



14th October, 2016

| | |
|---|---|
| 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 | Fax No.: 022 – 26598237/38 |

Dear Sirs,

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

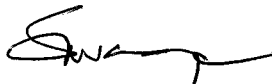
In terms of Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, we are enclosing compliance report in the format of Annexure I & III duly signed for the second quarter ended 30.09.2016.

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

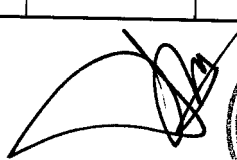
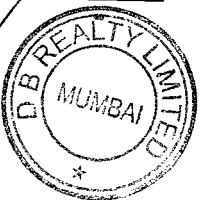
Regd. Office : DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063. • Tel.: 91-22-4077 8600 • Fax: 91-22-2841 5550 / 2842 1667
E-mail: info@dbg.co.in • Website: www.dbrealty.co.in
CIN: L70200MH2007PLC166818

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **D B Realty Limited**
 2. Quarter ending - **30-Sep-2016**

| 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 | AACP0311K | 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 |
| Ms. | Sunita Goenka | 01010145 | AAKPB1531D | NED | 30-Mar-2015 | | | 1 | 0 | 0 |
| Mr. | Jayvardhan Vinod Goenka | 03546392 | AOCPG4140H | NED | 10-Dec-2011 | | | 1 | 0 | 1 |
| Mr. | Salim Usman Balwa | 00017899 | AABPB2668J | NED | 10-Dec-2011 | | | 1 | 0 | 0 |

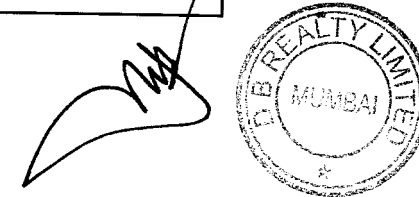
II. Composition of Committees

| 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 | Nasir Mahmud Rafique | ID | Member |
| 3 | Mahesh Manilal Gandhi | ID | Chairperson |

| 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> |

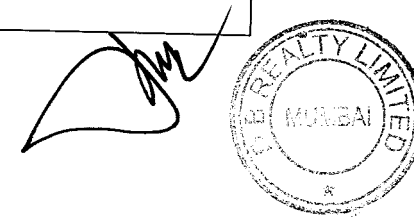
| Nomination and Remuneration Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | Mahesh Manilal Gandhi | ID | Chairperson |
| 2 | Janak Ishwarbhai 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> |
| 27-May-2016 | 14-Sep-2016 | 109 |
| | | |

| 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 | 20-Aug-2016 | yes | 27-May-2016 | 84 |
| | 14-Sep-2016 | yes | | |
| Nomination and Remuneration Committee | 22-Aug-2016 | 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 |



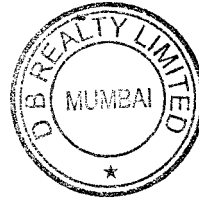
VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
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:

With regard to Affirmation no.1, the Nomination and Remuneration Committee and the Board are evaluating the proposed appointee(s) to fill the vacancy arising out of resignation of Mr. Om Prakash Agarwal on 27.05.2016 and also option to reconstitute the Board.

Name :
Designation :


Shahid Balwa
Managing Director



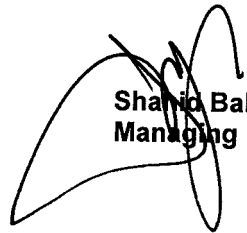
ANNEXURE III**Affirmations**

| Broad Heading | Regulation Number | Compliance Status |
|--|--------------------------------------|--------------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :
Designation :


Sharda Balwa
Managing Director



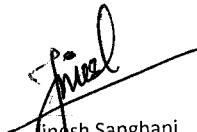
DB REALTY LIMITED
RELATED PARTY TRANSACTION STATEMENT
01-JULY-2016 TO 30-SEPTEMBER-2016

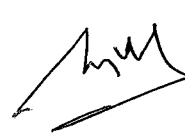
Statement of Material Related Party Transactions during quarter 01st July 2016 TO 30th Sept 2016

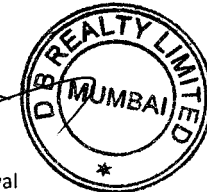
| Sr. No. | Name | Opening Balance | Debit | Credit | Closing Balance |
|----------|--|--------------------|--------------------|--------------------|--------------------|
| A | <u>Unsecured Loan Given/Taken</u> | | | | |
| 1 | <u>Loan to Subsidiary</u> | | | | |
| | MIG Bandra Realtors & Builders Ltd | 159,638,211 | 119,650,000 | 102,084,800 | 177,203,411 |
| | Neelkamal Realtors Tower Pvt Ltd | 285,740,625 | 126,191,296 | 84,511,921 | 327,420,000 |
| | Neelkamal Realtor Sub P.Ltd | (160,056,975) | 387,418,230 | 61,500,000 | 165,861,255 |
| | | 285,321,861 | 633,259,526 | 248,096,721 | 670,484,666 |
| 2 | <u>Enterprises where individuals i.e. KMP and their relatives have significant interest</u> | | | | |
| | Milan Theatres Pvt. Ltd.(ICD) | 191,734,758 | 47,500,000 | 3,550,000 | 235,684,758 |
| | | 191,734,758 | 47,500,000 | 3,550,000 | 235,684,758 |

* Figures in brackets () indicates credit balance

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

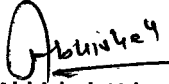

 Vinesh Sanghani
 (Asst. Manager Accounts)



 Satish Agarwal
 (General Manager)

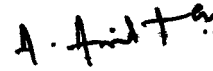


| DB Realty Ltd. | | | | |
|--|--|--------------------------------------|----------------------------------|---------------------|
| Related Party Transaction - Loan Related | | | | |
| 1- July 2016 to 30- September 2016 | | | | |
| S. No. | Name of the Related Party | Security /Guarantee Provided | In favour of | Loan Amount |
| 1 | Vainta Infrastructure Pvt. Ltd. (W.O.S.) | Corporate Guarantee | IL&FS Financial Services Limited | 35,00,00,000 |
| 2 | MIG (Bandra) Realtors & Builders Pvt. Ltd. (W.O.S.) | Debt Asset Swap - Via Sale Agreement | ICICI Bank | 6,31,18,000 |
| 3 | Mr. Vinod Goenka and Mr. Shahid Balwa (Promoter / Directors) | Personal Guarantee | Primal Realty Pvt. Ltd. | 35,00,00,000 |
| | | | | 76,31,18,000 |

For DB Realty Ltd.


 Abhishek Udawat
 (Senior Manager)


 Atul Bhatnagar
 (General Manager)


 Anil Kumar
 (CFO)

