

V. M. KUNDALIYA & ASSOCIATES

COMPANY SECRETARIES

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

Form MGT-13

SCRUTINIZER'S REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

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

Sub:- Scrutinizers Report on Postal Ballot and E-Voting Process

Dear Sir,

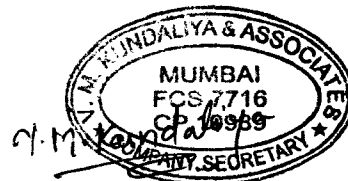
The Board of Directors has appointed me as the Scrutinizer for conducting the Postal Ballot Voting process and E Voting process on 21st July, 2015 for conducting the Voting Process in fair and transparent manner. The management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting through electronic means and physical ballot forms on the resolution contained in the Postal Ballot Notice dated 21st July, 2015.

My responsibility as the Scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the system provided by National Securities Depository Limited (NSDL), the authorized service provider, for extending the facility of electronic voting to the shareholders of the Company.

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 21st July, 2015 for passing Special Resolutions 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 on 29th July, 2015, whose name(s) appeared on the Register of Members / List of Beneficiaries as on 24th July, 2015.
2. The e-voting commenced from 1st August, 2015 (10.00 a.m.) and ended on 31st August, 2015 (5.00 p.m.).
3. The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the Electronic Register separately maintained for the purpose.
4. I have downloaded the data of e-voting after the E-voting Module was disabled by the National Securities Depository Limited.
5. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's Login on the NSDL e-voting website.
6. 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.
7. The Postal Ballot Envelopes was opened in two lots and last lot was opened on 1st September, 2015 in presence of my Authorized Representative.
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 24th July, 2015 provided by the Registrar and Share Transfer Agent - Link Intime India Private Limited.

Scrutinizers Report – D B Realty Limited



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9. All Postal Ballot Forms and E-votes received upto 5.00 P.M. on Monday, 31st August, 2015, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
10. Envelopes containing Postal ballot forms returned undelivered from Postal Authorities for various reasons undelivered were also not opened.
11. I have not found any defaced/mutilated Postal Ballot Form.
12. In accordance with the Basis of Acceptance (as per **Annexure – I**) and Basis of Rejection (as per **Annexure – II**), and on proper scrutiny of all the Postal Ballot Forms, the summary of the Postal Ballot and E-votes Forms received is given below:

RESOLUTION NO. 1:-

13.1 Details of Postal Ballot Forms received:-

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms received	59	79,93,331*
Less:- Total Number of Invalid Postal Ballot Forms (As per details attached in Annexure – III)	13	2,36,148
Total Number of Valid Postal Ballot Forms	46	77,57,183

* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

13.2 Details of Voting by Electronic Mode, as received from the Agency is as follows:-

Particulars	Number of Members who casted Electronically	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by Electronic Mode	115#	25326803*
Less:- Total Number of Invalid Votes (As per details attached in Annexure – III)	0	0
Total Number of Valid Votes	115	25326803

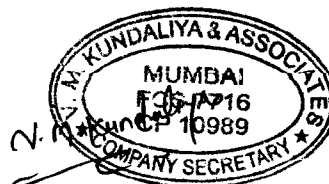
* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

2 Shareholders have not Voted for this Resolution

13.3 Total Voting (Physical and E-voting):-

Particulars	No of Ballot Forms / E-votes	No. of Equity Shares of Rs. 10/- each (Votes)	% of Valid Votes Received
Total Valid Postal Ballot / Votes of Public Category	161	3,30,83,986	100.00%
Assented to the Resolution	132	2,48,14,841	75.01%
Dissented to the Resolution	29	82,69,145	24.99%

Note:- No Promoter/Promoter Group Shareholder has participated in this Voting process.



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RESOLUTION NO. 2:-

13.1 Details of Postal Ballot Forms received:-

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms received	59	79,93,331*
Less:- Total Number of Invalid Postal Ballot Forms (As per details attached in Annexure – III)	13	2,36,148
Total Number of Valid Postal Ballot Forms	46	77,57,183

* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

13.2 Details of Voting by Electronic Mode, as received from the Agency is as follows:-

Particulars	Number of Members who casted Electronically	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by Electronic Mode	114#	2,53,26,778*
Less:- Total Number of Invalid Votes (As per details attached in Annexure – III)	0	0
Total Number of Valid Votes	114	2,53,26,778

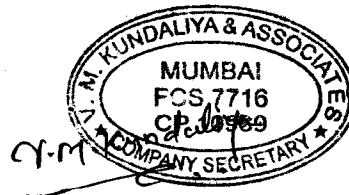
* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

3 Shareholders have not Voted for this Resolution

13.3 Total Voting (Physical and E-voting):-

Particulars	No of Ballot Forms / E-votes	No. of Equity Shares of Rs. 10/- each (Votes)	% of Valid Votes Received
Total Valid Postal Ballot / Votes of Public Category	160	3,30,83,961	100.00%
Assented to the Resolution	143	3,30,80,749	99.99%
Dissented to the Resolution	17	3,212	0.01%

Note:- No Promoter/Promoter Group Shareholder has participated in this Voting process.



