

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L70200MH2007PLC166818

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCD5174F

(ii) (a) Name of the company

D B REALTY LIMITED

(b) Registered office address

DB Central, Maulana Azad Road,
Rangwala Compound, Jacob Circle,
Mumbai
Mumbai City
Maharashtra
400011

(c) *e-mail ID of the company

jignesh.shah@dbg.co.in

(d) *Telephone number with STD code

02223055555

(e) Website

www.dbrealty.co.in

(iii) Date of Incorporation

08/01/2007

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	National Stock Exchange of India Limited	1,024
	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

30/09/2021

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	L	Real Estate	L1	Real estate activities with own or leased property	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

34

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NEELKAMAL REALTORS SUBUR	U70100MH2005PTC154506	Subsidiary	66
2	REAL GEM BUILDTECH PRIVAT	U45202MH2009PTC193816	Subsidiary	100

3	NEELKAMAL SHANTINAGAR PR	U45200MH2005PTC155150	Subsidiary	100
4	ESTEEM PROPERTIES PRIVATE L	U99999MH1995PTC086668	Subsidiary	100
5	DB VIEW INFRACON PRIVATE L	U45202MH2009PTC194183	Subsidiary	100
6	MIG (BANDRA) REALTORS AND	U45200MH2007PTC172150	Subsidiary	100
7	HORIZONTAL VENTURES PRIVA	U45100MH2007PTC173394	Subsidiary	62.85
8	GOREGAON HOTEL AND REAL	U55204MH2012PTC232397	Subsidiary	100
9	DB CONTRACTORS & BUILDERS	U45400MH2007PTC171057	Subsidiary	100
10	VANITA INFRASTRUCTURE PRIV	U45202MH2010PTC199461	Subsidiary	100
11	N. A. ESTATES PRIVATE LIMITE	U45200MH1996PTC100412	Subsidiary	100
12	NINE PARADISE ERECTORS PRI	U70102MH2008PTC187276	Subsidiary	100
13	SAIFEE BUCKET FACTORY PRIV	U27100MH1960PTC011822	Subsidiary	100
14	DB MAN REALTY LIMITED	U45400MH2008PLC186121	Subsidiary	91
15	ROYAL NETRA CONSTRUCTION	U45202MH2009PTC194430	Subsidiary	50.4
16	SPACECON REALTY PRIVATE LI	U45203MH2007PTC176104	Subsidiary	74
17	NEELKAMAL REALTORS TOWEL	U70100MH2005PTC158322	Associate	42.82
18	DB (BKC) REALTORS PRIVATE L	U70100MH2006PTC159708	Associate	40.8
19	SANGAM CITY TOWNSHIP PRIV	U70101MH1997PTC109824	Associate	26.67
20	DB HI-SKY CONSTRUCTIONS PI	U45202MH2007PTC175973	Associate	50
21	SHIVA BUILDCON PRIVATE LIM	U45201MH2006PTC165576	Associate	48.33
22	SHIVA MULTITRADE PRIVATE L	U51909MH2006PTC165575	Associate	48.33
23	SHIVA REALTORS SUBURBAN P	U45201MH2006PTC165577	Associate	48.33
24	PANDORA PROJECTS PRIVATE	U70101MH2014PTC255267	Associate	49
25	DB Realty and Shreepati Infrast		Joint Venture	60
26	Sneh Developers		Joint Venture	49
27	Dynamix Realty		Joint Venture	50

28	DBS Realty		Joint Venture	33.33
29	Lokhandwala Dynamix Balwas		Joint Venture	50
30	Lokhandwala D B Realty LLP		Joint Venture	50
31	Turf Estate Joint Venture LLP		Joint Venture	50
32	Turf Estate Realty Private Limit		Joint Venture	100
33	Evergreen Industrial Estate		Joint Venture	100
34	Suraksha D B Realty		Joint Venture	50

