

August 2, 2018

<b>The General Manager, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001</b>	<b>The Vice President, National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051</b>
Scrip Code : 533160	Scrip Symbol : DBREALTY
Fax No.: 022 – 2272 3121/ 2039	Fax No.: 022 – 26598237/38

Dear Sirs,

**Sub: Disclosure of Voting Results of the Postal Ballot of the Company declared on August 2, 2018 as per requirement of Regulation 44(3) of SEBI (LODR) Regulations, 2015**

The Company had sought the consent of the Shareholders of the Company, pursuant to SEBI (LODR) Regulations 2015, the applicable provisions, if any, 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 and e-voting for the proposals related to Related Party Transactions as set out in the Notice dated May 28, 2018.


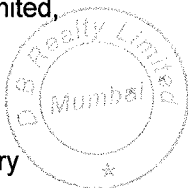
Last date for receipt of Postal Ballot Form duly completed by the shareholders in the self addressed postage prepaid envelope / E voting was Tuesday, July 31, 2018.

Mr. Vicky Kundaliya, Practicing Company Secretary, Scrutinizer appointed for conducting the Postal Ballot Process has submitted his Report of the Postal Ballot / E voting dated August 1, 2018. Based on the aforesaid report, the Managing Director of the Company has today announced the result of the aforesaid Postal Ballot at the Registered Office of the Company.

We would like to inform you that the Resolution as contained in the aforesaid Postal Ballot Notice has been passed by the members of the Company with requisite majority.

The details of the voting results in the format prescribed under Regulation 44(3) of SEBI (LODR) Regulations, 2015 are enclosed, together with a copy of the Combined Scrutinizer's report and the same will be displayed at the Registered office of the Company and on the website of the Company [www.dbrealty.co.in](http://www.dbrealty.co.in)

Thanking you,

Yours faithfully,  
For D-B Realty Limited,  
Jignesh Shah  
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](mailto:info@dbg.co.in) • Website: [www.dbrealty.co.in](http://www.dbrealty.co.in)

CIN: L70200MH2007PLC166818

## DETAILS OF VOTING RESULTS

Date of EGM (Conclusion of the voting) : July 31, 2018

Total No of Shareholders as on Record date : As off Cut off date i.e. June 22, 2018  
27289

No of shareholders Present at the meeting ) Not applicable since the process was through  
Either in person or through proxy ) postal ballot and e voting

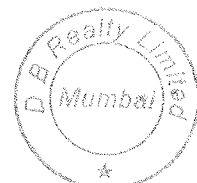
No of shareholders attended through video ) Not applicable since the process was through  
Conferencing: ) postal ballot and e voting

### Agenda-wise Disclosure

#### Resolution : 1

Resolution required: (Ordinary/Special)			Ordinary – Consent pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and / or Section Related Parties transactions.					
Whether Promoter/Promoter Group are interested in the Agenda/Resolution?			Yes. Promoter/Promoter Group are interested in the Resolution.					
Category	Mode of Voting	No. of Shares held (1)	No votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No of Votes in favour (4)	No of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	151609527	0	0	0	0	0	0
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>151609527</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-voting	26300218	8800040	33.4600	541256	8258784	6.1506	93.8494
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>26300218</b>	<b>8800040</b>	<b>33.4600</b>	<b>541256</b>	<b>8258784</b>	<b>6.1506</b>
Public-Non Institutions	E-voting	65349037	19860682	30.3917	19859426	1256	99.9937	0.0063
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		236072*	0.3612	236072	0	100.0000	0.0000
	<b>Total</b>		<b>65349037</b>	<b>20096754</b>	<b>30.7529</b>	<b>20095498</b>	<b>1256</b>	<b>99.9938</b>
<b>Total</b>		<b>243258782</b>	<b>28896794</b>	<b>11.8790</b>	<b>20636754</b>	<b>8260040</b>	<b>71.4154</b>	<b>28.5846</b>

\* 2 shareholders have voted for higher number of shares than their actual shareholding as on the cut-off date.

### 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

# V. M. KUNDALIYA & ASSOCIATES

## COMPANY SECRETARIES

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

### COMBINED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with  
Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies  
(Management and Administration) Rules, 2015]

To,  
The Chairman / Vice Chairman  
**DB REALTY LIMITED** (CIN No.:L70200MH2007PLC166818)  
DB House, General A. K. Vaidya Marg,  
Goregaon (East), Mumbai - 400063

Dear Sir,

The Board of Directors has appointed me as the Scrutinizer for conducting the Postal Ballot Voting process and E Voting process on 28<sup>th</sup> May, 2018 for conducting the Voting Process in fair and transparent manner.

