



## D B Realty Limited

Regd Office : DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai 400 063.

Tel: 91-22-4077 8600 Fax: 91-22-28415550, 28421667 E Mail : info@dbg.co.in

Website: [www.dbrealty.co.in](http://www.dbrealty.co.in)

CIN: L70200MH2007PLC166818

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, that D B Realty Limited (the Company) is seeking the consent of its Members for the following special business by passing the Special Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. Mr. Vicky Kundaliya, Practising Company Secretary, has been appointed by the Board of Directors of your Company as the Scrutinizer.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on 15<sup>th</sup> July, 2014, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

### E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Chairman / Managing Director / Company Secretary / Authorised Person of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 19<sup>th</sup> July, 2014 at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and posted on the Company's website [www.dbrealty.co.in](http://www.dbrealty.co.in) besides communicating to the National Stock Exchange of India Limited and BSE Limited.

### DRAFT OF THE SPECIAL RESOLUTIONS

#### 1. Borrowing powers of the Board of Directors

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the previous resolutions passed by the Company in this behalf, the consent of the Company be and is hereby accorded in terms of Section 180 (1) (c) and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, including any statutory modification(s) or reenactment thereof for the time being in force and all other provisions of the applicable law(s) and subject to the approval(s)/consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and Memorandum and Articles of Association of the Company, to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time, in one or more tranches, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, any sum or sums of money by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the company's assets and properties whether movable or immovable, Receivables, Book Debts, Inventories, stock-in-trade including raw materials and work-in-progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.10,000 crore (Rupees Ten thousand crores only) exclusive of interest, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient or settle the terms and conditions of such instruments, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any committee of Directors or officers of the company."

#### 2. Creation of Charges

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the previous resolutions passed by the Company in this behalf, pursuant to Section 293 (1)(a) of the Companies Act, 1956 corresponding to Section 180 (1) (a) of the New Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, including any statutory modification(s) or reenactment thereof for the time being in force and all other provisions of the applicable law(s) and subject to the approval(s)/consent(s) of such appropriate authorities, as may be required

under any statute for the time being in force and Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages, hypothecations and encumbrances in addition to the existing charges, mortgages, hypothecations and encumbrances created by the Company, on such movable and immovable properties, both present and future and in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, together with power to take over the substantial asset(s)/undertaking(s) of the Company in certain events and/or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding / subsidiary / affiliate / associate/ group company, in favour of banks/financial institutions/other lenders/other investing agencies and trustees for the holders of debentures/ bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans exclusive of interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.10,000 crores (Rupees Ten Thousand crores only) .

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient or settle the terms and conditions of such instruments, securities, loan, debt instrument as the case may be, and to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any committee of Directors or officers of the company, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid."

### **3 Loan and Investment by the Company**

**To consider and if thought fit to pass the following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, including any statutory modification(s) or reenactment thereof for the time being in force and all other provisions of the applicable law(s) and subject to the approval(s)/consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and in terms of Memorandum and Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of the Board constituted / to be constituted) of the Company to make loans to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and make investment from time to time by way of subscription, purchase from existing shareholders or otherwise in the securities (including equity / ordinary shares, preference shares, or any other kind of instruments, whether convertible or not) of any other body corporate in excess of sixty percent of the paid up share capital, free reserves and Securities premium account of the Company or one hundred percent of the free reserves and Security Premium account of the Company, whichever is higher, subject to other conditions and / or exemptions specified in the said Section 186, upto an amount of Rs.10,000 crores, over and above the higher of the limits of sixty percent of the paid up share capital, free reserves and Securities premium account of the Company or one hundred percent of the free reserves and Securities premium account of the Company, whichever is higher, as the Board may in its absolute discretion deem beneficial and in the interest of the Company and the Shareholders / members do hereby confirm and ratify, the existing loans / investments / guarantees made already.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

Place: Mumbai  
Date May 24, 2014

For D B Realty Limited

(S.A.K.Narayanan)  
Company Secretary

#### **Registered Office:**

DB House, Gen.A.K.Vaidya Marg,  
Goregaon (East),  
Mumbai 400063.  
Tel: 91-22-4077 8600  
Fax: 91-22-28415550, 28421667  
E Mail : info@dbg.co.in  
Website: [www.dbrealty.co.in](http://www.dbrealty.co.in)  
CIN: L70200MH2007PLC166818

## EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

### Items 1 & 2

Under Section 180 (1) (c) of the Companies Act, 2013 ("Act"), the Board of Directors of a Company cannot except with the consent of the shareholders in general meeting, borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the paid-up share capital of the Company and its free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business. The shareholders vide resolution passed on 15<sup>th</sup> September, 2009 had accorded their consent to the Board of Directors to borrow up to Rs. 5,000 crores (Rupees Five Thousand Crores only) pursuant to Section 293 (1)(d) of the Companies Act, 1956 corresponding to Section 180 (1)(c) of the New Companies Act, 2013.

Taking into consideration the requirements of additional funds to meet the cost of the Company's as well as Subsidiaries' and associates' Projects, as also additional long term working capital requirements of the Company, its subsidiary(ies) and associate(s) it is expected that the limit of Rs. 5,000 crores ( Rupees Five Thousand crores only) as per the previous resolution passed by the shareholders will not be adequate.

The consent and approval of the Shareholders is therefore sought in accordance with the provisions of Section 180 (1)(c) of the New Companies Act, 2013, to enable the Directors to borrow money, provided that the total amount so borrowed by the Board shall not anytime exceed Rs.10,000 crores exclusive of interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The proposed borrowings of the Company, its subsidiaries and associates may, if necessary, be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of the lenders/holders of securities /trustees for the holders of the said securities as mentioned in Resolutions appearing in Item No.2.

As the documents to be executed between the lenders/security holders /trustee for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a resolution under Section 180(1)(a) of the Act, for creation of charges / mortgages / hypothecations for an amount not exceeding Rs.10,000 crores exclusive of interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board has unanimously approved the above proposal at its meeting held on 24<sup>th</sup> May, 2014 and the Board also recommends the passing of the resolution by the Members of the Company, as set out in Item Nos 1 & 2 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form, which is sent along with the Notice or cast their votes electronically through NSDL website as explained in the notes appended herewith.

The above proposals are in the interest of the Company and the Directors recommend the Resolution nos.1 & 2 of the notice for consent and approval by the members.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested in the Resolution No.1 and 2 of the accompanying notice. It may be noted that some of the Directors and key management personnel are members of the Company.

### Item 3

The Board of Directors of a Company has been permitted to make loans, give guarantees, provide securities to and make investments in the securities of other bodies corporate to the extent of sixty percent of its paid-up share capital and free reserves and securities premium account or one hundred percent its free reserves and securities premium account whichever is higher, in terms of Section 186 of the Companies Act, 2013 (the Act). Where the aggregate of loans and investments made, guarantees given and securities provided exceed the aforesaid limits, prior approval of the Members is required by way of a special resolution.

As the Company's projects are implemented / proposed to be implemented through various subsidiary / associate companies, which would necessitate making further investments, providing loans or giving guarantees or providing security, in respect of such loans, to banks, financial institutions or other person(s) over a period of time, it is necessary to empower the Board, by the Members, for such purpose, namely to make any loan(s) to any body corporate(s) / person(s) and/or to give any guarantee (s) / provide any security(ies), in connection with loan(s) made to any body corporate(s) / person (s) and /or to acquire by way of subscription, purchase or otherwise the securities of body corporate(s) in India or abroad, exceeding the aforesaid limit, for business expansion and other growth initiatives.

Under these circumstances, it is considered desirable to have the consent of the Members for fixing a higher limit for such purpose, namely to the extent of Rs.10,000 crores (Rupees Ten Thousand crores only) over and above the following limit namely (i) sixty percent of the aggregate of the paid-up share capital and free reserves and securities premium account or (ii) one hundred percent of its free reserves and securities premium account, whichever is higher.

The Board has unanimously approved the above proposal at its meeting held on 24<sup>th</sup> May, 2014 and the Board also recommends the passing of the resolution by the Members of the Company, as set out in Item No 3 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form, which is sent along with the Notice or cast their votes electronically through NSDL website as explained in the notes appended herewith.

None of the directors or key managerial personnel and / or their relatives is deemed to be interested or concerned in this resolution. It may be noted that some of the Directors and key management personnel are members of the Company.

