



Date: 28<sup>th</sup> February, 2023

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

**Sub : Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI ( Listing Obligation and Disclosure Requirements) Regulation , 2015 (“ SEBI LODR”)**

Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement which is being sent to the members by email for seeking their approval on material related party transactions more particularly detailed in the Postal Ballot Notice

In compliance with the applicable circulars, the Postal Ballot Notice has been sent today to all Members whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants as on 17<sup>th</sup> February, 2023 (cut-off date). The Postal Ballot Notice is also being uploaded on the Company’s website at [www.dbrealty.co.in](http://www.dbrealty.co.in) and on the website of NSDL at <https://www.evoting.nsdl.com>

The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Wednesday, 1<sup>st</sup> March, 2023 at 9:00 A.M. (IST) and shall end on Thursday, 30<sup>th</sup> March, 2023 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced within two (2) working days from the conclusion of remote e-voting.

Kindly take the above on record.

Thanking you,

Yours faithfully,

**For D B Realty Limited**

**Jignesh Shah  
Company Secretary**

**D B REALTY LIMITED**

Regd. Office : DB Central, Maulana Azad Road, Rangwala Compound, Jacob Circle, Mumbai- 400 011 Tel.: 91-22-2305 5555

Website: [www.dbrealty.co.in](http://www.dbrealty.co.in) • Email : [info@dbg.co.in](mailto:info@dbg.co.in)

CIN: L70200MH2007PLC166818



## 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 OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members

Notice is hereby given to Members of D B Realty Limited (“the Company”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time (“Companies Rules”) read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 03/2022 dated 5<sup>th</sup> May 2022 and 11/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”), and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Company is seeking the consent of its members by way of ordinary resolution for the matter more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting only (“remote e-voting”).

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot.

The Board of Directors of the Company has appointed Mr. Vicky Kundaliya, Practicing Company Secretary (FCS-7716 & COP-10989) of M/s. V.M Kundaliya & Associates as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the Resolutions, setting out material facts and the reasons for the Resolutions, are also annexed. The members are requested to peruse the proposed Resolutions, along with the Explanatory Statement and thereafter record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the remote e-voting process not later than 5:00 p.m. (IST) on 30<sup>th</sup> March, 2023, failing which it will be considered that no reply has been received from the Member.

#### SPECIAL BUSINESS:

#### 1. To approve Material Related Party Transaction(s) for the financial year 2023-24 pertaining to Financial Transactions with Related Party(ies)

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and as per the approvals of Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise), with the Related Party(ies) as listed below whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise during the financial year 2023-24, pertaining to financial transactions, on such terms and conditions as are mentioned in the Explanatory statement annexed hereto :

Sr. No.	Name of the Related party	Relationship with the Company	Transaction Limit ( Amount in crores)
1.	Neelkamal Realtors Suburban Private Limited	Subsidiary	150
2.	Horizontal Ventures Private Limited	Step-down Subsidiary	175
3.	Prestige ( BKC ) Realtors Private Limited	Associate of the Company	1500
4.	Pandora Projects Private Limited	Associate of the Company	500
5.	DB Hi Sky Constructions Private Limited	Associate of the Company	125

Sr. No.	Name of the Related party	Relationship with the Company	Transaction Limit ( Amount in crores)
6.	Turf Estate Joint Venture LLP	LLP in which the Company is a Partner	1000
7.	Lokhandwala DB Realty LLP	LLP in which the Company/its WOS is a Partner	300
8.	Mira Real Estate Developers	Firm in which the Company/its WOS are Partners	250
9.	DBS Realty	Firm in which the Company is a Partner	200

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board empowered to exercise its powers including powers conferred under this resolution) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

**2. To approve Material Related Party Transaction(s) for the financial year 2023-24 pertaining to Financial Transactions between the Company's subsidiaries or with Related Party(ies)**

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and as per approvals of Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts, arrangements, transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) between the Company's Subsidiaries or such Subsidiaries with any of the Related Party(ies) with transaction limit applicable for each or any of the entities mentioned in herein below i.e. individual transaction limit applicable for the transaction/s entered/to be entered into by and between Subsidiaries with each other or Subsidiaries with any of the Related Party(ies) mentioned in below table, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise during the financial year 2023-24, pertaining to financial transactions, on such terms and conditions as are broadly mentioned in the Explanatory statement annexed hereto:

Sr No.	Name of Subsidiary including Wholly Owned Subsidiary (WOS)	Maximum Limit (Amount in crores)	Sr No.	Name of Related Party	Relation with the Company
1.	Neelkamal Realtors Tower Private Limited (WOS)	200	1.	Shree Shantinagar venture	Firm in which the Company is a Partner (through a WOS)
2.	DB View Infracon Private Limited (WOS)	150	2.	Turf Estate JV	Joint Venture in which the Company is a member
3.	Esteem Properties Private Limited (WOS)	250	3.	Conwood DB JV	Joint Venture in which the Company is 90% member
4.	Goregaon Hotel and Realty Private Limited (WOS)	250	4.	ECC DB JV	Joint Venture in which the Company is 75% member
5.	MIG (Bandra) Realtors and Builders Private Limited (WOS)	300	5.	Turf Estate Joint Venture LLP	LLP in which the Company is 50% Partner
6.	N.A Estate Private Limited (WOS)	100	6.	Evergreen Industrial Estate	Firm in which the Company is a Partner through LLP
7.	Neelkamal Shantinagar Properties Private Limited (WOS)	100	7.	Pandora Projects Private Limited	Associate Company
8.	Nine Paradise Erectors Private Limited (WOS)	100	8.	Dynamix Realty	Firm in which the Company is a Partner
9.	Vanita Infrastructure Private Limited (WOS)	300	9.	Lokhandwala Dynamix Balwas Joint Venture	Joint Venture in which the Company is a member
10.	Great View Buildcon Private Limited (formerly known as Turf Estate Realty Private Limited) (WOS)	100	10.	Lokhandwala DB Realty LLP	LLP in which the Company/its WOS are 50% partners
11.	Neelkamal Realtors Suburban Private Limited (Subsidiary)	500	11.	National Tiles	Firm in which the Company is a Partner through LLP
12.	Royal Netra Constructions Private Limited (Subsidiary)	50	12.	DBS Realty	Firm in which the Company is a Partner

Sr No.	Name of Subsidiary including Wholly Owned Subsidiary (WOS)	Maximum Limit (Amount in crores)	Sr No.	Name of Related Party	Relation with the Company
13.	Horizontal Ventures Private Limited (Step-down Subsidiary)	175	13.	Prestige ( BKC ) Realtors Private Limited	Associate Company
			14.	Mira Real Estate Developers	Firm in which the Company/its WOS are holding 100% stake
			15.	YJ Realty Private Limited (formerly known as YJ Realty And Aviation Private Limited)	Entity in which Promoters / Promoter Group /KMPs and their relatives have equity holding of approx. 62.5% and thus have significant influence
			16.	Neelkamal Realtors & Builders Private Limited	Entity in which Promoters / Promoter Group/ KMPs and their relatives have 100% equity holding and thus have significant influence
			17.	Marine Drive Hospitality & Realty Private Limited (MDHRPL)	Entity in which 15.53% of the equity share capital held by the Company and 74.93 % of equity share capital held by Promoters / Promoter Group /KMPs of the Company and their relatives and enterprise controlled by them. They as well as the Company/its WOS also hold different class of preference shares of this entity.
			18.	Pune Buildtech Private Limited	WOS of MDHRPL
			19.	Goan Hotels & Realty Private Limited	WOS of MDHRPL
			20.	BD&P Hotels (India) Private Limited	Subsidiary of MDHRPL
			21.	Bamboo Hotel and Global Centre ( Delhi ) Private Limited	Associate of MDHRPL
			22.	Marine Tower Properties LLP	LLP in which MDHRPL is a 50% partner

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board empowered to exercise its powers including powers conferred under this resolution) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

**3. To approve Material Related Party Transaction pertaining to Financial Transaction by the Company's step-down subsidiary with Related Party**

