

**NOTICE**

**RESULT OF POSTAL BALLOT**

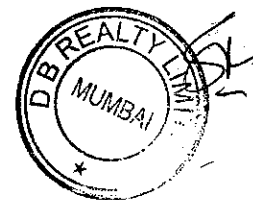
The Company had sought the consent of the Shareholders of the Company, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, by way of Postal Ballot for the following proposals as set out in the Notice dated May 24, 2014.

1. Increase in the Borrowing Powers of the Company
2. Create Mortgages / charge on the assets of the Company
3. Loan and Investment by the Company

The last date for receipt of Postal Ballot Form duly completed by the shareholders in the self addressed postage prepaid envelope / E voting was Tuesday, July 15, 2014.

Mr. Vicky Kundaliya, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot Process has submitted his Report of the Postal Ballot / E voting dated 18<sup>th</sup> July, 2014. Based on the aforesaid report, Mr. Vinod Goenka, Chairman of the Company has today announced the result of the aforesaid Postal Ballot at the Registered Office of the Company which is summarized below:

Particulars	Resolution No.1		
	No. of Postal Ballot Forms and E Voting	No. of Equity Shares (Votes)	% of votes cast
Total No. of Postal Ballot Forms / E voting events / votes received	170	12,92,83,006	100.00
Less: Number of Invalid Forms / Votes / non exercise of voting for this resolution	7	55,189	0.04
Net valid Postal Ballot Forms / E voting events / votes received	163	12,92,27,817	99.96
Total Postal Ballot Forms /E Voting events with Assent for the Resolution	136	12,92,18,045	99.95
Total Postal Ballot Forms /E Voting events with Dissent for the Resolution	27	9,772	0.01



**DB REALTY LIMITED**

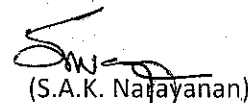
Particulars	Resolution No.2		
	No. of Postal Ballot Forms and E Voting	No. of Equity Shares (Votes)	% of votes cast
Total No. of Postal Ballot Forms / E voting events / votes received	170	12,92,83,006	100.00
Less: Number of Invalid Forms / Votes / non exercise of voting for this resolution	10	55,354	0.04
Net valid Postal Ballot Forms / E voting events / votes received	160	12,92,27,652	99.96
Total Postal Ballot Forms /E Voting events with Assent for the Resolution	133	12,92,18,484	99.95
Total Postal Ballot Forms /E Voting events with Dissent for the Resolution	27	9,168	0.01

Particulars	Resolution No.3		
	No. of Postal Ballot Forms and E Voting	No. of Equity Shares (Votes)	% of votes cast
Total No. of Postal Ballot Forms / E voting events / votes received	170	12,92,83,006	100.00
Less: Number of Invalid Forms / Votes / non exercise of voting for this resolution	8	55,215	0.04
Net valid Postal Ballot Forms / E voting events / votes received	162	12,92,27,791	99.96
Total Postal Ballot Forms /E Voting events with Assent for the Resolution	113	12,07,26,736	93.38
Total Postal Ballot Forms /E Voting events with Dissent for the Resolution	49	85,01,055	6.58

Accordingly, the Chairman announced the Resolutions as passed with the requisite majority.

Mumbai,  
July 19, 2014

For D B Realty Limited

  
(S.A.K. Narayanan)

Vice President & Company Secretary



# V. M. KUNDALIYA & ASSOCIATES

## COMPANY SECRETARIES

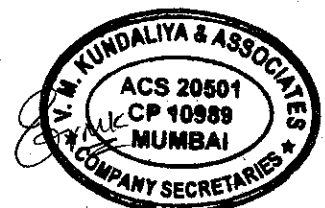
B/102, Sunderbaug Society, Opp. Jain Derasar, Mathuradas Road, Kandivali (W), Mumbai – 400 067  
Mob:- 09867263830 Email: [vickyCSllb@gmail.com](mailto:vickyCSllb@gmail.com)/[vicky241083@yahoo.co.in](mailto:vicky241083@yahoo.co.in)

### SCRUTINIZER'S REPORT

To,  
The Chairman  
D B REALTY LIMITED  
DB House, Gen. A. K. Vaidya Marg,  
Goregaon (East), Mumbai – 400063

