

March 10, 2016

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 Ltd. “Exchange Plaza”, Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip Code : 533160	Scrip Symbol : DBREALTY
Fax No.: 022 – 2272 2037/39/3121	Fax No.: 022 – 26598237/38

Dear Sirs,

Sub: Postal Ballot Notice dated March 5, 2016

Please find enclosed the Postal Ballot Notice under Section 110 of the Companies Act, 2013 for seeking the consent of the members through Postal Ballot for the resolution as stated therein.

Kindly acknowledge and take the same on record.

Yours faithfully,

For D B Realty Limited,


S A K Narayanan
Company Secretary



Encl: as above

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



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

Ph: +91 22 4077 8600/ **Fax:** +91 22 2841 5550/ 2842 1667 **Web:** www.dbrealty.co.in **E-mail:** info@dbg.co.in

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 Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolution 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 Resolution 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 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 P.M. on 11th April, 2016, 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 / 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 13th April, 2016 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 RESOLUTION TO BE PASSED BY WAY OF POSTAL BALLOT

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 applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and Listing Agreement with the Stock Exchanges wherein the Equity Shares of the Company are listed and/or Regulation 23 or other applicable Regulations if any of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Regulations”) to the extent of the applicability of the said Companies Act, 2013 and / or the Listing Agreement and/or the “Regulations”, with respect to various categories / nature of transactions covered by the said Act and / or the Rules made there under and / or the listing Agreement, and / or the “Regulations”, the members in the General Meeting through Postal Ballot approve and / or ratify the transactions / proposed transactions of giving guarantees or providing securities in connection with the loan to the related parties or obtaining guarantee / securities from related parties in connection with the loan availed / to be availed by the Company, as described in the table appearing below, with the Related Parties as defined in Section 2(76) of the Companies Act, 2013 and the “Regulations” / Listing Agreement.

Sr No	Name of the Related Party	Nature of Relationship	Amount Rs. (in crores)
1	Heaven Star Hotels (Delhi) Pvt. Ltd. (Guarantee/ Security given/to be given / provided)	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 economic interest	275

Sr No	Name of the Related Party	Nature of Relationship	Amount Rs. (in crores)
2	YJ Realty & Aviation Pvt Ltd	Lease Rental Discounting Facility	85
3	Eversmile Construction Company Pvt Ltd (ECCPL) (Security and Guarantee to be provided by ECCPL in favour of Lender(s) on behalf of the Company)	Joint Venture Partner	250

For D B Realty Limited

Place: Mumbai
Date: 5.3.2016

(S.A.K.Narayanan)
Company Secretary

NOTES:

1. The Board of Directors has appointed Mr. Vicky Kundaliya, Practicing Company Secretary, (C P No.10989), proprietor, 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 Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
4. 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 March 4, 2016. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on March 4, 2016.
5. 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.
6. The voting period shall commence at 10.00 a.m. on March 12, 2016 and end at 5.00 p.m. on April 11, 2016.

EXPLANATORY STATEMENT

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

The companies/entities listed in the table appearing under Resolution have availed / propose to avail loans / financial facilities from Banks/Financial Institutions ("Lenders") for which guarantee / securities are proposed to be provided by your Company to the Lenders 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:

1. Heaven Star Hotels (Delhi) Pvt. Ltd. (Proposed) (Sr. No. 1 in table)

Heaven Star Hotels (Delhi) Private Limited, (HSDPL)(Borrower) a wholly owned subsidiary of Marine Drive Hospitality & Realty Private Limited, by its direct shareholding and through another subsidiary, has been sanctioned a loan of Rs.275 crores by Reliance Capital Limited (Lenders) vide its letter dated January 18, 2016. The said company is in the process of developing a Hotel Project at International Airport complex, New Delhi, subject to necessary approvals. Your Company, its Promoters and their relatives have considerable economic interest in the borrower's holding company Marine Drive Hospitality & Realty Private Limited. The said loan is repayable at the end of 24 months with a bullet payment, with interest @ 18% payable monthly. The lenders have stipulated the Corporate Guarantee of your Company as one of the terms of sanction. The other securities for the said loan include the pledge of 100% equity shares of the borrower company by its shareholders viz. Marine Drive Hospitality & Realty Private Limited and Goan Hotels & Realty Private Limited and the Registered mortgage of the assets proposed and located at project site, exclusive charge on the buildings, structures both present and future, receivables, rights, titles, interest, claims etc under the project documents etc (which have already been created) and the corporate/ personal guarantees of the two shareholding companies of the borrower and Mr. Vinod Goenka and Mr. Shahid Balwa, promoters and directors of your Company.

The above transaction has been approved in principle by the Audit Committee, subject to the approval of the shareholders by postal ballot and e-voting. Your approval is sought for providing corporate guarantee by your Company for the amount of Rs.275 crores.

