

Date: 01st March, 2021

The General Manager, Listing Department BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice-President, Listing Department National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
Scrip Code : 533160	Scrip Symbol : DBREALTY
Fax No.: 022 – 2272 3121/ 2039	Fax No.: 022 – 26598237/38

Sub: Notice of Extra Ordinary General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of Extra- Ordinary General Meeting ("EGM") of the Company, which is scheduled to be held on Tuesday, 23rd March, 2021 at 3.00 p.m through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue. The Company has today, completed dispatch of the Notice of EGM, by electronic means, to all shareholders whose email IDs are registered with the Company/Depositories. The Notice of EGM will also be available on the Company's website at www.dbrealty.co.in

You are requested to take the above information on your records.

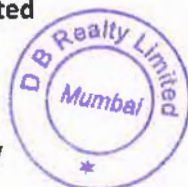
Thanking You,

Yours faithfully,

For D B Realty Limited



**Jignesh Shah
Company Secretary**



Encl: As above

D B REALTY LIMITED

Regd. Office : DB Central, Maulana Azad Road, Rangwala Compound, Jacob Circle, Mumbai- 400 011 Tel.: 81-22-2305 5555

Website: www.dbrealty.co.in • Email : Info@dbg.co.in

CIN: L70200MH2007PLC106818

Shilpa.Saboo

From: Prajakta Pawle [PrajaktaP@nsdl.co.in]
Sent: Monday, March 01, 2021 3:15 PM
To: Shilpa.Saboo
Cc: Sarita Mote; Pratik Bhatt; Pallavi Mhatre; Amit Vishal; Veena Suvarna
Subject: Extra Ordinary General Meeting of D B Realty Limited to be held on 23rd March 2021 at 03:00 p.m. through Video conferencing ("VC") /Other Audio Visual Means ("OAVM")

Dear Sir/Madam,

We refer to the electronic voting facility provided by NSDL in respect of ensuing e-Voting for EGM of D B Realty Limited - EVEN no – 115788

In this regard, we wish to confirm that the email communication has been sent to 33224 shareholders on 01st March, 2021.

This is for your information and records.

For further information, the bounce cases file will be kept in RTA data path after T+2 days. You are requested to refer RTA login for the same

Prajakta Pawle | Officer | National Securities Depository Ltd.
prajaktap@nsdl.co.in | www.nsdl.co.in

*****This message is for the named addressees' use only. It may contain NSDL confidential, proprietary or legally privileged information. If you receive this message in error, please immediately delete it. You must not, directly or indirectly, use, disclose, distribute, print, or copy any part of this message if you are not the intended recipient. Unless otherwise stated, any commercial information given in this message does not constitute an offer to deal on any terms quoted. Any reference to the terms of executed transactions should be treated as preliminary only and subject to our formal written confirmation.



D B REALTY LIMITED

CIN: L70200MH2007PLC166818

Registered Office : DB Central, Maulana Azad Road, Rangwala Compound, Jacob Circle, Mumbai - 400011

Website: www.dbrealty.co.in; **Phone:** 91-22-2305 5555; **Email:** investors@dbg.co.in

NOTICE is hereby given that an EXTRA ORDINARY GENERAL MEETING of the members of D B Realty Limited will be held on Tuesday, 23rd March, 2021 at 3.00 p.m through Video Conferencing/Other Audio Visual Means ("VC/OAVM").

Special Business:

ITEM NO.1

Increase in the Authorized Share Capital and consequent amendment to Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61, Section 64 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or reenactment(s) thereof, for the time being in force) and further subject to necessary approvals if any, the Authorised Share Capital of the Company be and is hereby increased from Rs.345,00,00,000/- (Rupees Three Hundred and Forty Five Crores Only) divided into 27,00,00,000 (Twenty Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) to Rs. 375,00,00,000/- (Rupees Three Hundred and Seventy Five Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each .

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of be substituted in the following manner:-

The Authorised Share Capital of the Company is Rs. 375,00,00,000/- (Rupees Three Hundred and Seventy Five Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and divide the share in the capital for the time being into several classes and to attach thereto respectively such preferential qualified, or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and subject to the provisions of the Statute.

