



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 OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)]

Dear Members

Notice is hereby given to the Members (“the Members or the Shareholders”) that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), that D B Realty Limited (the “Company”) is seeking the consent of its members by way of ordinary resolution for the matter more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting only (“remote e-voting”).

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot.

The Board of Directors of the Company has appointed Mr. Vicky Kundaliya, Practicing Company Secretary (FCS-7716 & COP–10989) of M/s. V.M Kundaliya & Associates as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the Resolutions, setting out material facts and the reasons for the Resolutions, are also annexed. The members are requested to peruse the proposed Resolutions, along with the Explanatory Statement and thereafter record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on Wednesday, July 6, 2022, failing which it will be considered that no reply has been received from the Member.

SPECIAL BUSINESS:

1. To approve Material Related Party Transaction(s) for the financial year 2022-2023 pertaining to Financial Transactions with Related Party(ies)

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Members of the Company do hereby accord approval/ratification to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with the Related Party(ies) as listed below whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise during the financial year 2022-2023, pertaining to financial transactions, notwithstanding the fact that the aggregate value of all these transaction(s), (whether individual transaction or transactions taken together or series of transactions or otherwise) with each of the Related Party(ies) whether individually and/or in the aggregate may exceed Rs. 1,000 Crores or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower, or such other materiality threshold, as may be prescribed from time to time on such terms and conditions as are mentioned in the Explanatory statement annexed hereto :

Sr. No	Name of the Related party	Relationship with the Company	Transaction Limit (Amount in crores)
1.	Neelkamal Realtors Suburban Private Limited	Subsidiary	150
2.	Royal Netra Constructions Private Limited	Subsidiary	50
3.	Horizontal Ventures Private Limited	Step down Subsidiary	175
4.	Prestige (BKC) Realtors Private Limited	Associate of the Company	1500
5.	Pandora Projects Private Limited	Associate of the Company	500
6.	DB Hi Sky Constructions Private Limited	Associate of the Company	125
7.	Turf Estate Joint Venture LLP	LLP in which the Company is a Partner	1000
8.	Lokhandwala DB Realty LLP	LLP in which the Company/its WOS is a Partner	300
9.	Mira Real Estate Developers	Firm in which the Company/its WOS are holding 100% stake	250
10.	DBS Realty	Firm in which the Company is a Partner	200
11.	ECC DB JV	Joint Venture in which the Company is a member	35

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

2. To approve Material Related Party Transaction(s) for the financial year 2022-2023 pertaining to Financial Transactions between the Company’s subsidiaries or with Related Party(ies)

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Members of the Company do hereby accord approval/ratification to the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts, arrangements, transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) between the Company’s Subsidiaries or such Subsidiaries with any of the Related Party(ies) with transaction limit applicable for each or any of the entities mentioned in herein below i.e. individual transaction limit applicable for the transaction/s entered/to be entered into by and between Subsidiaries with each other or Subsidiaries with any of the Related Party(ies) mentioned in below table, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise during the financial year 2022-2023, pertaining to financial transactions, notwithstanding the fact that the aggregate value of all these transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with each of the Related Party(ies) whether individually and/or in the aggregate may exceed Rs. 1,000 Crores or 10% of the annual consolidated turnover as per the last audited financial statements of the Company, whichever is lower, or such other materiality threshold, as may be prescribed from time to time on such terms and conditions as are broadly mentioned in the Explanatory statement annexed hereto:

Sr No	Name of Subsidiary including Wholly Owned Subsidiary (WOS)	Maximum Limit applicable (Amount in crores)	Sr No	Name of Related Party	Relation with the Company
1.	Neelkamal Realtors Towers Private Limited (Subsidiary)	300	1	Shree Shantinagar venture	Firm in which the Company is a Partner (through a WOS)
2.	DB View Infracon Private Limited (WOS)	150	2.	Turf Estate JV	Joint Venture in which the Company is a member
3.	Esteem Properties Private Limited (WOS)	100	3.	Conwood DB JV	Joint Venture in which the Company is a member
4.	Goregaon Hotel and Realty Private Limited (WOS)	250	4.	ECC DB JV	Joint Venture in which the Company is a member
5.	MIG (Bandra) Realtors and Builders Private Limited (WOS)	500	5.	Turf Estate Joint Venture LLP	LLP in which the Company is a Partner
6.	N.A Estate Private Limited (WOS)	100	6.	Evergreen Industrial Estate	Firm in which the Company is a Partner through LLP
7.	Neelkamal Shantinagar Properties Private Limited (WOS)	100	7.	Pandora Projects Private Limited	Associate Company
8.	Nine Paradise Erectors Private Limited (WOS)	100	8.	Dynamix Realty	Firm in which the Company is a Partner
9.	Vanita Infrastructure Private Limited (WOS)	300	9.	Lokhandwala Dynamix Balwas Joint Venture	Joint Venture in which the Company is a member
10.	Neelkamal Realtors Suburban Private Limited (Subsidiary)	500	10.	Lokhandwala DB Realty LLP	LLP in which the Company/its WOS are partners
11.	Royal Netra Constructions Private Limited (Subsidiary)	50	11.	National Tiles	Firm in which the Company is a Partner through LLP
12.	Horizontal Ventures Private Limited (Step Subsidiary)	175	12	DBS Realty	Firm in which the Company is a Partner
13.	Turf Estate Realty Private Limited (WOS)	100	13.	Prestige (BKC) Realtors Private Limited	Associate Company
14.	Mira Real Estate Developers (Firm in which the Company/its WOS are holding 100% stake)	300	14.	YJ Realty And Aviation Private Limited	Entity in which Promoters / KMPs and their relatives have significant influence

	15.	Neelkamal Realtors & Builders Private Limited	Same as above
	16.	Marine Drive Hospitality & Realty Private Limited (MDHRPL)	A company in which the Company has investments in different shares and KMPs and Promoters / their relatives have significant influence
	17.	Pune Buildtech Private Limited	WOS of MDHRPL
	18.	BD&P Hotels (India) Private Limited	Subsidiary of MDHRPL
	19.	Bamboo Hotel and Global Centre (Delhi) Private Limited	Associate of MDHRPL
	20.	Marine Tower Properties LLP	LLP in which MDHRPL is a 50% partner

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

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

Jignesh Shah
Company Secretary
(Membership No:A19129)

30th May, 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. 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& 2 are annexed hereto.
2. The Notice in electronic form is sent only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on June 3, 2022 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants.
3. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to investors@dbg.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at investors@dbg.co.in com along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form ISR-1 is available on the website of the Company at www.dbrealty.co.in

6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on June 3, 2022 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically. A person who is not a member as June 3, 2022 i.e the cut-off date, should treat this Notice for information purpose only.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
9. Postal Ballot (e-voting) commences on Tuesday, June 7, 2022 (9.00 a.m. IST) and ends on Wednesday, July 6, 2022 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
10. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be July 6, 2022 . The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
11. This Notice shall also be available on the website of the Company at www.dbrealty.co.in, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsd.com>.
12. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@dbg.co.in.
13. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit his report to the Executive Chairman or the Managing Director or the Company Secretary of the Company.
14. The result of the voting on resolution by postal ballot and remote e-voting will be declared by the Executive Chairman of the Company or the authorized person on or before July 8, 2022. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.dbrealty.co.in) and on the website of NSDL immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.
15. The instructions and other information relating to e-voting are as under:

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 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 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 .

	<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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </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.</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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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

B) Login Method 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?

- 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.
- 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, 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.nsd.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home Page of e-Voting. Click on E- Voting . Then , click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies " EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of D B Realty Limited
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.
2. 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

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 (LI IPL)” 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 (LI IPL)” 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to Item nos. 1 & 2 of this Notice:

Item No. 1

As per the provisions of Section 188 of the Companies Act, 2013 (“Act”), transactions with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm’s length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Further, as per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which has been effective from April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as “related party transactions”, and as “material related party transactions”, if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company has various Subsidiaries/Associates/JVs or partnership firms or other related entities which have underlying projects or engaged into the real estate business activities for which the Company shall be required to enter into financial transactions as mentioned herein below in detail. The Company proposes to enter into transactions with such Related Party(ies) as mentioned in the resolution in the financial year 2022-23. The broad terms and conditions of such transaction with Related Party(ies) are:

1. Name of the Related Party, and its relationship with the listed entity including nature of its concern or interest (financial or otherwise) and Value of the proposed transaction	Details have already been provided in the Resolution.
2. Type of transaction	<ol style="list-style-type: none">a) Giving of Project advances / loans/ inter corporate deposits by the Company to such Related Party(ies) or availing Project advances /loans/ inter corporate deposits by such Related Party(ies) from the Company .b) Providing securities and / or guarantees by the Company in favour of the financial institutions /lenders/ body corporates (“Lender”) in connection with the loans / financial facilities to be availed by the Related Party(ies) or security to be provided by Related Party(ies) in favour of the Lender to secure the loan to be availed by the Company.c) Making investments by the Company in the securities of Related Party(ies). (including transfer of resource, service or obligation)
3. Material terms and particulars of the proposed transaction:	Financial transactions mentioned in details in Point No. 2 above and other terms and conditions are mentioned in Point No. 6.

