

DB Realty.

90  million sq. ft. of prime real estate property.

15.2  million sq. ft. of ongoing projects.

9.3  million sq. ft. delivered.

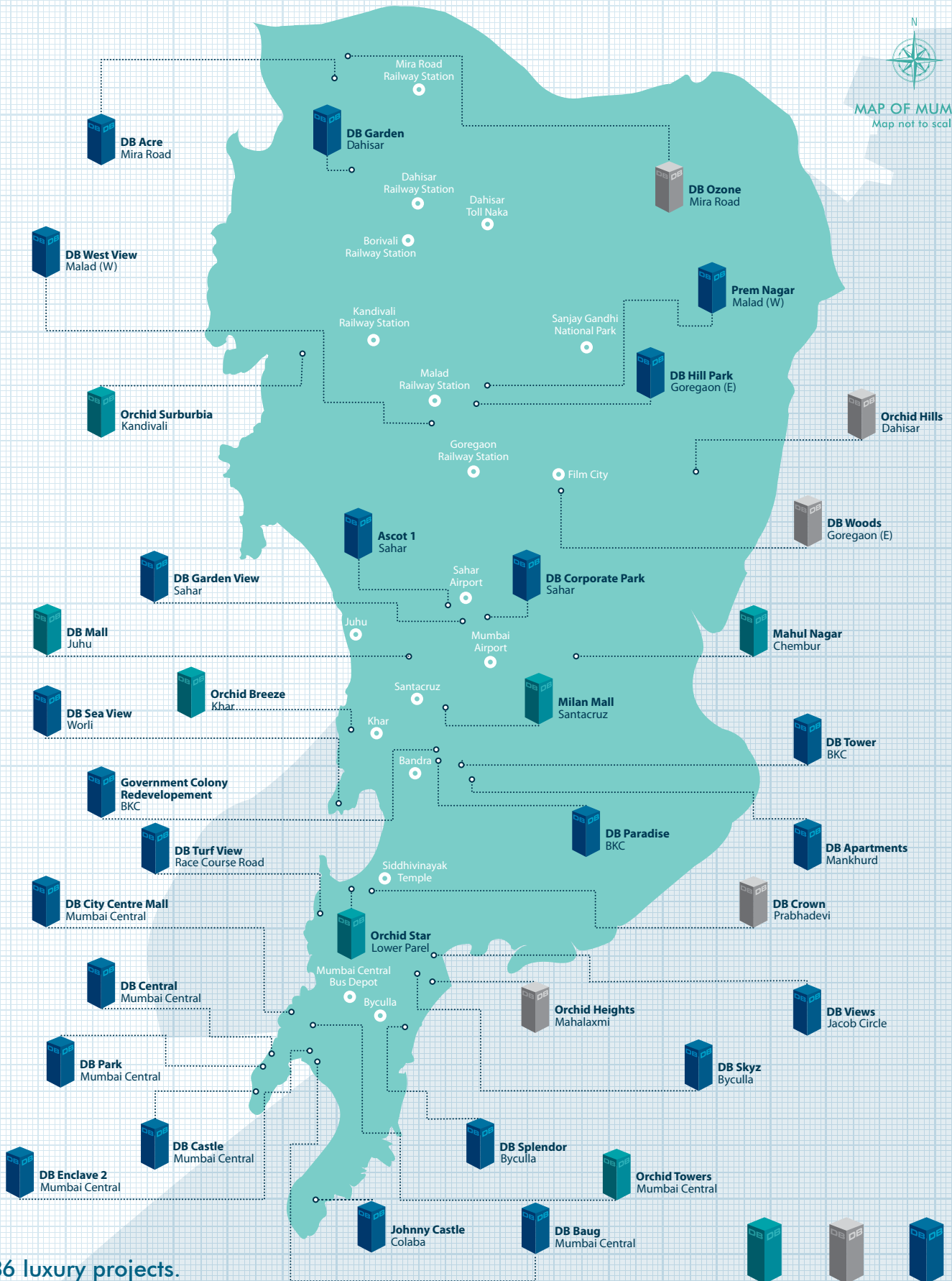
36  projects across all segments.

20,000  satisfied customers.



MAP OF MUMBAI

Map not to scale



36 luxury projects.
90 million sq. ft. of prime real estate.

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CEO Speak

Vipul Bansal, CEO, DB Realty

Dear Shareholders,

I am pleased to inform that your company has made substantial progress on all the fronts including Approvals, Construction and Sales in the past financial year, and is ready to embark on an aggressive growth path in the coming one.

