

Date: January 23, 2020

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|--|---|
| The General Manager, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 | The Vice-President, Listing Department National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051 |
| Scrip Code : 533160 | Scrip Symbol : DBREALTY |
| Fax No.: 022 – 2272 3121/ 2039 | Fax No.: 022 – 26598237/38 |

Dear Sirs,

Sub: Disclosure of Voting Results of the Postal Ballot and e-voting of the Company declared on January 23, 2020 as per requirement of Regulation 44 (3) of SEBI (LODR) Regulations, 2015

The Company had sought the consent of the Shareholders of the Company, pursuant to SEBI (LODR) Regulations, 2015, the applicable provisions, if any, of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, by way of Postal Ballot and e-voting for the proposals related to Related Party transactions as set out in the Notice dated November 14, 2019.

Last date for receipt of Postal Ballot Form duly completed by the shareholders in the self addressed postage prepaid envelope was Tuesday, January 21, 2020.

Mr. Vicky Kundaliya, Practicing Company Secretary, Scrutinizer appointed for conducting the Postal Ballot Process has submitted his report of the Postal Ballot / E voting dated January 22, 2020. Based on the aforesaid report, the Chief Financial Officer of the Company has today announced the result of the aforesaid Postal Ballot at the Registered Office of the Company.

We would like to inform you that the Resolution as contained in the aforesaid Postal Ballot Notice has been passed by the members of the Company with requisite majority.

The details of the voting results in the format prescribed under Regulation 44(3) of SEBI (LODR) Regulations, 2015 are enclosed, together with a copy of the Combined Scrutinizer's Report and the same will be displayed at the Registered office of the Company and on the website of the Company www.dbrealty.co.in

Thanking you

Yours faithfully

For D B Realty Limited


Jignesh Shah
Company Secretary



Encl: as above

DETAILS OF VOTING RESULTS

Date of Declaration of Results of Postal Ballot : January 23, 2020

Total No of Shareholders as on Record date : As off Cut off date i.e. December 13, 2019
31052

No of shareholders Present at the meeting) Not applicable since the process was through
Either in person or through proxy) postal ballot and e voting

No of shareholders attended through video) Not applicable since the process was through
Conferencing:) postal ballot and e voting

Agenda-wise Disclosure

Resolution : 1

| Resolution required: (Ordinary/Special) | | Ordinary—Consent pursuant to Section 188 and other provisions of the Companies Act, 2013, if applicable, and Rules made thereunder and Regulation 23 or other applicable Regulations, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for transactions in respect of Related Parties | | | | | | | |
|--|----------------|--|---------------------------|---|---------------------------------|-------------------------------|--------------------------------------|------------------------------------|----------------------|
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution? | | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held [1] | No. of Valid votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour [4] | No. of Votes – Against [5] | % of Votes in favour on votes polled | % of Votes against on votes polled | No. of Invalid votes |
| | | | [2] | $[3]=\{[2]/[1]\}*100$ | | | $[6]=\{[4]/[2]\}*100$ | $[7]=\{[5]/[2]\}*100$ | |
| Promoter and Promoter Group | E-Voting Poll | 151709527 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | | | | | | | | | |
| Public Institutions | E-Voting Poll | 18270264 | 9095502 | 49.7831 | 9056883 | 38619 | 99.5754 | 0.4246 | 0 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 9095502 | 49.7831 | 9056883 | 38619 | 99.5754 | 0.4246 | 0 |
| | | | | | | | | | |
| Public Non Institutions | E-Voting Poll | 73278991 | 3998154 | 5.4561 | 3996289 | 1865 | 99.9534 | 0.0466 | 0 |
| | Postal Ballot | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4013257 | 5.4767 | 4011392 | 1865 | 99.9535 | 0.0465 | 15 |
| | | | | | | | | | |
| Total | | 243258782 | 13108759 | 5.3888 | 13068275 | 40484 | 99.6912 | 0.3088 | 15 |



D B REALTY LIMITED

Regd. Office : DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063. • Tel.: 91-22-4077 8600 • Fax: 91-22-2841 5550 / 2842 1667

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

CIN: L70200MH2007PLC166818



COMBINED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015]

To,
The Chairman / Vice Chairman
D B REALTY LIMITED (CIN No.:L70200MH2007PLC166818)
DB House, General A. K. Vaidya Marg,
Goregaon (East), Mumbai - 400063

Dear Sir,

The Board of Directors has appointed me as the Scrutinizer for conducting the Postal Ballot Voting process and E Voting process on 14th November, 2019 for conducting the Voting Process in fair and transparent manner.