Being a wholly owned subsidiary company of Marine Drive Hospitality & Realty Private Limited, your Directors (other than the Independent Directors), KMP Directors and their relatives (to the extent of shareholding held by them in the borrower Company's holding company) may be deemed to be concerned or interested in the above mentioned transaction.

2. YJ Realty & Aviation Pvt Ltd (Proposed) (Sr. No. 2 in the table)

YJ Realty & Aviation Pvt Ltd, a company in which your promoter Directors / their relatives have substantial interest has been sanctioned a loan of Rs.85 crores by way of Lease Rental Discounting facility by ICICI Bank Limited. The said loan and interest thereon, costs, charges expenses and other monies have been secured by the property, with all the buildings and structures thereon all the movable assets in relation to the property, Receivables of the Project, assignment of the project documents, Escrow account and DSR account etc of the borrower. In addition, a first pari-passu charge of the Bacchuwadi property at Mumbai Central admeasuring 14,770.82 sq mtrs owned by your Company is also to be created along with second charge on ten flats in DB Crown project by your subsidiary company. The loan is also secured by the Personal Guarantees of Mr. Vinod Goenka and Mr. Shahid Balwa, promoter Directors of your Company, in addition to your Company's Corporate Guarantee.

The members have already approved the provision of Corporate Guarantee by your Company for a sum not exceeding Rs. 150 crores in favour of a proposed lender bank/financial institution, by passing a resolution through postal ballot and e voting on September 2, 2015. It is now proposed to seek the consent of the members for creation of pari-passu charge on the Bacchuwadi land, this being a Related Party Transaction in terms of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The transaction has been approved in principle by the Audit Committee, subject to the approval of the shareholders by postal ballot and e-voting.

Other than your Directors (except independent directors) and their relatives, none of the KMPs may be deemed to be concerned or interested in the said transaction.

3. Eversmile Construction Company Pvt Ltd (Proposed) (Sr. No. 3 in the table)

The members have by a resolution passed through Postal Ballot and E voting on September 2, 2015 approved a proposal for availing a facility upto Rs.100 crores from SICOM Limited for working capital facility, to be secured by creation of mortgage on the land owned by Eversmile Construction Company Pvt Ltd (ECCPL) of which the development rights are with a Joint Venture namely ECC DB JV, in which your Company is a JV partner with 75% share, balance 25% remaining with two other partners. The JV is implementing a project viz, DB Skypark at Andheri East on the said land for construction of a residential tower. While the said proposal is still under finalization, your Company is also having talks with other lenders with a view to avail assistance upto Rs.250 crores for the said project. The loan will be repaid from the receivables out of the project. Hence, as and when the proposals for availing financial assistance from other lender(s) materialize and terms finalised, the mortgage of the said land/development rights will have to be offered as security to the lender(s) either exclusively or on pari-passu basis. Hence the earlier approval is now sought to be modified to include any other lender(s) either jointly or exclusively as the proposal would be finalized. Hence shareholders' approval is now sought for such creation of security by the Related party, Eversmile Construction Company Pvt Ltd in favour of the proposed lender(s). The Audit Committee has in principle approved the proposal, subject to the approval of the shareholders.

Mr.Vinod Goenka, Mr.Jayvardhan Goenka and Ms.Sunita Goenka, Directors of your Company and their relatives, being shareholders of the said ECCPL are concerned or interested in the said transaction and no other Director or KMP shall be deemed to be concerned or interested in the same.



DB REALTY LIMITED

CIN: L70200MH2007PLC166818

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

Ph: +91 22 40778600/ Fax: +91 22 2841 5550/ 28421667 Web: www.dbrealty.co.in E-mail: info@dbg.co.in

POSTAL BALLOT FORM

Sr.No.:

1. Name and Registered Address of the sole / first named Shareholder:	:	
2. Name(s) of Joint-Holder(s), if any:	:	
3. Folio No. /DP ID No.* /Client ID No.* (*Applicable to Shareholders holding shares in dematerialized form)	:	
4. Number of equity shares held	:	

I / We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my /our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Item No.	Description	No of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Consent pursuant to Section 188 of the Companies Act, 2013 to the extent applicable and the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for transactions in respect of Related Parties			

Authorised signatory / Signature of the Shareholder

Place:

Date:

ELECTRONIC VOTING PARTICULARS

(Applicable for Individual Members only)

*Default PAN

*Please use default PAN for those who have not registered their PAN.

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5:00 p.m. on Monday, the 11th April, 2016

2. Please read carefully the instructions printed overleaf before exercising the vote.

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 P.M. on April 11, 2016. 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-a-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 March 12, 2016 at 10 A.M. and ends on April 11, 2016 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, March 4, 2016, may cast their vote electronically. The e voting module may be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e voting web site www.evotingindia.com.
- (iii) Click Shareholders.
- (iv) 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.
- (v) Now enter the image verification as displayed and click on Login.
- (vi) 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.
- (vii) 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for D B Realty Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.