RESOLVED FURTHER THAT all the Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, things, matters and execute all such documents, instruments and writings as may be required for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto."

ITEM NO. 2

Issue of Fully Convertible Warrants on preferential basis:

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

"RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and any other applicable laws, rules and regulations, circulars notifications, clarifications, guidelines issued by the Government of India, Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), the Foreign Exchange Management Act, 1999 or rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, from time to time) or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions /

D B REALTY LIMITED

permissions and / or consents, if any, and which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion,, the consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 4,00,00,000 (Four Crores Only) convertible warrants ("Warrants") at a price of Rs. 19.50/- per warrant or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the following persons / entities forming part of the Promoters / Promoter Group of the Company and Non-Promoter Investor ("Proposed Allottees") for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members :

Promoters /Promoter Group

Sr. No	Proposed Allottee	Number of Warrants
1.	Goenka Family Trust (represented through its Trustee/representatives Mrs. Aseela Goenka, Ms. Sunita Goenka and Mr. Alok Agarwal)	1,25,00,000
2.	Mrs. Shabana Balwa	1,25,00,000
Total		2,50,00,000

Non - Promoter Investor

Sr. No	Proposed Allottee	Number of Warrants
1.	India Opportunities Growth Fund Limited- Pinewood Strategy	1,50,00,000
Total		1,50,00,000

RESOLVED FURTHER THAT the "Relevant Date" for this proposed issue of Warrants in accordance with the SEBI ICDR Regulations shall be 19th February, 2021 (Friday), being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants. Each 1 (one) Warrant shall be exercisable/convertible into 1 (one) equity share of the Company having face value of Rs. 10/- each. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- (ii) The Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of passing of this resolution by the members of the Company, provided that where the issue and allotment of the Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals. In case, the Non Promoter Investor fails to subscribe the Warrants in full or part, if permitted under applicable laws and Regulations, such unsubscribed portion may be subscribed by Promoter/ Promoter Group.
- (iii) An amount equivalent to 25% of the price (which shall not be lower than the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations) payable against each Warrant shall be paid on the date of allotment of Warrants and the balance 75% shall be paid in one or more tranches on or before the expiry of 18 (eighteen) months from the date of the allotment of the Warrants to the Proposed Allottees.
- (iv) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

- (v) The equity shares of the Company proposed to be issued to the Proposed Allottees upon exercise/conversion of the Warrants shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon completion of a demerger, by way of a rights issue or undertakes stock split, consolidation, sub-division or re-classification of equity shares or such other similar corporate actions, events or circumstances requiring adjustments as permitted under the SEBI ICDR Regulations and all other applicable regulations from time to time;
- (vi) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (vii) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (viii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the then existing Equity Shares of the Company.
- (ix) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any Committee of Directors or any Director(s) or Company Secretary or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard."

By Order of the Board
For **DB Realty Limited**

22nd February, 2021

Jignesh Shah
Company Secretary
(Membership No:A19129)

Registered Office:

DB Central, Maulana Azad Road,
Rangwala Compound, Jacob Circle,
Mumbai - 400011
CIN: L70200MH2007PLC166818
Tel No: 91-22-2305 5555
E Mail: investors@dbg.co.in
Web Site: www.dbrealty.co.in

D B REALTY LIMITED

NOTES:

1. In view of outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 31st December, 2020 read with Circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020 and 28th September, 2020 (“MCA Circulars”) and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), permitted holding of Extra Ordinary General Meeting (hereinafter referred to as ‘EGM’), through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of Members at a common venue. Hence, Members can attend and participate in the ensuing EGM, through VC/OAVM in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars. National Securities Depositories Limited (‘NSDL’) will be providing facility for voting through remote e-voting, for participation in the EGM through VC / OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 9 below and is also available on the website of the Company at www.dbrealty.co.in
2. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and its rules framed thereunder (hereinafter referred to as the ‘Act’) relating to business to be transacted at the EGM, as set out in item nos. 1 & 2 and relevant details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as the ‘Listing Regulations’), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations”) and Secretarial Standard -2 of General Meeting issued by the Institute of Company Secretaries of India (‘ICSI’), are given herein.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to investors@dbg.co.in with a copy marked to evoting@nsdl.co.in
5. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, the Notice of EGM and accompanying Explanatory Statement is being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company “Link Intime India Private Limited (LIPL)” at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to rnt.helpdesk@linkintime.co.in
7. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Registered Office i.e., DB Central Maulana Azad Road, Rangwala Compound, Jacob Circle, Mumbai- 4000111 of the Company on all working days, excluding Saturday between 10.00 A.M to 5.00 P.M. up-to the date of the EGM and shall also be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents may send an email to company at investors@dbg.co.in at least seven (7) working days before the date of EGM.
8. Members may note that the Notice of EGM will also be available on the Company’s website www.dbrealty.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL <https://www.evoting.nsdl.com>.

PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

9. The Members will be able to attend the EGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company’s EGM. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

10. The facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and will be available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
11. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in or use Toll free no.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in or at telephone number 022- 24994360.
12. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
13. Participation through VC / OAVM shall be reckoned for the purpose of quorum for the EGM as per Section 103 of the Companies Act, 2013.
14. Shareholders who would like to express their views/have questions may send their questions in advance through their registered Email id mentioning their Name, Demat Account number/ Folio number, Mobile number at investors@dbg.co.in at least seven (7) working days before the date of EGM. The same will be replied by the Company suitably.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
16. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Saturday, March 20, 2021 (9:00 a.m. IST) and ends on Monday, March 22, 2021 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, March 16, 2021 i.e. cutoff date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
17. The Board of Directors has appointed Mr. Vicky Kundaliya, Practicing Company Secretary (FCS-7716 & COP-10989) of M/s. V.M Kundaliya & Associates as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.
18. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
19. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
20. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
21. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

D B REALTY LIMITED

- iv. Your User ID details are given below :

Manner of holding shares	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if your folio number is 001*** and EVEN is 101456 then user ID is 101456001**

- v. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned in Note No. 6 above
- (vi) If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.

- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Members for e-voting on the day of the EGM are as under:

- (a) The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the EGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- (d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the EGM, please refer Note No. 11 above

Other information:

22. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
23. In case of any queries relating to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
24. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Managing Director or a person authorised by him in writing, who shall countersign the same.
25. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company at www.dbreality.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
26. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH.13 with LIPL. In respect of shares held in dematerialize form, the nomination may be filed with the respective Depository Participants.
27. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Link Intime (India) Private Limited for assistance in this regard.
28. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / LIPL.
29. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
30. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and LIPL. Members holding shares in physical form are requested to intimate such changes to the Company’s Registrar and Share Transfer Agent.

D B REALTY LIMITED

EXPLANATORY STATEMENT PRUSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice.

ITEM NO. 1

Presently, the Authorized Share Capital of the Company is Rs. 345,00,00,000 (Rupees Three Hundred and Forty Five Crores Only) divided into 27,00,00,000 (Twenty Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only)

In order to raise additional capital as mentioned in Item Nos. 2 of this Notice, it is necessary to have adequate provision in the Authorized Share Capital. The Board of Directors, therefore considers it desirable to increase the Authorised Capital to Rs. 375,00,00,000/- (Rupees Three Hundred and Seventy Five Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty lakhs) Redeemable Preference Shares of Rs 10/- (Rupees Ten Only) each.

Consequent upon the increase in the Authorised Share Capital, as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The draft amended Memorandum of Association will be available for inspection by the Members at the Registered Office of the Company.

As per provisions of the Companies Act, 2013, any increase in Authorized Share Capital and consequent amendment in Memorandum of Association of the Company, requires consent and approval of the Members of the Company by way of an Ordinary Resolution. Accordingly, approval of the members is being sought by way of an Ordinary Resolution.

No Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution for approval of the members as an Ordinary Resolution.