Accordingly, I submit my report as under:

1. In terms of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued a Postal Ballot Notice dated 14th November, 2019 for passing Ordinary Resolution as mentioned in the said Notice to its Members. As informed to us, the Company has completed the dispatch of Postal Ballot Notices along with self-addresses postage pre-paid business reply envelopes to all its Equity Shareholders by Registered Post/Air Mail at the respective registered address or by email to the registered e-mail address, whose name(s) appeared on the Register of Members / List of Beneficiaries as on 13th December, 2019.
2. The Company has offered E-voting facility to all its Equity Shareholders who are the Shareholders as on cut-off date i.e. 13th December, 2019.
3. The E-Voting for Postal Ballot and Voting through Postal Ballot Forms commenced from 23rd December, 2019 (10.00 a.m.) and ended on 21st January, 2020 (5.00 p.m.).
4. The particulars of all Postal Ballot / Electronic Votes received from the Members have been entered in the Electronic Register separately maintained for the purpose.
5. I have downloaded the data of e-voting after the E-voting Module was disabled by the CDSL.
6. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's Login on the CDSL e-voting website. The votes cast through E-voting were unblocked on 21st January, 2020 in the presence of two witnesses, Ms. Khadija Liliyawala and Mr. Abhijeet Ambre who are not in employment of the Company.
7. The Sealed Postal Ballot Forms received from the Shareholders were kept under the safe custody of the Link Intime India Private Limited – Registrar and Share Transfer Agent.
8. The Postal Ballot Forms were scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries as on 13th December, 2019 provided by the Registrar and Share Transfer Agent - Link Intime India Private Limited.
9. All Postal Ballot Forms and E-votes received upto 5.00 P.M. on Tuesday, 21st January, 2020, the last date and time fixed by the Company for receipt of the Forms were considered for my scrutiny.
10. The Combined Report is given below :-

| | |
|---|---|
| Resolution required: (Ordinary/Special) | Ordinary—Consent pursuant to Section 188 and other provisions of the Companies Act, 2013, if applicable, and Rules made thereunder and Regulation 23 or other applicable Regulations, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for transactions in respect of Related Parties |
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution? | Yes |



| Category | Mode of Voting | No. of shares held | No. of Valid votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled | No. of Invalid votes |
|-----------------------------|----------------|--------------------|---------------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|----------------------|
| | | [1] | [2] | [3]={[2]/[1]}*100 | [4] | [5] | [6]={[4]/[2]}*100 | [7]={[5]/[2]}*100 | |
| Promoter and Promoter Group | E-Voting | 151709527 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Poll | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| Public Institutions | E-Voting | 18270264 | 9095502 | 49.7831 | 9056883 | 38619 | 99.5754 | 0.4246 | 0 |
| | Poll | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | 0 |
| | Total | | 9095502 | 49.7831 | 9056883 | 38619 | 99.5754 | 0.4246 | 0 |
| Public Non Institutions | E-Voting | 73278991 | 3998154 | 5.4561 | 3996289 | 1865 | 99.9534 | 0.0466 | 0 |
| | Poll | | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| | Postal Ballot | | 15103 | 0.0206 | 15103 | 0 | 100.0000 | 0.0000 | 15 |
| | Total | | 4013257 | 5.4767 | 4011392 | 1865 | 99.9535 | 0.0465 | 15 |
| Total | | 243258782 | 13108759 | 5.3888 | 13068275 | 40484 | 99.6912 | 0.3088 | 15 |

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules as amended from time to time, Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015 relating to voting through electronic means and Postal Ballot on the resolution contained in the Postal Ballot Notice dated 14th November, 2019. My responsibility as scrutiner's for the e-voting process and for Postal Ballot is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above based on report generated from the e-voting system provided by the CDSL, the authorized agency to provide e-voting facilities and engaged by the Company and Link Intime India Private Limited (Registrar and Share Transfer Agent).

Thanking you,
Yours faithfully,

For V. M. Kundaliya & Associates
Company Secretaries




Vicky M. Kundaliya
(Proprietor)
C.P. No. 10989
Membership No : F7716
UDIN: F007716B000086113
ICSI Unique Code: S2012MH183100

Place:- Mumbai
Date:- 22nd January, 2020

Acknowledge receipt of the same
For D B Realty Limited



Jignesh Shah
Company Secretary

Place:- Mumbai
Date:-22nd January, 2020