Accordingly, I submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated 28<sup>th</sup> May, 2018 for passing Ordinary Resolution as mentioned in the said Notice to its Members. As informed to us, the Company has completed the dispatch of Postal Ballot Notices along with self-addresses postage pre-paid business reply envelopes to all its Equity Shareholders by Registered Post/Air Mail at the respective registered address or by email to the registered e-mail address, whose name(s) appeared on the Register of Members / List of Beneficiaries as on 22<sup>nd</sup> June, 2018.
2. The Company has offered E-voting facility to all its Equity Shareholders who are the Shareholders as on cut-off date i.e. 22<sup>nd</sup> June, 2018.
3. The E-Voting for Postal Ballot and Voting through Postal Ballot Forms commenced from 2<sup>nd</sup> July, 2018 and ended on 31<sup>st</sup> July, 2018 (5.00 p.m.).
4. The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the Electronic Register separately maintained for the purpose.
5. I have downloaded the data of e-voting after the E-voting Module was disabled by the CDSL.
6. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's Login on the CDSL e-voting website. The votes cast through E-voting were unblocked on 1<sup>st</sup> August, 2018 in the presence of two witnesses, Ms. Khadija Liliyawala and Ms. Disha Shah who are not in employment of the Company.
7. The Sealed Postal Ballot Forms received from the Shareholders were kept under the safe custody of the Link Intime India Private Limited – Registrar and Share Transfer Agent.
8. The Postal Ballot Forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries as on 22<sup>nd</sup> June, 2018 provided by the Registrar and Share Transfer Agent - Link Intime India Private Limited.
9. All Postal Ballot Forms and E-votes received upto 5.00 P.M. on Tuesday, 31<sup>st</sup> July, 2018, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.



10. The Combined Report is given below :-

Category	Mode of Voting	No. of shares held	No. of Valid votes polled	% of Votes Polled on outstanding 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 and Promoter Group	E-Voting	151609527	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	26300218	8800040	33.4600	541256	8258784	6.1506	93.8494
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8800040</b>	<b>33.4600</b>	<b>541256</b>	<b>8258784</b>	<b>6.1506</b>	<b>93.8494</b>
Public Non Institutions	E-Voting	65349037	19860682	30.3917	19859426	1256	99.9937	0.0063
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		236072*	0.3612	236072	0	100.0000	0.0000
	<b>Total</b>		<b>20096754</b>	<b>30.7529</b>	<b>20095498</b>	<b>1256</b>	<b>99.9938</b>	<b>0.0062</b>
<b>Total</b>		<b>243258782</b>	<b>28896794</b>	<b>11.8790</b>	<b>20636754</b>	<b>8260040</b>	<b>71.4154</b>	<b>28.5846</b>

\*2 shareholders have voted for higher number of shares than their actual shareholding as on the cut-off date.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules as amended from time to time, Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 relating to voting through electronic means and PostalBallot on the resolution contained in the Postal Ballot Notice dated 28<sup>th</sup> May, 2018. My responsibility as scrutiner's for the e-voting process and for Postal Ballot is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above based on report generated from the e-voting system provided by the CDSL, the authorized agency to provide e-voting facilities and engaged by the Company and Link Intime India Private Limited (Registrar and Share Transfer Agent).

Thanking you,  
Yours faithfully,

For V. M. Kundaliya & Associates  
Company Secretaries

V.M. Kundaliya  
Vicky M. Kundaliya  
(Proprietor)  
C.P. No. 10989  
Membership No : F7716



Place:- Mumbai  
Date:-1<sup>st</sup> August, 2018

Acknowledge receipt of the same  
For D B Realty Limited

Jignesh Shah  
Company Secretary



Place:- Mumbai  
Date:-1<sup>st</sup> August, 2018



## D B Realty Limited

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: investors@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 (CP No.10989), Proprietor of M/s V.M.Kundaliya & Associates 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 5.00 p.m. on 31<sup>st</sup> July, 2018, 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 / Chief Financial Officer/ 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 2<sup>nd</sup> August, 2018 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 ORDINARY RESOLUTIONS TO BE PASSED BY WAY OF POSTAL BALLOT

##### 1. Consent pursuant for transactions in respect of Related Parties

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 provisions of the Companies Act, 2013, if applicable, and Rules made thereunder and Regulation 23 or other applicable Regulations, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Regulations”) and Listing Agreement with the Stock Exchanges wherein the Equity Shares of the Company are listed to the extent of the applicability of the said Companies Act, 2013, Regulations and / or the Listing Agreement, with respect to various categories / nature of transactions covered by the said Act and / or the Rules made there under, and / or the “Regulations”, the members in the General Meeting hereby approve the proposed transactions, as described in the table appearing below with related parties as defined in Section 2(76) of the Companies Act, 2013 and the “Regulations”/Listing Agreement for (A) providing securities in favour of the financial institute/lender in connection with the loan / financial facility to be availed by the related party and (B) securities to be provided by the related parties in favour of the financial institute/lender to secure the loan availed/to be availed by the Company

