

D. B. CORP LIMITED

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of D. B. Corp Limited will be held on Monday, 4th September, 2017 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Aml-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380 051 to transact the following business:

ORDINARY BUSINESS:

Item no. 1: Adoption of financial statements

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

Item no. 2: Appointment of Director liable to retire by rotation

To appoint a Director in place of Mr. Girish Agarwal (DIN - 00051375) who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3: Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, as amended and other applicable rules, if any, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) and M/s. Gupta Mittal & Co., Chartered Accountants (Firm Registration No. 009973C) be and are hereby appointed as the Joint Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 26th AGM of the Company

(subject to ratification of their appointment at every AGM), on such remuneration as may be mutually agreed between the Board of Directors or any Committee thereof and the Joint Statutory Auditors, including the manner of payment thereof.”

SPECIAL BUSINESS:

Item no. 4: Ratification of Cost Auditor’s remuneration.

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) who were appointed as Cost Auditors to audit the cost accounting records maintained by the Company in relation to its radio business for the FY 2016-17 & FY 2017-18 be paid a remuneration of Rs. 25,000/- plus applicable taxes in connection with cost audit for FY 2016-17 and Rs. 25,000/- plus applicable taxes in connection with cost audit for FY 2017-18.”

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

Place: Mumbai
Date: 18th May, 2017

Anita Gokhale
Company Secretary

Registered Office: Plot No. 280, Sarkhej Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380 051.

CIN: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com
Email: ddbc@dbc.in

Notes:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (‘AGM’) 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.**

A person can act as a proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative(s) 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) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days’ notice in writing of the intention so to inspect is given to the Company.
- 3) Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the AGM.

- 4) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 28th August, 2017 to Monday, 4th September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- 5) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts are used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, viz. Karvy Computershare Private Limited (‘Karvy/‘RTA’) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to the Depository Participant.

Members holding shares in electronic form 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. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.

For any assistance regarding share transfers, transmissions, change of address or bank mandates, non-receipt of dividends, duplicate / missing share certificates and other relevant matters, the Registrar and Transfer Agents of the Company at the following address may be contacted:

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

Address: Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032.

Tel No. : 040 - 6716 2222 | Fax No. : 040 - 2300 1153

E-mail : einward.ris@karvy.com | Contact Person : Mr. U.S. Singh

- 6) Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR) Regulations’) and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking re-appointment along with the details of other Directorships, memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Explanatory Statement appended to this Notice.

- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the members at the AGM.
- 8) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
- 9) 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 Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 and in accordance with the resolution/s passed by the shareholders at General Meeting/s will be available for inspection by the members at the AGM.
- 10) The members are requested to note that pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, all dividends remaining unclaimed / unpaid for a period of seven years from the date they became due for payment will be transferred to the Investor Education and Protection Fund ('IEPF'). No claim shall be entertained against the Company for the amounts so transferred.

Also, as per Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

Hence, 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.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules 2012, the Company has uploaded the information in respect of the unclaimed dividends, as on the date of last AGM i.e. 17th August, 2016, on the website of the IEPF viz. www.iepf.gov.in and on the website of the Company (www.bhaskarnet.com). Shareholders may refer the same for information pertaining to their unclaimed dividends.

- 11) The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has specifically requested for a physical copy of the same.

To support the 'Green Initiative', the Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories. Members, who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in hard form in this regard to the RTA or the Company.

- 12) In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Tuesday, 29th August, 2017, to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice (the "remote e-voting"). The remote e-voting commences on Thursday, 31st August, 2017 (9:00 a.m.) and ends on Sunday, 3rd September, 2017 (5:00 p.m.). Details of the process and manner of remote e-voting along with the User ID and Password are being sent to all the Members along with a copy of this Notice by way of 'Annexure' forming part of the Notice.
- 13) In terms of the Companies (Management and Administration) Rules, 2014 (as amended) with respect to the voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who exercise their right to vote by remote e-voting may attend the AGM but cannot vote at the AGM. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date being Tuesday, 29th August, 2017.
- 14) The results of voting on the resolutions placed before the AGM shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- 15) The results of voting will be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Company (www.bhaskarnet.com) and on Service Provider's website (<https://evoting.karvy.com>) and the same shall also be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE

Item No. 4: Ratification of Cost Auditor's remuneration:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have the audit of cost accounting records in relation to its radio business by a cost accountant in practice. The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K. G. Goyal & Associates (Firm Registration No. 000024) as the Cost Auditor of the Company to conduct the audit of its cost records for the F.Y. 2016-17 and F.Y. 2017-18 at a remuneration detailed below:

Sr. No.	Name of Cost Auditor	Financial Year	Audit Fees
1	M/s. K. G. Goyal & Associates	2016-17	Rs. 25,000/- plus taxes
2	M/s. K. G. Goyal & Associates	2017-18	Rs. 25,000/- plus taxes

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the notice for ratification of the remuneration payable to the Cost Auditor for the F.Y. 2016-17 and F.Y. 2017-18.

The Board recommends the **Ordinary Resolution** set out at item no. 4 of the notice for approval by the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is concerned or interested (financially or otherwise) in the resolution.

Brief resume of Director/s seeking appointment / re-appointment:

Pursuant to provisions of SEBI (LODR) Regulations and Secretarial Standards on General Meetings, relevant particulars of Directors seeking appointment / re-appointment at this AGM are given here below:

Name of the Director	Mr. Girish Agarwal
DIN	00051375
Date of Birth / Age	10 th July, 1971 / 45 years
Date of original appointment	27 th October, 1995
Terms and conditions of appointment	To be appointed as a Non-executive Director, without any remuneration.
Areas of Expertise	Girish Agarwal is the Non-executive Director of the Company. He has been on the Board of the Company since October 1995. He heads the marketing and related operations of the Group. He has approximately 23 years of experience in the publishing business and has been with the organization for same number of years. He is also an active member of INS. He holds the distinction of being the youngest chairman of INS for Madhya Pradesh region. He has also been awarded the 'Entrepreneur of the Year' for the year 2006 by Ernst & Young. Further, he was also award recipient for "Outstanding Entrepreneur" in APEA (Asia Pacific Entrepreneurship Awards). Under his visionary leadership qualities, Divya Bhaskar, the leading Gujarati Newspaper was the only regional newspaper of India to win 'Best in Print' (Bronze), an honor bestowed by IFRA Asia Pacific awards held in Chennai.
Educational Qualifications	Commerce Graduate
Companies in which he holds Directorship	<ol style="list-style-type: none"> 1. Bhaskar Industries Private Limited 2. Bhaskar Publications And Allied Industries Private Limited 3. Writers and Publishers Private Limited 4. Shourya Diamonds Limited 5. Surge Developers Private Limited 6. DB Power (Madhya Pradesh) Limited 7. DB Buildcon Private Limited 8. Yoman Infrastructure Private Limited 9. Delta Coal & Mining Private Limited 10. D B Power Limited 11. DB Power (Chhattisgarh) Limited 12. Dolby Mining & Power Private Limited 13. Le Soleil Developers Private Limited 14. Diligent Power Private Limited 15. Deligent Hotel Corporation Private Limited 16. JGB Builders Private Limited 17. Decore Thermal Power Private Limited 18. DB Consolidated Private Limited 19. The Indian News Paper Society
Other listed Companies in which he holds Directorship	Nil
Membership / Chairmanship of Board Committees	<p>D. B. Corp Limited -</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Executive Committee – Member 3. Nomination and Remuneration Committee - Member 4. Shareholders Grievance Committee – Chairman <p>DB Power Limited –</p> <ol style="list-style-type: none"> 1. Audit Sub-Committee - Chairman 2. Project Management Committee – Chairman <p>DB Power (Madhya Pradesh) Limited –</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee - Chairman 2. Corporate Social Responsibility Committee - Chairman 3. Audit Sub-Committee - Chairman 4. Project Management Committee - Chairman
Shareholding	82,69,321 equity shares
Relationship with other Directors and KMPs	Mr. Girish Agarwal is son of (late) Mr. Ramesh Chandra Agarwal and brother of Mr. Sudhir Agarwal and Mr. Pawan Agarwal. Except the aforesaid, none of the other Directors or KMPs is related to Mr. Girish Agarwal.
No. of board meetings attended during FY 2016-17	4
Remuneration sought to be paid	Nil
Remuneration last paid	Nil