Dear Sir,

1. The Board of Directors of the Company at its Meeting held on 24<sup>th</sup> May 2014 has appointed me as Scrutinizer for conducting the Postal Ballot Voting process.
2. I submit my report as under:-
  - 2.1 The Company has completed on 13<sup>th</sup> June, 2014 the dispatch of Postal ballot forms containing the E-Voting Event Number (EVEN) Password/PIN along with postage prepaid business reply envelopes to its Members, whose names appeared on the Register of Members/List of Beneficiaries as on 30<sup>th</sup> May, 2014 and for those shareholders whose e-mail id's were available in the electronic registry, the postal ballot was sent by e-mail.
  - 2.2 Particulars of all the Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in the registers separately maintained for the purpose.
  - 2.3 The Postal Ballot Forms were kept under the safe custody of the Registrar and Share Transfer Agent before commencing the scrutiny of such postal ballot forms.
  - 2.4 The ballot forms were opened on 16<sup>th</sup> July, 2014 at 3.30PM in my presence.
  - 2.5 The Postal Ballot Forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries as on 30<sup>th</sup> May, 2014 (i.e. cut-off date).
  - 2.6 All Postal Ballot Forms received upto the close of working hours on 15<sup>th</sup> July, 2014, the last date and time fixed by Company for receipt of the forms, were considered for my scrutiny.
  - 2.7 Envelopes containing Postal Ballot forms received after 15<sup>th</sup> July, 2014 were not considered for my scrutiny.
  - 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 161 vide Serial No. 1 to 161. These envelopes were also not opened and they are separately kept.
  - 2.9 I have not found any defaced or mutilated ballot paper.
  - 2.10 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited (NSDL), the agency for providing and supervising electronic platform on 16<sup>th</sup> July, 2014.
  - 2.11 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.



3. A summary of the Postal Ballot Forms received is given below:-

**Resolution No. 1:- Borrowing Powers of the Board of Directors**

Sr. No.	Particulars	Postal ballot Forms			Voting by electronic mode		
		No. of Postal Ballot Forms	No. of Shares	% to the total Shares representing valid votes	No. of Postal ballot Forms	No. of Shares	% to the total Shares representing valid votes
(a)	Total Postal Ballot forms/voted through e-voting received.	41	1852071	--	129	127430935	--
(b)	Less:- Invalid Postal ballot Forms	5	55050	--	0	0	--
(c)	Less:- Postal Ballot Forms not voted for this Resolution	--	--	--	2	139	--
(d)	Net valid Postal Ballot Forms/Votes (As per Register)	36	1797021	100	127	127430796	100
(e)	Postal Ballot forms/votes with assent for the resolution.	36	1797021	100	100	127421024	99.9923
(f)	Postal Ballot forms/votes with dissent for the resolution.	--	--	--	27	9772	0.0077

**Total: Resolution 1**

Sr. No.	Particulars	No. of Votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received	170	129283006	--
(b)	Less: Invalid votes (as per register)	5	55050	--
(c)	Less:- Votes not voted for this Resolution	2	139	
(d)	Net valid votes (As per Register)	163	129227817	100
(e)	Votes with assent for the resolution.	136	129218045	99.9924
(f)	Votes with dissent for the resolution.	27	9772	0.0076

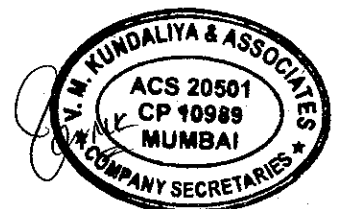


## Resolution No. 2:- Creation of Charges

Sr. No.	Particulars	Postal ballot Forms			Voting by electronic mode		
		No. of Postal Ballot Forms	No. of Shares	% to the total Shares representing valid votes	No. of Postal ballot Forms	No. of Shares	% to the total Shares representing valid votes
(a)	Total Postal Ballot forms/voted through e-voting received.	41	1852071	--	129	127430935	--
(b)	Less:- Invalid Postal ballot Forms	5	55050	--	0	0	--
(c)	Less:- Postal Ballot Forms not voted for this Resolution	0	0	--	5	304	--
(d)	Net valid Postal Ballot Forms/Votes (As per Register)	36	1797021	100	124	127430631	100
(e)	Postal Ballot forms/votes with assent for the resolution.	35	1796721	99.9833	98	127421763	99.9930
(f)	Postal Ballot forms/votes with dissent for the resolution.	1	300	0.0167	26	8868	0.0070

