



D B REALTY LIMITED

CIN: L70200MH2007PLC166818

Registered Office : DB Central, Maulana Azad Road, Rangwala Compound, Jacob Circle, Mumbai - 400011

Website: www.dbrealty.co.in; **Phone:** 91-22-2305 5555; **Email:** investors@dbg.co.in

NOTICE is hereby given that an EXTRA ORDINARY GENERAL MEETING of the members of D B Realty Limited will be held on Friday, 4th March, 2022 at 3.00 p.m through Video Conferencing/Other Audio Visual Means ("VC/OAVM").

Special Business:

ITEM NO. 1

Increase in the Authorized Share Capital and consequent amendment to Memorandum of Association of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61, Section 64 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) and further subject to necessary approvals if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 450,00,00,000/- (Rupees Four Hundred and Fifty Crores Only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each to Rs.1000,00,00,000/- (Rupees One Thousand Crores Only) divided into 92,50,00,000 (Ninety Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each .

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of be substituted in the following manner:-

The Authorised Share Capital of the Company is Rs.1000,00,00,000/- (Rupees One Thousand Crores Only) divided into 92,50,00,000 (Ninety Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and divide the share in the capital for the time being into several classes and to attach thereto respectively such preferential qualified, or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and subject to the provisions of the Statute.

RESOLVED FURTHER THAT all the Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, things, matters and execute all such documents, instruments and writings as may be required for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto."

ITEM NO. 2

Issue of Fully Convertible Warrants on preferential basis:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), framed there under as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") the listing agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and/or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed whilegranting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board") is hereby authorized to accept, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and

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allot upto 12,70,00,000 (Twelve Crore Seventy Lakhs only) Warrants, which shall be convertible into, or exchangeable for 1 (one) fully paid-up Equity Share of the Company having face value of Rs.10/- each at a premium of Rs.67.25 (Rupees Sixty Seven and Twenty Five Paise only), each at a price (including the warrant subscription price and the warrant exercise price) of Rs.77.25 (Rupees Seventy Seven and Twenty Five Paise only), (“Warrants”) payable in cash aggregating up to Rs. 981,07,50,000/- (Rupees Nine Hundred Eighty One Crores Seven Lakhs Fifty Thousand only) on a preferential basis to the Investors/ Proposed Allottees specified here-in-below who belongs to Promoter & Promoter Group and Non Promoter Investor of the Company (“Warrant Holders”)

S. No.	Name of the Allottee	Number of Convertible Warrants	Category
1.	Goenka Family Trust (represented through its Trustee/representatives Mrs. Aseela Goenka, Ms. Sunita Goenka and Mr. Alok Agarwal)	1,00,00,000	Promoter Group
2.	SB Fortune Realty Private Limited	1,00,00,000	
3.	M/s Pinnacle Investments (a Partnership Firm registered in India and represented through its Managing Partner - Razack Family Trust through its Trustee Mr. Irfan Razack) (Partners in the Firm are Razack Family Trust and Mr.Venkata Narayana Konanki)	5,70,00,000	Non- Promoter Investor
4.	Mrs. Rekha Jhunjhunwala	1,00,00,000	
5.	M/s. RARE Investments (a Partnership firm represented through its Partner Mrs. Rekha Jhunjhunwala)	1,00,00,000	
6.	Lotus Family Trust (represented by its Trustee namely Barclays Wealth Trustees (India) Private Limited)	50,00,000	
7.	M/s KIFS Dealers (a Partnership firm represented through its Partner Khandwala Finstock Private Limited)	50,00,000	
8.	Mr. Abhay Chandak	1,00,00,000	
9.	Mr. Aditya Chandak	1,00,00,000	
	Total	12,70, 00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of the Equity Shares pursuant to the exercise of conversion of the Warrants be 2nd February, 2022 (“Relevant Date”) being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Warrants and the issue price determined in accordance with SEBI ICDR Regulations is of Rs.77.25/- per Warrant (“Warrant Issue Price”).

