

SCRUTINIZER'S REPORT

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

To,
Mr. Shahid Balwa
The Chairman

**Court Convened Meeting of the Equity Shareholders of
D B REALTY LIMITED** (CIN No.:L70200MH2007PLC166818)

Held at 11.00 A.M. on Saturday, 25th April, 2015

At Lakshdham High School Auditorium, Lakshdham High School,
Gokuldham, Goregaon (East), Mumbai - 400063

Dear Sir,

In pursuance of the Order of the Hon'ble High Court of Judicature at Bombay, dated 20th March, 2015 in Company Summons for Direction No. 225 of 2015, the meeting of the Equity Shareholders of **D B REALTY LIMITED** was held on Saturday, 25th April, 2015 at 11.00 A.M. at Lakshdham High School Auditorium, Lakshdham High School, Gokuldham, Goregaon (East), Mumbai - 400063, for the purpose of considering and, if thought fit, approving with or without modifications, the Scheme of Amalgamation of Gokuldham Real Estate Development Company Private Limited (Amalgamating Company) and D B Realty Limited (Amalgamated Company) and their respective shareholders ("Scheme")

We, Kishor G. Gawli, Shareholder residing at Mumbai and CS Vicky M. Kundaliya, Proprietor of M/s. V. M. Kundaliya & Associates, Mumbai, were appointed as Scrutinizers for the purpose of poll taken as per the provision of Companies Act, 2013 in relation to the Business placed before the Equity Shareholders in pursuance of the above mentioned order. We submit our report as under:

1. After the time fixed for closing the poll by the Chairman, Ballot Box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Registrar and Share Transfer Agents of the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. 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 Ballot papers, we report the result of poll as under :

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

Number of members present and voting (in person or by Proxy)	Number of votes cast by them (no of shares)	% of Total Number of valid votes cast
<ul style="list-style-type: none"> • Total Number of members present: 114 • Total Number of Members signed Attendance:- 97 • Total Number of Members Voted:103 • Number of Members Voting in Favour (in person or by Proxy):97 	15,80,54,879	100%

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

Number of members present and voting (in person or by Proxy)	Number of votes cast by them (no of shares)	% of Total Number of valid votes cast
0	0	0

(iii) **Invalid** Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them (no. of shares)
6	3,402

* 11 Members representing 80 Shares abstained from Voting.

5. A detail report containing list of shareholders who Voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed as "Annexure - III".
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary, Shri. S. A. K. Narayanan authorized by the Board for safe keeping.

**Thanking you,
Yours faithfully,**



Kishor Gawli
Shareholder
Client Id/DP id:-IN30115128598209

For V. M. Kundaliya & Associates
Company Secretaries



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

Place:- Mumbai
Date:- 27th April, 2015

"Annexure-I"

BASIS OF ACCEPTANCE

In determining the validity of the Ballot Form, the following criteria were adopted.

1. A Ballot Form complete in all respects 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 in the Ballot Form has also been considered.
3. Joint Shareholder(s) has/have signed the Ballot Form instead of first named shareholder, the votes cast by the joint named shareholder(s) has/have been considered.
4. The Ballot Form signed by Proxy/Authorized Representative has/have been considered on the basis of Details of Proxy/Authorized Representative provided by the Company without verifying the Proxy Form/Authorization Document and signature of the Proxy/Authorized Representative as there is no way to verify the signature(s) of the Proxy/Authorized Representative.
5. The Ballot Form(s) has/have been considered on the basis of attendance provided and confirmed by the Company.
6. If a Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
7. If a Shareholder has voted for more than the actual shareholding, only the actual shareholding has been considered.
8. If a Shareholder has voted for less number of shares than the actual shareholding, the number of shares (votes) indicated/ cast has been considered.
9. In case, Original Shareholder has voted and proxy has also voted, the voting of the Original Shareholder has/have been considered and voting by proxy is ignored.

"Annexure-II"

BASIS OF REJECTION

In rejecting the validity of the Ballot Form, the following criteria were adopted.

1. Shareholder has not put any tick mark on either assent/dissent.
2. Ballot paper 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 Ballot Form / Signature Mismatch.
4. The Specimen Signature of the Shareholder is not available at the time of scrutiny of the 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 Ballot Form in Pencil.
7. Shareholder has signed in the Column for the purpose of Assent/Dissent.



Kishor Gawli
Shareholder
Client Id/DP id:-IN30115128598209

Place:- Mumbai
Date:- 27th April, 2015

For V. M. Kundaliya & Associates
Company Secretaries



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