



CIN: L70200MH2007PLC166818

Regd Office: DB House, General A. K. Vaidya Marg, Goregaon East, Mumbai 400063.

Ph: +91 22 4077 8600/ **Fax:** +91 22 2841 5550/ 2842 1667 **Web:** www.dbrealty.co.in **E-mail:** info@dbg.co.in

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

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 Ordinary Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions appearing herein. 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, Practicing 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 5 P.M. on 4th January, 2016, 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 6th January, 2016 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 besides communicating to the National Stock Exchange of India Limited and BSE Limited.

DRAFT ORDINARY RESOLUTIONS TO BE PASSED BY WAY OF POSTAL BALLOT

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Clause 49 of the Listing Agreement with the Stock Exchanges wherein the Equity Shares of the Company are listed and/or Regulation 23 or other applicable Regulations if any of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Regulations”) to the extent of the applicability of the said Companies Act, 2013 and / or the Listing Agreement and/or the “Regulations”, with respect to various categories / nature of transactions covered by the said Act and / or the Rules made there under and / or the listing Agreement, and / or the “Regulations”, the members in the General Meeting through Postal Ballot approve and / or ratify the transactions /proposed transactions of giving guarantees or providing securities in connection with the loan to the related parties or obtaining guarantee / securities from related parties in connection with the loan availed / to be availed by the Company, as described in the table appearing below, with the Related Parties as defined in Section 2(76) of the Companies Act, 2013 and also under Clause 49 of the Listing Agreement and/or “Regulations”, read with SEBI Circulars Nos. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and CIR /CFD/POLICY CELL/7/2014 dated September 15, 2014:

Sr No	Name of the Related Party	Nature of Relationship	Amount Rs. (in crores)	Loan amount outstanding as on 31st October, 2015
1	Heaven Star Hotels (Delhi) Pvt. Ltd. (Guarantee/Security given/to be given / provided)	WOS of Marine Drive Hospitality & Realty Pvt. Ltd., a company in which KMPs and Promoters/ their relatives have significant influence and the Company has considerable economic interest	128	116

Sr No	Name of the Related Party	Nature of Relationship	Amount Rs. (in crores)	Loan amount outstanding as on 31st October, 2015
2	Milan Theatres Pvt. Ltd. (Guarantee given & Security to be provided)	A company in which Promoters / KMPs and their relatives have significant influence	174.50	168.05
3	Neelkamal Realtors & Builders Pvt Ltd. (Guarantee and security to be provided by the Company or to be availed by the Company)	A company in which Promoters / KMPs and their relatives have significant influence	75	-
4	Usman Balwa and others	Relatives of the promoter Director & KMP	100	-
5	Mahal Pictures Pvt Ltd	Associate Company	67.50	67.50

For D B Realty Limited

Place: Mumbai
Date: 23.11.2015

(S.A.K.Narayanan)
Company Secretary

NOTES:

1. The Board of Directors has appointed Mr. Vicky Kundaliya, Practicing Company Secretary, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
2. As per the applicable regulations of Companies Act, 2013 read with SEBI Circulars / Listing Agreement / Regulations, all entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.
3. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
4. The Notice is being sent to all the Members by post/courier (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 November 27, 2015. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on November 27, 2015.
5. The material documents are open for inspection to the Equity Share Holders between 2.00 p.m. to 4.00 p.m. at the Registered Office of the Company upto the last date for receipt of the Postal Ballot Form.
6. The voting period shall commence at 10.00 a.m. on December 5, 2015 and end at 5.00 p.m. on January 4, 2016.

EXPLANATORY STATEMENT

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

The companies/entities listed in the table appearing under Resolution have availed / propose to avail loans / financial facilities from Banks/Financial Institutions ("Lenders") for which guarantee / securities are proposed to be provided by your Company to the Lenders as per their letters of sanction. Alternatively, your Company would avail the benefit of their securities either by way of Guarantees or provision of any other securities for the loans to be availed by your Company. In terms of the Listing Agreement entered into by the Company with the Stock Exchanges and the SEBI Regulations these Related Party Transactions are required to be placed for the approval of the members in the General Meeting. The details of each of such related party transactions as stated in the table under the resolution appearing in the notice are given below:

1. **Heaven Star Hotels (Delhi) Pvt. Ltd. (Proposed) (Sr. No. 1 in table)**

Your Company proposes to provide Guarantee for the balance amount of Rs.53 crores out of the total loan of Rs. 128 crores sanctioned by ECL Finance Limited to Heaven Star (Delhi) Private Limited, (HSDPL) vide its sanction Letter No: ECLF/RE/1461 dated October 6, 2015. The said Company is a wholly owned subsidiary of Marine Drive Hospitality & Realty Private Limited by its direct shareholding and also through its another subsidiary and is in the process of developing a Hotel Project at International Airport complex, New Delhi, subject to necessary approvals. Your Company/Promoters and their relatives have considerable economic interest in the holding company Marine Drive Hospitality & Realty Private Limited. The members have by a resolution passed through postal ballot on September 2, 2015 approved the proposal to provide Corporate Guarantee of your company for a proposed loan of Rs.75 crores to be availed from bank / financial institution which was envisaged to be borrowed at the relevant time when the members' approval was sought by your Company. The amount of loan sanctioned to Heaven Star (Delhi) Private Limited by ECL Finance Limited vide its letter dated October 6, 2015 is Rs.128 crores and the lenders have stipulated the Corporate Guarantee of your Company as one of the terms of sanction. The other proposed securities for the said loan include the pledge of 100% equity shares of the borrower company by its shareholders viz. Marine Drive Hospitality & Realty Private Limited and Goan Hotels & Realty Private Limited and the mortgage of the development rights of the borrower in the form of Substitution Agreement, hypothecation of receivables by HSDPL and also mortgage of the land at Mira Road, owned by Mira Real Estate Developers, a firm in which your Company and one of its wholly owned subsidiaries, DB View Infracon Pvt. Ltd, are the partners.

Your approval is sought for the proposed mortgage of the land at Mira Road, of the partnership firm, of which your company is a partner for the total borrowing of Rs.128 crores and for providing corporate guarantee for the balance amount of Rs.53 crores out of the loan amount.

Being a wholly owned subsidiary company of Marine Drive Hospitality & Realty Private Limited, your Directors (other than the Independent Directors) and KMP and their relatives (to the extent of shareholding held by them in the company) may be deemed to be concerned or interested in the above mentioned proposed transaction.

2. **Milan Theatres Pvt Ltd (Sr No.2 in table)**

ECL Finance Limited has sanctioned a loan of Rs.174.50 crores to Milan Theatres Pvt. Ltd, a related party, in which promoters and their relatives have considerable indirect shareholding. The members have approved the provision of Corporate Guarantee by your Company for the above loan through a resolution passed by Postal ballot on September 2, 2015. The primary security for the above borrowing include mortgage of the project land at Santacruz (W) and the structures thereon constructed and to be constructed by the Borrower. The other securities include Corporate Guarantee by Conwood Construction and Developers Pvt. Ltd, guarantees of the promoters of the Borrower and the pledge of 66.67% of the shares of the Borrower held by entities in which your promoters/their relatives have substantial interest. In addition to the above securities, the lenders have now stipulated that the receivables of Conwood DB Joint Venture, an AOP in which your company is a member shall be hypothecated/escrowed to the extent of your company's interest in the said Conwood DB JV.

Being a JV in which your company has profit sharing arrangement along with another Company, Conwood Construction & Developers Pvt. Ltd. in which Directors Mr. Vinod Goenka and Mr. Jayvardhan Goenka are interested, the said transaction of providing hypothecation by the said JV for the loan obtained by Milan Theatres Pvt Ltd a company in which Promoter / KMPs and their relatives have significant influence is considered as a Related party Transaction and hence placed for your approval.

3. **Neelkamal Realtors & Builders Private Limited (proposed)(Sr. No. 3 in table):**

Your Company proposes to provide Corporate Guarantee / security for the proposed loan upto Rs. 75 crores to be availed from a bank / financial institution for general corporate purpose by Neelkamal Realtors & Builders Pvt. Ltd, a company in

which your promoter directors and their relatives have significant influence. The proposed loan is to be secured by mortgage of the land and the unsold units and the hypothecation of receivables of Orchid Enclave project situated at Mumbai Central owned by Neelkamal Realtors & Builders Pvt. Ltd. The other security for the proposed loan is pledge of your Company's shares held by any of the Promoters / Promoter group of your Company and other security/ies as may be stipulated by the Lender.

