



D B Realty Limited

CIN: L70200MH2007PLC166818

Regd Office: DB House, General A. K. Vaidya Marg, Goregaon East, Mumbai 400063.

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, that D B Realty Limited (the Company) is seeking the consent of its Members for the following special business by passing the Ordinary Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions appearing herein. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. Mr. Vicky Kundaliya, Practicing Company Secretary (CP No.10989), Proprietor of M/s V.M.Kundaliya & Associates has been appointed by the Board of Directors of your Company as the Scrutinizer.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5.00 p.m. on 31st July, 2018, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Chairman / Managing Director / Chief Financial Officer/ Company Secretary / Authorised Person of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 2nd August, 2018 at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and posted on the Company's website www.dbrealty.co.in besides communicating to the National Stock Exchange of India Limited and BSE Limited.

DRAFT ORDINARY RESOLUTIONS TO BE PASSED BY WAY OF POSTAL BALLOT

1. Consent pursuant for transactions in respect of Related Parties

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

“RESOLVED THAT 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 (hereinafter referred as “Regulations”) and Listing Agreement with the Stock Exchanges wherein the Equity Shares of the Company are listed to the extent of the applicability of the said Companies Act, 2013, Regulations and / or the Listing Agreement, with respect to various categories / nature of transactions covered by the said Act and / or the Rules made there under, and / or the “Regulations”, the members in the General Meeting hereby approve the proposed transactions, as described in the table appearing below with related parties as defined in Section 2(76) of the Companies Act, 2013 and the “Regulations”/Listing Agreement for (A) providing securities in favour of the financial institute/lender in connection with the loan / financial facility to be availed by the related party and (B) securities to be provided by the related parties in favour of the financial institute/lender to secure the loan availed/to be availed by the Company

Sr No	Name of the Related Party	Nature of Relationship	Amount Rs. (in crores)
A	Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd. (“BHGCDDL/Borrower”) - Security to be given by the Company to secure the Loan to be availed by Borrower	BHGCDDL, WOS of Marine Drive Hospitality & Realty Pvt. Ltd, a company in which KMPs and promoters / their relatives have significant influence and the Company has considerable investment	1590
B	ECC DB Konark Joint Venture (“JV”) & Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd. (“BHGCDDL”)- Securities to be obtained to secure the Loan availed / to be availed by Company	In JV, your Company has 75% stake and BHGCDDL, WOS of Marine Drive Hospitality & Realty Pvt. Ltd, a company in which KMPs and promoters / their relatives have significant influence and the Company has considerable investment	260

For D B Realty Limited

Jignesh Shah
Company Secretary

Place: Mumbai
Date: 28th May, 2018

NOTES:

1. The Board of Directors has appointed Mr. Vicky Kundaliya, Practicing Company Secretary, (C P No.10989), Proprietor of M/s V.M. Kundaliya & Associates, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
2. As per the applicable SEBI Regulations, all entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.
3. The Notice is being sent to all the Members by post / courier (and electronically by email to those Members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 22nd June, 2018. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on 22nd June, 2018
4. The material documents are open for inspection to the Equity Share Holders between 2.00 p.m. to 4.00 p.m. at the Registered Office of the Company upto the last date for receipt of the Postal Ballot Form.
5. The voting period shall commence at 10.00 a.m. on 2nd July, 2018 and end at 5.00 p.m. on 31st July, 2018

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

The companies/entities listed in the table appearing under Resolution for (A) providing securities in favour of the financial institute/lender in connection with the loan/financial facility to be availed by the related party and (B) securities to be provided by the related parties in favour of the financial institute/lender to secure the loan availed/to be availed by the Company as per their letters of sanction. In terms of the Listing Agreement entered into by the Company with the Stock Exchanges and the SEBI Regulations, these Related Party Transactions are required to be placed for the approval of the members in the General Meeting. The details of each of such related party transactions as stated in the table under the resolution appearing in the notice are given below:

A. Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd (“BHGCDDL”):

Bamboo Hotel and Global Centre (Delhi) Private Ltd (“BHGCDDL/Borrower”), a wholly owned subsidiary company (by its direct shareholding and through another wholly owned subsidiary) of Marine Drive Hospitality & Realty Pvt Ltd (“MDHRPL”), was sanctioned a loan of Rs.1590 crores by Yes Bank Limited (“Lender”), vide its letter dated 28th March, 2018 and various amendments thereto. The said company is developing a Hotel project and convention centre at International Airport Complex, New Delhi. Your Company and its Promoter Directors and their relatives have considerable investment in MDHRPL, the holding Company of BHGCDDL. The said loan is repayable at the end of 180 months with a ballooning repayment, with interest @ 11.10% payable monthly and security viz. pledge of the Borrower’s entire shares held by MDHRPL and its Wholly Owned Subsidiary, which is holding shares in BHGCDDL and the pari passu charge over the Borrower’s fixed assets of the Project including buildings and structures thereon (both present and future), pari passu charge over the Borrower’s all the movable assets of the project and all the current assets (present and future) including project receivables / existing & future receipt / collection and insurance proceeds pertaining to the project including charge over escrow of all the project receivables and pari passu charge over refundable security deposit paid by Borrower to Delhi International Airport Limited, all right and transfer of rights to all the Project documents, besides the unconditional and irrevocable personal guarantees of Mr. Vinod Goenka and Mr. Shahid Balwa, Promoter Directors and the unconditional and irrevocable Corporate Guarantee of MDHRPL and its Wholly Owned Subsidiary, which is holding shares in BHGCDDL.