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and as per approvals of Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to Horizontal Realty And Aviation Private Limited, a step-down subsidiary of the Company to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s)/ for providing security in favour of Edelweiss Asset Reconstruction Company Limited ("EARC") to secure the loan availed by Marine Drive Hospitality & Realty Pvt. Ltd, a company in which the Company has investments in different shares and KMPs and Promoters / their relatives have significant influence (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) such that the maximum value of the Material Related Party Transactions, in aggregate, does not exceed Rs. 65 crores over a period of 18 months from the date of execution of the master restructuring agreement or such other period as may be mutually extended on such material terms and conditions as mentioned in detail in Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board empowered to exercise its powers including powers conferred under this resolution) be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

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

**Jignesh Shah**  
**Company Secretary**  
**(Membership No:A19129)**

14<sup>th</sup> February, 2023

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](mailto:investors@dbg.co.in)  
Web Site: [www.dbrealty.co.in](http://www.dbrealty.co.in)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item Nos. 1 to 3 are annexed hereto.
2. The Notice in electronic form is sent only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on 17<sup>th</sup> February, 2023 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants.
3. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to [investors@dbg.co.in](mailto:investors@dbg.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Members holding shares in dematerialised mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [investors@dbg.co.in](mailto:investors@dbg.co.in) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form ISR-1 is available on the website of the Company at [www.dbrealty.co.in](http://www.dbrealty.co.in)
6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on 17<sup>th</sup> February, 2023 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically. A person who is not a member as 17<sup>th</sup> February, 2023 i.e the cut-off date, should treat this Notice for information purpose only.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
9. Postal Ballot (e-voting) commences on 1<sup>st</sup> March, 2023 (9.00 a.m. IST) and ends on 30<sup>th</sup> March, 2023 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
10. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be 30<sup>th</sup> March, 2023. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

11. This Notice shall also be available on the website of the Company at [www.dbrealty.co.in](http://www.dbrealty.co.in), websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsd.com>.
12. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors@dbg.co.in](mailto:investors@dbg.co.in).
13. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and forthwith submit his report to the Executive Chairman or the Managing Director or the Company Secretary of the Company.
14. The result of the voting on resolution by postal ballot and remote e-voting will be declared by the Executive Chairman of the Company or the authorized person on or before 1<sup>st</sup> April, 2023. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.dbrealty.co.in](http://www.dbrealty.co.in)) and on the website of NSDL immediately after the declaration of the results and the same will be communicated to the BSE Limited and the National Stock Exchange of India Limited.
15. The instructions and other information relating to e-voting are as under:

**How do I vote electronically using NSDL e-Voting system?**


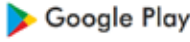


*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting .</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>     </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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 folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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 below in **process for those shareholders whose email ids are not registered.**
6. 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](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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?**

1. After successful login at Step 1, you will be able to see the Home Page of e-Voting.
2. You will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of D B Realty Limited
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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.nsd.com](http://www.evoting.nsd.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Registrar and Transfer Agents of the Company "Link Intime India Private Limited (LIPL)" at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Registrar and Transfer Agents of the Company "Link Intime India Private Limited (LIPL)" at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to Item nos. 1 to 3 of this Notice:

### Item No. 1

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions exceeding Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity (whichever is lower) are to be considered as material related party transactions and shall require the approval of the shareholders of Company.

The Company has various Subsidiaries/Associates/JVs or partnership firms or other related entities which have underlying projects or engaged into the real estate business activities for which the Company shall be required to enter into financial transactions as mentioned herein below in detail. The Company proposes to enter into transactions with such Related Party(ies) as mentioned in the resolution in the financial year 2023-24. The broad terms and conditions of such transaction with Related Party(ies) are:

1.	<b>Name of the Related Party, and its relationship with the listed entity including nature of its concern or interest (financial or otherwise) and Value of the proposed transaction</b>	Details have already been provided in the Resolution.
2.	<b>Type of transaction</b>	<p>a) Giving of Project advances / loans/ inter corporate deposits by the Company to such Related Party(ies) or availing Project advances /loans/ inter corporate deposits by such Related Party(ies) from the Company.</p> <p>b) Providing securities and / or guarantees by the Company in favour of the financial institutions /lenders/ body corporates ("Lender") in connection with the loans / financial facilities to be availed by the Related Party(ies) or security and/ or guarantees to be provided by Related Party(ies) in favour of the Lender to secure the loan to be availed by the Company.</p> <p>c) Making investments by the Company in the securities of Related Party(ies), in accordance with valuation report as required under the Income Tax Act, 1961 or rules made thereunder.</p> <p>(including transfer of resource, service or obligation)</p>
3.	<b>Material terms and particulars of the proposed transaction:</b>	Financial transactions mentioned in details in Point No. 2 above and other terms and conditions are mentioned in Point No.6
4.	<b>Tenure of the proposed transaction</b>	Recurring in Nature in the year financial year 2023-24.
5.	<b>Value of RPT as % of Company's audited consolidated annual turnover</b>	In the absence of Company's audited consolidated turnover for the financial year ended 31 <sup>st</sup> March, 2023, the Company has considered the turnover of the last available audited financial statement (for the financial year ended 31 <sup>st</sup> March, 2022) which is Rs 219.43 Crores and on finalization of Company's audited financial statements for the financial year ended 31 <sup>st</sup> March, 2023, the values of RPT against each of the entities as mentioned in the table provided in the resolution as % of Company's audited consolidated annual turnover will accordingly vary and that value has to be considered for related party transaction
6.	<p><b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b></p> <p>(i) <b>Details of financial indebtedness Incurred</b></p> <p>(ii) <b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b></p> <p>(iii) <b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</b></p> <p>(iv) <b>Details of the source of funds and cost of funds in connection with the proposed transaction</b></p>	<p>Yes. The transactions relating to loan, inter corporate deposits, project advances, investments made or given by the listed entity or any of the subsidiaries listed in the resolution will result into incurring of financial indebtedness to the extent of amount of borrowings and cost thereof.</p> <p>The loans/advances/inter corporate deposits will be interest free or interest bearing as may be mutually agreed between the parties and the same shall be repayable on demand unless otherwise agreed between the parties. Providing of securities/giving of corporate guarantees by the Company or related parties will be as per the terms and conditions sanctioned by the Lender and investments in securities shall be in accordance with valuation report as required under the Income Tax Act, 1961 or rules made thereunder and as per the terms as may be agreed between the parties.</p> <p>The funds will be utilized for the projects of Related Party(ies) or for meeting its business requirement or for repayment of debt as well as to meet working capital funds requirement and for meeting general corporate purposes.</p> <p>Internal accruals, borrowings, funds raised/to be raised through preferential allotment of securities.</p>

7.	<b>Justification as to why the RPT is in the interest of the Company.</b>	The Related Party(ies) are engaged into the business of real estate business and the underlying assets of many of the Related Party(ies) are at different stages of development of projects. The Financial Transactions as mentioned in Point No. 1 will help them to achieve adequate profitability and completion of its projects or meeting its business requirements, which will help in overall business performance of the Company.
8.	<b>Copy of the valuation or other external party report, if any such report has been relied upon-</b>	Not Applicable
9.	<b>Revenue from operation (Rs. In Lacs) of Related parties</b>	The consolidated revenue of the Company is Rs. 219.43 Crores as on 31 <sup>st</sup> March, 2022. As mentioned earlier, the Related Party(ies) are engaged into real estate business and their underlying projects are at different stages of development. In view of this, in most of all the Related Party (ies), the revenue recognition has not started and therefore the revenue from operations of the Related Party(ies) are NIL except the standalone revenue of the following Related Party(ies) as on 31 <sup>st</sup> March, 2022 are: 1. Neelkamal Realtors Suburban Private Limited: Rs. 33.54 Crores 2. Horizontal Ventures Private Limited: Rs. 2.56 Crores (In absence of audited financial statements for the financial year ended 31 <sup>st</sup> March, 2023, the revenue of the last available audited financial statement (i.e for the financial year ended 31 <sup>st</sup> March, 2022) of the said related parties have been considered and on finalization of audited financial statement for the financial year ended 31 <sup>st</sup> March, 2023, the revenue shall change accordingly)
10.	<b>Any other information relevant or important for the members to take a decision on the proposed transaction.-</b>	Not Applicable

The Audit Committee and Board of Directors of the Company have approved the said related party transactions at its meeting held on 14<sup>th</sup> February, 2023 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions undertaken or to be undertaken by the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 1 of the accompanying Notice as an Ordinary Resolution.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company) may be deemed to be concerned or interested in the transactions as contained in the aforesaid resolution and in terms of provisions of the SEBI Listing Regulations, the related parties shall abstain themselves from voting positively on this item.

