



27<sup>th</sup> February, 2018

The General Manager, Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Vice-President, Listing Department, National Stock Exchange of India Limited "Exchange Plaza", Bandra – Kurla Complex, Bandra (E), Mumbai – 400 051
<b>Scrip Code : 533160</b>	<b>Scrip Symbol : DBREALTY</b>
<b>Fax No.: 022 – 2272 2037/ 39/ 3121</b>	<b>Fax No.: 022 – 26598237/38</b>

Dear Sirs,

**Sub.: Postal Ballot Notice dated February 26, 2018**

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

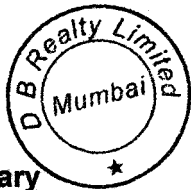
Kindly acknowledge and take on records.

Thanking you,

Yours faithfully,

For, D B Realty Limited

**Jignesh Shah**  
Company Secretary



Encl: As above

**D B REALTY LIMITED**

Regd. Office : DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063. • Tel.: 91-22-4077 8600 • Fax: 91-22-2841 5550 / 2842 1667  
E-mail: info@dbg.co.in • Website: www.dbrealty.co.in  
CIN: L70200MH2007PLC166818



## D B Realty Limited

CIN: L70200MH2007PLC166818

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

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

### POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, that D B Realty Limited (the Company) is seeking the consent of its Members for the following special business by passing the Ordinary Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions appearing herein. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. Mr. Vicky Kundaliya, Practicing Company Secretary (CP No.10989), Proprietor of M/s V.M.Kundaliya & Associates has been appointed by the Board of Directors of your Company as the Scrutinizer.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5.00 p.m. on 29<sup>th</sup> March, 2018, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

#### E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Chairman / Managing Director / Chief Financial Officer/ Company Secretary / Authorised Person of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 31<sup>st</sup> March, 2018 at the Registered Office of the Company. The result of the postal ballot will also be displayed at the said address and posted on the Company's website [www.dbrealty.co.in](http://www.dbrealty.co.in) besides communicating to the National Stock Exchange of India Limited and BSE Limited.

#### DRAFT ORDINARY RESOLUTIONS TO BE PASSED BY WAY OF POSTAL BALLOT

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

**“RESOLVED THAT** pursuant to Section 188 and other provisions of the Companies Act, 2013, if applicable, and Rules made thereunder and Regulation 23 or other applicable Regulations, if any, of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Regulations”) and Listing Agreement with the Stock Exchanges wherein the Equity Shares of the Company are listed to the extent of the applicability of the said Companies Act, 2013, Regulations and / or the Listing Agreement, with respect to various categories / nature of transactions covered by the said Act and / or the Rules made there under, and / or the “Regulations”, the consent of members be and is hereby obtained for the proposed transactions with Related Parties as defined in Section 2(76) of the Companies Act, 2013 and the “Regulations” / Listing Agreement for giving guarantees or providing securities in favour of Debenture Trustees/ Lenders in connection with the issue of secured Non Convertible Debentures or proposed transactions of giving guarantees or providing securities in favour of Banks/ Financial Institutes in connection with the loans/financial facilities sanctioned/to be sanctioned by them to the related parties or obtaining guarantee / securities from related parties in connection with the loans/financial facilities availed/to be availed by the Company from Banks/Financial Institutes, as described in the table appearing below:

Sr No	Name of the Related Party	Nature of Relationship	Amount Rs. (in crores)
1.	Marine Drive Hospitality & Realty Pvt. Ltd. (Pledge of shares to be made by the Company, along with its Promoter Directors/Promoter group entities)	A company in which KMPs and Promoters / their relatives have significant influence and the Company has considerable economic interest	750
2.	Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd. (Corporate Guarantee to be given by the Company)	WOS of Marine Drive Hospitality & Realty Pvt. Ltd., a company in which KMPs and Promoters/their relatives have significant influence and the Company has considerable economic interest	125
3	Neelkamal Realtors Tower Pvt. Ltd. (Corporate Guarantee to be given by the Company)	Subsidiary	150
4	Horizontal Realty & Aviation Pvt. Ltd. (Corporate Guarantee/ Security to be given by the Company)	Stepdown Subsidiary	90
5	BD & P Hotels (India) Pvt. Ltd. & Neelkamal Realtors Tower Pvt. Ltd. (Corporate Guarantee / Securities to be provided by the Company or to be availed by the Company)	BD & P Hotels (India) Pvt. Ltd. is a subsidiary of Marine Drive Hospitality & Realty Pvt. Ltd., a company in which KMPs and Promoters/their relatives have significant influence and the Company has considerable economic interest Neelkamal Realtors Tower Pvt. Ltd. is a Subsidiary of the Company	150