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter, including utilization of issue proceeds, without requiring the Board to secure any further consent or approval of the Shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant Holder and the equity shares so allotted shall rank pari-passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

ITEM NO. 3

Approval of ‘DB Realty Limited - Employee Stock Option Plan 2022’

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and implementation of **‘DB Realty Limited- Employee Stock Option Plan 2022’ (“ESOP 2022”/ “Plan”)** and authorizing the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulation 2021*) to create, and grant from time to time, in one or more tranches, not exceeding 32,25,000 (Thirty Two Lacs and Twenty Five Thousand) employee stock options to or for the benefit of such eligible person(s) as designated by the Company and/or subsidiary company or group company including associate company, within the meaning of the Plan (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Plan, exercisable into not more than 32,25,000 (Thirty Two Lacs and Twenty Five Thousand) equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan”.

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB & SE Regulations and other applicable laws.”

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“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

ITEM NO. 4

To approve grant of employee stock options to the employees of Subsidiary Company(ies) of the Company under ‘DB Realty Limited - Employee Stock Option Plan 2022

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the provisions of Regulation 6 of the of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded authorizing the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations*) to offer, create, and grant from time to time, in one or more tranches, such number of employee stock options under the ‘DB Realty Limited- Employee Stock Option Plan 2022’ (“ESOP 2022”/ “Plan”) within the limit prescribed therein to or for the benefit of such eligible person(s) as designated within the meaning of the Plan (*other than promoter or person belonging to the promoter group of the Company, independent director(s) and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company*), of any subsidiary company(ies) of the Company, whether in or outside India, as may be decided under the ESOP 2022, exercisable into corresponding number of equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2022.”

ITEM NO. 5

To approve grant of employee stock options to the employees of the Group Company (ies) including Associate Company (if any) of the Company under ‘DB Realty Limited - Employee Stock Option Plan 2022

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the provisions of Regulation 6 of the of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SEBI SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded authorizing the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB & SE Regulations*) to offer, create, and grant from time to time, in one or more tranches, such number of employee stock options under the ‘DB Realty Limited- Employee Stock Option Plan 2022’ (“ESOP 2022”/ “Plan”) within the limit prescribed therein to or for the benefit of such eligible person(s) as designated within the meaning of the Plan (*other than promoter or person belonging to the promoter group of the Company, independent director(s) and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company*), of any group company (ies) including associate company (if any) of the

Company, whether in or outside India, as may be decided under the ESOP 2022, exercisable into corresponding number of equity shares of face value of Rs.10/- (Rupees Ten) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2022.”

By Order of the Board
For **D B Realty Limited**

Jignesh Shah
Company Secretary
(Membership No:A19129)

9th February, 2022

Registered Office:

DB Central
Maulana Azad Road,
Rangwala Compound, Jacob Circle,
Mumbai- 400011
CIN: L70200MH2007PLC166818
Tel No: 91-22-2305 5555
E Mail: investors@dbg.co.in
Web Site: www.dbrealty.co.in

NOTES:

1. Pursuant to the General Circular numbers 20/2021 dated 8th December, 2021, 10/2021 dated 23rd June, 2021, 39/2020 dated 31st December, 2020, 33/2020 dated 28th September, 2020, 22/2020 dated 15th June, 2020, 17/2020 dated 13th April, 2020, and 14/2020 dated 8th April, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and circular no. SEBI/HO/ CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India issued from time to time, physical attendance of the Members to the Extra- Ordinary General Meeting (“EGM”) venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated under Item Nos.1 to 5 are annexed hereto
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. The Notice calling the EGM has been uploaded on the website of the Company at www.dbrealty.co.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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8. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Registered Office i.e. DB Central, Maulana Azad Road, Rangwala Compound, Jacob Circle, Mumbai- 4000111 of the Company on all working days, excluding Saturday between 10.00 A.M to 5.00 P.M. up-to the date of the EGM and shall also be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents may send an email to company at investors@dbg.co.in at least seven (7) working days before the date of EGM
9. The Notice of EGM and accompanying Explanatory Statement is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 1st March, 2022 at (9:00 a.m. IST) and ends on Thursday, 3rd March, 2022 at (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 25th February, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25th February, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vickyscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co or at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Registrar and Transfer Agents of the Company “Link Intime India Private Limited (LIPL)” at rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Registrar and Transfer Agents of the Company “Link Intime India Private Limited (LIPL)” at rnt.helpdesk@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

