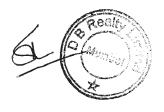


Date of AGM	September 26, 2015
Total No of Shareholders on record date	
No of Shareholders present in the meeting either in person or through proxy	78
Promoters and Promoter Group	22
Public	56

Agenda-wise

Serial	Details of the Agenda	Resolution required	Mode of voting:	
No €		(Ordinary/ Special)	(Show of Hands / Poll / Postal	Remarks
7			Ballot /E Voting	
1	Adoption of the Audited Balance Sheet as at March, 31, 2015, the Statement of Profit and Loss for the year ended on that date, Cash Flow Statement and Reports of the Board of Directors and	Ordinary	Poll and E voting	Passed with requisite majority
2	Auditors thereon Reappointment of the Director retiring by rotation: Mr. Vinod Goenka	Ordinary	Poll and E voting	Passed with requisite majority
3	Reappointment of the Director retiring by rotation: Mr. Salim Balwa	Ordinary	Poll and E voting	Passed with requisite majority
4	Appointment of M/s. Haribhakti & Co, LLP, Chartered Accountants as Auditors and fixing their remuneration	Ordinary	Poll and E voting	Passed unanimously
5	Appointment of Ms. Sunita Goenka as Director	Ordinary	Poll and E voting	Passed with requisite majority
6	Appointment of Mr. Omprakash Agrawal as Independent Director for a period of five years	Ordinary	Poll and E voting	Passed with requisite majority





In case of Poll / Postal Ballot / E Voting for the Annual General Meeting held on September 26, 2015:

Resolution No 1:

Promoter/Public	No of	No of votes	% of	No of Votes	No of	% of	% of
	Shares held	polled	Votes	in favour	votes	votes in	votes
			polled		against	favour	against
			on	(4)		on votes	on votes
	(1)	(2)	outstan			polled	polled
,			ding		(5)		
			shares				(7)
						(6)	=[(5)/(2)]
			(3)			=[(4)/(2)]	*100
			=[(2)/(1)]			*100	
			*100			···	
Promoter and	151303279	140430922	92.81	140430922	0	100	0.00
Promoter Group	131303273	140430322	92.81	140430922		100	0.00
Public							
Institutional	26813093	9460604	35.28	920683	8539921	9.73	90.27
Holders							
Public – Others	65142410	15889331	24.39	15852383	36948	99.77	0.23
Total	243258782	165780857	68.15	157203988	8576869	94.83	5.17

Resolution No 2:

Promoter/Public	No of	No of votes	% of	No of Votes	No of	% of	% of
	Shares held	polled	Votes	in favour	votes	votes in	votes
			polled		against	favour	against
			on	(4)	1	on votes	on votes
	(1)	(2)	outstan			polled	polled
			ding		(5)		
			shares			(6)	(7)
						=[(4)/(2)]	=[(5)/(2)]
			(3)			*100	*100
			=[(2)/(1)]				
			*100				
Promoter and Promoter Group	151303279	140430922	92.81	140430922	0	100	0.00
							-
Public					,		
Institutional	26813093	9460604	35.28	8539921	920683	90.27	9.73
Holders			·				
Public – Others	65142410	15889326	24.39	15887001	2325	99.99	0.01
Total	243258782	165780852	68.15	164857844	923008	99.44	0.56



Resolution No 3:

Promoter/Public	No of	No of votes	% of	No of Votes	No of	% of	% of
	Shares held	polled	Votes	in favour	votes	votes in	votes
			polled) 	against	favour	against
			on	(4)		on votes	on votes
	(1)	(2)	outstan			polled	polled
			ding		(5)		
			shares			ļ	
						(6)	(7)
			(3)			=[(4)/(2)]	=[(5)/(2)]
			=[(2)/(1)]			*100	*100
			*100				
Promoter and	151303279	140430922	92.81	140430922	0	100	0.00
Promoter Group	131303279	140430922	92.01	140450922	0	100	0.00
Public							
Institutional	26813093	9460604	35.28	920683	8539921	9.73	90.27
Holders							
Public – Others	65142410	15889211	24.39	15839545	49666	99.69	0.31
Total	243258782	165780737	68.15	157191150	8589587	94.82	5.18