Sr No	Name of the Related Party	Nature of Relationship	Amount Rs. (in crores)
A	Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd. (“BHGCDDL/Borrower”) - Security to be given by the Company to secure the Loan to be availed by Borrower	BHGCDDL, 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 investment	1590
B	ECC DB Konark Joint Venture (“JV”) & Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd. (“BHGCDDL”)- Securities to be obtained to secure the Loan availed / to be availed by Company	In JV, your Company has 75% stake and BHGCDDL, 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 investment	260

For D B Realty Limited

Jignesh Shah  
Company Secretary

Place: Mumbai  
Date: 28<sup>th</sup> May, 2018

**NOTES:**

1. The Board of Directors has appointed Mr. Vicky Kundaliya, Practicing Company Secretary, (C P No.10989), Proprietor of M/s V.M. Kundaliya & Associates, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
2. As per the applicable SEBI 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 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 22<sup>nd</sup> June, 2018. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on 22<sup>nd</sup> June, 2018
4. 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.
5. The voting period shall commence at 10.00 a.m. on 2<sup>nd</sup> July, 2018 and end at 5.00 p.m. on 31<sup>st</sup> July, 2018

**EXPLANATORY STATEMENT**

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

**Item No. 1**

The companies/entities listed in the table appearing under Resolution for (A) providing securities in favour of the financial institute/lender in connection with the loan/financial facility to be availed by the related party and (B) securities to be provided by the related parties in favour of the financial institute/lender to secure the loan availed/to be availed by the Company as per their letters of sanction. 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:

**A. Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd (“BHGCDDL”):**

Bamboo Hotel and Global Centre (Delhi) Private Ltd (“BHGCDDL/Borrower”), a wholly owned subsidiary company (by its direct shareholding and through another wholly owned subsidiary) of Marine Drive Hospitality & Realty Pvt Ltd (“MDHRPL”), was sanctioned a loan of Rs.1590 crores by Yes Bank Limited (“Lender”), vide its letter dated 28<sup>th</sup> March, 2018 and various amendments thereto. The said company is developing a Hotel project and convention centre at International Airport Complex, New Delhi. Your Company and its Promoter Directors and their relatives have considerable investment in MDHRPL, the holding Company of BHGCDDL. The said loan is repayable at the end of 180 months with a ballooning repayment, with interest @ 11.10% payable monthly and security viz. pledge of the Borrower’s entire shares held by MDHRPL and its Wholly Owned Subsidiary, which is holding shares in BHGCDDL and the pari passu charge over the Borrower’s fixed assets of the Project including buildings and structures thereon (both present and future), pari passu charge over the Borrower’s all the movable assets of the project and all the current assets (present and future) including project receivables / existing & future receipt / collection and insurance proceeds pertaining to the project including charge over escrow of all the project receivables and pari passu charge over refundable security deposit paid by Borrower to Delhi International Airport Limited, all right and transfer of rights to all the Project documents, besides the unconditional and irrevocable personal guarantees of Mr. Vinod Goenka and Mr. Shahid Balwa, Promoter Directors and the unconditional and irrevocable Corporate Guarantee of MDHRPL and its Wholly Owned Subsidiary, which is holding shares in BHGCDDL.

In addition to above securities, as per the terms sanctioned by the Lender, the residual charge over DB Skypark Project to be developed by ECC DB Konark Joint Venture (“JV”) (in which your Company has 75% stake) situated at Village Bapnala, Taluka Andheri, Mumbai Suburban District, Mumbai comprising of slum and non-slum land with first charge to be with Primary Lender(s) (existing or future to the extent of INR 125 crores), is also required to be created as security to secure the said loan to be borrowed by BHGCDDL. The Lender charge shall remain residual at any given point in time irrespective of change in the Primary Lender. Currently, there is an existing exclusive charge, which has been created by the said JV in favour of ICICI Bank Ltd for Term Loan of Rs. 30 crores availed by said JV. The above transaction of providing security by way of creating residual charge over DB Skypark Project to be developed by ECC DB Konark Joint Venture in favour of the Lender is a related party transaction and is subject to the approval of the members in terms of the SEBI (LODR) Regulations, 2015. The Audit Committee of the Board and the Board of Directors at their meetings held on 28<sup>th</sup> May, 2018, have approved the proposal, in principle, subject to the approval of the members for the same. Therefore, the Board recommended and seek your approval for creating security as mentioned hereinabove.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company and also in MDHRPL) may be deemed to be concerned or interested in the said transaction and the related parties shall abstain themselves from voting on this item.

