

V. M. KUNDALIYA & ASSOCIATES

COMPANY SECRETARIES

B/102, Sunderbaug Society, Opp. Jain Derasar, Mathuradas Road, Kandivali (W), Mumbai – 400 067
Mob:- 09867263830 Email: vicky csllb@gmail.com / vicky241083@yahoo.co.in

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL CONDUCTED AT THE 9TH ANNUAL GENERAL MEETING OF D B REALTY LIMITED HELD AT MUMBAI ON 26TH SEPTEMBER, 2015

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement]

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

9TH ANNUAL GENERAL MEETING (AGM) of the Equity Shareholders of D B Realty Limited on Saturday, 26th September, 2015 at 3.00 PM at Lakshdham High School Auditorium, Lakshdham High School, Gokuldharm, Goregaon (East), Mumbai - 400063

Dear Sir,

Sub:- Combined Scrutinizer's Report on the Remote E-voting and Poll process conducted for the 9th Annual General Meeting.

I, **Vicky M. Kundaliya**, Practicing Company Secretary (FCS No. 7716; C.P. No. 10989), Proprietor of **V. M. Kundaliya & Associates**, have been appointed as a Scrutinizer by the Board of Directors of D B Realty Limited (the Company) for the purpose:

- (i) Scrutinizing the remote E-Voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and;
- (ii) Poll through Physical Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 9th Annual General Meeting of the Equity Shareholders of the Company held on Saturday, 26th September, 2015 at 3.00 p.m. at Lakshdham High School Auditorium, Lakshdham High School, Gokuldharm, Goregaon (East), Mumbai – 400063.



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The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the Listing Agreement, relating to remote E-Voting and Physical Poll on the resolutions contained in the Notice to the 9th Annual General Meeting of the Equity Shareholders of the Company. My responsibility as a scrutinizer is to ensure that the voting process, both through remote E-Voting and by Physical Poll process at the Annual General Meeting, is conducted in a fair and transparent manner and make a consolidated scrutinizer's report of the Total Votes cast "in favour" or "against" if any, to the Chairman on the resolutions as stated below, based on the report generated from the E-Voting system provided by National Securities Depository Limited ('NSDL'), the authorized agency to provide E-Voting facilities engaged by the Company and also at the time of Physical Poll at the Annual General Meeting.

At the 9th AGM of the Company held on 26th September, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the Meeting who could not participate in the remote e-voting to record their votes through the poll process.

I have, immediately, after the conclusion of the voting at the AGM, first counted the votes cast at the meeting through Polling Paper, thereafter unblocked the votes cast through Remote e-voting provided by National Securities Depository Limited (NSDL), in the presence of the following two witnesses who are not in the employment of the Company, namely:

(i) Mr. Nikesh Oswal;

(ii) Mr. Suraj Desai

I have issued separate Scrutinizer's Report dated 26th September, 2015 on the remote e-voting and on the poll through physical means on the resolutions contained in the Notice to the AGM. I submit herewith my consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 9th AGM and the results through Electronic means (i.e. by Remote E-voting) and Poll through Physical means are as under:-



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a) Ordinary Resolution 1-

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit & Loss Account for the year ended on that date, together with the Reports of the Board of Directors and the Auditors' thereon

Promoter/ Public	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
	1	2	3=2/1*100	4	5	6=4/2* 100	7=5/2* 100
Mode of Voting: Remote E-Voting							
Promoter & Promoter Group	151303279	0	0.00%	0	0	0.00%	0.00%
Public – Institutional Others	26813093	9460604	35.28%	920683	8539921	9.73%	90.27%
Public – Others	65142410	15431590	23.69%	15394642	36948	99.76%	0.24%
Total (A)	243258782	24892194	10.23%	16315325	8576869	65.54%	34.46%
Mode of Voting: Poll							
Promoter & Promoter Group	151303279	140430922	92.81%	140430922	0	100%	0.00%
Public – Institutional Others	26813093	0	0.00%	0	0	0	0.00%
Public – Others	65142410	457741	0.70%	457741	0	100%	0.00%
Total (B)	243258782	140888663	57.92%	140888663	0	100%	0.00%
Results (A+B)	243258782	165780857	68.15%	157203988	8576869	94.83%	5.17%



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b) Ordinary Resolution 2-

Re-appointment of Mr. Vinod Goenka (DIN:00029033) who retires by rotation, and being eligible, offers himself for reappointment.

Promoter/ Public	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
	1	2	3=2/1*100	4	5	6=4/2* 100	7=5/2* 100
Mode of Voting: Remote E-Voting							
Promoter & Promoter Group	151303279	0	0.00%	0	0	0.00%	0.00%
Public – Institutional Others	26813093	9460604	35.28%	8539921	920683	90.27%	9.73%
Public – Others	65142410	15431585	23.69%	15429260	2325	99.98%	0.02%
Total (A)	243258782	24892189*	10.23%	23969181	923008	96.29%	3.71%
* 1 Shareholder have not voted for this resolution							
Mode of Voting: Poll							
Promoter & Promoter Group	151303279	140430922	92.81%	140430922	0	100%	0.00%
Public – Institutional Others	26813093	0	0.00%	0	0	0.00%	0.00%
Public – Others	65142410	457741	0.70%	457741	0	100%	0.00%
Total (B)	243258782	140888663	57.92%	140888663	0	100%	0.00%
Results (A+B)	243258782	165780852	68.15%	164857844	923008	99.44%	0.56%



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c) Ordinary Resolution 3-

Re-appointment of Mr. Salim Balwa (DIN: 00017899) who retires by rotation, and being eligible, offers himself for reappointment.