Currently, your company has a portfolio of 36 projects across Mumbai, spanning over 90 million sq.ft., and is under different stages of execution and development. We expect to get approvals and start the construction and sales at DB Turf View (Mahalaxmi Race Course), DB Heights (Mahalaxmi), DB Paradise (BKC) and DB Garden View (International Airport), in the financial year 2013 - 14. The area of these projects will aggregate around 5 million sq.ft., and the value of the inventory would be in excess of Rs. 20,000 Cr.

Our continued focus on execution saw the successful delivery of Orchid Suburbia (Kandivali). In the year 2013 -14, we expect to deliver DB Woods to our customers.

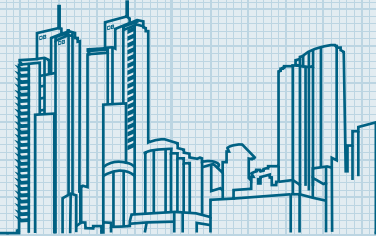
I take this opportunity to thank all our shareholders, customers, employees, bankers, and regulators for reposing their faith in us and motivating us to take our business to greater heights.

Regards,

Vipul Bansal

DB Realty:

The name behind iconic landmarks.



DB Realty Limited, founded in 2007, has in a short span of time covered enormous ground, establishing its place as a leading real estate developer in India. While our growth story is rooted in facts and figures, our legacy will be built on a strong reputation of excellence in residential, commercial and gated community developments. This is why, even during these challenging times, we remain deeply committed to our mission of creating superior developments in each of our market segments, and fulfilling our promises to all of our stakeholders.

Our expanding portfolio consists of over 90 million sq. ft. of prime property, carefully crafted by 15,000 experts and managed by over 500 internationally and nationally acclaimed executives. This translates to 36 exclusive projects that have served close to 20,000 satisfied customers till date.

Our projects are based in and around Mumbai, and are under various stages of planning and construction. Widely accredited with redefining luxury living in Mumbai, DB Realty constantly seeks to design aesthetically striking residences, responding to changing needs and evolving lifestyles.

Our residential projects include a wide range of premium condominiums and duplexes across North and South Mumbai, built in partnership with best-in-class contractors and master architects.

We further endeavour to execute more projects that would redefine urban living. In this regard, being backed by a highly experienced team of experts from diverse backgrounds only strengthens our ability to do so. Going forward, DB Realty hopes to continue changing the landscape of Mumbai with growth and sustainability.

For more information on the company, please visit, www.dbrealty.co.in

CORPORATE INFORMATION

Board of Directors

Mr. Vinod Goenka

(Managing Director, Non-Independent Director, Chairman from 10-12-2011)

Mr. Shahid Balwa

(Vice Chairman & Managing Director, Non-Independent Director from 10-12-2011)

Mr. Mahesh Gandhi

(Independent Director)

Mr. Jagat Killawala

(Independent Director)

Mr. Janak Desai

(Independent Director)

Mr. N.M Rafique

(Independent Director)

Mr.Salim Balwa

(Non-Independent Director)

Mr.Jayvardhan Goenka

(Non-Independent Director)

Group Director (Finance)

Mr.Asif Balwa

Chief Finance Officer

Mr.N.M.Gattu

Company Secretary and Compliance Officer

Mr. S.A.K.Narayanan

Statutory Auditors

M/s. Haribhakti & Co.,
Chartered Accountants

General Counsel

M/s. Negandhi Shah & Himayatullah
Advocates & Solicitors

Registered Office

DB House, Gen. A.K. Vaidya Marg,
Goregaon (East), Mumbai 400 063.

Tel: +91 22 4077 8600

Fax: + 91 22 2842 2444

Website: www.dbrealty.co.in

CORPORATE INFORMATION

Board Committees:

Audit Committee:

Mr. Mahesh Gandhi (from 17.3.2011)
Mr. Janak Desai (from 17-5-2011)
Mr. Shahid Balwa (from 10-12-2011)

Finance & Investment Committee:

Mr. Mahesh Gandhi (from 17-3-2011)
Mr. Vinod Goenka (from 10-12-2011)
Mr. Jagat Killawala (from 10-12-2011)

Remuneration Committee:

Mr. Mahesh Gandhi (from 17-3-2011)
Mr. Jagat Killawala (from 17-5-2011)
Mr. Janak Desai (from 10.12.2011)

Share Transfer Committee & Shareholders/Investors

Grievances Committee:

Mr. Janak Desai (from 17-5-2011)
Mr. Jagat Killawala (from 17-5-2011)
Mr. Shahid Balwa (from 10-12-2011)

Bankers

Oriental Bank of commerce
Punjab National Bank
HDFC Limited

Registrar & Share Transfer Agent

Link Intime India Private Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai 400 078.
SEBI Registration No: INR000004058
Tel: +91 22 2596 3838
Fax: + 91 22 2594 6969
Website: www.linkintime.co.in