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	300,000,000	243,258,782	243,258,782	243,258,782
Total amount of equity shares (in Rupees)	3,000,000,000	2,432,587,820	2,432,587,820	2,432,587,820

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	300,000,000	243,258,782	243,258,782	243,258,782
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,000,000,000	2,432,587,820	2,432,587,820	2,432,587,820

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	75,000,000	71,755,740	71,755,740	71,755,740
Total amount of preference shares (in rupees)	750,000,000	717,557,400	717,557,400	717,557,400

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
8% REDEEMABLE PREFERENCE SHARES				
Number of preference shares	75,000,000	71,755,740	71,755,740	71,755,740
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	750,000,000	717,557,400	717,557,400	717,557,400

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	501	243,258,281	243258782	2,432,587,820	2,432,587,820	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	501	243,258,281	243258782	2,432,587,8	2,432,587,	
Preference shares						
At the beginning of the year	0	71,755,740	71755740	717,557,400	717,557,400	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	71,755,740	71755740	717,557,400	717,557,400	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input style="width: 100%;" type="text"/>	
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 50%;" type="text"/>
Ledger Folio of Transferor		<input style="width: 100%;" type="text"/>	
Transferor's Name	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width: 100%;" type="text"/>	
Transferee's Name	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>	<input style="width: 50%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width: 100%;" type="text"/>	
Type of transfer	<input style="width: 50%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width: 50%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 50%;" type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,848,000

(ii) Net worth of the Company

24,405,376,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	73,404,990	30.18	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	79,639,348	32.74	5,740	0.01
10.	Others	0	0	0	0
	Total	153,044,338	62.92	5,740	0.01

Total number of shareholders (promoters)

32

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	57,493,202	23.63	0	0
	(ii) Non-resident Indian (NRI)	1,471,053	0.6	0	0
	(iii) Foreign national (other than NRI)	66	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	1,456,044	0.6	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	80	0	0	0
6.	Foreign institutional investors	9,835,977	4.04	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	15,817,937	6.5	71,750,000	99.99
10.	Others Clearing Members, HUF, NB	4,140,085	1.7	0	0
	Total	90,214,444	37.07	71,750,000	99.99

Total number of shareholders (other than promoters)

37,109

**Total number of shareholders (Promoters+Public/
Other than promoters)**

37,141

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	32	32
Members (other than promoters)	30,745	37,109
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	0.75	0
B. Non-Promoter	0	4	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	5	0.75	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vinod K. Goenka	00029033	Managing Director	1,832,108	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shahid Usman Balwa	00016839	Managing Director	0	
Jagat Anil Killawala	00262857	Director	0	
Nasir Mahmud Rafique	01623598	Director	0	30/06/2021
Nabil Yusuf Patel	00298093	Director	0	
Maryam Khan	01263348	Director	0	
Mahesh M. Gandhi	00165638	Director	0	
Asif Yusuf Balwa	AABPB2665F	CFO	0	
Atul Bhatnagar	AMKPB1134C	CFO	0	
Jignesh Hasmukhlal Sh	APUPS5209N	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sunita Goenka	01010145	Director	15/09/2020	Cessation
Nabil Yusuf Patel	00298093	Additional director	15/09/2020	Appointment
Nabil Yusuf Patel	00298093	Director	22/12/2020	Change of Designation
Mahesh M. Gandhi	00165638	Additional director	12/02/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	22/12/2020	38,596	104	63.02
Extra Ordinary General Meeting	23/03/2021	37,463	91	59.7

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/07/2020	6	4	66.67
2	15/09/2020	7	6	85.71
3	09/11/2020	6	4	66.67
4	12/02/2021	7	6	85.71
5	22/02/2021	7	4	57.14