In addition to above securities, as per the terms sanctioned by the Lender, the residual charge over DB Skypark Project to be developed by ECC DB Konark Joint Venture (“JV”) (in which your Company has 75% stake) situated at Village Bapnala, Taluka Andheri, Mumbai Suburban District, Mumbai comprising of slum and non-slum land with first charge to be with Primary Lender(s) (existing or future to the extent of INR 125 crores), is also required to be created as security to secure the said loan to be borrowed by BHGCDDL. The Lender charge shall remain residual at any given point in time irrespective of change in the Primary Lender. Currently, there is an existing exclusive charge, which has been created by the said JV in favour of ICICI Bank Ltd for Term Loan of Rs. 30 crores availed by said JV. The above transaction of providing security by way of creating residual charge over DB Skypark Project to be developed by ECC DB Konark Joint Venture in favour of the Lender is a related party transaction and is subject to the approval of the members in terms of the SEBI (LODR) Regulations, 2015. The Audit Committee of the Board and the Board of Directors at their meetings held on 28th May, 2018, have approved the proposal, in principle, subject to the approval of the members for the same. Therefore, the Board recommended and seek your approval for creating security as mentioned hereinabove.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company and also in MDHRPL) may be deemed to be concerned or interested in the said transaction and the related parties shall abstain themselves from voting on this item.

B. ECC DB Konark Joint Ventures (“JV”) and Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd (“BHGCDDL”):

Your Company was sanctioned a loan of Rs. 260 crores by Yes Bank Limited (“Lender”), vide its letter dated 30th March, 2018 for the purpose towards placement of refundable contractual deposits and meeting expenses related to Project Management Agreement (PMA) / Development Manager (DM) / services related agreements entered by the Company with its wholly owned subsidiaries/entities for their various projects. The said loan is repayable at the end of 24 months with a bullet payment, with interest @ 10% payable monthly and security viz. exclusive charge by way of Hypothecation over PMA/DM contract receivables and refundable deposit(s) to be received from such wholly owned subsidiaries/entities, Hypothecation on receivables of DB View Infracon Private Limited (WOS of the Company) and the unconditional and irrevocable personal guarantees of Mr. Vinod Goenka and Mr. Shahid Balwa, Promoter Directors.

In addition to above securities, as per the terms sanctioned by the Lender, (i) the residual charge over DB Skypark Project to be developed by ECC DB Konark Joint Venture (“JV”) situated at Village Bapnala, Taluka Andheri, Mumbai Suburban District, Mumbai comprising of slum and non-slum land with first charge to be with Primary Lender(s) (existing or future to the extent of INR 125 crores) and (ii) the Second Charge on all the assets of Bamboo Hotel and Global Centre (Delhi) Private Ltd (“BHGCDDL”), a wholly owned subsidiary company (by its

direct shareholding and through another wholly owned subsidiary) of Marine Drive Hospitality & Realty Pvt Ltd (“MDHRPL”) are required to be created as securities in favour of the said Lender. The Lender charge shall remain residual at any given point in time irrespective of change in the Primary Lender. Your Company holds 75% stake in the JV and your Company as well as its Promoter Directors and their relatives have considerable investment in MDHRPL, the holding Company of BHGCDPL. The above transactions of providing securities by way of creating residual charge over DB Skypark Project to be developed by said JV and second charge on all the assets of BHGCDPL in favour of the Lender are related party transactions and subject to the approval of the members in terms of the SEBI (LODR) Regulations, 2015. The Finance & Investment Committee has approved the proposal of availing loan/financial facility from the Lender at its meeting held on 14th April, 2018. Further, the Audit Committee and the Board of Directors at their meetings held on 28th May, 2018, have approved the above related party transactions to create security as stipulated in the sanction letter, in principle, subject to the approval of the members for the same. Therefore, the Board recommended and seek your approval for creating security as mentioned hereinabove.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company and also in MDHRPL) may be deemed to be concerned or interested in the said transaction and the related parties shall abstain themselves from voting on this item.

Instructions for Voting:

Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 p.m. on 31st July, 2018. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

E-Voting Facility

3. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid. The instructions for members for e-voting are as under:
 - (i) The voting period begins on 2nd July, 2018 at 10 A.M. and ends on 31st July, 2018 at 5 P.M. During this period, shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut off date, 22nd June, 2018 may cast their vote electronically. The e-voting module may be disabled by CDSL for voting thereafter.

The shareholders should log on to the e voting web site www.evotingindia.com

- (ii) Click Shareholders.
- (iii) Now enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID.
 - (b) For NSDL: 8 character DP ID followed by 8 Digits Client ID.
 - (c) Member holding shares in physical form should enter the registered Folio number.
- (iv) Now enter the image verification as displayed and click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for D B Realty Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.