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3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@dbg.co.in at least seven (7) working days before the date of EGM .The same will be replied by the company suitably.
6. The Board of Directors has appointed Mr. Vicky Kundaliya, Practicing Company Secretary (FCS-7716 & COP-10989) of M/s. V.M Kundaliya & Associates as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
7. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
8. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Other information:

1. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director or a person authorised by him in writing, who shall countersign the same.
2. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of EGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at www.dbrealty.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
4. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with LIPL. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Link Intime (India) Private Limited for assistance in this regard.
6. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / LIPL.

7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and LIPL. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.

EXPLANATORY STATEMENT PRUSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 to 5 of the accompanying Notice.

ITEM NO. 1

Presently, the Authorized Share Capital of the Company is Rs. 450,00,00,000/- (Rupees Four Hundred and Fifty Crores Only) divided into 37,50,00,000 (Thirty Seven Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each).

In order to raise additional capital as mentioned in Item No.2 of this Notice and also future fund raising activity, it is necessary to have adequate provision in the Authorized Share Capital. The Board of Directors, therefore considers it desirable to increase the Authorized Capital to Rs.1000,00,00,000/- (Rupees One Thousand Crores Only) divided into 92,50,00,000 (Ninety Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each.

Consequent upon the increase in the Authorised Share Capital, as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by the Members at the Registered Office of the Company.

As per provisions of the Companies Act, 2013, any increase in Authorized Share Capital and consequent amendment in Memorandum of Association of the Company, requires consent and approval of the Members of the Company by way of an Ordinary Resolution. Accordingly, approval of the members is being sought by way of an Ordinary Resolution.

No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution for approval of the members as an Ordinary Resolution.

ITEM NO.2

The Board of Directors of the Company, in its meeting held on 3rd February, 2022, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of Warrants upto 12,70,00,000 (Twelve Crores Seventy Lakhs) and details of the proposed allottees were disclosed in the outcome of the Company submitted on 3rd February, 2022. However , Godrej Properties Limited (GPL), one of the proposed Non Promoter Investor allottees vide letter dated 4th February, 2022 (vide email) intimated the Company as well as Stock Exchanges about decision of not proceeding with potential investment in the equity capital of the Company. Accordingly, GPL will not now subscribe to Convertible Warrants. Except GPL, the other proposed allottees shall subscribe their respective portion of convertible warrants. Upon the receipt of intimation from GPL, the Board approved vide its Resolution dated 4th February, 2022 to reduce issue size from earlier 12,70,00,000 Warrants to 7,70,00,000 Warrants and make necessary modification in EGM notice for holding EGM on 4th March, 2022 to give effect to above changes by excluding the name of GPL as Proposed Allottee. The same was duly intimated to the stock exchanges under regulation 30 of LODR Regulations vide the Company's letter dated 4th February, 2022.

As GPL has withdrawn from the proposed investment, the Board of Directors of the Company, in its meeting held on 9th February, 2022 considered the proposals of other investors to invest in the Company and approved the proposal for raising funds by way of issuance and allotment of Warrants upto 5,00,00,000 (Five Crores) to the following proposed Investors.

Sr. No	Name of the Proposed Investors	No. of Convertible Warrants
1.	Mrs. Rekha Jhunjunwala	1,00,00,000
2.	M/s RARE Investments (a Partnership firm represented through its Partner Mrs. Rekha Jhunjunwala)	1,00,00,000

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Sr. No	Name of the Proposed Investors	No. of Convertible Warrants
3.	Lotus Family Trust (represented by its Trustee namely Barclays Wealth Trustees (India) Private Limited)	50,00,000
4.	M/s KIFS Dealers (a Partnership firm represented through its Partner Khandwala Finstock Private Limited)	50,00,000
5.	Mr. Abhay Chandak	1,00,00,000
6.	Mr. Aditya Chandak	1,00,00,000
Total = >		5,00,00,000

Accordingly, the Company has duly intimated the stock exchanges about the roping of new Investor/s in its outcome given to Stock Exchanges on 09th February, 2022. Now, the Company proposes to obtain the approval of shareholders to issue up to 12,70,00,000 convertible Warrants both put together under the provisions of Chapter V SEBI (ICDR) Regulations, 2018 and under the provisions of section 62 and 42 read with the rules made thereunder, of the Companies Act, 2013 as well as Articles 14 & 17 of Articles of Association of the Company.