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/07/2020	3	3	100
2	Audit Committee	15/09/2020	3	2	66.67
3	Audit Committee	09/11/2020	3	3	100
4	Audit Committee	24/12/2020	3	3	100
5	Audit Committee	12/02/2021	3	2	66.67
6	Nomination & Remuneration	15/09/2020	3	3	100
7	Nomination & Remuneration	12/02/2021	3	3	100
8	Stakeholders Forum	12/02/2021	3	2	66.67
9	CSR Committee	12/02/2021	3	3	100
10	Finance & Investment	24/12/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 30/09/2021 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	Vinod K. Goer	5	3	60	2	2	100	Yes
2	Shahid Usmar	5	2	40	6	3	50	Yes
3	Jagat Anil Kill	5	5	100	10	10	100	Yes
4	Nasir Mahmud	5	4	80	10	10	100	No
5	Nabil Yusuf Pa	4	4	100	0	0	0	No
6	Maryam Khan	5	2	40	2	2	100	No
7	Mahesh M. Ga	2	2	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod K. Goenka	Managing Director	0	0	0	0	0
2	Shahid Usman Balw	Managing Director	0	0	0	0	0
	Total		0	0	0	0	0

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Asif Yusuf Balwa	CFO	0	0	0	0	0
2	Atul Bhatnagar	Joint CFO	2,031,578	0	0	0	2,031,578
3	Jignesh Has Mukhla	Company Secretary	2,588,002	0	0	0	2,588,002
	Total		4,619,580	0	0	0	4,619,580

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Jagat Anil Killawala	Independent Director	0	0	0	300,000	300,000
2	Nasir Mahmud Rafiq	Independent Director	0	0	0	280,000	280,000
3	Maryam Khan	Independent Director	0	0	0	80,000	80,000
4	Nabil Patel	Director	0	0	0	80,000	80,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	Sunita Goenka	Director	0	0	0	40,000	40,000
6	Mahesh M. Gandhi	Independent Dir	0	0	0	40,000	40,000
	Total		0	0	0	820,000	820,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

(i) Compliances required under Section 150 of the Companies Act, 2013 read with rules made thereunder in respect of appointment of one of the Independent Director appointed w.e.f. 12th February, 2021.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director



DIN of the director

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

Preference Shareholders List .pdf
D B Realty Limited_MGT7_FII_FPI.pdf
Final- MGT8 - DBRL 2021.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



FORM MGT-8

(Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of the Companies (Management and Administration) Rules, 2014)

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/s. D B REALTY LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:-

- A. The Annual Return (Form MGT-7) states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made thereunder in respect of:
 1. Its status under the Act:- Public Limited Listed Company, Limited by Shares.
 2. Maintenance of registers and records & making entries therein within the time prescribed therefore. Original Statutory Registers upto certain period from inception have not been verified by us as the same are in the custody of Central Bureau of Investigation (CBI). The Company has however maintained Xerox copy of such registers which were made available.
 3. During the reporting period, the Company has filed various forms with Registrar of Companies. Details of which are provided in **Annexure – A**.
 4. Calling, convening and holding meetings of the Board of Directors and its committees and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of the which meetings, proper notices were given and the proceedings including the circular resolutions and the resolutions passed by the Postal Ballot have been properly recorded in the Minutes Book /registers maintained for that purpose and the same have been signed.
 5. The Company has closed its Register of Members during the Financial Year under Review and proper notice for the same were given for due compliance.
 6. As per the information provided by the Auditors in its Audit Report for the Financial Year ended 31st March, 2021, the Company has complied with the provisions of Section 185 and 186(1) of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable. Further, the provisions of Section 186 [except for sub-section (1)] of the Act are not applicable to the Company as it is engaged in the business of providing infrastructural facilities.
 7. As per the information provided, Contracts/arrangements with related parties were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act and wherever required, necessary requisite approvals have been taken from the Shareholders/Audit Committee/Board.
 8. There was no issue or allotment or buy back of securities and there were no debentures in the Company and there was no alteration or reduction of share capital or conversion of shares/securities.

Further Share transfer/transmission were done by the Registrar and Share Transfer Agent M/s. Link Intime India Private Limited who issued the Share Certificates in all instances if required.

