete to the extent of Name of Joint Shareholder/Address is also considered on the basis of Folio No. / Client Id/DP Id and No. of Shares specified therein.
2. The assent or dissent given by any other mark; the Postal Ballot Form has been considered.
3. Joint Shareholder(s) has/have signed the Postal Ballot Form instead of first named shareholder, the votes cast by the joint named shareholder(s) has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares; the entire shareholding has been considered.
5. Shareholder has voted for more than the actual shareholding; the actual shareholding has been considered.
6. Shareholder has voted for less number of shares than the actual shareholding; the number of shares (votes) indicated/ cast has been considered.

#### **B. VOTING THROUGH ELECTRONIC MODE:**

7. Shareholder has voted only through e-voting i.e. electronic mode.



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### **"Annexure-II"**

#### **BASIS OF REJECTION**

In rejecting the validity, the following criteria were adopted.

#### **A. PHYSICAL POSTAL BALLOT FORM:**

1. Shareholder has not put any tick mark on either assent/dissent.
2. Postal Ballot Form is not signed.
3. Specimen Signature of the Shareholder with the electronic registry of Registrar and Share Transfer Agent differs materially with that of the Signature in the Postal Ballot Form --- Signature Mismatch.
4. The Specimen Signature of the Shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent and consequently there is no way to verify the signature / Signature could not be verified.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. Shareholder has signed the Postal Ballot Form in Pencil.
7. In case where a Postal Ballot Form has been signed by Authorized Signatory/Power of Attorney Holder and certified true copy of the Board Resolution/Power of Attorney/Letter of Authority together with attested specimen signature of the duly authorized signatory not attached with the Postal Ballot Form or not delivered separately to the Company/RTA/Scrutinizer.
8. Shareholder has signed in the Column for the purpose of Assent/Dissent.
9. Shareholder has sent scan copy of Postal Ballot Form via E-mail.
10. Shareholder has sent Original as well as Duplicate Postal Ballot Form, then the Original Postal Ballot Form has/have been considered.
11. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or Number of Shares.

#### **B. VOTING THROUGH ELECTRONIC MODE:**

12. Shareholder has voted by Physical Ballot Form and E-voting both, then voting done through valid Physical Postal Ballot Form has been considered and e-voting has been treated as 'Invalid'.
13. Institutional Shareholder (other than Individuals, HUF, NRI etc) have not sent scanned copy/hard copy of the relevant Board Resolution/Authority Letter/Power of Attorney etc together with attested specimen signatures of the duly authorized signatory.



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**"Annexure-III"**

**REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES**

Sr. No.	Category	No. of Forms/Electronic Votes	Total Number of Invalid Votes (Equity Share of Rs. 10/- each)
<b>A. <u>PHYSICAL BALLOT FORM:</u></b>			
1	No Votes Cast	NIL	NIL
2	Not Signed	NIL	NIL
3	Authority Letter/Board Resolution not attached.	NIL	NIL
4	Power of Attorney not enclosed	NIL	NIL
5	Signature not available	0	0
6	Signature not tallied	7	4856
7	Votes Polled for both Against and For	NIL	NIL
8	Photocopy of the Postal Ballot Form sent	NIL	NIL
9	Forms found in Mutilated Form	NIL	NIL
<b>B. <u>VOTING THROUGH ELECTRONIC MODE:</u></b>			
10	Voted through E-voting and Physical Ballot	NIL	NIL
11	Authority Letter/Board Resolution not sent	NIL	NIL
<b>TOTAL</b>		<b>7</b>	<b>4856</b>

**For V. M. Kundaliya & Associates  
 Company Secretaries**

*V.M. Kundaliya*



**Vicky M. Kundaliya  
 Proprietor  
 Practising Company Secretary  
 FCS - 7716 / COP No. 10989**

**Place:- Mumbai  
 Date:- 5<sup>th</sup> January, 2016**