#### Item No. 2

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions exceeding Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity (whichever is lower) are to be considered as material related party transactions and shall require the approval of the shareholders of the Company.

The Company has various Subsidiaries/Associates/JVs or partnership firms or other related entities which have underlying projects or engaged into the real estate or hospitality business activities for which the Company's Subsidiaries are required to enter into Financial Transactions with each other or with the Related Party(ies) as mentioned in detail herein below during FY 2023-24 with transaction limit applicable for each or any of the entities mentioned in the resolution. Further, as mentioned hereinbelow, the Company's WOS, Subsidiaries and the Related Party(ies) are engaged into real estate/hospitality business and their underlying projects are at different stages of development. In view of this, in most of all the Related Party (ies), the revenue recognition has not started and therefore the revenue from operations of the Related Party(ies) are NIL. The broad terms and conditions of such Related Party transactions are:

1.	<b>Name of the Related Party, and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) and Value of the proposed transaction</b>	Details have already been provided in the Resolution.
2.	<b>Type of transaction</b>	a. Giving or availing of Project advances / loans/ inter corporate deposits by the Company's Subsidiaries to/ from each other or giving of project advances/ loans/inter corporate deposits by Company's Subsidiaries to such Related Party(ies) or availing of Project advances /loans/ inter corporate deposits by such Related Party(ies) from the Company's Subsidiaries. b. Providing securities and / or guarantees by the Company's Subsidiaries in favour of the financial institutions /lenders/ body corporates ("Lender") in connection with the loans / financial facilities to be availed by the Related Party(ies) or security and /or guarantees to be provided by Related Party(ies) in favour of the Lender to secure the loan to be availed by the Company's Subsidiaries and providing securities and/ or guarantees in favour of the lender for transaction between Subsidiaries. c. Making of investment in securities by Company's Subsidiaries into other subsidiary companies of the Company and Related Party(ies), in accordance with valuation report as required under the Income Tax Act, 1961 or rules made thereunder.

		(including transfer of resource, service or obligation) However, the above transactions exclude and do not include transactions between WOS to WOS as per the exemption provided under regulation 23(5)(c) of SEBI Listing Regulations.
3.	<b>Material terms and particulars of the proposed transaction:</b>	Financial transactions mentioned in details in Point No. 2 above and other terms and conditions are mentioned in Point No. 6
4.	<b>Tenure of the proposed transaction</b>	Recurring in Nature in the year financial year 2023-24.
5.	<b>Value of RPT as % of Company's audited consolidated annual turnover</b>	In the absence of Company's audited consolidated turnover for the financial year ended 31 <sup>st</sup> March, 2023, the Company has considered the turnover of the last available audited financial statement (for the financial year ended 31 <sup>st</sup> March, 2022) which is Rs 219.43 Crores and on finalization of Company's audited financial statements for the financial year ended 31 <sup>st</sup> March, 2023, the values of RPT against each of the entities as mentioned in the table provided in the resolution as % of Company's audited consolidated annual turnover will accordingly vary and that value has to be considered for related party transaction
6.	<b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>  (i) <b>Details of financial indebtedness Incurred</b>  (ii) <b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b>  (iii) <b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</b>  (iv) <b>Details of the source of funds and cost of funds in connection with the proposed transaction</b>	 Yes. The transactions relating to loan, inter corporate deposits, project advances, investments made or given by any of the subsidiaries listed in the resolution will result into incurring of financial indebtedness to the extent of amount of borrowings and cost thereof.  The loans/advances/ inter corporate deposits will be interest free or interest bearing as may be mutually agreed between the parties and the same shall be repayable on demand unless otherwise agreed between the parties. Providing of securities/giving of corporate guarantees will be as per the terms and conditions sanctioned by the Lender and investments in securities shall be in accordance with valuation report as required under the Income Tax Act, 1961 or rules made thereunder and as per the terms as may be agreed between the parties.  The funds will be utilized by the Company's Subsidiaries/Related Party(ies) mentioned hereinabove for the projects related activities or for meeting its business requirement or for repayment of debt as well as working capital funds requirement and for meeting general corporate purposes.  Internal accruals, borrowings, funds raised through preferential allotment of securities.
7.	<b>Justification as to why the RPT is in the interest of the Company.</b>	The Related Party(ies) are engaged into the business of real estate/hospitality business and the underlying assets of many of the Related Party(ies) are at different stages of development of Projects. The Financial Transactions of loans/advances or corporate guarantees or security or investments in securities will help them to achieve adequate profitability and completion of its projects or meeting its business requirements, which generally will help in overall business performance of the Company and/ or Related Party (ies).
8.	<b>Copy of the valuation or other external party report, if any such report has been relied upon-</b>	Not Applicable
9.	<b>Revenue from operation (Rs. In Lacs) of Related parties</b>	As mentioned earlier, the Company's WOS, Subsidiaries and the Related Party(ies) are engaged into real estate/hospitality business and their underlying projects are at different stages of development. In view of this, in most of all the Related Party (ies), the revenue recognition has not started and therefore the revenue from operations of the Related Party(ies) are NIL except the standalone revenue of the following Related Party(ies) as per the latest audited financials available: 1. Dynamix Realty : Rs. 19.49 Crores 2. YJ Realty Private Limited : Rs. 9.14 Crores 3. BD&P Hotels (India) Private Limited : Rs. 34.80 Crore 4. Neelkamal Realtors & Builders Private Limited: Rs 1.03 Crore 5. Goan Hotels & Realty Private Limited : Rs.119.87 crores  (In absence of audited financial statements for the financial year ended 31 <sup>st</sup> March, 2023, the revenue of the last available audited financial statement (i.e for the financial year ended 31 <sup>st</sup> March, 2022) of the said related parties have been considered and on finalization of audited financial statement for the financial year ended 31 <sup>st</sup> March, 2023, the revenue shall change accordingly)
10.	<b>Any other information relevant or important for the members to take a decision on the proposed transaction.-</b>	Not Applicable