Alternatively, in the event your company opts to borrow the above amount of Rs.75 crores from the lenders for general corporate purposes, as may be stipulated, your company would avail the benefit of Security as well as the Guarantee to be provided by the said Neelkamal Realtors & Builders Pvt Ltd.

The proposed Guarantee and / or security to be provided by your company / and / or to be availed by your company from Neelkamal Realtors & Builders Pvt. Ltd, in favour of the Lenders is / are considered as Related Party Transactions and hence placed for the approval of the members. Except Independent Directors, non promoter and KMPs, all Directors of the Company and their relatives, may be deemed to be concerned or interested in the said transaction.

4. Usman Balwa and others (proposed) (Sr. No. 4 in table)

Your Company is proposing to commence the project for the redevelopment of the property bearing C S No. 241, 242 of Tardeo Division for which joint agreement dated October 23, 2009 was executed by your company with the land owners, Mr.Usman Balwa and others. The said Joint Agreement, being an existing related party transaction was approved by the members by a Special Resolution passed through Postal ballot and e voting on September 2, 2015. For the purpose of redevelopment of the said property, your Company proposes to avail loan upto Rs.100 crores from a bank / financial institution on the security of the mortgage of the said land, hypothecation of the receivables and / or guarantee to be extended by any of the Company of the Promoter group and / or the land owner(s).

The aforesaid transactions would be considered as Related Party Transactions, as the landowners are relatives of Mr. Shahid Balwa and Mr. Salim Balwa, Directors of your Company. None of the other Directors / KMPs may be deemed to be concerned or interested in the proposed transaction. Your approval is sought for the proposed mortgage of the land at Mumbai Central by the Related parties for the proposed loan amount of upto Rs. 100 crores for the said project as may be availed by your Company and / or provision of such securities / guarantees by the related parties as may be stipulated by the lender.

5. Mahal Pictures Pvt Ltd (Sr No. 5 in table)

Your Company has availed a loan of Rs.67.50 crores sanctioned by Reliance Capital Limited in October 2015 on the security, inter alia of land at Yerawada, Pune. Your Company intends to substitute the security by mortgage of land at Jogeshwari Vikhroli Link Road owned by Mahal Pictures Pvt Ltd, in which your Company has substantial shareholding. or any other security of similar related party/ies as may be agreed to between the lender and your Company. This would be considered as Related Party Transaction and hence placed for the approval of the members.

Being an associate of your Company, by virtue of shareholding, your Directors, other than Independent Directors may be deemed to be concerned or interested in the above transaction.



DB REALTY LIMITED

CIN: L70200MH2007PLC166818

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POSTAL BALLOT FORM

Sr.No.:

1. Name and Registered Address of the sole / first named Shareholder:	:	
2. Name(s) of Joint-Holder(s), if any:	:	
3. Folio No. /DP ID No.* /Client ID No.* (*Applicable to Shareholders holding shares in dematerialized form)	:	
4. Number of equity shares held	:	

I / We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my /our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Consent pursuant to Section 188 of the Companies Act, 2013 to the extent applicable and clause 49 of the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circulars for transactions in respect of Related Parties			

Authorised signatory / Signature of the Shareholder

Place:

Date:

ELECTRONIC VOTING PARTICULARS

(Applicable for Individual Members only)

EVEN (Electronic Voting EVEN Number)	*Default PAN

*Please use default PAN for those who have not registered their PAN.

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5:00 p.m. on Monday, the 4th January, 2016
2. Please read carefully the instructions printed overleaf before exercising the vote.

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 at 5.00 p.m. on January 4, 2016. 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. Launch internet browser by typing the following URL in the address bar: www.evoting.nsd.com
 - ii. Click on shareholder – Login
 - iii. Enter User ID and password as initial password noted in step (i) above. Click Login.
 - iv. 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.
 - v. Home page of e-Voting opens. Go to "e Voting" icon and select "Active E voting Cycles".
 - vi. Select "EVEN" of DB Realty Limited.
 - vii. Now Members are ready for e-Voting as Cast Vote page opens.
 - viii. Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the Member has voted on the resolution, such Member will not be allowed to modify his / her vote.
 - xi. 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 with a copy marked to evoting@nsdl.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 (E-Voting Event Number)	USER ID	PASSWORD / PIN
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 - 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.nsd.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.nsd.com or www.dbrealty.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.