Also, the Company has 8% Non-Cumulative Redeemable Preference Shares issued to the Shareholders of Transferor/Subsidiary Companies upon Amalgamation of the said Transferor /Subsidiaries.

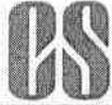


During the period under review, the Company has proposed to raise funds by issue of Convertible Warrants on Preferential basis for which the Company has obtained Shareholder's approval on 23rd March, 2021 and have made necessary application to the Stock Exchanges for obtaining in-principle approval, which is under process as on the closure of Financial Year. Further, on 14th December, 2021, the Company has withdrawn the proposal of issue of Convertible Warrants on preferential basis to Promoters and necessary applications with the Stock Exchanges are thus withdrawn accordingly.

9. As per the information, documents and explanation provided by the Company, its officers and agents, there was no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. During the period under review, the Company has not declared any dividend, and the Company was not required to transfer of unpaid / unclaimed dividend.
11. Signing of the audited Financial Statements is as per the provisions of Section 134 of the Act and the report of directors is as per sub-sections (3), (4) and (5) thereof.
12. Constitution, appointment, reappointments, retirement, filling up casual vacancies, disclosures of Directors, Key Managerial Personnel and the remuneration paid to them, :-
The changes and the particulars of the composition of the Board and KMP's are reported in the Annual Return (Form MGT-7); During the period under review, the remuneration was paid to Directors/KMPs as stated in the Annual Return (Form MGT-7).
 - Mrs. Sunita Goenka, Non-Executive Non-Independent Director of the Company has resigned with effect from 15th September, 2020.
 - Mr. Nabil Patel, was appointed as Non-Executive Non-Independent (Additional) Director of the Company with effect from 15th September, 2020. The shareholders approved his appointment as Director in the Annual General Meeting held on 22nd December, 2020.
 - Mr. Mahesh Gandhi, was appointed as Independent Director (Additional Director) of the Company with effect from 12th February, 2021.
 - Mr. Nasir Mahmud Rafique, Independent Director of the Company has resigned with effect from 30th June, 2021.
 - *During the period under review, the Company not complied with the provisions of the Section 150 of the Companies Act, 2013 read with rules made thereunder in respect of appointment of one of the Independent Director appointed with effect from 12th February, 2021. As informed by the said Independent Director that despite of sincere efforts, he is unable to register himself in the databank of Independent Director in accordance with section 150 of the Companies Act, 2013 due to some technical problem and he is hopeful of resolving the same at the earliest.*
13. Appointment of auditors is as per the provisions of Section 139 of the Act.

The Members of the Company at the 10th Annual General Meeting ('AGM') held on 29th September, 2016 approved the appointment of M/s. Haribhakti & Co LLP, Chartered Accountants as the Auditors of the Company for a period of five years from the conclusion of the said AGM till the conclusion of 15th AGM held on 30th September, 2021 in terms of the Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Members of the Company at the 15th AGM held on 30th September, 2021, upon the recommendation of the Audit Committee ('the Committee') and the Board of Directors, appointed M/s N. A. Shah Associates LLP, Chartered Accountants (Firm Registration No.116560W/W100149) as the Auditors of the Company for a period of five years from the conclusion of 15th AGM till the conclusion of the 20th AGM.



V. M. KUNDALIYA & ASSOCIATES
COMPANY SECRETARIES

CS Vicky M. Kundaliya
B. Com., C.S., L.L.B
Mob. 98672 63830

Off. No. 1, 2nd Floor, Prasad Shopping Centre, Above Surya Medical, Opp. Goregaon Railway Station, Goregaon (W), Mumbai-400 104.

Tel.: 022-28755855 / 9326769208 Email :- vickyosllb@gmail.com / csvickyoffice@gmail.com.