The 12,70,00,000 Warrants on allotment shall be convertible into equal number of equity shares of the Company ("Warrants") on preferential basis to members of Promoters / Promoter group of the Company and Non Promoter Investors entitling the Proposed Allottees to exercise the option to convert (in one or more tranches) and get allotted 1 (one) equity share of face value of Rs.10/- (Rupee Ten only) each against each warrant. The proposed preferential issue is subject to the applicable regulations issued by SEBI from time to time and any other government/ regulatory approvals as may be required in this regard.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

a) Objects of the Preferential Issue

The Company proposes to raise funds through issue of Warrants convertible into equity shares on preferential basis to reduce debt, meet funding requirements for various Projects of the Company /its subsidiaries/JVs or partnership firms (in which the Company is a partner), to meet working capital requirements, to strengthen financial position and for general corporate purposes.

b) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of Warrants is 2nd February, 2022 being the 30 days prior to the date of Extra General Meeting.

c) The total number of shares or other securities to be issued;

The Board of Directors in its meeting held on 3rd February, 2022 and 9th February, 2022 as informed earlier, had approved the issue of convertible Warrants and accordingly proposes to issue and allot in aggregate upto 12,70,00,000 (Twelve Crores Seventy Lakhs) convertible Warrants, each convertible into 1 (One) Equity Share of the face value of Rs.10/- (Rupees Ten Only) each ("the Equity Shares") to Promoters / promoter group of the Company and Non-Promoter Investor on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

d) Pricing of Preferential Issue:

Price of each equity warrant is Rs.77.25 (Rupees Seventy Seven and Twenty Five Paise only) which will be converted into one equity share of Rs.10/- each at a premium of Rs.67.25 (Rupees Sixty Seven and Twenty Five Paise only).

e) Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, and the same shall require a valuation report from an independent registered valuer for determining the price.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each Warrant and each equity shares to be issued in lieu of Warrant shall be a price, being higher of the following:

- a) Average of 90 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs.46.33 (Rupees Forty Six and Thirty Three Paise only); or
- b) Average of 10 trading days of volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date is Rs.77.25 (Rupees Seventy Seven and Twenty Five Paise only).
- c) the floor price arrived by an Independent Registered Valuer, (“Valuation Report dated 1st February, 2022 ”) in terms of the provisions regulation 166A of the Chapter V of SEBI (ICDR) Regulations, 2018 is Rs.41.87 (Rupees Forty One and Eighty Seven Paise only). The said Valuation Report is uploaded on the website of the Company and the link for the same is <https://www.dbrealty.co.in/pdf/Valuation%20Report.pdf>

Therefore, Rs.77.25 (Rupees Seventy Seven and Twenty Five Paise only) shall be the floor price for this issue as it is the highest of the above three prices calculated in terms of the ICDR Regulation and other applicable provisions.

f) Report of a registered valuer:

Pursuant to the provision of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the Company has obtained a Valuation Report dated 1st February, 2022 issued by a Registered Valuer namely Nikhil P. Chandak, registration no. IBBI/RV/07/2019/11801 having office situated at 304, Gamet Palladium, Off W.E. Highway, B/H Express Zone, Goregaon East, Mumbai 400 063.

g) Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Proposed Allottees as mentioned in point no. (l) below.

h) Proposal/Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the offer

The preferential issue of Warrants is being made to proposed Allottees including to the persons belonging to the Promoter Group as mentioned in Point No.(l) below. Except this, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the Offer.