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RESOLUTION NO. 3:-

13.1 Details of Postal Ballot Forms received:-

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms received	59	79,93,331*
Less:- Total Number of Invalid Postal Ballot Forms (As per details attached in Annexure – III)	13	2,36,148
Total Number of Valid Postal Ballot Forms	46	77,57,183

* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

13.2 Details of Voting by Electronic Mode, as received from the Agency is as follows:-

Particulars	Number of Members who casted Electronically	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by Electronic Mode	115#	2,53,26,879*
Less:- Total Number of Invalid Votes (As per details attached in Annexure – III)	0	0
Total Number of Valid Votes	115	2,53,26,879

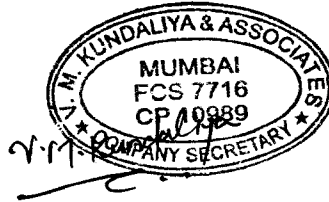
* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

2 Shareholders have not Voted for this Resolution

13.3 Total Voting (Physical and E-voting):-

Particulars	No of Ballot Forms / E-votes	No. of Equity Shares of Rs. 10/- each (Votes)	% of Valid Votes Received
Total Valid Postal Ballot / Votes of Public Category	161	3,30,84,062	100.00%
Assented to the Resolution	130	2,48,14,816	75.01%
Dissented to the Resolution	31	82,69,246	24.99%

Note:- No Promoter/Promoter Group Shareholder has participated in this Voting process.



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RESOLUTION NO. 4:-

13.1 Details of Postal Ballot Forms received:-

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms received	59	79,93,331*
Less:- Total Number of Invalid Postal Ballot Forms (As per details attached in Annexure – III)	13	2,36,148
Total Number of Valid Postal Ballot Forms	46	77,57,183

* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

13.2 Details of Voting by Electronic Mode, as received from the Agency is as follows:-

Particulars	Number of Members who casted Electronically	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by Electronic Mode	115#	2,53,26,879*
Less:- Total Number of Invalid Votes (As per details attached in Annexure – III)	0	0
Total Number of Valid Votes	115	2,53,26,879

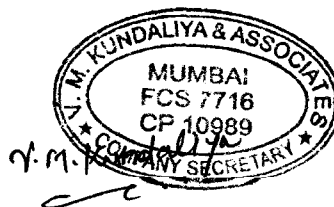
* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

2 Shareholders have not Voted for this Resolution

13.3 Total Voting (Physical and E-voting):-

Particulars	No of Ballot Forms / E-votes	No. of Equity Shares of Rs. 10/- each (Votes)	% of Valid Votes Received
Total Valid Postal Ballot / Votes of Public Category	161	3,30,84,062	100.00%
Assented to the Resolution	151	3,30,82,895	100.00%
Dissented to the Resolution	10	1,167	0.00%

Note:- No Promoter/Promoter Group Shareholder has participated in this Voting process.



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RESOLUTION NO. 5:-

13.1 Details of Postal Ballot Forms received:-

Particulars	Number of Forms	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Number of Postal Ballot Forms received	59	79,93,331*
Less:- Total Number of Invalid Postal Ballot Forms (As per details attached in Annexure – III)	13	2,36,148
Total Number of Valid Postal Ballot Forms	46	77,57,183

* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

13.2 Details of Voting by Electronic Mode, as received from the Agency is as follows:-

Particulars	Number of Members who casted Electronically	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)
Total Votes received by Electronic Mode	115#	2,53,26,933
Less:- Total Number of Invalid Votes (As per details attached in Annexure – III)	0	0
Total Number of Valid Votes	115	2,53,26,933

* 1 Shareholder is holding more Shares but has Voted for Less Number of Shares.

2 Shareholders have not Voted for this Resolution

13.3 Total Voting (Physical and E-voting):-

Particulars	No of Ballot Forms / E-votes	No. of Equity Shares of Rs. 10/- each (Votes)	% of Valid Votes Received
Total Valid Postal Ballot / Votes of Public Category	161	3,30,84,116	100.00%
Assented to the Resolution	150	3,30,82,460	99.99%
Dissented to the Resolution	11	1,656	0.01%

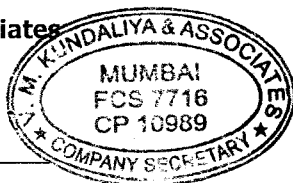
Note:- No Promoter/Promoter Group Shareholder has participated in this Voting process.

13. You may accordingly declare the result of the Voting by Postal Ballot.
14. The Postal Ballot Forms, registers and all other relevant records shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot and the same shall thereafter be handed over to the Company Secretary, Shri. S. A. K. Narayanan for safe keeping.