ITEM NO. 2

The Board of Directors of the Company, in its meeting held on Monday, February 22, 2021, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of an aggregate of upto 4,00,00,000 (Four crores) warrants convertible into equity shares of the Company ("Warrants") on preferential basis to members of Promoters / Promoter group of the Company and Non-Promoter Investor entitling the Proposed Allottees to exercise the option to convert (in one or more tranches) and get allotted 1 (one) equity share of face value of Rs.10/- (Rupee Ten only) each against each warrant. The proposed preferential issue is subject to the applicable regulations issued by SEBI from time to time and any other government/ regulatory approvals as may be required in this regard.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

a) Objects of the Preferential Issue

The Company proposes to raise funds through issue of Warrants convertible into equity shares on preferential basis to meet funding requirements for various Projects of the Company /its subsidiaries/JVs or partnership firms (in which the Company is a partner), to meet working capital requirements, to strengthen financial position and for general corporate purposes.

b) The total number of shares or other securities to be issued;

The Board of Directors in its meeting held on 22nd February, 2021, had approved the issue of convertible Warrants and accordingly proposes to issue and allot in aggregate upto 4,00,00,000 (Four Crores) convertible Warrants, each convertible into 1 (One) Equity Share of the face value of Rs.10/- (Rupees Ten Only) each ("the Equity Shares") to Promoters / promoter group of the Company and Non-Promoter Investor on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

c) Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price for the preferential issue of each Warrant and each equity shares to be issued in lieu of Warrant shall be a price, being higher of the following:

- a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the twenty-six (26) weeks preceding the Relevant Date or
- b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the two (2) weeks preceding the Relevant Date

The pricing of the Equity Warrants to be allotted on preferential basis is Rs.19.50 per Warrant convertible into equivalent number of Equity Share of Rs. 10/- each of the Company, which price is not lower than the price determined in accordance with the applicable provisions of SEBI (ICDR) Regulations.

d) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 19th February, 2021, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("EGM").

Note: As per Regulation 161 of SEBI (ICDR), 2018, relevant date falls on a weekend i.e. Sunday, 21st February, 2021 so we have taken (Friday) 19th February, 2021 as relevant date (the day preceding the weekend i.e. Sunday & Saturday).

e) Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Proposed Allottees as mentioned in point no.(j) below.

f) Proposal/Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the offer

The preferential issue of Warrants is being made to proposed Allottees as mentioned in Point No.(j) below. Except this, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the Offer.

g) Time frame within which the Preferential Issue shall be completed

Pursuant to the SEBI ICDR Regulations, in case of Warrants, it will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approvals, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

h) Change in Control consequent to the Preferential Issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

D B REALTY LIMITED

i) Shareholding pattern of the Company before and after the Preferential Issue

	Category of Shareholders	Pre- Issue		Issue of Warrants	Post-issue	
		Shares	%		Shares	%
A	Promoters					
1	Indian					
	a) Individual/ HUF	5962875	2.45	-	5962875	2.10
	b) Bodies Corp.	79639348	32.74	-	79639348	28.12
	c) Any other - Director or Director's Relatives	67442115	27.72	25000000	92442115	32.64
	Sub Total (A) (1)	153044338	62.91	25000000	178044338	62.86
2	Foreign	-	-	-	-	-
	Sub Total (A) (2)	-	-	-	-	-
	Total [(A) (1)+ (A) (2)]	153044338	62.91	25000000	178044338	62.86
B	Public Shareholding					
1.	Institutions					
	Foreign Portfolio Investors	9985977	4.10	15000000	24985977	8.82
	Financial Institutions/ Banks	80	0.00	-	80	0.00
	Insurance Companies	1456044	0.60	-	1456044	0.51
	Sub Total B(1)	11442101	4.70	15000000	26442101	9.33
2	Central Government/ State Government(s)/ President of India	-	-	-	-	-
	Sub Total B(2)	-	-	-	-	-
3	Non- Institutions					
	Individual share capital upto Rs. 2 Lacs	22169785	9.11	-	22169785	7.82
	Individual share capital in excess of Rs. 2 Lacs	37603448	15.46	-	37603448	13.28
	NBFCs registered with RBI	3400	0.00	-	3400	0.00
	Foreign Nationals	66	0.00	-	66	0.00
	HUF	3082360	1.27	-	3082360	1.09
	Non-Resident Indian (NRI)	1447586	0.60	-	1447586	0.51
	Clearing Members	503771	0.21	-	503771	0.18
	Bodies Corporate	13961927	5.74	-	13961927	4.93
	Sub Total B(3)	78772343	32.39	-	78772343	27.81
	Total [B(1)+ B(2)+ B(3)]	90214444	37.09	15000000	105214444	37.14
	Total (A) + (B)	243258782	100	40000000	283258782	100