4.	Tenure of the proposed transaction	Recurring in Nature in the year financial year 2022-23.
5.	Value of RPT as % of Company's audited consolidated annual turnover	The Company's audited consolidated turnover for the financial year ended 31 st March, 2022 is Rs 219.43 Crores and value of RPT against each of the entities is mentioned in the table provided in the resolution so value of RPT as % of Company's audited consolidated annual turnover will accordingly vary.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) Details of financial indebtedness Incurred (ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security (iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction (iv) Details of the source of funds and cost of funds in connection with the proposed transaction	<p>Yes. The transactions relating to loan, inter corporate deposits, project advances, investments made or given by the listed entity or any of the subsidiaries listed in the resolution will result into incurring of financial indebtedness to the extent of amount of borrowings and cost thereof.</p> <p>The loans/advances/inter corporate deposits will be interest free or interest bearing as may be mutually agreed between the parties and the same shall be repayable on demand unless otherwise agreed between the parties. Providing of securities/giving of corporate guarantees will be as per the terms and conditions sanctioned by the Lender and investments in securities will be as per the terms as may be agreed between the parties.</p> <p>The funds will be utilized for the projects of Related Party(ies) or for meeting its business requirement or for repayment of debt as well as to meet working capital funds requirement and for meeting general corporate purposes.</p> <p>Internal accruals, borrowings, funds raised/to be raised through preferential allotment of securities.</p>
7.	Justification as to why the RPT is in the interest of the Company.	The Related Party(ies) are engaged into the business of real estate business and the underlying assets of many of the Related Party(ies) are at different stages of development of projects. The Financial Transactions as mentioned in Point No. 1 will help them to achieve adequate profitability and completion of its projects or meeting its business requirements, which will help in overall business performance of the Company.
8.	Copy of the valuation or other external party report, if any such report has been relied upon-	Not Applicable
9.	Revenue from operation (Rs. In Lacs) of Related parties	The consolidated revenue of the Company is Rs. 219.43 Crores as on 31 st March, 2022. As mentioned earlier, the Related Party(ies) are engaged into real estate business and their underlying projects are at different stages of development. In view of this, in most of all the Related Party (ies), the revenue recognition has not started and therefore the revenue from operations of the Related Party(ies) are NIL except the standalone revenue of the following Related Party(ies) as on 31 st March, 2022 are: 1. Neelkamal Realtors Suburban Private Limited : Rs. 33.54 Crores 2. Horizontal Ventures Private Limited: Rs. 2.55 Crores
10.	Any other information relevant or important for the members to take a decision on the proposed transaction.-	Not Applicable

The Audit Committee and Board of Directors of the Company have approved the said related party transactions at its meeting held on 30th May, 2022 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions undertaken or to be undertaken by the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 1 of the accompanying Notice as an Ordinary Resolution.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company) may be deemed to be concerned or interested in the transactions as contained in the aforesaid resolution and in terms of provisions of the SEBI Listing Regulations, the related parties shall abstain themselves from voting positively on this item.

Item No. 2

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, which will be effective from April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as “related party transactions”, and as “material related party transactions”, if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company has various Subsidiaries/Associates/JVs or partnership firms or other related entities which have underlying projects or engaged into the real estate or hospitality business activities for which the Company’s Subsidiaries are required to enter into Financial Transactions with each other or with the Related Party(ies) as mentioned in detail herein below during FY 2022-23 with transaction limit applicable for each or any of the entities mentioned in the resolution. The broad terms and conditions of such Related Party transactions are:

1.	Name of the Related Party, and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) and Value of the proposed transaction	Details have already been provided in the Resolution.
2.	Type of transaction	<p>a) Giving or availing of Project advances / loans/ inter corporate deposits by the Company’s Subsidiaries with each other or giving of project advances/ loans/inter corporate deposits by Company’s Subsidiaries to such Related Party(ies) or availing of Project advances /loans/ inter corporate deposits by such Related Party(ies) from the Company’s Subsidiaries.</p> <p>b) Providing securities and / or guarantees by the Company’s Subsidiaries in favour of the financial institutions /lenders/ body corporates (“Lender”) in connection with the loans / financial facilities to be availed by the Related Party(ies) or security to be provided by Related Party(ies) in favour of the Lender to secure the loan to be availed by the Company’s Subsidiaries.</p> <p>c) Making of investment in securities by Company’s Subsidiaries into other subsidiary companies of the Company and Related Party(ies). (including transfer of resource, service or obligation)</p> <p>However, the above transactions exclude and do not include transactions between WOS to WOS as per the exemption provided under regulation 23(5)(c) of SEBI Listing Regulations.</p>
3.	Material terms and particulars of the proposed transaction:	Financial transactions mentioned in details in Point No. 2 above and other terms and conditions are mentioned in Point No. 6.
4.	Tenure of the proposed transaction	Recurring in Nature in the year financial year 2022-23.
5.	Value of RPT as % of Company’s audited consolidated annual turnover	The Company’s audited consolidated turnover for the financial year ended 31 st March, 2022 is Rs 219.43 Crores and value of RPT against each of the entities is mentioned in the table provided in the resolution so value of RPT as % of Company’s audited consolidated annual turnover will accordingly vary.
6.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) Details of financial indebtedness Incurred</p> <p>(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</p> <p>(iv) Details of the source of funds and cost of funds in connection with the proposed transaction</p>	<p>Yes. The transactions relating to loan, inter corporate deposits, project advances, investments made or given by any of the subsidiaries listed in the resolution will result into incurring of financial indebtedness to the extent of amount of borrowings and cost thereof.</p> <p>The loans/advances/ inter corporate deposits will be interest free or interest bearing as may be mutually agreed between the parties and the same shall be repayable on demand unless otherwise agreed between the parties. Providing of securities/giving of corporate guarantees will be as per the terms and conditions sanctioned by the Lender and investments in securities will be as per the terms as may be agreed between the parties.</p> <p>The funds will be utilized by the Company’s Subsidiaries/Related Party(ies) mentioned hereinabove for the projects related activities or for meeting its business requirement or for repayment of debt as well as working capital funds requirement and for meeting general corporate purposes.</p> <p>Internal accruals, borrowings, funds raised through preferential allotment of securities.</p>

7.	Justification as to why the RPT is in the interest of the Company.	The Related Party(ies) are engaged into the business of real estate/hospitality business and the underlying assets of many of the Related Party(ies) are at different stages of development of Projects. The Financial Transactions of loans/advances or corporate guarantees or security or investments in securities will help them to achieve adequate profitability and completion of its projects or meeting its business requirements, which generally will help in overall business performance of the Company and/ or Related Party(ies).
8.	Copy of the valuation or other external party report, if any such report has been relied upon-	Not Applicable
9.	Revenue from operation (Rs. In Lacs) of Related parties	As mentioned earlier, the Company's WOS, Subsidiaries and the Related Party(ies) are engaged into real estate/hospitality business and their underlying projects are at different stages of development. In view of this, in most of all the Related Party (ies), the revenue recognition has not started and therefore the revenue from operations of the Related Party(ies) are NIL except the standalone revenue of the following Related Party(ies) as per the latest audited financials available: <ol style="list-style-type: none"> 1. Turf Estate JV: Rs. 341.90 Crores 2. Dynamix Realty : Rs. 19.49 Crores 3. YJ Realty And Aviation Private Limited : Rs. 8.00 Crores 4. BD&P Hotels (India) Private Limited : Rs. 18.46 Crore 5. Neelkamal Realtors & Builders Private Limited : Rs. 7.08 Crore
10.	Any other information relevant or important for the members to take a decision on the proposed transaction.-	Not Applicable

The Audit Committee and the Board of Directors of the Company have approved the said related party transactions at its meeting held on 30th May, 2022 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions entered into/to be entered into between Subsidiaries with each other or by Company's Subsidiaries on one hand and any or each of the Related Party(ies) of the listed entity on the other hand.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 2 of the accompanying Notice as an Ordinary Resolution.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company) may be deemed to be concerned or interested in the transactions as contained in the aforesaid resolution and in terms of provisions of the SEBI Listing Regulations, the related parties shall abstain themselves from voting positively on this item.

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

Jignesh Shah
Company Secretary
(Membership No:A19129)

30th May, 2022

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