Thanking you,
Yours faithfully,

For V. M. Kundaliya & Associates
Company Secretaries

V. M. Kundaliya



Vicky M. Kundaliya
Proprietor
Practising Company Secretary
FCS - 7716 / COP No. 10989

Place:- Mumbai
Date:- 2nd September, 2015

V. M. KUNDALIYA & ASSOCIATES

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"Annexure-I"

BASIS OF ACCEPTANCE

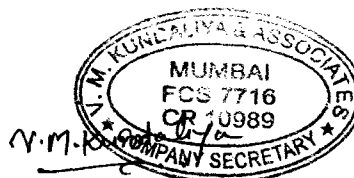
In determining the validity, the following criteria were adopted.

A. PHYSICAL POSTAL BALLOT FORM:

1. A Postal Ballot Form complete in all respects including Copy of Postal Ballot Form downloaded from the Website or obtained from the Company as specified in the Postal Ballot Notice or incomplete to the extent of Name of Joint Shareholder/Address is also considered on the basis of Folio No. / Client Id/DP Id and No. of Shares specified therein.
2. The assent or dissent given by any other mark; the Postal Ballot Form has been considered.
3. Joint Shareholder(s) has/have signed the Postal Ballot Form instead of first named shareholder, the votes cast by the joint named shareholder(s) has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares; the entire shareholding has been considered.
5. Shareholder has voted for more than the actual shareholding; the actual shareholding has been considered.
6. Shareholder has voted for less number of shares than the actual shareholding; the number of shares (votes) indicated/ cast has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

7. Shareholder has voted only through e-voting i.e. electronic mode.



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"Annexure-II"

BASIS OF REJECTION

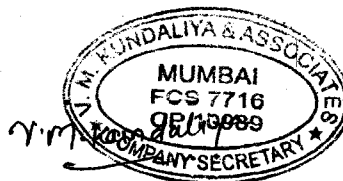
In rejecting the validity, the following criteria were adopted.

A. PHYSICAL POSTAL BALLOT FORM:

1. Shareholder has not put any tick mark on either assent/dissent.
2. Postal Ballot Form is not signed.
3. Specimen Signature of the Shareholder with the electronic registry of Registrar and Share Transfer Agent differs materially with that of the Signature in the Postal Ballot Form --- Signature Mismatch.
4. The Specimen Signature of the Shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent and consequently there is no way to verify the signature / Signature could not be verified.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. Shareholder has signed the Postal Ballot Form in Pencil.
7. In case where a Postal Ballot Form has been signed by Authorized Signatory/Power of Attorney Holder and certified true copy of the Board Resolution/Power of Attorney/Letter of Authority together with attested specimen signature of the duly authorized signatory not attached with the Postal Ballot Form or not delivered separately to the Company/RTA/Scrutinizer.
8. Shareholder has signed in the Column for the purpose of Assent/Dissent.
9. Shareholder has sent scan copy of Postal Ballot Form via E-mail.
10. Shareholder has sent Original as well as Duplicate Postal Ballot Form, then the Original Postal Ballot Form has/have been considered.
11. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or Number of Shares.

B. VOTING THROUGH ELECTRONIC MODE:

12. Shareholder has voted by Physical Ballot Form and E-voting both, then voting done through valid Physical Postal Ballot Form has been considered and e-voting has been treated as 'Invalid'.
13. Institutional Shareholder (other than Individuals, HUF, NRI etc) have not sent scanned copy/hard copy of the relevant Board Resolution/Authority Letter/Power of Attorney etc together with attested specimen signatures of the duly authorized signatory.



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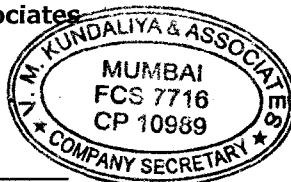
"Annexure-III"

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES

Sr. No.	Category	No. of Forms/Electronic Votes	Total Number of Invalid Votes (Equity Share of Rs. 10/- each)
A. PHYSICAL BALLOT FORM:			
1	No Votes Cast	NIL	NIL
2	Not Signed	NIL	NIL
3	Authority Letter/Board Resolution not attached.	NIL	NIL
4	Power of Attorney not enclosed	NIL	NIL
5	Signature not available	5	175200
6	Signature not tallied	8	60948
7	Votes Polled for both Against and For	NIL	NIL
8	Photocopy of the Postal Ballot Form sent	NIL	NIL
9	Forms found in Mutilated Form	NIL	NIL
B. VOTING THROUGH ELECTRONIC MODE:			
10	Voted through E-voting and Physical Ballot	NIL	NIL
11	Authority Letter/Board Resolution not sent	NIL	NIL
TOTAL		13	2,36,148

For V. M. Kundaliya & Associates
 Company Secretaries

V. M. Kundaliya



Vicky M. Kundaliya
 Proprietor
 Practising Company Secretary
 FCS - 7716 / COP No. 10989

Place:- Mumbai
 Date:- 2nd September, 2015