

DETAILS OF THE VOTING RESULTS

In case of Poll / Postal Ballot / E Voting for the resolutions passed for approving the Scheme of Amalgamation of Gokuldharm Real Estate Development Company Private Limited with the Company pursuant to SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013, the results of which are declared on 6th May, 2015

Agenda

Serial No	Details of the Agenda	Resolution required (Ordinary/ Special)	Mode of voting: (Show of Hands / Poll / Postal Ballot /E Voting)	Remarks
1	Approval of the Scheme of Amalgamation of Gokuldharm Real Estate Development Company Private Limited Amalgamating Company) with D B Realty Limited (Amalgamated Company)	Ordinary -Majority of those voting from Public Catrgory of Shareholders	Poll through Postal Ballot and E voting	Passed with requisite majority

Promoter/Public	No of Shares held (1)	No of votes polled (2)	% of Votes polled on outstan ding 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	See note below	See note below	N.A	N.A	N.A	N.A	N.A
Public Institutional Holders	24604976	8675986	35.26	8675986	0	100	0.00
Public – Others	67694026	16636890	24.58	16633696	3194	99.98	0.02
Total	92299002	25312876	27.43	25309682	3194	99.99	0.01

Note: Promoter and Promoter Group shareholding of 150959780 shares have not been considered, since as per SEBI circulars, they have not participated in postal ballot / e voting.

DB 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

NOTICE**RESULT OF POSTAL BALLOT**

The Company had sought the consent of the Shareholders of the Company, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and SEBI Circulars bearing Nos.CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013, by way of Postal Ballot for the Scheme of Amalgamation of Gokuldham Real Estate Development Company Private Limited (Amalgamating Company) with the Company and their respective shareholders as set out in the Notice dated March 25, 2015.

The last date for receipt of Postal Ballot Form duly completed by the shareholders in the self addressed postage prepaid envelope / E voting was Monday, May 4, 2015.

Mr. Vicky Kundaliya, Practising Company Secretary, Scrutinizer appointed for conducting the Postal Ballot Process has submitted his Report of the Postal Ballot / E voting dated 6th May, 2015. Based on the aforesaid report, Mr.Shahid Balwa, Vice Chairman of the Company has today announced the result of the aforesaid Postal Ballot at the Registered Office of the Company which is summarized below:

Particulars	No. of Postal Ballot Forms and E Voting	No. of Equity Shares (Votes)	% of votes cast
Total No. of Postal Ballot Forms / E voting events / votes received	205	2,53,58,491	100.00
Less: Number of Invalid Forms / Votes / non exercise of voting	15	45,615	0.18
Net valid Postal Ballot Forms / E voting events / votes received	190	2,53,12,876	99.82
Total Postal Ballot Forms /E Voting events with Assent for the Resolution	181	2,53,09,682	99.81
Total Postal Ballot Forms /E Voting events with Dissent for the Resolution	9	3,194	0.01

Accordingly, the Vice Chairman announced the Resolutions as passed with the requisite majority.

For D B Realty Limited


(S.A.K. Narayanan)

Vice President & Company Secretary



Mumbai,
May 6, 2015

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V. M. KUNDALIYA & ASSOCIATES

COMPANY SECRETARIES

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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
D B 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 for approving, the Scheme of Amalgamation of Gokuldham Real Estate Development Company Private Limited (Amalgamating Company) and D B Realty Limited (Amalgamated Company) and their respective shareholders ("Scheme") by public shareholders in accordance with the SEBI Circulars No. CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013.

I submit my report as under:

1. The Company completed the dispatch of Individual Notices of Postal Ballot, Explanatory Statement and Scheme of Arrangement 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 March 30, 2015, whose name(s) appeared on the Register of Members / List of Beneficiaries as on March 20, 2015.
2. Postal Ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014. The Company has also provided e-voting facility as an alternative to its members offered by NSDL (National Securities Depository Limited) in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014.
3. The e-voting commenced from April 4, 2015 (10.30 a.m.) and ended on May 4, 2015 (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 National Securities Depository Limited on May 4, 2015 at 5.00 p.m.
6. 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.
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 Envelopes were opened from time to time and the last lot was opened on May 5, 2015 in presence of my Authorized Representative.

Scrutinizers Report – D B Realty Limited



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9. 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 March 20, 2015 provided by the Registrar and Share Transfer Agent- Link Intime India Private Limited.
10. All Postal Ballot Forms and E-votes received upto 5.00 P.M. (17.00 hrs) on Monday, May 4, 2015, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
11. Envelopes containing Postal ballot forms returned undelivered from Postal Authorities for various reasons undelivered were also not opened.
12. I have not found any defaced/mutilated Postal Ballot Form.
13. 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:

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	101	1017785
Less:- Total Number of Invalid Postal Ballot Forms (As per details attached in Annexure – III)	13	39263*
Total Number of Valid Postal Ballot Forms	88	978522

* 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	104	24340706*
Less:- Total Number of Invalid Votes (As per details attached in Annexure – III)	2	6352
Total Number of Valid Votes	102	24334354

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



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- 13.3 **Details of Total Voting in terms of Securities and Exchange Board of India ("SEBI") Circular No CIR/CFD/DIL/5/2013 dated February 4, 2013 and Circular No CIR/CFD/DIL/8/2013 dated May 21, 2013 ("SEBI Circulars") as under:-**

Particulars	No of Ballot Forms	No. of Equity Shares of Rs. 10/- each (Votes)	% of Valid Votes Received
Total Valid Postal Ballot / Votes of Public Category	190	25312876	100
Assented to the Resolution	181	25309682	99.99
Dissented to the Resolution	9	3194	0.01

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

14. You may accordingly declare the result of the Voting by Postal Ballot.
15. The Postal Ballot Forms and all other relevant records were handed over to the Company Secretary, Shri. S. A. K. Narayanan authorized by the Board 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:- May 6, 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. <u>PHYSICAL BALLOT FORM:</u>			
1	No Votes Cast	1	50
2	Not Signed	NIL	NIL
3	Authority Letter/Board Resolution not attached.	1	6302
4	Power of Attorney not enclosed	NIL	NIL
5	Signature not available	1	100
6	Signature not tallied	10	32811
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. <u>VOTING THROUGH ELECTRONIC MODE:</u>			
10	Voted through E-voting and Physical Ballot	2	6352
11	Authority Letter/Board Resolution not sent	NIL	NIL
TOTAL		15	45615

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:- May 6, 2015