

March 31, 2018

The General Manager, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice President, National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
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 March 31, 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 evoting for the proposals related to Related Party Transactions as set out in the Notice dated February 14, 2018.

Last date for receipt of Postal Ballot Form duly completed by the shareholders in the self addressed postage prepaid envelope / E voting was Thursday, March 29, 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 March 30, 2018. Based on the aforesaid report, the Chairman 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 Resolutions as contained in the aforesaid Postal Ballot Notice have 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

Thanking you,

Yours faithfully,

For D B Realty Limited,

Mumbai

m

Jignesh Shah Company Secretary

Encl: as above



#### **DETAILS OF VOTING RESULTS**

Date of EGM (Conclusion of the voting)

March 29, 2018

Total No of Shareholders as on Record date:

As off Cut off date i.e. February 16, 2018

25079

No of shareholders Present at the meeting ) Either in person or through proxy ) Not applicable since the process was through

postal ballot and e voting

No of shareholders attended through video ) Conferencing:

Not applicable since the process was through

postal ballot and e voting

# **Agenda-wise Disclosure**

Resolution (Ordinary/S	Special)	required:	Ordinary – Consent pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and / or Section Related Parties transactions.							
are i Agenda/Re		in the	Yes. Promoter/Promoter Group are interested in the Resolution.							
Category	Mode of Voting	No. of Shares held (1)	No of votes polled	% 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)]*10		
	E-voting	)	0	0	0	0	0	0		
Promoter	Poll	151620027	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
and Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0		
O. Gup	Total	151620027	0	0	0	0	0	0		
	E-voting		9299006	34.8590	0	9299006	0	100		
	Poll	26676089	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Public- Institutio ns	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	26676089	9299006	34.8590	0	9299006	0	100		
	E-voting	)	20103711	30.9466	20093658	10053	99.9500	0.0500		
Public-	Poll	64962666	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Non Institutio	Postal Ballot (if applicable)		143666	0.2212	143370	296	99.7940	0.2060		
113	Total	64962666	20247377	31.1677	20237028	10349	99.9489	0.0511		
Total		243258782	29546383	12.1461	20237028	9309355	68.4924	31.5076		







Resolution (Ordinary/S	Special)	required:	Ordinary – Consent pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and / or Section Related Parties transactions.						
	Promoter/Pron nterested esolution?	noter Group in the	Yes. Promoter/Promoter Group are interested in the Resolution.						
Category	Mode of Voting	No. of Shares held (1)	No of votes polled (2)	% of Votes Polled on outstan ding shares	No of Votes – in favour (4)	No of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*10	
				(3)=[(2)/( 1)]*100			100	0	
	E-voting	)	0	0	0	0	0	0	
Promoter	Poll	151620027	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
and Promoter Group	Postal Ballot (if applicable)	}	0	0	0	0	0	0	
Group	Total	151620027	0	0	0	0	0	0	
	E-voting	)	9299006	34.8590	0	9299006	0	100	
	Poll	26676089	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Public- Institutio ns	Postal Ballot (if applicable)	}	0	0	0	0	0	0	
	Total	26676089	9299006	34.8590	0	9299006	0	100	
	E-voting	)	20103711	30.9466	20093640	10071	99.9499	0.0501	
Public-	Poll	64962666	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Non Institutio	Postal Ballot (if applicable)	}	143666	0.2212	143370	296	99.7940	0.2060	
ns	Total	64962666	20247377	31.1677	20237010	10367	99.9488	0.0512	
Total		243258782	29546383	12.1461	20237010	9309373	68.4923	31.5077	







Resolution (Ordinary/S	Special)	required:	Disclosure R transactions	lequirement	ts) Regulatio	ns, 2015 and /	or Section Re	g Obligations & lated Parties		
are i Agenda/Re		in the	Yes. Promoter/Promoter Group are interested in the Resolution.							
Category	Mode of Voting	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)]	% of Votes against on votes polled (7)=[(5)/(2)]*10		
	E-voting	)	0	0	0	0	0	0		
Promoter	Poli	151620027	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
and Promoter Group	Postal Ballot (if applicable)		0	0	. 0	0	0	0		
Огопр	Total	151620027	0	0	0	0	0	0		
	E-voting	)	9299006	34.8590	0	9299006	0	100		
	Poll	26676089	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Public- Institutio ns	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	26676089	9299006	34.8590	0	9299006	0	100		
	E-voting	)	* 20101711	30.9435	20091458	10253	99.9490	0.0510		
Public-	Poll	64962666	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Non Institutio	Postal Ballot (if applicable)		143666	0.2212	143370	296	99.7940	0.2060		
113	Total	64962666	20245377	31.1646	20234828	10549	99.9479	0.0521		
Total		243258782	29544383	12.1452	20234828	9309555	68.4896	31.5104		