For D B Realty Limited

Place: Mumbai  
Date May 24, 2014

(S.A.K.Narayanan)  
Company Secretary

**NOTES:**

1. The Board of Directors has appointed Mr. Vicky Kundaliya, Practising Company Secretary, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
2. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
3. The Notice is being sent to all the Members by post (and electronically by email to those Members who have registered their email IDs with the Company), whose names appear in the Register of Members/Record of Depositories as on 30<sup>th</sup> May, 2014. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on 30<sup>th</sup> May, 2014



## D B REALTY LIMITED

Registered Office: DB House, Gen.A.K.Vaidya Marg, Goregaon (East), Mumbai 400063  
Tel: 91-22-40778600, Fax: 91-22-28415500, 28421667 E-Mail: info@dbg.co.in  
Website: [www.dbrealty.co.in](http://www.dbrealty.co.in) CIN: L70200MH2007PLC166818

### POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Serial No:

- (1) Name and Registered :  
Address of the sole/first  
Named Shareholder
- (2) Name(s) of :  
Joint Shareholder(s)
- (3) Registered Folio No / DP Id/Client :  
Id No
- (4) Number of Shares held :
- (5) I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 24<sup>th</sup> May, 2014, of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (v) marked at the appropriate box below:

| Item No | Description   | Number of Shares | Assent to the Resolution (For) | Dissent to the Resolution (Against) |
|---------|---|------------------|--------------------------------|-------------------------------------|
| 1       | Special Resolution for authorizing the Board of Directors to borrow under Section 180 (1)(c) of the Companies Act, 2013, Rs.10,000 crores exceeding the aggregate of the Paid up Capital and Free Reserves of the Company   |                  |                                |                                     |
| 2       | Special Resolution for authorizing the Board of Directors under Section 180 (1)(a) of the Companies Act, 2013 to create charge/mortgage/hypothecation on the immovable and / or movable properties of the Company   |                  |                                |                                     |
| 3       | Special Resolution for authorizing the Board of Directors under Section 186 of the Companies Act, 2013 to make loans, give guarantees and provide securities in connection with any loan to any other body corporate or person and make investment from time to time upto Rs.10,000 crores (Rupees Ten Thousand Crores)over and above the higher of the limits prescribed by the said section |                  |                                |                                     |

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

| EVEN (Electronic Voting Event Number) | User ID | Password / Pin |
|---------------------------------------|---------|----------------|
|                                       |         |                |

Note: Kindly read the instructions printed overleaf before filling the form.

## Instructions for Voting:

### Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Tuesday, the 15<sup>th</sup> July, 2014. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

### E-Voting Facility

3. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. The instructions for members for e-voting are as under

(a) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and then open PDF file viz., "DB Realty Limited e-voting. pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL in the address bar: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (iii) Click on shareholder – Login
- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".
- (vii) Select "EVEN" of DB Realty Limited.
- (viii) Now Members are ready for e-Voting as Cast Vote page opens.
- (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the Member has voted on the resolution, such Member will not be allowed to modify their vote.
- (xii) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail: [vickyscrutinizer@gmail.com](mailto:vickyscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investors@dbg.co.in](mailto:investors@dbg.co.in)

b) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form

|                                 |         |                |
|---------------------------------|---------|----------------|
| EVEN<br>(E-Voting Event Number) | USER ID | PASSWORD / PIN |
|---------------------------------|---------|----------------|

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item No. 3 (a) above to cast vote.

c) In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Telephone No: 022-24994600

d) If Members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.

(e) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

4. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai- 400 078 or can download the same at [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com) or [www.dbg.co.in](http://www.dbg.co.in) and fill in the details and send the same to the Scrutinizer by Post at the address given at Sl. No. 3 above.

Postage  
will be  
paid by  
addressee

## BUSINESS REPLY ENVELOPE

BR Permit No. : MH/BY/NE/BR/238/14-15  
Bhandup (W), P. O., Mumbai - 400 078.

No Postage  
Stamp  
Necessary  
if posted  
in India

To,  
Mr. Vicky Kundaliya  
Practising Company Secretary  
Scrutinizer  
C/o : LINK INTIME INDIA PRIVATE LIMITED  
Unit : D B REALTY LIMITED  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (W),  
Mumbai - 400 078.