### Total: Resolution 2

Sr. No.	Particulars	No. of Votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received	170	129283006	--
(b)	Less: Invalid votes (as per register)	5	55050	--
(c)	Less:- Postal Ballot Forms not voted for this Resolution	5	304	--
(d)	Net valid votes (As per Register)	160	129227652	100
(e)	Votes with assent for the resolution.	133	129218484	99.9929
(f)	Votes with dissent for the resolution.	27	9168	0.0071



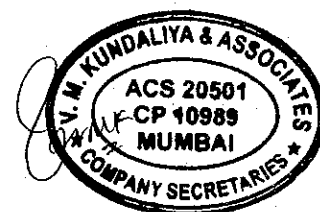
### Resolution No. 3:- Loan and Investment by the Company

Sr. No.	Particulars	Postal ballot Forms			Voting by electronic mode		
		No. of Postal Ballot Forms	No. of Shares	% to the total Shares representing valid votes	No. of Postal ballot Forms	No. of Shares	% to the total Shares representing valid votes
(a)	Total Postal Ballot forms/voted through e-voting received.	41	1852071	--	129	127430935	--
(b)	Less:- Invalid Postal ballot Forms	5	55050	--	0	0	--
(c)	Less:- Postal Ballot Forms not voted for this Resolution	0	0	--	3	165	--
(d)	Net valid Postal Ballot Forms/Votes (As per Register)	36	1797021	100	126	127430770	100
(e)	Postal Ballot forms/votes with assent for the resolution.	35	1796321	99.9610	78	118930415	93.3294
(f)	Postal Ballot forms/votes with dissent for the resolution.	1	700	0.0390	48	8500355	6.6706

**Total: Resolution 3**

Sr. No.	Particulars	No. of Votes	No. of Shares	% to the total shares representing valid votes
(a)	Total votes received	170	129283006	--
(b)	Less: Invalid votes (as per register)	5	55050	--
(c)	Less:- Postal Ballot Forms not voted for this Resolution	3	165	--
(d)	Net valid votes (As per Register)	162	129227791	100
(e)	Votes with assent for the resolution.	113	120726736	93.4217
(f)	Votes with dissent for the resolution.	49	8501055	6.5783

**Note:-** The cases where signatures of the shareholders did not tally/mismatch have been included in the invalid votes.



4. A summary of details of Voting Result (Physical & E-Voting) as per Clause 35A of the Listing Agreement is given below:-

**RESOLUTION NO. 1:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstand ing shares	No. of Votes favour of in	No. of Votes Again st	% 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	149413715	119985475	80.30	119985475	0	100	0
Public - Institutiona l Others	23457684	8633930	36.81	8633930	0	100	0
Public Others	70387383	608412	0.86	598640	9772	98.39	1.61
Total	243258782	129227817	53.12	129218045	9772	99.99	0.01

**RESOLUTION NO. 2:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstand ing shares	No. of Votes favour of in	No. of Votes Again st	% 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	149413715	119985475	80.30	119985475	0	100	0
Public - Institutiona l Others	23457684	8633930	36.81	8633930	0	100	0
Public Others	70387383	608247	0.86	599079	9168	98.49	1.51
Total	243258782	129227652	53.12	129218484	9168	99.99	0.01



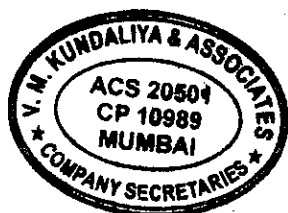
**RESOLUTION NO. 3:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstand ing 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	149413715	119985475	80.30	119985475	0	100	0
Public - Institutiona l Others	23457684	8633930	36.81	147579	8486 351	1.71	98.29
Public - Others	70387383	608386	0.86	593682	1470 4	97.58	2.42
Total	243258782	129227791	53.12	120726736	8501 055	93.42	6.58

5. I have handed over the postal ballot forms and other related papers/registers and records for the safe custody to Shri. S.A.K. Narayanan, Company Secretary, who have been authorized by the Board.
6. On the basis of the scrutiny of the Postal Ballot forms, the Resolutions may be deemed to be passed by the Shareholders of the Company as on 18<sup>th</sup> July, 2014 with the requisite majority.
7. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through e-voting).

Thanking you,

*V.M. Kundaliya*



**Vicky M. Kundaliya**  
Practising Company Secretary  
C. P. No. 10989

Place:- Mumbai  
Date:- 18<sup>th</sup> July, 2014