\* 1 Shareholder did not Vote for this Resolution







Resolution (Ordinary/S		required:	Ordinary – Consent pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and / or Section Related Parties transactions.							
are i Agenda/Re		in the	Yes. Promoter/Promoter Group are interested in the Resolution.							
Category	Mode of Voting	No. of Shares held (1)	No of votes polled	% of Votes Polled on outstan ding shares (3)=[(2)/(1)]*100	No of Votes – in favour (4)	No of Votes – against	% of Votes in favour on votes polled  (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*10		
	E-voting	)	0	0	0	0	0	0		
Promoter	Poll	151620027	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
and Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0		
Огопр	Total	151620027	0	0	0	0	0	0		
	E-voting		9299006	34.8590	0	9299006	0	100		
	Poll	26676089	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Public- Institutio ns	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	26676089	9299006	34.8590	0	9299006	0	100		
	E-voting	)	20103711	30.9466	20093458	10253	99.9490	0.0510		
Dublia	Poll	64962666	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Public- Non Institutio	Postal Ballot (if applicable)		143666	0.2212	143370	296	99.7940	0.2060		
ns	Total	64962666	20247377	31.1677	20236828	10549	99.9479	0.0521		
Total		243258782	29546383	12.1461	20236828	9309555	68.4917	31.5083		





Resolution (Ordinary/S	Special)	required:	Ordinary – Consent pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and / or Section Related Parties transactions.							
	Promoter/Pron interested esolution?	noter Group in the	Yes. Promoter/Promoter Group are interested in the Resolution.							
Category	Mode of Voting	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	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*10		
	E-voting	151620027	0	0	0	0	0	0		
Promoter	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
and Promoter Group	Postal Ballot (if applicable)	}	0	0	0	0	0	0		
	Total ·	151620027	0	0	0	0	0	0		
	E-voting		9299006	34.8590	0	9299006	0	100		
Public-	Poll	26676089	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Institutio	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total	26676089	9299006	34.8590	0	9299006	0	100		
	E-voting	)	20103711	30.9466	20093440	10271	99.9489	0.0511		
Public-	Poll	64962666	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
Non Institutio	Postal Ballot (if applicable)		143666	0.2212	143370	296	99.7940	0.2060		
113	Total	64962666	20247377	31.1677	20236810	10567	99.9478	0.0522		
Total		243258782	29546383	12.1461	20236810	9309573	68.4917	31.5083		





# V. M. KUNDALIYA & ASSOCIATES COMPANY SECRETARIES

B/102, Sunderbaug Society, Opp. Jain Derasar, Mathuradas Road, Kandivali (W), Mumbai – 400 067
Mob:- 09867263830 Email: vickycsllb@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
D B 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 14<sup>th</sup> February, 2018 for conducting the Voting Process in fair and transparent manner.

Accordingly, I submit my report as under:

- 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 14<sup>th</sup> February, 2018 for passing Ordinary Resolutions 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 16<sup>th</sup> February, 2018.
- The Company has offered E-voting facility to all its Equity Shareholders who are the Shareholders as on cut-off date i.e. 16<sup>th</sup> February, 2018.
- The E-Voting for Postal Ballot and Voting through Postal Ballot Forms commenced from 28<sup>th</sup> February, 2018 and ended on 29<sup>th</sup> March, 2018 (5.00 p.m.).
- The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the Electronic Register separately maintained for the purpose.
- 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 29<sup>th</sup> March, 2018 in the presence of two witnesses, Ms. Jyoti Kamble and Mrs. Nehal Kundaliya who are not in employment of the Company.
- 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 16<sup>th</sup> February, 2018 provided by the Registrar and Share Transfer Agent Link Intime India Private Limited.
- All Postal Ballot Forms and E-votes received upto 5.00 P.M. on Thursday, 29<sup>th</sup> March, 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 in **Annexure** to this Report.

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Page 1 of 2

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on all the resolutions contained in the Postal Ballot Notice dated 14<sup>th</sup> February, 2018. My responsibility as scrutinizer's for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions 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** 

Vicky M. Kundaliya (Proprietor)

C.P. No. 10989 Membership No : F7716

Place:- Mumbai

Date: - March 30, 2018

Acknowledge receipt of the same For D-B Realty Limited

> Jignesh Shah Company Secretary

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Place:- Mumbai

Date:- March 30, 2018

# Annexure to Combined Scrutinizer Report dated 30th March, 2018

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	- in favour	–Against	polled	% of Votes against on votes polled
	-	[1]	[2]	[3]={[2]/[1]}*	[4]	[5]	[6]={[4]/[2]}	[7]={[5]/[2]}*
	E-Voting		, 0	100 0,0000	0	0	*100 0.0000	100 0.0000
Promoter and	Poll	15155555	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	151620027	0	0.0000	0	0	0.0000	**********************************
	Total		0	0.0000	0	0	0.0000	0.0000
***************************************	E-Voting		9299006	34.8590	0	9299006	0.0000	100.0000
Public	Poll	26676089	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	20070003	0	0.0000	0	0	0.0000	0.0000
	Total		9299006	34.8590	0	9299006	0.0000	100.0000
	E-Voting		20103711	30.9466	20093658	10053	99.9500	0.0500
Public Non	Poll	64962666	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	04302000	143666	0.2212	143370	296	99.7940	0,2060
	Total		20247377	31.1677	20237028	10349	99.9489	0.0511
Total		243258782	29546383	12.1461	20237028	9309355	68,4924	31.5076