14. Approvals wherever required were taken from Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has not accepted, renewed and repaid any deposits.
16. During the period under review, Company has borrowed from Banks, Public Financial Institution and others and have given guarantee / provided security for loan taken by other body corporates. Accordingly, the Company has registered the creation/modification of charges, if applicable. In respect of all such charges created/ modified/ satisfied, the Company has filed the relevant Forms with MCA as required, as given in **Annexure -A**.
17. As per the information provided by the Auditors in its Audit Report for the Financial Year ended 31st March, 2021, the Company has complied with the provisions of Section 185 and 186(1) of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable. Further, the provisions of Section 186 [except for sub-section (1)] of the Act are not applicable to the Company as it is engaged in the business of providing infrastructural facilities.
18. The Company has not altered the provisions of Articles of Association of the Company.

During the year under review, the Company has altered the provisions of Memorandum of Association of the Company with respect to Share Capital by way of Increase in Authorized Share Capital in its Extra Ordinary General Meeting held on 23rd March, 2021.

For V. M. Kundaliya & Associates
Company Secretaries

VICKY

MADHAVDAS
KUNDALIYA

Digitally signed by VICKY
MADHAVDAS KUNDALIYA
Date: 2021.12.24 17:15:21
+05'30'

Vicky M. Kundaliya

Proprietor

FCS-7716/C. P. No. 10989

UDIN: F007716C001909682

Peer Review Certificate No. 1245/2021

ICSI Unique Code: S2012MH183100

Place: Mumbai

Date: 24th December, 2021

Note:

1. Due to restricted movement amid COVID-19 pandemic, I have conducted the assignment by examining Secretarial Records by way of electronic mode from the Company and have not been able to carry out physical visit to Registered Office of the Company for verification of data from the Original records. This Certificate is based on records/inputs/documents/details received via E-mail from the Secretarial Team/Management and oral confirmation from Secretarial Team/management that the electronic records/inputs/documents/details are true and correct.
2. This Certificate is limited to the Statutory Compliances on laws/regulations/guidelines listed in our Certificate which have been complied by the Company pertaining to Financial Year 2020-21. We are not confirming on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID-19 or still there is time line to comply with such compliances.



V. M. KUNDALIYA & ASSOCIATES
COMPANY SECRETARIES

CS Vicky M. Kundaliya
B. Com., C.S., L.L.B
Mob. 98672 63830

Off. No. 1, 2nd Floor, Prasad Shopping Centre, Above Surya Medical, Opp. Goregaon Railway Station, Goregaon (W), Mumbai-400 104.

Tel.: 022-28755855 / 9326769208 Email :- vickycslb@gmail.com / csvickyoffice@gmail.com.

Annexure – A

AS PER THE INFORMATION PROVIDED, FORMS AND RETURNS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES, DURING THE FINANCIAL YEAR ENDED 31.03.2021.

