

NEELKAMAL TOWER CONSTRUCTION LLP

(Formerly known as Neelkamal Tower Construction Private Limited converted into LLP w.e.f 26th October, 2010)

LLPIN - AAA -2602

265-E, Bellasis Road, Opp. BEST Bus Depot, Mumbai Central (E), Mumbai - 400008

Date: 3rd October, 2022

To

The Manager,	The Manager,
Dept. of Corporate Services	National Stock Exchange of India Limited
BSE Limited,	Exchange Plaza, Bandra Kurla Complex
P J Towers, Dalal Street ,	Bandra (East),
Mumbai - 400 001	Mumbai 400051
SCRIP CODE: 533160 SCRIP ID: DBREALTY	SCRIP SYMBOL: DBREALTY SERIES: EQ
FAX No. 022-2272 2037/39	FAX No. 022-26598237/38

Dear Sirs,

Sub : Disclosure under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed disclosure under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 upon creation of pledge over 1,50,00,000 nos. of equity shares of D B Realty Limited, which have been pledged by us (one of the promoters of D B Realty Limited) in favour of Catalyst Trusteeship Ltd (through its DP Axis Bank Ltd) in connection with the financial facility given by the said Lender to LLP.

Kindly acknowledge the receipt of the same and take on records.

Thanking You,

Yours faithfully,

For Neelkamal Tower Construction LLP

Designated Partner

CC to : D B Realty Limited,
Mumbai 400063

	Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	No. and % of shares encumbered	Specific details about the encumbrance				Security Cover / Asset Cover			End use of money
			Name of the entity in whose favour shares encumbered (X)	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Names of all other entities in the agreement	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Value of shares on the date of event / agreement (A)**	Amount involved (against which shares have been encumbered) (B)	Ratio of A / B	
Encumbrance 1 Date of creation of encumbrance on 21.01.2019 . Promoter: Neelkamal Tower Construction LLP	Pledge	2,00,00,000 shares 6.92%	ECL Finance Limited	Yes	Entities involved in the transaction/ Loan document 1. Horizontal Realty & Aviation Pvt. Ltd. - Issuer and Step-down Subsidiary 2. Neelkamal Tower Construction LLP - Promoter of the Company 3. Milan Theatres Pvt. Limited - Associate company of the Company 4. ECL Finance Limited - Debenture Holder 5. Beacon Trusteeship Limited - Trustee of the Lender	Yes, Non Convertible Debentures 1. Name of the NCD issuer- Horizontal Realty & Aviation Pvt. Ltd. 2. Details of the debt instrument- Redeemable Non Convertible Debenture with face value of INR 1,00,000 each 3. Whether the debt instrument is listed on stock exchanges? -No 4. Credit Rating of the debt instrument- Credit Rating is not obtained 5. ISIN of the instrument- INE475K07012	INR 52,30,00,000	INR 90,00,00,000	0.58	Amount Borrowed- INR 90 Crs (Present Outstanding - Rs. 75.50crs) Purpose of Raising Money- General Corporate Purpose Utilisation - 1. Loan to associate company of the Company - INR 58.25 Crs 2. Repayment of Existing Loan - INR 30.73 Crs 3. Finance Cost- INR 1.02 Crs Repayment Schedule- The Issuer shall redeem 100% of the face value of Debentures at the end of 84 months from the Date of first subscription
Encumbrance 2(Additional shares pledged against Encumbrance 1) Date of creation of emcumbrance: 21.01.2019 Promoter - Vinod Goenka	Pledge	16,00,000 shares 0.55%	Same as above	Same as above	Same as above	Same as above	INR 4,18,40,000	Same as above	0.0038	Same as above
Encumbrance 3 (Additional shares pledged against Encumbrance 1) Date of creation of emcumbrance: 06.06.2019 Promoter: Vinod Goenka HUF	Pledge	4,00,000 shares 0.14%	Same as above	Same as above	Same as above	Same as above	INR 56,20,000	Same as above	0.0624	Same as above
Encumbrance:4 Date of creation of emcumbrance: 19.03.2013 Promoter- Neelkamal Tower Construction LLP	Pledge	40,00,000 Shares 1.38%	HDFC Limited	Public Financial Institution	1. Neelkamal Tower Construction LLP - Promoter of the Company 2. HDFC limited- Lender	No	INR 26,82,00,000	INR 300,00,00,000	0.0894	Amount Borrowed by Realgem Buildtech Pvt. Ltd. (a WOS of the Company) - INR 300 Crs Purpose of Raising Money - For advancing loan to the Group concern for repayment of their loan and for construction of DB Crown project owned by WOS of the Company. Utilisation - 1. Loan to the group concern and towards construction & development expenses of the DB Crown project. The said loan has been repaid and the charge on shares pledged with the Lender has been extended for the Loan mentioned in Encumbrance no.6 of this sheet
Encumbrance : 5 Date of Creation of Encumbrance: 26.12.2017 PAC- Sanjana Vinod Goenka	Pledge	1,00,00,000 Shares 3.46%	HDFC Limited	Public Financial Institution	1. Sanjana Vinod Goenka - PAC of the Company 2. HDFC limited- Lender	No	INR 55,35,00,000	INR 300,00,00,000	0.1845	Amount Borrowed by Realgem Buildtech Pvt. Ltd. (a WOS of the Company) - INR 300 Crs Purpose of Raising Money - For advancing loan to the Group concern for repayment of their loan and for construction of DB Crown project owned by WOS of the Company. Utilisation - 1. Loan to the group concern and towards construction & development expenses of the DB Crown project. The said loan has been repaid and the charge on shares pledged with the Lender has been extended for the Loan mentioned in Encumbrance no.6 of this sheet

	Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	No. and % of shares encumbered	Specific details about the encumbrance				Security Cover / Asset Cover			End use of money
			Name of the entity in whose favour shares encumbered (X)	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Names of all other entities in the agreement	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Value of shares on the date of event / agreement (A)**	Amount involved (against which shares have been encumbered) (B)	Ratio of A / B	
Encumbrance 6 Date of creation of encumbrance: 12.07.2018 . PAC- Sanjana Vinod Goenka	Pledge	1,17,00,000 shares 4.05%	IDBI Trusteeship Services Limited (Share Pledge Trustee on behalf of HDFC Limited, lender)	No, Security Trustee	1. Sanjana Vinod Goenka - PAC of the Company 2. IDBI Trusteeship Services Limited - Security Trustee on behalf of HDFC Ltd, lender	No	INR 44,63,55,000	INR 1100,00,00,000	0.0406	Amount Borrowed by MIG (Bandra) Realtors & Builders Pvt. Ltd. (a WOS of the Company) - INR 1100 crs(Present Outstanding - INR 629 Crs) Purpose of Raising Money- 1. Repayment of loan availed by the Group Company 2. Refinance of existing lender 3. Part payment of MHADA premium, society payment, and refund of deposit 4. Balance for Project Expenses and working capital requirement Utilisation-
Encumbrance 7 (This is in addition to the shares pledged against the facility of INR 1100 Crs as mentioned in Encumbrance No 6). Date of creation of encumbrance: 12.07.2018 . PAC- Aseela Vinod Goenka	Pledge	1,08,00,000 shares 3.74%	Same as above	Same as above	1. Aseela Vinod Goenka - PAC of the Company 2. IDBI Trusteeship Services Limited - Security Trustee on behalf of HDFC Ltd, lender	Same as above	INR 41,20,20,000	Same as above	0.04	Same as above
Encumbrance 8 (This is in addition to the shares pledged against the facility of INR 1100 Crs as mentioned in Encumbrance No 6). Date of creation of encumbrance: 29.08.2018 . Promoter- Neelkamal Tower Construction LLP	Pledge	2,78,04,338 shares 9.62%	Same as above	Same as above	1. Neelkamal Tower Construction LLP - Promoter of the Company 2. Sanjana V. Goenka - PAC of the Company 3. Aseela Vinod Goenka - PAC of the Company, 4. IDBI Trusteeship Services Limited - Security Trustee on behalf of HDFC Ltd, lender	Same as above	INR 82,16,18,187	Same as above	0.07	Same as above
Encumbrance 9 (This is in addition to the shares pledged against the facility of INR 1100 Crs as mentioned in Encumbrance No 6). Date of creation of encumbrance: 29.08.2018 . PAC- Aseela Vinod Goenka	Pledge	1,05,303 shares 0.04%	Same as above	Same as above	Same as above	Same as above	INR 31,11,703	Same as above	0.0003	Same as above

	Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	No. and % of shares encumbered	Specific details about the encumbrance				Security Cover / Asset Cover			End use of money
			Name of the entity in whose favour shares encumbered (X)	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Names of all other entities in the agreement	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	Value of shares on the date of event / agreement (A)**	Amount involved (against which shares have been encumbered) (B)	Ratio of A / B	
Encumbrance 10 Date of creation of emcumbrance: 29.09.2022 Promoter- Neelkamal Tower Construction LLP	Pledge	1,50,00,000 shares 5.19%	Catalyst Trusteeship Ltd, Security Trustee on behalf of Capri Global Capital Limited	No, Security Trustee	1 Neelkamal Tower Construction LLP 2.Catalyst Trusteeship Ltd, Security Trustee on behalf of Capri Global Capital Limited	No	INR 155,40,00,000	INR 10,00,00,000	15.54	<p>Purpose of Loan: The Said Loan has been borrowed by the Borrower i.e Neelkamal Tower Construction LLP for General Corporate Purpose, Project Expenses and for creation of DSRA to be maintained in fixed deposit loan as per DSRA Clause.</p> <p>Repayment : The loan shall be repaid in six monthly installments, failing due at the at the end of 13th month from the date of first disbursement.</p>

Note-

Closing price is taken for calculation

Place : Mumbai
Date : 03.10.2022

Neelkamal Tower Construction LLP
Promoter

Annexure - II
Disclosure of reasons for encumbrance

Name of listed company	D B Realty Limited ("Company")		
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited National Stock Exchange of India Ltd.		
Name of the promoter(s) / PACs whose shares have been encumbered	Promoters 1. Neelkamal Tower Construction LLP 2. Vinod Goenka HUF 3. Vinod Goenka Person Acting in Concert (PACs with Vinod Goenka HUF & Vinod Goenka) 1. Aseela Vinod Goenka 2. Sanjana Vinod Goenka		
Total promoter shareholding in the listed company	Name of Promoters / PACs	No of Shares	% of total share capital
		199119642	68.89
Encumbered shares as a % of promoter shareholding	Name of Promoters / PACs	No of Shares pledged	% of encumbered promoter's holding
	1. Neelkamal Tower Construction LLP	66804338	33.55%
	2. Vinod Goenka HUF	400000	0.20%
	3. Vinod Goenka	1600000	0.80%
	4. Aseela Vinod Goenka	10905303	5.48%
	5. Sanjana Vinod Goenka	21700000	10.90%
	Total	101409641	50.93%
Whether encumbered share is 50% or more of promoter shareholding	Yes		
Whether encumbered share is 20% or more of total share capital	Yes		