

V. M. KUNDALIYA & ASSOCIATES COMPANY SECRETARIES

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

COMBINED REPORT OF SCRUTINIZER'S REPORT ON E-VOTING & POLL

[Pursuant to Section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
8th Annual General Meeting of the Equity Shareholders of
D B REALTY LIMITED (CIN No.:L70200MH2007PLC166818)
Held at 3.00 PM on Saturday, 27th September, 2014
At Lakshdham High School Auditorium, Lakshdham High School,
Gokuldham, Goregaon (East), Mumbai - 400063

Dear Sir,

I, **Vicky M. Kundaliya, Proprietor of V. M. KUNDALIYA & ASSOCIATES, COMPANY SECRETARIES**, was appointed as Scrutinizer for the 8th Annual General Meeting (AGM) of the Equity Shareholders of D B REALTY LIMITED held on Saturday, 27th September, 2014 at Lakshdham High School Auditorium, Lakshdham High School, Gokuldham, Goregaon (East), Mumbai – 400063 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E-voting carried out as per the provisions of the Companies Act, 2013 read with Sub Rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 by the Board of Directors of the Company and the Chairman at the 8th Annual General Meeting has appointed me as the Scrutinizer on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 8th AGM of the Company held on 27th September, 2014.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules framed thereunder relating to voting through electronic means and by Poll on the resolutions contained in the Notice and annexure to the Notice to the 8th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the E-voting process and for the Poll process at the AGM is restricted to make Scrutinizer report of the Votes cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities engaged by the Company and on the Polls at the AGM.

At the 8th AGM of the Company held on 27th September, 2014, the Chairman of the Company has suo-moto called for Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process.

I have issued separate Scrutinizers Report dated 26th September, 2014 on the e-voting and Report dated 27th September, 2014 on the Poll in Form MGT-13. As requested by the Management, I submit herewith my Combined Report on the results of e-voting together with that of Poll.



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1. The result of poll is as under :

a) **Ordinary Resolution 1-**

Receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss Account for the year ended on that date, together with the Reports of the Board of Directors and the Auditors' thereon.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
54	131331017	100.00

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
21	8493746	100.00

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100.00	0.00
Public – Institutiona l Others	24954677	9186058	36.81	692626	8493432	7.54	92.46
Public – Others	68876390	221635	0.32	221321	314	99.86	0.14
Total	243258782	139824763	57.48	131331017	8493746	9.39	6.07



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b) Ordinary Resolution 2-

Appoint a Director in place of Mr. Shahid Balwa who retires by rotation, and being eligible, offers himself for reappointment.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
64	138659393	100.00

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
11	1165370	100.00

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100.00	0.00
Public – Institutiona l Others	24954677	9186058	36.81	8022182	116387 6	87.33	12.67
Public – Others	68876390	221635	0.32	220141	1494	99.33	0.67
Total	243258782	139824763	57.48	138659393	116537 0	99.17	0.83



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c) Ordinary Resolution 3-

Appoint a Director in place of Mr. Jayvardhan Goenka who retires by rotation, and being eligible, offers himself for reappointment.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
66	139823841	100.00

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
9	922	100.00

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	9186058	0	100	0.00
Public – Others	68876390	221635	0.32	220713	922	99.58	0.42
Total	243258782	139824763	57.48	239823841	922	100	0.00



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d) Ordinary Resolution 4-

Appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants as Auditors, to hold office from the conclusion of this Meeting until the conclusion of Tenth Annual General Meeting and to fix their remuneration.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
71	139824449	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
4	314	100

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	9186058	0	100	0.00
Public – Others	68876390	221635	0.32	221321	314	99.86	0.14
Total	243258782	139824763	57.48	139824449	314	100	0.00



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e) **Ordinary Resolution 5-**

Appointment of Mr. Mahesh Gandhi as Independent Director.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	139824081	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
7	682	100

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	9186058	0	100	0.00
Public – Others	68876390	221635	0.32	220953	682	99.69	0.31
Total	243258782	139824763	57.48	139824081	682	100	0.00



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f) Ordinary Resolution 6-

Appointment of Mr. N. M. Rafique as Independent Director.

Total 50 Members who E-Voted for this Resolution and 3 Members did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
64	139823761	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
9	942	100

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	9186058	0	100	0.00
Public – Others	68876390	221575	0.32	220633	942	99.57	0.43
Total	243258782	139824703	57.48	139823761	942	100	0.00



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g) Ordinary Resolution 7-

Appointment of Mr. Jagat Killawala as Independent Director.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	139824081	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
7	682	100

(iii) **Invalid** Votes :

Total Number of members (in person or by Proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutional Others	24954677	9186058	36.81	9186058	0	100	0.00
Public – Others	68876390	221635	0.32	220953	682	99.69	0.31
Total	243258782	139824763	57.48	139824081	682	100	0.00



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h) Ordinary Resolution 8-

Appointment of Mr. Janak Desai as an Independent Director.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	139824081	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
7	682	100

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	9186058	0	100	0.00
Public – Others	68876390	221635	0.32	220953	682	99.69	0.31
Total	243258782	139824763	57.48	139824081	682	100	0.00



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i) Special Resolution 9-

Introduction of "ESOP Scheme – 2014"

Total 51 Members who E-Voted for this Resolution and 2 Members did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
49	131330574	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
25	8498579	100

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	692626	8493432	7.54	92.46
Public – Others	68876390	226025	0.33	220878	5147	97.72	2.28
Total	243258782	139829153	57.48	131330574	8498579	93.92	6.08



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j) Special Resolution 10-

To extend the benefits of "ESOP Scheme – 2014" to the Employees of the Company's Subsidiaries or holding Company.

Total 53 Members who E-Voted for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
51	131330629	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
25	8498794	100

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	692626	8493432	7.54	92.46
Public – Others	68876390	226295	0.33	220933	5362	97.63	2.37
Total	243258782	139829423	57.48	131330629	8498794	93.92	6.08



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k) Ordinary Resolution 11-

Appointment of Joshi, Apte & Associates, Cost Accountants as Cost Auditor.

Total 52 Members who E-Voted for this Resolution and 1 Member did not e-vote for this Resolution.

(i) Voted **in favour** of the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
71	139824481	100

(ii) Voted **Against** the Resolution :

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
4	282	100

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
0	0

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Promoter & Promoter Group	149427715	130417070	87.28	130417070	0	100	0.00
Public – Institutiona l Others	24954677	9186058	36.81	9186058	0	100	0.00
Public – Others	68876390	221635	0.32	221353	282	99.87	0.13
Total	243258782	139824763	57.48	139824481	282	100	0.00



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The Compact Disc (CD) containing List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared as invalid, if any, is enclosed.

Thanking you,

For V. M. Kundaliya & Associates
Company Secretaries



Vicky M. Kundaliya
Practising Company Secretary



C. P. No. 10989

Place:-Mumbai

Date:- 27th September, 2014