



CS/DBR/2014-2015

15th January, 2015

To

The General Manager	The Vice President, Listing
Listing Department,	National Stock Exchange of India Limited
The BSE Limited,	Exchange Plaza, Bandra Kurla Complex
P J Towers, Dalal Street ,	Bandra (East),
Mumbai - 400 001	Mumbai 400051
SCRIP CODE: 533160 SCRIP ID: DBREALTY	SCRIP SYMBOL: DBREALTY SERIES: EQ
FAX No. 022-2272 2037/39 / 3121	FAX No. 022-26598237/38

Dear Sirs,

Quarterly Compliance Report on Corporate Governance

Please find enclosed herewith the Report on Corporate Governance for the quarter ended 31st December, 2014..

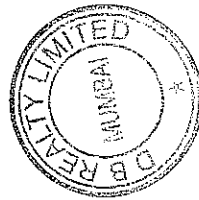
Kindly acknowledge the receipt of the same and take on record.

Thanking You,

Yours faithfully,

For D B REALTY LIMITED

**S A K NARAYANAN
COMPANY SECRETARY**



Encl: As above

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 / 2842 1667

E-mail: info@dbg.co.in • Website: www.dbrealty.co.in

CIN: L7Q200MH2007PLC166818

Name of the Company : D B Realty Limited

Quarter ending on : 31-Dec-2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 II	-	-
(A) Composition of Board	49 II A	Yes	Total Strength of the Board is 8 No. of Independent Directors-4 No. of Non-Independent Directors-4
(B) Independent Directors	49 II B	Yes	Total No. of Independent Directors in the Board-4
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	Apart from receiving sitting fess, Independent Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or associated Companies. No Commission has been paid during the quarter ended 31.12.2014. No Stock Options has been granted to any of the Directors during the quarter ended 31.12.2014
(D) Other provisions as to Board and Committees	49 II D	Yes	-
(E) Code of Conduct	49 II E	Yes	-
(F) Whistle Blower Policy	49 II F	Yes	Whistle Blower Policy is in place
II. Audit Committee	49 III	-	-
(A) Qualified & Independent Audit Committee	49 III A	Yes	All the members of the Audit Committee are financially literate and one of them has financial management expertise
(B) Meeting of Audit Committee	49 III B	Yes	Committee met every quarter to approve the accounts
(C) Powers of Audit Committee	49 III C	Yes	The committee has adequate powers to investigate, to seek information, to obtain outside legal or professional advice and to secure attendance of outsiders with relevant expertise
(D) Role of Audit Committee	49 III D	Yes	In line with the scope mentioned in the Listing Agreement.
(E) Review of Information by Audit Committee	49 III E	Yes	Audit Committee reviews all the information as per the guidelines
III. Nomination and Remuneration Committee	49 IV	Yes	Total strength of the Committee is 3 and all are Independent Directors including Chairman. Other requirements will be complied in the next Annual Report.

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 5550/2842 1667

E-mail: info@dbg.co.in • Website: www.dbrealty.co.in

CIN: L70200MH2007PLC166818

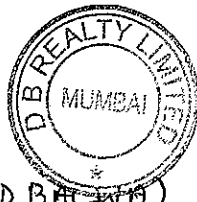


IV. Subsidiary Companies	49 V	Yes	Two Independent Directors of the Board are on the Board of unlisted Subsidiary Companies. Minutes of the Board Meeting of the unlisted subsidiary Companies is placed before the Board. Policy on Material Subsidiaries is formulated.
V. Risk Management	49 VI	Yes	-
VI. Related Party Transactions	49 VII	Yes	-
VII. Disclosures	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	Statement of Related party transactions during the quarter is attached.
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report
(C) Remuneration of Directors	49 VIII C	Yes	Independent Directors are paid sitting fees for attending the meetings. Managing Director(s) are paid remuneration subject to provisions applicable under Companies Act, 2013
(D) Management	49 VIII D	Yes	Management Discussion & Analysis Report is a part of Directors Report which is annually published in the Annual Report
(E) Shareholders	49 VIII E	Yes	All necessary informations are disclosed in the Annual Report and uploaded in the Company's website as applicable
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	NA	No such proceeds is generated during this quarter ended 31.12.2014
VIII. CEO/CFO Certification	49 IX	Yes	Will be complied in the next Annual Report
IX. Report on Corporate Governance	49 X	Yes	Will be complied in the next Annual Report
X. Compliance	49 XI	Yes	Will be complied in the next Annual Report

For D B Realty Limited

Managing Director

(SHAHID BROWN)



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 / 2842 1667

E-mail: info@dbg.co.in • Website: www.dbrealty.co.in

CIN: L70200MH2007PLC166818

DB Realty Ltd.
Related Party Transaction Statement
1-Oct-2014 to 31-Dec-2014

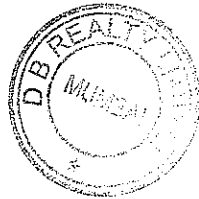
Statement of Material Related Party Transactions during the quarter 1st October 2014 to 31st December 2014.

No.	Name of the Party	Opening Balance	Transactions		Closing Balance
			Debit	Credit	
A. Loans & Advances					
(1) Loan From Subsidiary					
	Gokuldham Real Estate Dev. Co.P Ltd	(368,456,547)	133,400,000	107,269,675	(342,326,222)
	MIG Bandra Realtors & Builders Pvt Ltd. (WOS)	16,307,269	137,400,000	369,900,000	(216,192,731)
	Total	(352,149,278)	270,800,000	477,169,675	(558,518,953)
(2) Entities under joint control					
	Dynamix Realty	(1,185,405,633)	489,150,000	597,074,175	(1,293,329,808)
	Total	(1,185,405,633)	489,150,000	597,074,175	(1,293,329,808)
(3) Loan from Subsidiary					
	D B View Infracon Pvt Ltd (WOS)	(139,959,527)	23,111,700	201,500,000	(318,347,827)
	Neelkamal Realtor Sub P.Ltd	(222,766,586)	121,793,725	-	(100,972,861)
	Total	(362,726,113)	144,905,425	201,500,000	(419,320,688)
B. Loan to Subsidiary					
	Marine Drive Hospitality & Realty p Ltd	791,817,630	328,800,000	105,900,000	1,014,717,630
	Total	791,817,630	328,800,000	105,900,000	1,014,717,630

* Figures in brackets () indicates credit balance.

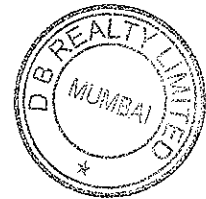
For D B Realty Ltd

Ankit kansara
(Asst. Manager Accounts)



Satish Agarwal
(General Manager)

N M Gattu
(CEO)



For D B REALTY LIMITED

COMPANY SECRETARY (S.A.K. NARAYANAN)