i) Time frame within which the Preferential Issue shall be completed

Pursuant to the SEBI ICDR Regulations, in case of Warrants, it will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approvals, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

j) Change in Control consequent to the Preferential Issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

k) Shareholding pattern of the Company before and after the Preferential Issue

	Category of Shareholders	**Pre- Issue		Issue of Warrants (Present Issue)	***Post-issue	
		Shares (including the outstanding warrants)	%		Shares	%
A	Promoters					
1	Indian					
	a) Individual/ HUF	6238179	1.67	-	6238179	1.25
	b) Bodies Corp.	128389348	34.35	10000000	138389348	27.63
	c) Any other - Director or Director’s Relatives	116192115	31.09	10000000	126192115	25.20
	Sub Total (A) (1)	250819642	67.11	20000000	270819642	54.08

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	Category of Shareholders	**Pre- Issue		Issue of Warrants (Present Issue)	***Post-issue	
		Shares (including the outstanding warrants)	%		Shares	%
2	Foreign	-	-	-	-	-
	Sub Total (A) (2)	-	-	-	-	-
	Total [(A) (1)+ (A) (2)]	250819642	67.11	20000000	270819642	54.08
B	Public Shareholding					
1	Institutions					
	Foreign Portfolio Investors	8280819	2.21	-	8280819	1.65
	Financial Institutions/ Banks	-	-	-	-	0.00
	Insurance Companies	178158	0.05	-	178158	0.04
	Sub Total B(1)	8458977	2.26	-	8458977	1.69
2	Central Government/ State Government(s)/ President of India	-	-	-	-	-
	Sub Total B(2)	-	-	-	-	-
3	Non- Institutions					
	Individual share capital upto Rs. 2 Lacs	19089245	5.11	-	19089245	3.81
	Individual share capital in excess of Rs. 2 Lacs	38236319	10.23	30000000	68236319	13.63
	NBFCs registered with RBI	103400	0.02	-	103400	0.02
	Foreign Nationals	66	0.00	-	66	0.00
	HUF	3159204	0.85	-	3159204	0.63
	Non-Resident Indian (NRI)	1693593	0.45	-	1693593	0.34
	Clearing Members	397091	0.11	-	397091	0.08
	Bodies Corporate/ Firms/ Trust/ LLPs	51801245	13.86	77000000	128801245	25.72
	Sub Total B(3)	114480163	30.63	107000000	221480163	44.23
	Total [B(1)+ B(2)+ B(3)]	122939140	32.89	107000000	229939140	45.92
	Total (A) + (B)	373758782	100.00	127000000	500758782	100.00

**Pre-issue shareholding pattern as on 4th February, 2022.*

***The pre issue numbers and % has been calculated on the assumption that all 13,05,00,000 warrants allotted to the Allottees on 03.02.2022 shall be converted into equity shares of the Company within a period of 18 months from the date of allotment i.e 03.02.2022*

****The post issue numbers and % of the equity share capital held by the Proposed Allottees has been calculated on the assumption that all 12,70,00,000 warrants proposed to be issued to the Proposed Allottees shall be converted into equity shares of the Company.*

