

D B REALTY LIMITED

Annexure to Directors' Report for the year ended 31st March, 2015: Statement pursuant to Section 197(12) of the Companies Act, 2013
Read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Nature of Employment/ Designation	Remuneration Received (Amt. in Rs.)	Qualification & Experience (Years)	Age in Years	Date of commencement of employment/ Date of Joining	Previous Employment (Designation)
1	Mr. Vipul Bansal	Chief Executive Officer	3,52,93,075	Engineering Graduate - IIT Delhi 18 Years	43	03-09-2012	Joint MD & CEO Indiabulls Real Estate Ltd.
2*	Mr. Rajiv Agarwal	Chief Operating Officer	78,37,343	B. Sc. 30 Years	53	01-09-2007	Dynamix Group C E O
3*	Mr. K S Bhatti	Group President (Taxation)	97,38,823	Post Graduate (Literature) 36 Years	63	01-12-2009	(Commissioner of Income Tax) Income Tax Department of Government of India.
4	Mr. Nagamallesh Gattu	Chief Financial Officer	62,70,800	PGDBM –IBS, CFA- ICFAI 15 Years	37	13-12-2010	Director Deloitte Touche Tohmatsu India Pvt. Ltd.
5*	Mr. Nitesh Kumar	Executive Director – Projects	59,66,003	B.E. Civil, 23 Years	48	07-01-2012	Desbuild Incorporated, USA – Project Manager
6*	Mr. V. B. Mathankar	Sr. Executive Vice President	1,04,95,043	M A (Economics) 45 Years	70	16-08-2007	Member Administrative - Maharashtra Administrative Tribunal

*Employed for part of the Year..

None of the employees is related to any Director or holds 2% or more of the equity shares of the Company

On Behalf of the Board of Directors



Vinod K Goenka
Chairman

GROWTH.
IN PROGRESS.

ANNUAL REPORT 2015



DB REALTY'S FOOTPRINT IN MUMBAI



INDEX

About DB Realty	01
Corporate Information	03
Notice of Annual General Meeting and Explanatory Statement	05
Directors' Report	10
Extract of Annual Return (MGT 9)	17
Management Discussion and Analysis	24
Corporate Governance Report	29
Secretarial Audit Report	41
Auditors' Report	44
Balance Sheet	48
Statement of Profit and Loss	49
Cash Flow Statement	50
Notes to the Financial Statements	52
Auditors' Report on Consolidated Financial Statements	98
Consolidated Balance Sheet	106
Consolidated Statement of Profit and Loss	107
Consolidated Cash Flow Statement	108
Notes Forming Part of Consolidated Financial Statements	110
Financial Information and Subsidiary Companies	165

CEO'S LETTER



Dear Shareholders,

It gives me great pleasure to share with you the latest accomplishments of DB Realty. The year 2014 - 2015 has seen notable progress on all fronts of our business. From November 2014 we started securing all the necessary approvals to commence construction activities on a number of projects, namely DB Crown at Prabhadevi, DB Skypark at Sahar and 'Project Bandra' at BKC. We have also begun groundwork for another 2.5 million sqft. of development at Mira Bhayandar Municipal Corporation near the Dahisar Toll Naka which is expected to commence by November 2015.

DB Crown at Prabhadevi – one among DB Realty's premium projects received all relevant approvals for development over the past year and we have reached construction of the first habitable floor at Level 14 for both towers: A and B. In addition, excavation of Tower C has been completed and foundation work is going on. Meanwhile, we are working closely with architect Hafeez Contractor on the design and development of an unparalleled clubhouse for this project. And, we have seen significant customer interest in the project over the last two quarters.

Our continued focus on execution saw the successful completion of DB Woods at Goregaon – the tallest residential towers in the Mumbai suburbs.

We are all set to embark on a new journey in the coming year and are determined to leave no stone unturned to ensure that our projects redefine and enhance urban living in Mumbai. With construction underway on many projects, we expect to see strong momentum in sales over the next year.

I take this opportunity to thank you – our customers, employees, bankers and all stakeholders for reposing your faith in us and motivating us to take our business to greater heights.

With best regards,

A handwritten signature in blue ink that reads "Vipul Bansal". The signature is fluid and cursive, with the first name "Vipul" and last name "Bansal" clearly distinguishable.

Vipul Bansal
CEO, DB Realty

DB REALTY: THE NAME BEHIND MUMBAI'S LANDMARKS.