Sr. No.	Particulars	Form No.	SRN No.	Remark
1.	To Change of Registered office address	INC - 22	R1323384	Within Prescribed time
2.	Extension of period of Annual General Meeting by three months.	GNL - 1	R54099643	Within Prescribed time
3.	To File Resolutions relating to (1) Approval of Financial Statements for F.Y.2020-21; (2) Re-appointment of Internal Auditor; (3) Re-appointment of Secretarial Auditor; (4) Ratification of Loan Agreement for availing Loan facility Rs. 30 Crores; (5) Ratification of Loan Agreement for availing Loan facility Rs. 100548000/-; (6) Ratification of Loan Agreement for availing Loan facility Rs. 7.50 Crores .	MGT - 14	R60093663	Within Prescribed time
4.	Declaration by the Beneficial Owner.	BEN - 2	R60099462	Within Prescribed time
5.	Onetime Return for disclosure of details of outstanding money or loan received by a company but not considered as deposits in terms of rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014.	DPT- 3	H65058844	Within Prescribed time
6.	Outstanding Dues to Micro or Small Enterprises Suppliers for period 01.04.2019 to 31.03.2020.	MSME	R60184843	Within Prescribed time
7.	Appointment of Mr. Nabil Patel as Additional Director & Ms. Sunita Goenka Resigned as Director w.e.f. 15.09.2020	DIR - 12	R65937211	Within Prescribed time
8.	Outstanding Dues to Micro or Small Enterprises Suppliers for period 01.04.2019 to 31.03.2020 Specify due date is 31.03.2020	MSME Form 1	R74498957	Within Prescribed time
9.	For Filing Report on Annual General Meeting held on 22.12.2020	MGT -15	R82599564	Within Prescribed time
10.	To File Resolutions relating to (1) Approved Audited Standalone & Consolidated Statement & Directors Report year ended 31-03-2020; (2) Re-appointment of Mr. Vinod K. Goenka who retired by rotation Directors of the Company at the meeting; (3) Re-appointment of Mr. Nabil Patel who retired by rotation Directors of the Company at the meeting.	MGT - 14	R85906246	With late Fees
11.	To file Change in Designation of Directors as Director of Mr. Nabil Patel In AGM held on 22 nd December, 2020.	DIR 12	R85903383	Within Prescribed time
12.	To File Audited Financial Statements for FY 31.03.2020.	AOC - 4	R83725371	Within Prescribed time
13.	Annual Return for FY 31.03.2020.	MGT 7	T02848703	Within Prescribed time

**For V. M. Kundaliya & Associates
Company Secretaries**

VICKY
MADHAVDAS
KUNDALIYA

Digitally signed by
VICKY MADHAVDAS
KUNDALIYA
Date: 2021.12.24
17:15:44 +05'30'

**Vicky M. Kundaliya
Proprietor**

FCS-7716/C. P. No. 10989

UDIN: F007716C001909682

Peer Review Certificate No. 1245/2021

ICSI Unique Code: S2012MH183100

Place: Mumbai

Date: 24th December, 2021

D B Realty Limited
Details in respect of shares held by or on behalf of the FIIs/ FPIs.

Sr. No	Name Of FII/FPI	FII/FPI	Folio No/DP Id	Address	Pan No.	Country Of Incorporation	Regn. No. with SEBI / RBI	No. of Share	% of share holding
1	ASPIRE EMERGING FUND	FPI	IN30134820032729	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX S B MARG LOWER PAREL MUMBAI MAHARASHTRA	AALCA5544M		INMUFP061717/30072013	17000	0.0070
2	TRINITY OPPORTUNITY FUND I	FPI	IN30134820153384	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI MAHARASHTRA	AAECK2376C		INMUFP127215/ NA	5884135	2.4189
3	INDIA OPPORTUNITIES GROWTH FUND LTD - PINWOOD STRATEGY	FPI	IN30152430029831	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI	AACCI5037L		INMUFP226415/.	0	0.0000
4	EAST BRIDGE CAPITAL MASTER FUND LIMITED	FPI	IN30317320006339	C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS,INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI	AACCE9888M		INMUFP005314/ NA	3784842	1.5559
5	INDIA OPPORTUNITIES GROWTH FUND LTD - PINWOOD STRATEGY	FPI	IN30152430029831	STANDARD CHARTERED BANK Securities Services, 3rd Floor 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI	AACCI5037L		INMUFP226415/.	150000	0.0617

LIST OF SHAREHOLDERS AS ON 31.03.2021

B) 8% Redeemable Preference Shares

DP ID Client ID/ Folio No.	Name of Shareholders	No.of Shares	Face Value	%
IN30059710331846	Konark Realtech Pvt. Ltd.	71750000	10	99.99
1	Conwood Construction & Developers Pvt. Ltd.	2870	10	0.05
2	K. M. Goenka, V. K. Goenka, V/ K. Goenka Karta H.U.F, Pramod K. Goenka. Sunita Goenka, Shanita Jain – Partner of K. G. Enterprises	2870	10	0.05
TOTAL		71755740	10	100.00

C) DEBENTURES: NIL