**B. ECC DB Konark Joint Ventures (“JV”) and Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd (“BHGCDDL”):**

Your Company was sanctioned a loan of Rs. 260 crores by Yes Bank Limited (“Lender”), vide its letter dated 30<sup>th</sup> March, 2018 for the purpose towards placement of refundable contractual deposits and meeting expenses related to Project Management Agreement (PMA) / Development Manager (DM) / services related agreements entered by the Company with its wholly owned subsidiaries/entities for their various projects. The said loan is repayable at the end of 24 months with a bullet payment, with interest @ 10% payable monthly and security viz. exclusive charge by way of Hypothecation over PMA/DM contract receivables and refundable deposit(s) to be received from such wholly owned subsidiaries/entities, Hypothecation on receivables of DB View Infracon Private Limited (WOS of the Company) and the unconditional and irrevocable personal guarantees of Mr. Vinod Goenka and Mr. Shahid Balwa, Promoter Directors.

In addition to above securities, as per the terms sanctioned by the Lender, (i) the residual charge over DB Skypark Project to be developed by ECC DB Konark Joint Venture (“JV”) situated at Village Bapnala, Taluka Andheri, Mumbai Suburban District, Mumbai comprising of slum and non-slum land with first charge to be with Primary Lender(s) (existing or future to the extent of INR 125 crores) and (ii) the Second Charge on all the assets of Bamboo Hotel and Global Centre (Delhi) Private Ltd (“BHGCDDL”), a wholly owned subsidiary company (by its

direct shareholding and through another wholly owned subsidiary ) of Marine Drive Hospitality & Realty Pvt Ltd (“MDHRPL”) are required to be created as securities in favour of the said Lender. The Lender charge shall remain residual at any given point in time irrespective of change in the Primary Lender. Your Company holds 75% stake in the JV and your Company as well as its Promoter Directors and their relatives have considerable investment in MDHRPL, the holding Company of BHGCDPL. The above transactions of providing securities by way of creating residual charge over DB Skypark Project to be developed by said JV and second charge on all the assets of BHGCDPL in favour of the Lender are related party transactions and subject to the approval of the members in terms of the SEBI (LODR) Regulations, 2015. The Finance & Investment Committee has approved the proposal of availing loan/financial facility from the Lender at its meeting held on 14<sup>th</sup> April, 2018. Further, the Audit Committee and the Board of Directors at their meetings held on 28<sup>th</sup> May, 2018, have approved the above related party transactions to create security as stipulated in the sanction letter, in principle, subject to the approval of the members for the same. Therefore, the Board recommended and seek your approval for creating security as mentioned hereinabove.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company and also in MDHRPL) may be deemed to be concerned or interested in the said transaction and the related parties shall abstain themselves from voting on this item.

**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 31<sup>st</sup> July, 2018. 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-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid. The instructions for members for e-voting are as under:
  - (i) The voting period begins on 2<sup>nd</sup> July, 2018 at 10 A.M. and ends on 31<sup>st</sup> July, 2018 at 5 P.M. During this period, shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut off date, 22<sup>nd</sup> June, 2018 may cast their vote electronically. The e-voting module may be disabled by CDSL for voting thereafter.

The shareholders should log on to the e voting web site [www.evotingindia.com](http://www.evotingindia.com)

- (ii) Click Shareholders.
- (iii) Now enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID.
  - (b) For NSDL: 8 character DP ID followed by 8 Digits Client ID.
  - (c) Member holding shares in physical form should enter the registered Folio number.
- (iv) Now enter the image verification as displayed and click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for D B Realty Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





## DB REALTY LIMITED

CIN: L70200MH2007PLC166818

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

Ph: +91 22 40778600/ Fax: +91 22 2841 5550/ 28421667 Web: [www.dbrealty.co.in](http://www.dbrealty.co.in) E-mail: [investors@dbg.co.in](mailto:investors@dbg.co.in)

### 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 and other provisions of the Companies Act, 2013, if applicable, and Rules made thereunder and Regulation 23 or other applicable Regulations, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for transactions in respect of Related Parties			

Authorised signatory / Signature of the Shareholder

Place:

Date:

### ELECTRONIC VOTING PARTICULARS

(Applicable for Individual Members only)

<b>*Default PAN</b>

\*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 Tuesday, the 31st July, 2018
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 31<sup>st</sup> July, 2018. 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-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid. The instructions for members for e-voting are as under:

- (i) The voting period begins on 2<sup>nd</sup> July, 2018 at 10 A.M. and ends on 31<sup>st</sup> July, 2018 at 5 P.M. During this period, shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut off date, 22<sup>nd</sup> June, 2018 may cast their vote electronically. The e- voting module may be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e voting web site [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click Shareholders.
- (iv) Now enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID.
  - (b) For NSDL: 8 character DP ID followed by 8 Digits Client ID.
  - (c) Member holding shares in physical form should enter the registered Folio number.
- (v) Now enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for D B Realty Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
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- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)