Founded in 2007, DB Realty Limited has been redefining the Mumbai skyline by transforming spaces into landmarks. Emerging as one of India's leading real estate developers, with a legacy built on excellence, at DB Realty we focus on creating landmarks that set new benchmarks in all market segments. This even as we are deeply committed to delivering our promise to both customers and stakeholders.

Today, your company boasts of an expanding portfolio of 90 million sqft. of prime real estate across 31 projects. Majority of these projects are based in and around Mumbai and are under various stages of planning and construction. However, our sense of achievement stems from those 20,000 families who live, and will build a lifetime of memories, in homes built by DB Realty.

With a notable and consistent track record of growth, customer satisfaction and innovation we are able to execute challenging projects with efficiency, speed and confidence. Our strength to do so comes from the support of a highly-experienced team of experts and professionals from diverse fields of work.

Widely accredited with redefining luxury living in Mumbai, we constantly seek to design aesthetic spaces for work and living keeping in mind the changing needs and evolving lifestyle of our customers.

For more information on DB Realty, visit www.dbrealty.co.in

CORPORATE INFORMATION

Board Of Directors

Mr. Vinod Goenka
(Chairman, Managing Director,
Non - Independent Director)

Mr. Shahid Balwa
(Vice Chairman, Managing Director,
Non - Independent Director)

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)

Ms. Sunita Goenka
(Non-Independent Director)

Mr. Omprakash Agrawal
(Independent Director)

Chief Executive Officer
Mr. Vipul Bansal

Chief Finance Officer
Mr. N. M. Gattu

Company Secretary and Compliance Officer
Mr. S.A.K. Narayanan

Statutory Auditors
M/s. Haribhakti & Co. LLP,
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 2841 5550/ 2842 1687
Website: www.dbrealty.co.in
CIN: L70200MH2007PLC166818

CORPORATE INFORMATION

Board Committees: As on 31.03.2015

Audit Committee:

Mr. Mahesh Gandhi (from 17.03.2011)
Mr. Shahid Balwa (from 10.12.2011)
Mr. Janak Desai (from 17.05.2011)
Mr. N. M. Rafique (from 13.02.2015)

Finance & Investment Committee:

Mr. Mahesh Gandhi (from 17.03.2011)
Mr. Vinod Goenka (from 10.12.2011)
Mr. Jagat Killawala (from 10.12.2011)

Nomination & Remuneration Committee:

Mr. Mahesh Gandhi (from 17.03.2011)
Mr. Jagat Killawala (from 17.05.2011)
Mr. Janak Desai (from 10.12.2011)

Stakeholders Relationship Committee:

Mr. Janak Desai (from 17.05.2011)
Mr. Jagat Killawala (from 17.05.2011)
Mr. Shahid Balwa (from 10.12.2011)

CSR Committee:

Mr. Mahesh Gandhi (from 13.02.2015)
Mr. N. M. Rafique (from 13.02.2015)
Mr. Jayvardhan Goenka (from 13.02.2015)

Bankers:

Oriental Bank of Commerce
Punjab National Bank
HDFC Limited

Registrar & Share Transfer agent:

Link Intime India Private Limited
C-13, Pannalal Silk Mill 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
CIN: U67190MH1999PTC118368

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of the Company will be held on Saturday, the 26th September, 2015 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 financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Auditors thereon
2. To appoint a Director in place of Mr. Vinod Goenka (DIN:00029033), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr.Salim Balwa (DIN: 00017899), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Haribhakti & Co.LLP, Chartered Accountants, Mumbai (Firm Registration No. 103523W) as approved by Members at the Eighth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Tenth Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2016.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013(“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force, Ms. Sunita Goenka (DIN : 01010145), who was appointed as Additional Director of the Company, with effect from March 30, 2015 and who holds office up to date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.”
6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, and Clause 49 of the Listing Agreement, Mr. Omprakash Agrawal (DIN : 00234104), a non executive independent Director of the Company, who was appointed as an Additional Director of the Company with effect from March 30, 2015 and who holds office up to date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and qualifies for being appointed as an Independent director and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five (5) consecutive years till 29th March, 2020.”

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

(S.A.K Narayanan)
Company Secretary

August 8, 2015

Registered Office:

DB House

Gen A.K.Vaidya Marg

Goregaon (E), Mumbai- 400063

CIN: L70200MH2007PLC166818

Tel No: 91-22-40778600

FAX No: 91-22-2841 5550/ 28421687

E Mail: investors@dbg.co.in

Web Site: www.dbrealty.co.in