

D. B. Corp Limited

NOTICE

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of D. B. Corp Limited will be held on Wednesday, 24th July, 2013 at 4.00 p.m. at Hotel Planet Landmark, 139/1, Amli-Bopal Road, Near Ashok Vatika, Off. S. G. Road, Ahmedabad, Gujarat – 380 051, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend for the financial year ended 31st March, 2013.
3. To appoint a Director in place of Mr. Kailash Chandra Chowdhary, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Piyush Pandey, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai and M/s. Gupta Navin K. & Co., Chartered Accountants, Gwalior, be and are hereby re-appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and the Board of Directors be and is hereby authorised to fix their remuneration.”

By order of the Board of Directors
For D. B. Corp Limited

Place: Mumbai
Date: May 16, 2013

Anita Gokhale
Company Secretary

Registered Office:

Plot No. 280, Sarkhej Gandhinagar Highway,
Makarba, Ahmedabad (Gujarat) – 380 051

NOTES :

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, should be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf.

Members / Proxies are requested to bring duly-filled Attendance Slip along with their copy of Annual Report to the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

- 2) Members who hold shares in electronic form are requested to write their DP ID and Client ID number 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.
- 3) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 17th July, 2013 to Wednesday, 24th July, 2013 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- 4) Dividend on Equity Shares, if declared at the meeting, shall be paid on Wednesday, 31st July, 2013, to those members:
 - a) Whose names appear as Beneficial Owners at the end of the business hours on Tuesday, 16th July, 2013, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

- b) Whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Registrar and Share Transfer Agent on or before Tuesday, 16th July, 2013.
- 5) For any assistance regarding Share Transfers, Transmissions, Change of Address, Non-receipt of Dividends, Duplicate / Missing Share Certificates and other relevant matters, the Registrar and Transfer Agents (RTA) of the Company at the following address may be contacted:

M/s Karvy Computershare Pvt. Ltd. (Unit: D. B. Corp Limited)

Address : Plot No. 17 to 24, Vitthalrao Nagar,
Madhapur, Hyderabad - 500 081,
Andhra Pradesh

Tel. No. : 040-4465 5000

Fax No. : 040-2343 1551

E-mail : einward.ris@karvy.com

Contact Person : Mr. U. S. Singh

- 6) For effecting changes in address / bank details / ECS (Electronic Clearing Service) mandate, etc., shareholders are requested to contact the RTA/ their respective Depository Participant (DP).
- 7) Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares in electronic form.
- 8) Pursuant to the provisions of Clause 49 of the Listing Agreement, a brief note on the background and the functional expertise of the Directors of the company, retiring by rotation and seeking re-appointment under Item No. 3 and 4 of the Notice respectively along with other details of the Directors including their shareholding are furnished in the Report on Corporate Governance forming part of the Annual Report for Financial Year 2012-13.
- 9) The Annual Report of the Company for the year 2012-13 circulated to the members of the Company is also available at Company's website "www.bhaskarnet.com" in "Our Investors" section.
- 10) The Register of Directors' Shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the registered office of the Company and will also remain open and accessible during the course of the Annual General Meeting.
- 11) A certificate from the Auditors of the Company certifying that the Employees Stock Option Schemes of the Company are being implemented in accordance with the SEBI Guidelines and in accordance with the resolution passed by the shareholders at General Meeting will be available for inspection by members at the Meeting.
- 12) Members are requested to claim dividend/s, in case it remains unclaimed so far. They are requested to correspond with the RTA or the Company Secretary at Corporate Office of the Company. Members are requested to note that dividends not claimed within 7 years will be transferred to the Investor Education and Protection Fund as prescribed under the Companies Act, 1956.
- The Company has consistently paid dividend since its IPO and accordingly prescribed details in respect of each of such dividends are uploaded on the website of the Company before the due date as prescribed.
- 13) D. B. Corp Ltd. is concerned about the environment and utilises natural resources in a sustainable way. The Ministry of Corporate Affairs ("MCA"), Government of India has, by its Circular 17/2011 dated 21st April, 2011 and Circular 18/2011 dated 29th April, 2011, permitted companies to send all official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.

Recognising the spirit of the circular issued by the MCA, the Company is sending documents like the Notice for convening Annual General Meeting, Financial Statements, Directors' Report, Auditors' Report, etc., to the e-mail address provided by the members to their depositories since last 2 years and for Financial Year 2012-13 also it has done so.