The Audit Committee and the Board of Directors of the Company have approved the said related party transactions at its meeting held on 14<sup>th</sup> February, 2023 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions entered into/to be entered into between Subsidiaries with each other or by Company's Subsidiaries on one hand and any or each of the Related Party(ies) of the listed entity on the other hand.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 2 of the accompanying Notice as an Ordinary Resolution.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company and/ or in any of related entity (as the case may be) may be deemed to be concerned or interested in the transactions as contained in the aforesaid resolution and in terms of provisions of the SEBI Listing Regulations, the related parties shall abstain themselves from voting positively on this item.

**Item no.3**

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related party transactions exceeding Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity (whichever is lower) are to be considered as material related party transactions and shall require the approval of the shareholders of the Company.

The Company in the past vide postal ballot notice dated 14<sup>th</sup> February, 2018 has sought approval from the shareholders with requisite majority for pledge of its shares held in Marine Drive Hospitality & Realty Pvt. Ltd (MDHRPL) ( entity in which 15.53% of the equity share capital held by the Company and 74.93 % of equity share capital held by Promoters / Promoter Group /KMPs of the Company and their relatives and enterprise controlled by them and they as well as the Company/ its WOS also hold different class of preference shares of this entity) in favour of ECL Finance Limited for loan facilities to be availed by MDHRPL as security as more particularly detailed in Postal Ballot Notice dated 14<sup>th</sup> February, 2018.

However, MDHRPL has defaulted in re-payment obligations on account of which, the lenders had presently assigned the loan to Edelweiss Asset Reconstruction Company Limited (“EARC”). MDHRPL, after much negotiation and discussion had agreed to restructure the debt with EARC. As per the said restructuring, a portion of the said loan, assigned to EARC, not exceeding Rs. 65 crores (“Retained Loan”) will be retained by MDHRPL.

The Retained Loan is proposed to be repaid over a period of 18 months from the date of execution of the master restructuring agreement or such other period as may be mutually extended. Horizontal Ventures Private Limited (“Horizontal”), a step-down subsidiary of the Company, is one of the land owner of the project being executed by MAN Vastucon LLP under the brand “Aradhya High Park” and entitled to around 8.82% of the Project Realisations and are hypothecated by it in favour of Beacon Trusteeship Limited (Debenture Trustee) for a Non-Convertible Debenture facility of Rs 90 crores issued by Horizontal. As an additional comfort/security to EARC, the Retained Loan is proposed to be additionally secured by way of hypothecation of the said project realisations entitled by other entities including Horizontal.