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*	[4]	[5]	[6]={[4]/[2]}	[7]={[5]/[2]}*
			k 1	100			*100	100
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	151620027	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	131020027	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	. 0	0	0.0000	0.0000
	E-Voting		9299006	34.8590	0	9299006	0.0000	100.0000
Public	Poll	26676089	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	20070009	0	0.0000	0	0	0.0000	0.0000
	Total		9299006	34.8590	0	9299006	0.0000	100.0000
	E-Voting		20103711	30.9466	20093640	10071	99.9499	0.0501
Public Non	Poll	64962666	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	] 0-1902000	143666	0.2212	143370	296	99.7940	0.2060
	Total		20247377	31.1677	20237010	10367	99.9488	0.0512
Total		243258782	29546383	12,1461	20237010	9309373	68.4923	31.5077

Resolution 3								
Category	Mode of Voting			% of Votes Polled on			% of Votes in	% of Votes
THE CONTRACTOR OF THE CONTRACT		No. of	No. of votes	outstanding	No. of Votes	No. of Votes	favour on votes	against on votes
	0000	shares held	polled	shares	- in favour	-Against	polled	polled
	SCOOL	[1]	[2]	[3]={[2]/[1]}*	[4]	[5]	[6]={[4]/[2]}	[7]={[5]/[2]}*
				100			*100	100
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	151620027	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	131020027	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		9299006	34.8590	0	9299006	0.0000	100.0000
Public	Poll	26676089	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	20070003	0	0.0000	0	0	0.0000	0.0000
	Total		9299006	34.8590	0	9299006	0.0000	100.0000
	E-Voting		*20101711	30.9435	20091458	10253	99.9490	
Public Non	Poll	64962666	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	0-1902000	143666	0.2212	143370	296	99.7940	0.2060
	Total		20245377	31.1646	20234828	10549	99.9479	0.0521
Total		243258782	29544383	12.1452	20234828	9309555	68.4896	31.5104

<sup>\* 1</sup> Shareholder did not vote for this Resolution



# Annexure to Combined Scrutinizer Report dated 30th March, 2018

Resolution 4		·		r				
Category	Mode of			% of Votes				
	Voting			Polled on			% of Votes in	% of Votes
		No. of	No. of votes	outstanding	No. of Votes	No. of Votes	favour on votes	against on votes
		shares held	polled	shares	- in favour	-Against	polled	polled
		[1]	[2]	[3]={[2]/[1]}*	[4]	[5]	[6]={[4]/[2]}	[7]={[5]/[2]}*
				100			*100	100
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	151620027	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	151020027	0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
	E-Voting		9299006	34.8590	0	9299006	0.0000	100.0000
Public	Poll	20070000	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	26676089	0	0.0000	0	0	0.0000	0.0000
	Total		9299006	34.8590	0	9299006	0.0000	100.0000
	E-Voting		20103711	30.9466	20093458	10253	99.9490	0.0510
Public Non	Poll	1	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	64962666	143666	0.2212	143370	296	99.7940	0.2060
21100100000	Total		20247377	31.1677	20236828	10549	99.9479	0.0521
Total		243258782	29546383	12.1461	20236828	9309555	68.4917	31.5083

Resolution 5		,				***************************************		
Category	Mode of			% of Votes				
	Voting	CONTRACTOR		Polled on			% of Votes in	% of Votes
	***************************************	No. of	No. of votes	outstanding	No. of Votes	No. of Votes	favour on votes	against on votes
		shares held	polled	shares	- in favour	-Against	polled	polled
		[1]	[2]	[3]={[2]/[1]}*	[4]	[5]	[6]={[4]/[2]}	[7]={[5]/[2]}*
				100			*100	100
	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	151620027	0	0.0000	0	0	0.0000	0.0000
Promoter Group	Postal Ballot	151620027	0	0.0000	0	0	0.0000	0.0000
	Total	1	0	0.0000	0	0	0.0000	0.0000
	E-Voting		9299006	34.8590	0	9299006	0.0000	100.0000
Public	Poll	26676089	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	20070009	0	0.0000	0	0	0.0000	0.0000
	Total		9299006	34.8590	0	9299006	0.0000	100.0000
	E-Voting		20103711	30.9466	20093440	10271	99.9489	0.0511
Public Non	Poll	CARCACC	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot	64962666	143666	0.2212	143370	296	99.7940	0.2060
	Total		20247377	31.1677	20236810	10567	99.9478	0.0522
Total		243258782	29546383	12,1461	20236810	9309573	68.4917	31.5083

