

Date: May 30, 2019

<b>The General Manager, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street,Mumbai 400 001</b>	<b>The Vice-President, Listing Department 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.: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019**

**Ref: SEBI CircularNo.CIR/CFD/CMD I/27/2019 dated 8<sup>th</sup> February, 2019**

In terms of Clause 3 (b)(iii) of SEBI Circular No.CIR/CFD/CMD I/27/2019 dated 8<sup>th</sup> February, 2019, we are submitting herewith the Annual Secretarial Compliance Report of D B Realty Limited ("the Company") for the year ended 31<sup>st</sup> March, 2019, issued by M/s V. M. Kundaliya & Associates, Practising Company Secretaries and Secretarial Auditors of the Company.

We request you to kindly take the same on your records.

Thanking you,

Yours faithfully,

For D B Realty Limited



**Jignesh Shah  
Company Secretary**



**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

E-mail: [info@dbg.co.in](mailto:info@dbg.co.in) • Website: [www.dbrealty.co.in](http://www.dbrealty.co.in)

CIN: L70200MH2007PLC166818



To,  
**D B Realty Limited**  
DB House, Gen. A. K. Vaidya Marg,  
Goregaon (East), Mumbai – 400 063

**Secretarial Compliance Report of D B REALTY LIMITED for the year ended 31<sup>st</sup> March, 2019**

We V. M. Kundaliya & Associates, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by D B Realty Limited ("the listed entity),
- b) the filings/submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:





- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matter specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Composition of the Board / Committees as per Regulation 17(b), 18 and 19 respectively of SEBI (LODR), 2015.	One of the Independent Directors attracted disqualification under proviso to Sec 167(1)(a) inserted under the Companies (Amendment) Act, 2017 (Effective from 7 <sup>th</sup> May, 2018).	The said Director has tendered his resignation with effect from 27 <sup>th</sup> March, 2019 and the Committees were reconstituted. As represented by the Company, the Board will be reconstituted in due course in compliance with SEBI (LODR), 2015.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: **Not Applicable**
- d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Place: Mumbai  
Date: 30<sup>th</sup> May, 2019

For V. M. Kundaliya & Associates  
Company Secretaries

*V. M. Kundaliya*

Vicky M. Kundaliya  
(Proprietor)  
FCS No.7716  
C.P. No. 10989