All the members are requested to keep their e-mail address updated with the depository participant to ensure that the Annual Report and other documents reach them on their preferred e-mail address. However, those who want to receive hard copies of all the communication have to make a specific request to the company by sending a letter in this regard to the RTA or the Company.

ATTENDANCE SLIP**D. B. Corp Limited**

Regd. Office : Plot No. 280, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad (Gujarat) – 380 051

17th ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

DP Id No.* : _____ Client Id No.* : _____ Regd. Folio No. : _____	Name and Address:	No. of shares held:
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*Applicable to members holding shares in electronic form

I hereby record my presence at the 17th Annual General Meeting of D. B. Corp Limited held on Wednesday, 24th July, 2013 at 4.00 p.m. at Hotel Planet Landmark, 139/1, Aml-Bopal Road, Near Ashok Vatika, Off. S. G. Road, Ahmedabad, Gujarat – 380 051.

Signature of the Member/ Proxy

**PROXY FORM****D. B. Corp Limited**

Regd. Office : Plot No. 280, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad (Gujarat) – 380 051

17th ANNUAL GENERAL MEETING

Regd. Folio No. _____ DP Id No.* _____	Client Id No.* _____
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*Applicable to members holding shares in electronic form

I/We _____ of _____ being a member / members of D. B. CORPLIMITED, hereby appoint _____ of _____ or failing him _____ of _____ as my/our Proxy to vote for me/us and on my/our behalf at the 17th Annual General Meeting of the Company to be held on Wednesday, 24th July, 2013 at 4.00 p.m at Hotel Planet Landmark, 139/1, Aml-Bopal Road, Near Ashok Vatika, Off. S. G. Road, Ahmedabad, Gujarat – 380 051 and/or at any adjournment/s thereof.

Signed this _____ day of _____, 2013

Affix Re.1 Revenue Stamp

Signature of the Member

Note: The Proxy in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

D. B. Corp Limited

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Despatch of Annual Report and Other documents through Electronic mode

To the Members,

As you may be aware, The Ministry of Corporate Affairs (MCA), Government of India, vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, has allowed Companies to send official documents including Annual Reports to their shareholders electronically as part of its "Green Initiative in Corporate Governance".

Your company had written vide letters dated 27th May, 2011 and 19th July, 2012 to all its shareholders, who have registered their e-mail address with the Depository/Company, about the company adopting the practice of sending documents including Annual Report through email. Others were also appealed to register their e-mail address and opt for receiving all the communication through e-mail. Accordingly, the Company has sent last 2 years' annual report through e-mail to the shareholders who have registered their e-mail address with the Registrar. On the same lines, the Annual Report for the Financial Year ended 31st March, 2013 and the notice convening the 17th Annual General Meeting are also sent in electronic mode to such shareholders.

Kindly note that physical copies of the Annual Report for the Financial Year ended 31st March, 2013 and the notice convening the 17th Annual General Meeting are sent to those members who have specifically intimated the Company in this regard and also to those members who have not yet registered their e-mail addresses for such electronic delivery.

We appeal all members who have not registered their e-mail addresses to register it and opt for electronic delivery and contribute their small share to the noble cause of "Green Initiative". Kindly fill up the form given herebelow and send it to us.

The said Annual Report for the year ended 31st March, 2013 and Notice convening the 17th Annual General Meeting are also available on the Company's website "www.bhaskarnet.com".

For **D. B. Corp Limited**

Anita Gokhale
Company Secretary

Place: Mumbai
Date: May 16, 2013

D. B. Corp Limited

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E-communication Registration Form

(As per circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No. / DP ID & Client ID : _____
Name of First Registered Holder : _____
Name of Joint Holder(s) : _____
Registered Address : _____
E-mail ID (to be registered) : _____

I / We, members of D. B. Corp Limited, agree to receive all communication from the company in electronic mode. Please register my above-mentioned e-mail id in your records for sending communication through e-mail.

Date: _____

Signature: _____
(First Holder)

Notes:

1. On registration, all the communication will be sent to the e-mail id registered for the folio.
2. Members are requested to keep the Company/Depository Participants informed as and when there is any change in the e-mail address.