Promoter/ Public	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
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Mode of Voting: Remote E-Voting							
Promoter & Promoter Group	151303279	0	0.00%	0	0	0.00%	0.00%
Public - Institutional Others	26813093	9460604	35.28%	920683	8539921	9.73%	90.27%
Public - Others	65142410	15431470	23.69%	15381804	49666	99.68%	0.32%
Total (A)	243258782	24892074*	10.23%	16302487	8589587	65.49%	34.51%
* 2 Shareholder have not voted for this resolution							
Mode of Voting: Poll							
Promoter & Promoter Group	151303279	140430922	92.81%	140430922	0	100%	0.00%
Public - Institutional Others	26813093	0	0.00%	0	0	0	0.00%
Public - Others	65142410	457741	0.70%	457741	0	100%	0.00%
Total (B)	243258782	140888663	57.92%	140888663	0	100%	0.00%
Results (A+B)	243258782	165780737	68.15%	157191150	8589587	94.82%	5.18%



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d) Ordinary Resolution 4-

Ratification of appointment of M/s. Haribhakti & Co. LLP, Chartered Accountants Mumbai (Firm Registration No. 103523W) as Statutory Auditors, as approved by members at the Eighth Annual General Meeting, to hold office until the conclusion of Tenth Annual General Meeting and to fix their remuneration for Financial Year ending on 31st March, 2016.

Promoter/ Public	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
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Mode of Voting: Remote E-Voting							
Promoter & Promoter Group	151303279	0	0.00%	0	0	0.00%	0.00%
Public - Institutional Others	26813093	9460604	35.28%	9460604	0	100%	0.00%
Public - Others	65142410	15431590	23.69%	15429885	1705	99.99%	0.01%
Total (A)	243258782	24892194	10.23%	24890489	1705	99.99%	0.01%
Mode of Voting: Poll							
Promoter & Promoter Group	151303279	140430922	92.81%	140430922	0	100%	0.00%
Public - Institutional Others	26813093	0	0.00%	0	0	0.00%	0.00%
Public - Others	65142410	457741	0.70%	457741	0	100%	0.00%
Total (B)	243258782	140888663	57.92%	140888663	0	100%	0.00%
Results (A+B)	243258782	165780857	68.15%	165779152	1705	100%	0.00%



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e) Ordinary Resolution 5-

Appointment of Ms. Sunita Goenka (DIN : 01010145) as the Director.

Promoter/ Public	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
	1	2	$3=2/1*100$	4	5	$6=4/2*100$	$7=5/2*100$
Mode of Voting: Remote E-Voting							
Promoter & Promoter Group	151303279	0	0.00%	0	0	0.00%	0.00%
Public - Institutional Others	26813093	9460604	35.28%	9460604	0	100%	0.00%
Public - Others	65142410	15431580	23.69%	15428887	2693	99.98%	0.02%
Total (A)	243258782	24892184*	10.23%	24889491	2693	99.99%	0.01%
* 2 Shareholder have not voted for this resolution							
Mode of Voting: Poll							
Promoter & Promoter Group	151303279	140430922	92.81%	140430922	0	100%	0.00%
Public - Institutional Others	26813093	0	0.00%	0	0	0.00%	0.00%
Public - Others	65142410	457741	0.70%	457741	0	100%	0.00%
Total (B)	243258782	140888663	57.92%	140888663	0	100%	0.00%
Results (A+B)	243258782	165780847	68.15%	165778154	2693	100%	0.00%



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f) Ordinary Resolution 6-

Appointment of Mr. Omprakash Agrawal (DIN : 00234104) as Independent Director.

Promoter/ Public	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
	1	2	3=2/1*100	4	5	6=4/2* 100	7=5/2* 100
Mode of Voting: Remote E-Voting							
Promoter & Promoter Group	151303279	0	0.00%	0	0	0.00%	0.00%
Public - Institutional Others	26813093	8539921	31.85%	8539921	0	100.00%	0.00%
Public - Others	65142410	15431590	23.69%	15429790	1800	99.99%	0.01%
Total (A)	243258782	23971511*	9.85%	23969711	1800	99.99%	0.01%
* 1 Shareholder have not voted for this resolution							
Mode of Voting: Poll							
Promoter & Promoter Group	151303279	140430922	92.81%	140430922	0	100.00%	0.00%
Public - Institutional Others	26813093	0	0.00%	0	0	0.00%	0.00%
Public - Others	65142410	457741	0.70	457741	0	100.00%	0.00%
Total (B)	243258782	140888663	57.92%	140888663	0	100.00%	0.00%
Results (A+B)	243258782	164860174	67.77	164858374	1800	100.00%	0.00%



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The Ballot Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately details of which are as under:

Resolution No.	Total number of members whose votes were declared invalid		Total number of votes polled by them	
	E-Voting	Ballot	E-Voting	Ballot
1	0	5	0	318
2	0	5	0	318
3	0	5	0	318
4	0	5	0	318
5	0	5	0	318
6	0	5	0	318

All the resolutions stands passed under remote E-Voting and voting at the AGM through Polling Paper with the requisite majority.

The register and all other papers and relevant records relating to E-Voting and Poll is under my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary, Shri. S. A. K. Narayanan authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

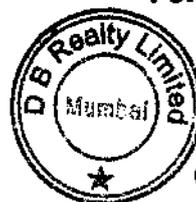
For V. M. Kundaliya & Associates
Company Secretaries

V.M. Kundaliya



Vicky M. Kundaliya
(Proprietor)
FCS No. 7716; C.P. No. 10989
Place:-Mumbai
Date:- 26th September, 2015

Countersigned by:
For D B Realty Limited



S.A.K. Narayanan
S.A.K. Narayanan
Company Secretary