For D B Realty Limited

Place: Mumbai  
Date: 14<sup>th</sup> February, 2018

(Jignesh Shah)  
Company Secretary

## NOTES:

1. The Board of Directors has appointed Mr. Vicky Kundaliya, Practicing Company Secretary, (C P No.10989), Proprietor of M/s V.M. Kundaliya & Associates, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
2. As per the applicable SEBI Regulations, all entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.
3. The Notice is being sent to all the Members by post / courier (and electronically by email to those Members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 16<sup>th</sup> February, 2018. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on 16<sup>th</sup> February, 2018
4. The material documents are open for inspection to the Equity Share Holders between 2.00 p.m. to 4.00 p.m. at the Registered Office of the Company upto the last date for receipt of the Postal Ballot Form.
5. The voting period shall commence at 10.00 a.m. on 28<sup>th</sup> February, 2018 and end at 5.00 p.m. on 29<sup>th</sup> March, 2018

## EXPLANATORY STATEMENT

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

The companies / entities listed in the table appearing under Resolution have availed / propose to avail loans / financial facilities from Banks / Financial Institutions ("Lenders") and/ or issued Non Convertible Debentures for which guarantee / securities are proposed to be provided by your Company to the Lenders / Debenture Trustee as per their letters of sanction / Term Sheet. Alternatively, your Company may require to obtain guarantees / securities from related parties in connection with the loan availed/ to be availed by the Company from Lenders. In terms of the Listing Agreement entered into by the Company with the Stock Exchanges and the SEBI Regulations, these Related Party Transactions are required to be placed for the approval of the members in the General Meeting by way of Postal Ballot. The details of each of such related party transactions as stated in the table under the resolution appearing in the notice are given below:

### 1. Marine Drive Hospitality & Realty Pvt. Ltd.:

Marine Drive Hospitality & Realty Pvt. Ltd. ("MDHRPL"), a company in which your Company has considerable economic interest is in the process of executing a project known as Ocean Tower in Marine Lines, Mumbai in residential segment, along with another Development Partner. The Project is proposed to be financed by ECL Finance Ltd. upto Rs.750 crores which is under process and will be secured primarily by charge on the project land and building (present and future), hypothecation and escrow of Receivables and also the personal guarantees of the promoters, the pledge of shares held in MDHRPL by your Company and others upto 74.36% and 67.68% of the total equity and preference capital respectively.

The pledge of shares held by your Company in MDHRPL in which your Company has also economic interest along with the stake of your Promoter Directors and their relatives, as security for the loan to be availed by them is considered as related party transaction. The Audit Committee and the Board of Directors in their meetings held on August 14, 2017 had approved the proposal, in principle, subject to the approval of the members for the same. However, since the said resolution could not carry requisite majority of shareholders at the Annual General Meeting of the Company held on September 29, 2017, the Audit Committee and the Board of Directors at their meetings held on February 14, 2018 have decided to seek your approval again on the above resolution.

Your Directors (other than the Independent Directors) / KMPs and their relatives (to the extent of their shareholding interest in the Company and also in MDHRPL) may be deemed to be concerned or interested in the said transaction and the related parties shall abstain themselves from voting on this item.

### 2. Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd.:

Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd. (BHGCDDL) (Formerly Heaven Star Hotels (Delhi) Pvt. Ltd.), a wholly owned subsidiary company of Marine Drive Hospitality & Realty Pvt. Ltd., by its direct shareholding and through another subsidiary, was sanctioned a loan of Rs.275 crores by Reliance Capital Limited, vide its letter dated January 18, 2016. The said company is developing a Hotel project and convention centre at International Airport Complex, New Delhi. Your Company and its Promoter Directors and their relatives have considerable economic interest in the holding Company of BHGCDDL. The said loan is repayable at the end of 24 months with a bullet payment, with interest @ 18% payable monthly. Your Company has provided Corporate Guarantee for the above loan for which the members, by a resolution passed through postal ballot on April 13, 2016 have given their consent. Subsequently, the said BHGCDDL has availed a fresh loan of Rs. 70 crores before March 31, 2017, from Reliance Home Finance Limited on the same terms as to rate of interest and repayment and security viz. pledge of the borrower's entire shares held by its holding company, and the registered mortgage of the borrower's assets at the project site, exclusive charge on the buildings, structures, both present and future receivables, right, title, interest, claims etc., under the project documents, besides the personal guarantees of Mr. Vinod Goenka, Mr. Shahid Balwa, Promoter Directors and the Corporate Guarantee of your Company.