- l) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them

Sr. No.	Name of the Proposed Allottee	Ultimate Beneficial Owner of the proposed (allotte)s	Pre Issue		Issue of Warrants		Post Issue	
			Shares (including warrants convertible into equity shares)	%		Shares	%	
1.	Goenka Family Trust (represented through its Trustee/ representatives Mrs. Aseela Goenka, Ms. Sunita Goenka, Mr. Alok Agarwal)	Mr. Vinod Goenka, Mrs. Aseela Goenka, Mr. Jayvardhan Goenka and Ms. Sanjana Goenka	6,07,50,000	16.25	1,00,00,000	7,07,50,000	14.13	
2.	SB Fortune Realty Private Limited	Mrs. Shabana Shahid Balwa	4,87,50,000	13.04	1,00,00,000	5,87,50,000	11.73	
3.	M/s Pinnacle Investments (a Partnership Firm registered in India and represented through its Managing Partner - Razack Family Trust through its Trustee Mr. Irfan Razack) (The Partners and their profit/loss share raio in the Firm are as under: i. Razack Family Trust : 60% ii Mr.Venkata Narayana Konanki :40%)	1) Razack Family Trust which holds 60% share, is held by the following trusts a) Irfan Razack Family Trust-33.34% b) Rezwan Razack Family Trust-33.33% c) Noaman Razack Family Trust-33.33% <u>Individual Beneficiaries of these three Trusts are as follows:</u> 1. Irfan Razack Family Trust-33.34% (Individual Beneficiaries of this trust are - Irfan Razack, Badrunnisa Irfan, Uzma Irfan, Zaid Sadiq and Alayana Sadiq) 2. Rezwan Razack Family Trust-33.33% (Individual Beneficiaries of this trust are - Rezwan Razack, Almas Rezwan, Faiz Rezwan and Sana Rezwan) 3. Noaman Razack Family Trust-33.33% (Individual Beneficiaries of this trust are Noaman Razack, Sameera Noaman, Zayd Noaman , Danya Noaman 2) Mr.Venkata Narayana Konanki holds 40% share	3,30,00,000	8.83	5,70,00,000	9,00,00,000	17.97	
4.	Mrs. Rekha Jhunjhunwala	Not Applicable	50,00,000	1.34	1,00,00,000	1,50,00,000	3.00	

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Sr. No.	Name of the Proposed Allottee	Ultimate Beneficial Owner of the proposed (allottees)	Pre Issue		Issue of Warrants		Post Issue	
			Shares (including warrants convertible into equity shares)	%			Shares	%
5.	M/s RARE Investments (a partnership firm represented through its Partner namely Mrs. Rekha Jhunjunwala)	<p>The Partners in the firm are as follows: Mr. Rakesh Jhunjunwala, Mrs. Rekha Jhunjunwala Mr. Utpal Sheth Mr. Amit Goela Mr. Utpal Sheth Trust Amit Goela Family Trust</p> <p>The Beneficiaries of Utpal Sheth Trust are 1. Anaya Sheth Family Trust – whose beneficiaries are a. Anaya Utpal Sheth b. Aryaa Sheth Family Trust</p> <p>2. Aryaa Sheth Family Trust – whose beneficiaries are a. Aryaa Utpal Sheth b. Anaya Sheth Family Trust</p> <p>3. Mr. Utpal Sheth</p> <p>The Beneficiaries of Amit Goela Family Trust are - 1. Mr. Amit K. Goela 2. Ms. Anju K. Goela 3. Ms. Roshni A. Goela</p>	0	0	1,00,00,000	1,00,00,000	2.00	
6.	Lotus Family Trust (represented by Trustee namely Barclays Wealth Trustees (India) Private Limited)	Mrs. Madhuri Madhusudan Kela	0	0	50,00,000	50,00,000	1.00	
7.	M/s KIFS Dealers (a Partnership firm represented through its Partner namely Khandwala Finstock Private Limited)	<p>The Partners of the firm are: 1. Khandwala Finstock Private Limited 2. Mr. Vimal P. Khandwala</p> <p>The UBO of Khandwala Finstock Private Limited are: Mr. Vimal P. Khandwala Ms. Minaxi P. Khandwala</p>	0	0	50,00,000	50,00,000	1.00	
8.	Abhay Chandak	Not Applicable	0	0	1,00,00,000	1,00,00,000	2.00	
9.	Aditya Chandak	Not Applicable	0	0	1,00,00,000	1,00,00,000	2.00	

m) Lock-in Period

The entire pre-preferential allotment shareholding of the allottees and Equity Shares arising on conversion of said warrants shall be under lock-in as per the requirements of Chapter V of SEBI ICDR Regulations, 2018.

n) Undertaking

The Company hereby undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

o) Certificate from Practising Company Secretaries

The certificate from Vicky Kundaliya of M/s. V.M Kundaliya & Associates, Practising Company Secretaries certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and shall also be available during the Extraordinary General Meeting.

