

13th April, 2015

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|--|---|
| The Secretary, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 | The Secretary, 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 2037/ 39/ 3121 | Fax No.: 022 – 26598237/38 |

Dear Sirs,

Sub.: Quarterly Compliance Report on Corporate Governance – Form Annexure I B

Please find enclosed herewith the Report on Corporate Governance for the quarter ended 31st March, 2015 in format of Annexure I B.

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

Thanking you,

Yours faithfully,

For, D B Realty Limited



S.A.K. Narayanan
Company Secretary

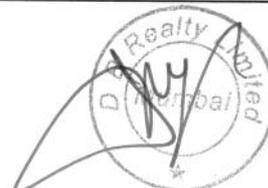


Encl: As above

Name of the Company : D B Realty Limited

Quarter ending on : 31-March-2015

| 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 10 No. of Independent Directors-5 No. of Non-Independent Director-5 |
| (B) Independent Directors | 49 II B | Yes | Total No.of Independent Directors in the Board -5 |
| (C) Non-executive Directors compensation & disclosures | 49 II C | Yes | Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transactions with the Company, subsidiaries or Associates Companies. No Commission has been paid during the quarter ended 31.03.2015. No. stock options has been granted to any of the Directors during the quarter ended 31.03.2015 |
| (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. |



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

| | | | |
|---|-----------|-----|--|
| 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 31.03.2015 |
| 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 BALWA)

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| DB Realty Ltd. | | | | | |
|--|--|------------------------|--------------------|----------------------|------------------------|
| Related Party Transaction Statement | | | | | |
| 1-Jan-2015 to 31-Mar-2015 | | | | | |
| Statement of Material Related Party Transactions during the quarter 1st January 2015 to 31st March 2015. | | | | | |
| No. | Name of the Party | Opening Balance | Transactions | | Closing Balance |
| | | | Debit | Credit | |
| A | Unsecured Loan Taken | | | | |
| 1 | Loan from Subsidiary | | | | |
| | Gokuldharm Real Estate Dev. Co.P Ltd | (342,326,222) | 13,650,000 | (19,900,000) | (348,576,222) |
| | D B View Infracon Pvt Ltd (WOS) | (318,347,827) | 160,377,048 | (38,378,000) | (196,348,779) |
| | MIG Bandra Realtors & Builders Pvt Ltd (WOS) | (216,192,731) | 16,950,000 | (1,200,000) | (200,442,731) |
| | Neelkamal Realtor Sub Pvt Ltd | (100,972,861) | 39,232,239 | (174,245,371) | (235,985,993) |
| | Total | (977,839,641) | 230,209,287 | (233,723,371) | (981,353,725) |
| 2 | Entities Under Joined Control | | | | |
| | Dynamix Realty | (1,293,329,808) | 98,010,543 | (225,200,000) | (1,420,519,265) |
| | Total | (1,293,329,808) | 98,010,543 | (225,200,000) | (1,420,519,265) |
| B | Unsecured Loan Given | | | | |
| 1 | Loan given to enterprise where KMP & their relatives have significant influence | | | | |
| | Marine Drive Hospitality & Realty Pvt Ltd | 1,014,717,630 | 212,950,000 | - | 1,227,667,630 |
| | Total | 1,014,717,630 | 212,950,000 | - | 1,227,667,630 |

* Figure in brackets () indicates credit balance

** Transactions included are Material Related Party Transaction during the year (10% of previous years Consolidated Turnover).

Ankit kansara
(Asst. Manager Accounts)



Satish Agarwal
(General Manager)



For D B Realty Ltd

N M Gattu
(CFO)