BHGCDDL also proposes to avail loan upto Rs. 55 crores from Reliance Capital Limited and / or any of its group companies, on the same terms as to security, repayment and rate of interest. Your Company is therefore required to provide a Corporate Guarantee for the sum of Rs.55 crores, which proposal is under process and also Rs.70 crores which has been already availed by the borrower as stated in the last paragraph. The above transactions of providing Corporate Guarantee in favour of Reliance Capital Ltd. / Reliance Home Finance Ltd. or any lending company in the Group for a total of Rs.125 crores is a related party transaction and is subject to the approval of the members in terms of the SEBI (LODR) Regulations, 2015. The Audit Committee and the Board of Directors in their meetings held on August 14, 2017 had approved the proposal, in principle, subject to the approval of the members for the same. However, since the said resolution could not carry requisite majority of shareholders at the Annual General Meeting of the Company held on September 29, 2017, the Audit Committee and the Board of Directors at their meetings held on February 14, 2018 have decided to seek your approval again on the above resolution.

Your Directors (other than the Independent Directors) /KMPs and their relatives (to the extent of their shareholding interest in the Company and also in Marine Drive Hospitality & Realty Pvt. Ltd.) may be deemed to be concerned or interested in the said transaction and the related parties shall abstain themselves from voting on this item.

**3. Neelkamal Realtors Tower Pvt. Ltd.:**

The Company, Neelkamal Realtors Tower Pvt. Ltd. (NRTPL) a subsidiary company, which is executing a project "One Mahalakshmi" (formerly known as "Orchid Heights") at Jacob Circle, Mumbai. It proposes to avail Term Loan upto Rs. 150 crores from IL&FS Financial Services Ltd., (IFIN) for the purpose for settlement of dues to tenants, refund to customers, repayment of unsecured loan and for general corporate purpose. As per the sanction terms, the said loans are to be secured by mortgage of certain units in the project and hypothecation & exclusive charge over the sale proceeds to be received therefrom (subject RERA guidelines), second charge on the land & building and units already mortgaged to another lender, pledge of 2.2 crores shares of your Company held by Neelkamal Tower Construction LLP and personal guarantees of the Promoters of your Company. In addition to this, your Company is required to provide corporate guarantee in favour of IFIN to secure the said loan.

In terms of the SEBI (LODR) Regulations, 2015, the provision of Corporate Guarantee for a loan to be availed by a subsidiary company is a related party transaction and hence shareholders' approval is sought for creation of such security by way of Corporate Guarantee in favour of the lender, for a sum of upto Rs. 150 crores. The Audit Committee and the Board of Directors have in their meetings held on February 14, 2018, have approved in principle the provision of Corporate Guarantee for a proposed borrowing upto Rs. 150 crores by the said NRTPL, subject to the approval of the shareholders.

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 said transaction and the related parties shall abstain themselves from voting on this item.

**4. Horizontal Realty & Aviation Pvt. Ltd.:**

Horizontal Realty & Aviation Pvt. Ltd., a company incorporated under the Companies Act, 1956 (hereinafter called the "HRAPL / Issuer") is subsidiary (62.85%) of Nine Paradise Realtors Pvt. Ltd., which is a wholly Owned Subsidiary of the Company. Thus, it is a step down subsidiary of the Company. HRAPL is having Development Rights in the project "Survey No.92 Property" located at Mahajanwadi, Taluka and District Thane within the jurisdiction of Mira Bhayandar Municipal Corporation, on proportion basis i.e. having Project Realisations around 8.82% in the proportion of 35% undivided right title and interest rights in the said project. HRAPL has raised Rs.90,00,00,000/- (Rupees Ninety Crore only) from ECL Finance Ltd. and issued secured, redeemable, non-convertible debentures ("NCDs") at face value of Rs. 1,00,000/- (Rupees One lakh only) per Debenture at par by way of private placement and created security in favour of Beacon Trusteeship Ltd. (Debenture Trustee). As per the terms of the NCDs, the tenure of the NCDs are seven (7) years with premium of 17.50% IRR calculated on the face value of the NCDs at the time of redemption or premature redemption (Redemption Premium).

As per the terms of the NCDs, your Company is required to give its corporate guarantee in favour of Debenture Trustee to secure the aforesaid NCDs issued by HRAPL. In addition to above, as per the agreed terms, there are other securities provided/to be provided by HRAPL/its group companies in favour of the Debenture Trustee to secure the aforesaid NCDs including pledge over 2.2 Crore shares of your Company held by Neelkamal Tower Construction LLP (Promoter) and personal guarantees of Mr. Vinod Goenka and Mr. Shahid Balwa, Managing Directors/Promoters of your Company.

In terms of the SEBI (LODR) Regulations, 2015, the provision of Corporate Guarantee to secure NCDs issued by a subsidiary company is a related party transaction and hence shareholders' approval is now sought for providing Corporate Guarantee in favour of the Debenture Trustee, for a sum of upto Rs. 90 crores. The Audit Committee and the Board of Directors have approved in principle the provision of Corporate Guarantee to secure the NCDs of Rs. 90 crores, subject to the approval of the shareholders and at their meetings held on February 14, 2018 have decided to seek your approval on the above 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 said transaction and the related parties shall abstain themselves from voting on this item.