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of the members of the Company will be held on Saturday, the 28th September, 2013 at 3.00 p.m. at Lakshdham High School Auditorium, Lakshdham High School, Gokuldham, Goregaon (East), Mumbai – 400 063 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013, Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mahesh Gandhi, who retires by rotation and offers himself for re-appointment.
3. To appoint a Director in place of Mr. N. M. Rafique, who retires by rotation and offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vinod K. Goenka, who retires by rotation and offers himself for re-appointment.
5. To re-appoint M/s. Haribhakti & Co, Chartered Accountants, Mumbai (Reg No.103523W) the retiring Auditors of the Company as Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors.

SPECIAL BUSINESS:

6. To pass with or without modification the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Sections 198, 269, 309, 311 read with Schedule XIII and other applicable provisions if any of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions of appropriate/concerned authorities, and subject to such other conditions or modifications, as may be prescribed imposed by any such appropriate / concerned authorities while granting such approvals, consents, permissions and sanctions, and as may be agreed to by the Board of Directors (including any committee of the Board), consent of the members in general meeting be and is hereby accorded to the re-appointment of Mr. Vinod Goenka, a Director of the Company as Chairman & Managing Director for a period of five years with effect from 1st September, 2012 and upto and including 31st August, 2017, to carry the functions of business development, business strategy and responsibilities of management of affairs of the Company and such other functions as may be assigned to him by the Board from time to time, upon the terms and conditions including remuneration as mentioned below:

Remuneration: Rs.10,00,000/- per month

Perquisites:

- i) Chauffeur driven car, operational and maintenance costs to be borne by the Company
- ii) Rental and other charges of the Telephone installed at his residence.
- iii) Medical reimbursement for himself and family, subject to the condition that cost to the company shall not exceed one month salary in a year or five months salary in a block of five years.
- iv) Leave with full pay and allowance not exceeding one month leave for each completed year of service and encashment of accumulated leave at the end of the tenure.
- v) Leave travel allowance for self and family every year as per Rules of the Company.
- vi) Gratuity not to exceed half month's salary for each completed year of service and
- vii) Annual Subscription for membership of any one club.

RESOLVED FURTHER THAT the remuneration by way of salary, perquisites and other allowances payable to the Chairman & Managing Director, in the event of loss or inadequacy of profits, in any financial year during the tenure shall be subject to the provisions of Part II of Schedule XIII of the Companies Act, 1956 and the Board of Directors shall have the powers / authority to vary / alter / modify the terms of appointment including the remuneration and perquisites of Mr. Vinod Goenka from time to time within the limits prescribed under the Companies Act, 1956 read with Schedule XIII of the said Act for the time being in force.

D B REALTY LIMITED

(ANNUAL REPORT 2012 - 13)

RESOLVED FURTHER THAT the Board or a committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**By order of the Board of Directors
For D B Realty Limited**

**(S.A.K. Narayanan)
Company Secretary**

Registered Office:

DB House,
Gen. A. K. Vaidya Marg,
Goregaon (E), Mumbai 400 063

Place: Mumbai

Date: 10th August, 2013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxies to be effective should be deposited at the registered office of the Company not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.

2. The explanatory statement pursuant to section 173 of the Companies Act, 1956 in respect of the business under Item no. 6 set out above is annexed hereto. Brief resume of all Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and membership/chairmanship of Board committees, shareholdings and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges are provided in the Corporate Governance Report forming part of the Annual Report.
3. In case of joint holders attending the meeting, only joint holder who is higher in the order of names will be entitled to vote.
4. Corporate members intending to send authorized representatives to attend the Meeting are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
5. Members desirous of having any information regarding Accounts are requested to address their queries to the Company at least seven days before the date of the Meeting, so that requisite information is made available at the Meeting.
6. Members who hold shares in electronic form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 23rd September, 2013 to Saturday, the 28th September, 2013 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
8. Members are requested to intimate the Registrar and Share Transfer Agents of the Company- Link Intime India Pvt Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, immediately **their e mail IDs and of any change in their address** and/or the Bank Mandate details in respect of Equity shares held in physical mode and to their Depository Participants (DPs) in respect of Equity shares held in dematerialized form.
9. All the Documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Office at DB House ,Gen A.K. Vaidya Marg, Goregaon (E), Mumbai -400063 on all working days of the Company between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
10. Members/Proxies are requested to bring the attendance slip duly filled in.
11. As an austerity measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
12. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/electronic form. The equity shares of the Company have been inducted in both NSDL as well as CDSL to enable shareholders to hold and trade the