The said Certificate is uploaded on the website of the Company and the link for the same is <https://www.dbrealty.co.in/pdf/Certificate%20from%20Practising%20Company%20Secretaries.pdf>

p) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Mr. Vinod Goenka, Chairman & Managing Director and his relatives being beneficiary in Goenka Family Trust (Proposed Allottee) and Mr. Shahid Balwa, Vice Chairman & Managing Director, whose immediate relatives holding entire stake in SB Fortune Realty Private Limited (proposed Allottee), none of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution except to the extent of their shareholding in the Company.

q) Other disclosures

In accordance with SEBI ICDR Regulations,

- a) No person belonging to the Promoter / Promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.
- b) Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fugitive economic offender.
- c) The Company is eligible to make the Preferential Issue to its Promoter (including Promoter Group) under Chapter V of the SEBI ICDR Regulations.
- d) Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- e) The pre- preferential allotment of the person belonging to the Promoter / Promoter group of the Company are in dematerialized form.

The issue of warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item no.2 as a special resolution.

Except Mr. Vinod Goenka, Chairman & Managing Director being beneficiary in Goenka Family Trust (proposed Allottee) and Mr. Shahid Balwa, Vice Chairman & Managing Directors, whose immediate relatives holding entire stake in SB Fortune Realty Private Limited (proposed Allottee), none of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution except to the extent of their shareholding in the Company.

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ITEM NOS.3, 4 & 5

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with the Company and/or subsidiary company or group company including associate company. With a view to motivate employees for their contribution to the corporate growth, to create an employee ownership culture and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option plan namely '**DB Realty Limited- Employee Stock Option Plan 2022**' ("**ESOP 2022**")/ "**Plan**") seeking to cover all eligible employees of the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on 03rd February, 2022 had approved the introduction of the Plan, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations") dated 13th August 2021, the Company seeks your approval as regards implementation of the Plan and grant of Options thereunder to the eligible employees of the Company, as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB & SE Regulations.

The main features of the Plan are as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the Plan contemplates grant of options to the eligible employees of the Company and/or subsidiary company or group company including associate company. After vesting of options, the eligible employees earn a right, but not obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as compensation committee for the administration of Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of options to be granted:

The total number of options to be granted under the Plan shall not exceed 32,25,000 (Thirty Two Lacs and Twenty Five Thousand). Each option when exercised would be converted in to one equity share ("Share") of Rs.10/- (Rupees Ten) each fully paid-up.

Further, SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 32,25,000 (Thirty Two Lacs and Twenty Five Thousand), shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the Plan:

All employees and Directors (hereinafter referred to as "Employees") of the Company and/or subsidiary company or group company including associate company, shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary company or its associate company in India or outside India, or of a holding company of the company.

but excludes

- a. an employee who is a promoter or belongs to the promoter group; and
- b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the options granted on any date shall vest not earlier than minimum period of **1 (One) year** and not later than a maximum period of **3 (Three) years** from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten, or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB & SE Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

E. Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a **maximum of 3 (Three) years** from the date of grant of options as stated above.

F. Exercise price or pricing formula:

The exercise price shall be Rs. 41.45. Provided that in any circumstances, the exercise price shall not be less than the face value of the Share as on date of grant of such option.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion **3 (Three) years** from the date of respective vesting, or such other shorter period as may be decided by the Committee from time to time.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the Plan:

The Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time

I. Maximum number of options to be issued per employee and in aggregate:

The maximum number of options that may be granted to any specific employee and in aggregate, under the Plan shall not exceed 2,40,000 (Two Lakh Forty Thousand) options.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

K. Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under the Plan:

The Plan contemplates issue of fresh/ primary shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Plan.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present Plan.

O. Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB & SE Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements,

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any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB & SE Regulations.

P. Method of option valuation:

The Company shall adopt 'fair value method' for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

Q. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

R. Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

S. Declaration:

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB & SE Regulations.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during official hours on all working days till the date of the extra ordinary general meeting.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item Nos. 3 to 5 of the accompanying notice.

By Order of the Board
For **D B Realty Limited**

Jignesh Shah
Company Secretary
(Membership No: A19129)

9th February, 2022

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