**5. BD & P Hotels (India) Pvt. Ltd. / Neelkamal Realtors Tower Pvt. Ltd.:**

Your Company is under negotiation with various Lenders to obtain a general corporate purpose loan of Rs. 150 crores against the following securities either jointly or any combination of these securities being (a) mortgage of Resham Bhavan Property of the Company; (b) mortgage of Choubey Property at Malad East of the Company; (c) mortgage of Sakseria property owned by Neelkamal Realtors Tower Pvt. Ltd. ("NRTPL"), a subsidiary of the company; (d) hypothecation of receivables of BD & P Hotels (India) Pvt. Ltd., running Hotel Hilton, Mumbai ("BDPHPL"), subsidiary of Marine Drive Hospitality & Realty Pvt. Ltd., a company in which KMPs and Promoters / their relatives have significant influence and the Company has considerable economic interest. The said loan shall be availed for a maximum period of 3-5 years and shall be repaid out of internal accruals of the project. The Company shall provide necessary other security as may be stipulated by the Bank/Financial Institution. Alternatively, it is also proposed that the loan may be availed by BDPHPL against the above mentioned securities of your Company alongwith its Corporate Guarantee for the said loan.

The Audit Committee and the Board of Directors have in their meetings held on February 14, 2018, have approved the above transaction, subject to the approval of the shareholders.

Your Directors (other than the Independent Directors) /KMPs and their relatives (to the extent of their shareholding interest in the Company and also in Marine Drive Hospitality & Realty Pvt. Ltd.) may be deemed to be concerned or interested in the said transaction and the related parties shall abstain themselves from voting on this item.

**Instructions for Voting:**

**Voting through Physical Postal Ballot Form**

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 p.m. on 29<sup>th</sup> March, 2018. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

## E-Voting Facility

3. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid. The instructions for members for e-voting are as under:

- (i) The voting period begins on 28<sup>th</sup> February, 2018 at 10.00 a.m. and ends on 29<sup>th</sup> March, 2018 at 5.00 p.m. During this period, shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut off date, 16<sup>th</sup> February, 2018 may cast their vote electronically. The e voting module may be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e voting web site [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click Shareholders.
- (iv) Now enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID.
  - (b) For NSDL: 8 character DP ID followed by 8 Digits Client ID.
  - (c) Member holding shares in physical form should enter the registered Folio number.
- (v) Now enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for D B Realty Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## DB REALTY LIMITED

CIN: L70200MH2007PLC166818

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

Ph: +91 22 40778600/ Fax: +91 22 2841 5550/ 28421667 Web: [www.dbrealty.co.in](http://www.dbrealty.co.in) E-mail: [investors@dbg.co.in](mailto:investors@dbg.co.in)

### POSTAL BALLOT FORM

Sr.No.:

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

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

Item No.	Description	No of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Marine Drive Hospitality & Realty Pvt. Ltd. (Pledge of shares to be made by the Company, along with its Promoter Directors / Promoter group entities)			
2	Bamboo Hotel and Global Centre (Delhi) Pvt. Ltd. (Corporate Guarantee to be given by the Company)			
3	Neelkamal Realtors Tower Pvt. Ltd, (Corporate Guarantee to be given by the Company)			
4	Horizontal Realty & Aviation Pvt. Ltd. (Corporate Guarantee/ Security to be given by the Company)			
5	BD & P Hotels (India) Pvt. Ltd. & Neelkamal Realtors Tower Pvt. Ltd. (Corporate Guarantee / Securities to be provided by the Company or to be availed by the Company)			

Authorised signatory / Signature of the Shareholder

Place:

Date:

### ELECTRONIC VOTING PARTICULARS

(Applicable for Individual Members only)

<b>*Default PAN</b>

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

1. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Thursday, the 29<sup>th</sup> March, 2018
2. Please read carefully the instructions printed overleaf before exercising the vote.

## Instructions for Voting:

### Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 p.m. on 29<sup>th</sup> March, 2018. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

### E-Voting Facility

3. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid. The instructions for members for e-voting are as under:
  - (i) The voting period begins on 28<sup>th</sup> February, 2018 at 10.00 a.m. and ends on 29<sup>th</sup> March, 2018 at 5.00 p.m. During this period, shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut off date, 16<sup>th</sup> February, 2018 may cast their vote electronically. The e voting module may be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e voting web site [www.evotingindia.com](http://www.evotingindia.com)
  - (iii) Click Shareholders.
  - (iv) Now enter your User ID
    - (a) For CDSL: 16 digits beneficiary ID.
    - (b) For NSDL: 8 character DP ID followed by 8 Digits Client ID.
    - (c) Member holding shares in physical form should enter the registered Folio number.
  - (v) Now enter the image verification as displayed and click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for D B Realty Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).