**Pre-issue shareholding pattern as on 12th February, 2021.*

***The post issue numbers and % of the equity share capital held by the Proposed Allottees has been calculated on the assumption that all 4,00,00,000 warrants proposed to be issued to the Proposed Allottees shall be converted into equity shares of the Company.*

j) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them**

Sr. No	Name of the Proposed Allottee	Ultimate Beneficial Owner of the proposed (allotte)s	Pre Issue		Issue of Warrants	Post Issue	
			Shares	%		Shares	%
1.	Goenka Family Trust (represented through its Trustee/ representatives Mrs. Aseela Goenka, Ms. Sunita Goenka, Mr. Alok Agarwal)	Mr. Vinod Goenka, Mrs. Aseela Goenka, Mr. Jayvardhan Goenka and Ms. Sanjana Goenka	1,20,00,000	4.93	1,25,00,000	2,45,00,000	8.65
2.	Mrs. Shabana Balwa	Mrs. Shabana Balwa	1,53,090	0.06	1,25,00,000	1,26,53,090	4.47
3.	India Opportunities Growth Fund Limited- Pinewood Strategy	Foreign Portfolio Investor registered with SEBI (Registration no: INMUFP226415)	-	-	1,50,00,000	1,50,00,000	5.30
Total =>			1,21,53,090	4.99	4,00,00,000	5,21,53,090	18.42

k) **Lock-in Period**

The entire pre-preferential allotment shareholding of the allottees and Warrants/Equity Shares arising on conversion of said warrants shall be under lock-in as per the requirements of Chapter V of SEBI ICDR Regulations, 2018.

l) **Undertaking**

The Company hereby undertakes that:

- (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

m) **Auditors' Certificate**

The certificate from M/s Haribhakti & Co. LLP., Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and shall also be available during the Extraordinary General Meeting.

n) **Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

Except Mr. Vinod Goenka, Chairman & Managing Director being beneficiary in Goenka Family Trust (proposed Allottee) and Mr. Shahid Balwa, Vice Chairman & Managing Directors and relative of Mrs. Shabana Balwa (proposed Allottee), none of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution except to the extent of their shareholding in the Company.

o) **Other disclosures**

In accordance with SEBI ICDR Regulations,

- a) No person belonging to the Promoter / Promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date.
- b) Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fugitive economic offender

D B REALTY LIMITED

- c) The Company is eligible to make the Preferential Issue to its Promoter (including Promoter Group) under Chapter V of the SEBI ICDR Regulations
- d) Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- e) The pre- preferential allotment of the person belonging to the Promoter / Promoter group of the Company are in dematerialized form.

The issue of warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item no.2 as a special resolution.

Except Mr. Vinod Goenka, Chairman & Managing Director being beneficiary in Goenka Family Trust (proposed Allottee) and Mr. Shahid Balwa, Vice Chairman & Managing Directors and relative of Mrs. Shabana Balwa (proposed Allottee), none of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution except to the extent of their shareholding in the Company.

By Order of the Board
For **D B Realty Limited**

Jignesh Shah
Company Secretary
(Membership No:A19129)

22nd February, 2021

Registered Office:

DB Central, Maulana Azad Road,
Rangwala Compound, Jacob Circle,
Mumbai - 400011
CIN: L70200MH2007PLC166818
Tel No: 91-22-2305 5555
E Mail: investors@dbg.co.in
Web Site: www.dbrealty.co.in