Horizontal is also in process of obtaining consent from its Debenture Trustee for extending pari passu charge on the hypothecation of receivables of the project held by Horizontal.

The broad terms and conditions of such Related Party transactions are:

1.	<b>Name of the Related Party, and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) and Value of the proposed transaction</b>	Marine Drive Hospitality & Realty Pvt. Ltd. (“MDHRPL”), an entity in which 15.53% of the equity share capital held by the Company and 74.93 % of equity share capital held by Promoters / Promoter Group /KMPs of the Company and their relatives and enterprise controlled by them. They as well as the Company/its WOS also hold different class of preference shares of this entity. Horizontal Ventures Private Limited is a step-down subsidiary of the Company. Value of the proposed transaction - Not exceeding Rs. 65 crores
2.	<b>Type of transaction</b>	Providing security by way of hypothecation of 8.82% share of receivables from a project being executed by MAN Vastucon LLP under the brand “Aradhya High Park” in which Horizontal is the land owner.
3.	<b>Material terms and particulars of the proposed transaction:</b>	As mentioned above
4.	<b>Tenure of the proposed transaction</b>	As mentioned above
5.	<b>Value of RPT as % of Company's audited consolidated annual turnover</b>	The value of RPT as % of Company's audited consolidated annual turnover is 29.62%. In absence of Company's audited consolidated turnover for the financial year ended 31 <sup>st</sup> March, 2023, the Company has considered the turnover of the last available audited financial statement (for the financial year ended 31 <sup>st</sup> March, 2022 ) which is Rs 219.43 Crores and on finalization of Company's audited financial statements for the financial year ended 31 <sup>st</sup> March, 2023, the value of RPT as % of Company's audited consolidated annual turnover will accordingly vary and that value has to be considered for related party transaction

6.	<p><b>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b></p> <p>(i) <b>Details of financial indebtedness Incurred</b></p> <p>(ii) <b>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</b></p> <p>(iii) <b>the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction</b></p> <p>(iv) <b>Details of the source of funds and cost of funds in connection with the proposed transaction</b></p>	Not applicable
7.	<b>Justification as to why the RPT is in the interest of the Company.</b>	The Company has economic interest in MDHRPL and as required by the Lender, the aforesaid security is required to be given an additional security by MDHRPL in repayment of loan to EARC
8.	<b>Copy of the valuation or other external party report, if any such report has been relied upon-</b>	Not Applicable
9.	<b>Revenue from operation (Rs. In crores) of Related parties</b>	Rs. 2.56 crores of Horizontal and Nil revenue of MDHRPL as on 31 <sup>st</sup> March, 2022 (In the absence of audited financial statements for the financial year ended 31 <sup>st</sup> March, 2023, the revenue of the last available audited financial statement (i.e. for the financial year ended 31 <sup>st</sup> March, 2022) of the said related parties have been considered and on finalization of audited financial statement for the financial year ended 31 <sup>st</sup> March, 2023, the revenue shall change accordingly)
10.	<b>Any other information relevant or important for the members to take a decision on the proposed transaction.-</b>	Not Applicable

The aforesaid transaction to be entered into by Company's step-down subsidiary and Related Party as mentioned above may exceed the threshold limit of "material related party transactions" under the SEBI Listing Regulations.

Based on the information on the proposed transaction, the Audit Committee and the Board of Directors of the Company have approved the said related party transaction at its meeting held on 14<sup>th</sup> February, 2023 and recommended that the approval of the Members be also sought for the resolution contained at Item No. 3 herein.

The Board, therefore, recommends the passing of the Ordinary Resolution at Item No.3 of the accompanying Notice, for the approval of the Members.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company) may be deemed to be concerned or interested in the transactions as contained in the aforesaid resolution and in terms of provisions of the SEBI Listing Regulations, the related parties shall abstain themselves from voting positively on this item.

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

**Jignesh Shah**  
**Company Secretary**  
**(Membership No:A19129)**

14<sup>th</sup> February, 2023

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](mailto:investors@dbg.co.in)  
Web Site: [www.dbrealty.co.in](http://www.dbrealty.co.in)