



13th April, 2017

The General Manager, Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice President, Listing Department, National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip Code : 533160	Scrip Symbol : DBREALTY
Fax No.: 022 – 2272 2037/ 39/ 3121	Fax No.: 022 – 26598237/38

Dear Sirs,

**Sub.: Corporate Governance Details (Annexure-I) in terms of Regulation 27(2) of SEBI
(Listing Obligation and Disclosure Requirements) Regulation 2015**

In terms of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we are enclosing compliance report in the format of Annexure I ^{and III} duly signed for the third quarter ended 31st March, 2017,

Kindly acknowledge the receipt of the same and take on records.

Thanking you,

Yours faithfully,

For, D B Realty Limited

**S.A.K. Narayanan
Company Secretary**

Encl: As above

D B REALTY LIMITED

Regd. Office : DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063. • Tel.: 91-22-4077 8600 • Fax: 91-22-2841 5550 / 2842 1667
E-mail: info@dbg.co.in • Website: www.dbrealty.co.in
CIN: L70200MH2007PLC166818

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **D B Realty Limited**
2. Quarter ending - **31-Mar-2017**

I. Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent /Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Vinod Kumar Goenka	00029033	AEUPG7032A	C & ED	08-Jan-2007			1	0	0
Mr.	Shahid Usman Balwa	00016839	AACPB0311K	ED	10-Dec-2011			1	2	0
Mr.	Mahesh Manilal Gandhi	00165638	AABPG3545P	ID	27-Sep-2014		5 Years	1	1	1
Mr.	Janak Ishwarbhai Desai	03527571	ATFPD9067N	ID	27-Sep-2014		5 Years	1	1	1
Mr.	Jagat Anil Killawala	00262857	AABPK7762J	ID	27-Sep-2014		5 years	1	5	0
Mr.	Nasir Mahmud Rafique	01623598	ABVPR5415N	ID	27-Sep-2014		5 Years	1	6	0
Mr.	Sundaram Rajagopal	01951392	AFXPS6971A	ID	09-Dec-2016		5 years proposed	1	0	0
Ms.	Sunita Goenka	01010145	AAKPB1531D	NED	30-Mar-2015			1	0	0
Mr.	Jayvardhan Vinod Goenka	03546392	AOC PG4140H	NED	10-Dec-2011			1	0	0
Mr.	Salim Usman Balwa	00017899	AABPB2668J	NED	10-Dec-2011			1	0	0



II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Shahid Usman Balwa	ED	Member
2	Mahesh Manilal Gandhi	ID	Chairperson
3	Nasir Mahmud Rafique	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Shahid Usman Balwa	ED	Member
2	Janak Ishwarbhai Desai	ID	Chairperson
3	Jagat Anil Killawala	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
<i>Not Applicable</i>			

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mahesh Manilal Gandhi	ID	Chairperson
2	Janak Ishwarbhai Desai	ID	Member
3	Jagat Anil Killawala	ID	Member



III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
09-Dec-2016	14-Feb-2017	66

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	14-Feb-2017	Yes	09-Dec-2016	66
Stakeholders Relationship Committee	14-Feb-2017	Yes		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



VI. Affirmations

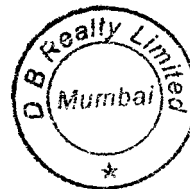
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors.- **Yes**
b. Any comments/ observations/ advice of Board of Directors may be mentioned here:

Name :

Shahid Usman Balwa

Designation :

Managing Director



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/ or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/ or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ compensation	17(6)	Yes
Minimum Information	17(7)	Yes



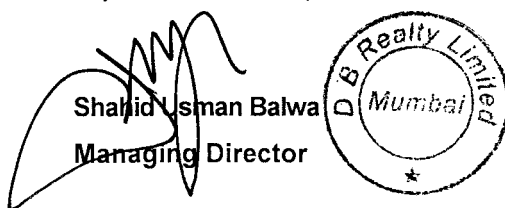
 D B Realty Limited
 Mumbai

Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : **Shahid Usman Balwa**
Designation : **Managing Director**



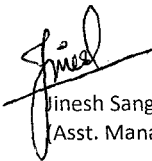
DB REALTY LIMITED
RELATED PARTY TRANSACTION STATEMENT
01-JANUARY-2017 TO 31-MARCH-2017

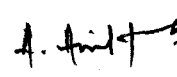
Statement of Material Related Party Transactions during quarter 01st January 2017 TO 31st March 2017

Sr. No.	Name	Opening Balance	Debit	Credit	Closing Balance
	Unsecured Loan Given/Taken				
a	Project Advances to Wholly Owned Subsidiaries				
	MIG Bandra Realtors & Builders Ltd	563,468,670	3,175,107,318	371,824,636	3,366,751,352
	Nine Paradise Erectors Pvt Ltd	134,097,000	559,740,000	-	693,837,000
	Vanita Infrastructure Pvt Ltd	39,799,000	16,205,000	357,859,929	(301,855,929)
	Project Advances to Subsidiaries				
	Neelkamal Realtors Tower Pvt Ltd	116,365,625	727,600,000	732,685,000	111,280,625
	Neelkamal Realtor Sub Pvt Ltd	218,052,891	17,542,000	29,635,000	205,959,891
	Spacecon Realty Pvt Ltd	577,150,124	10,000	400,000,000	177,160,124
		1,648,933,310	4,496,204,318	1,892,004,565	4,253,133,063
b	Capital Contribution to Partnership Firm				
	Mira Real Estate Developers	(86,081,256)	350,488,112	320,333,158	(55,926,302)
	Dynamix Realty	(1,003,310,094)	301,373,132	182,250,000	(884,186,962)
		(1,089,391,350)	651,861,244	502,583,158	(940,113,264)
	Total (a+b)	559,541,960	5,148,065,562	2,394,587,723	3,313,019,799

* Figures in brackets () indicates credit balance

** Transactions included are Material Related Party Transactions during the Quarter (10% of Previous Years Consolidated Turnover).


Jinesh Sanghani
Asst. Manager Accounts


A. Anil Kumar
(CFO)