Resolution No 4

Promoter/Public	No of	No of votes	% of	No of Votes	No of	% of	% of
	Shares held	polled	Votes	in favour	votes	votes in	votes
			polled		against	favour	against
			on	(4)		on votes	on votes
	(1)	(2)	outstan			polled	polled
		ŀ	ding		(5)		
			shares				
						(6)	(7)
			(3)			=[(4)/(2)]	=[(5)/(2)]
			=[(2)/(1)]			*100	*100
			*100				
Promoter and	151303279	140430922	92.81	140430922	0	100	0.00
Promoter Group	131303273	140430322	32.01	140430322		100	0.00
Public							
Institutional	26813093	9460604	35.28	9460604	0	100	0.00
Holders							
Public – Others	65142410	15889331	24.39	15887626	1705	99.99	0.01
Total	243258782	165780857	68.15	165779152	1705	100	0.00





Resolution No 5:

Promoter/Public	No of	No of votes	% of	No of Votes	No of	% of	% of
	Shares held	polled	Votes	in favour	votes	votes in	votes
·			polled		against	favour	against
			on	(4)		on votes	on votes
	(1)	(2)	outstan			polled	polled
			ding	·	(5)		
			shares				
						(6)	(7)
	,		(3)			=[(4)/(2)]	=[(5)/(2)]
			=[(2)/(1)]			*100	*100
			*100				
Promoter and	151303279	140430922	92.81	140430922	0	100	0.00
Promoter Group	151505275	140430322	32.01	140430322		100	0.00
Public							
Institutional	26813093	9460604	35.28	9460604	0	100	0.00
Holders							
Public – Others	65142410	15889321	24.39	15886628	2693	99.98	0.02
Total	243258782	165780847	68.15	165778154	2693	100	0.00

Resolution No 6:

Promoter/Public	No of	No of votes	% of	No of Votes	No of	% of	% of
	Shares held	polled	Votes	in favour	votes	votes in	votes
			polled		against	favour	against
			on	(4)		on votes	on votes
	(1)	(2)	outstan			polled	polled
	1		ding		(5)		
			shares				
						(6)	(7)
			(3)			=[(4)/(2)]	=[(5)/(2)]
			=[(2)/(1)]			*100	*100
			*100				
Promoter and	151303279	140430922	92.81	140430922	0	100	0.00
Promoter Group	131303273	140430322	32.01	140430322		100	0.00
Public							
Institutional	26813093	8539921	31.85	8539921	0	100	0.00
Holders							
Public – Others	65142410	15889331	24.39	15887531	1800	99.99	0.01
Total	243258782	164860174	67.77	164858374	1800	100	0.00



B/102, Sunderbaug Society, Opp. Jain Derasar, Mathuradas Road, Kandivali (W), Mumbai – 400 067

Mob:- 09867263830 Email: vickycsllb@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, Gokuldham, 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, Gokuldham, 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 3=2/1*100	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled 6=4/2*	% of Votes Against on Votes Polled 7=5/2* 100
		Mode	of Voting: Re	mote 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 Voti	ng: 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/	No. of	No. of Valid	% of Votes	No. of Votes	No. of	% of	% of Votes
Public	Shares held	Votes Polled	Polled on outstanding shares	in favour	Votes Against	Votes in Favour on Votes Polled	Against on Votes Polled
	1	2	3=2/1*100	4	5	6=4/2*	7=5/2*
	<u> </u>					100	100
		Mode	of Voting: Re	mote 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 Shareho	older have not	voted for this	resolution Mode of Voti	ng, 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 3=2/1*100	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled 6=4/2*	% of Votes Against on Votes Polled
		Mode	of Voting: Re	mote E-Voting		100	100
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%
		voted for this n	esolution Mode of Voti	ng: 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%
Dogušta	242250702	165700727	CO 150/	157101150	0500503	04.000/	E 100/
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 3=2/1*100	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled 6=4/2*	% of Votes Against on Votes Polled 7=5/2* 100
		Mode	of Voting: Re	mote E-Voting		100	100
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 Voti	ng: 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 3=2/1*100	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled 6=4/2*	% of Votes Against on Votes Polled 7=5/2*
		<u> </u>				100	100
				mote 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 Sharen	older have not	voted for this	resolution Mode of Voti	ng: 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 3=2/1*100	No. of Votes in favour	No. of Votes Against	% of Votes in Favour on Votes Polled 6=4/2*	% of Votes Against on Votes Polled 7=5/2* 100
		Mode	of Voting: Re	mote 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%
		voted for this r	esolution Mode of Voti 92.81%	ng: Poll 140430922	0	100.00%	0.00%
Promoter & Promoter Group	151303279	140430922	92.01%	140430922	U U	100.00%	
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 whose vo declared	tes were	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

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. Naráyanan Company Secretary

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