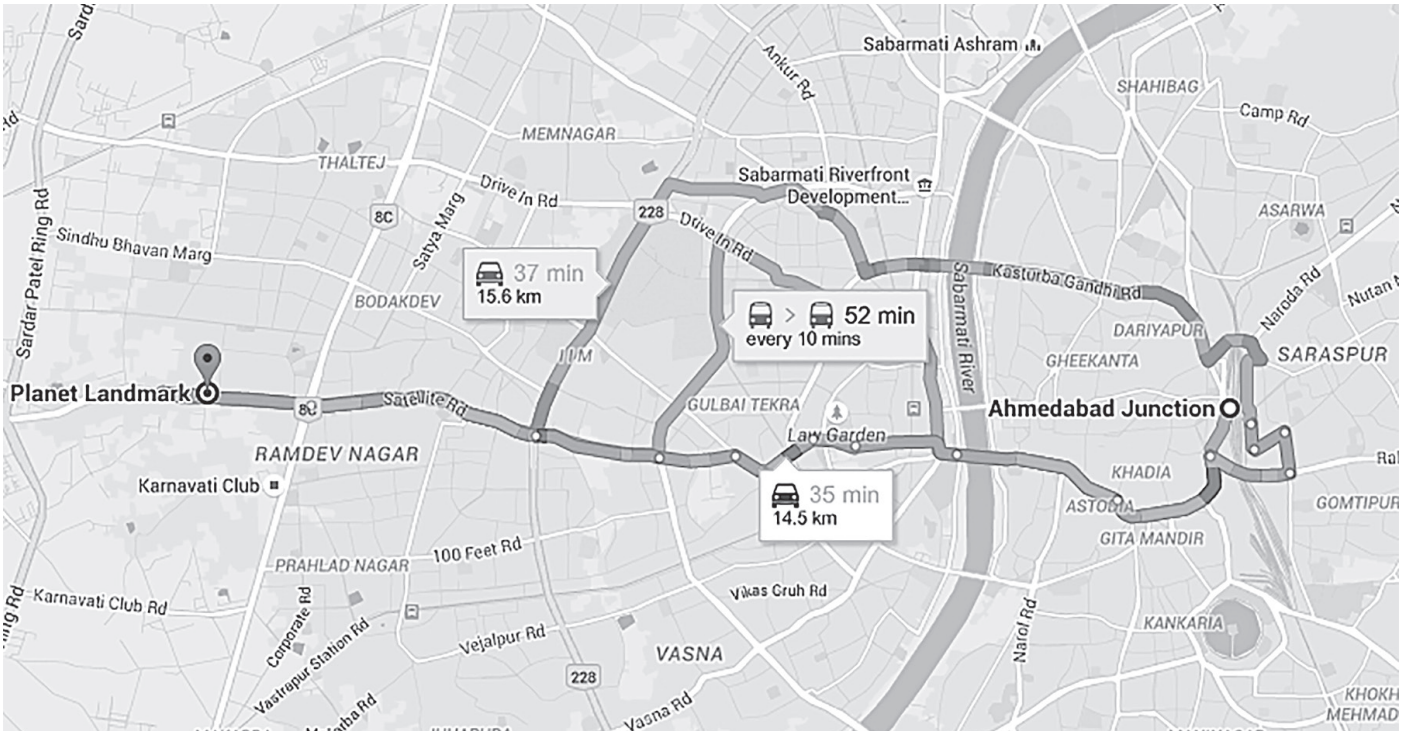
By order of the Board of Directors
For **D. B. Corp Limited**
Anita Gokhale
Company Secretary

Place: Mumbai
Date: 18th May, 2017

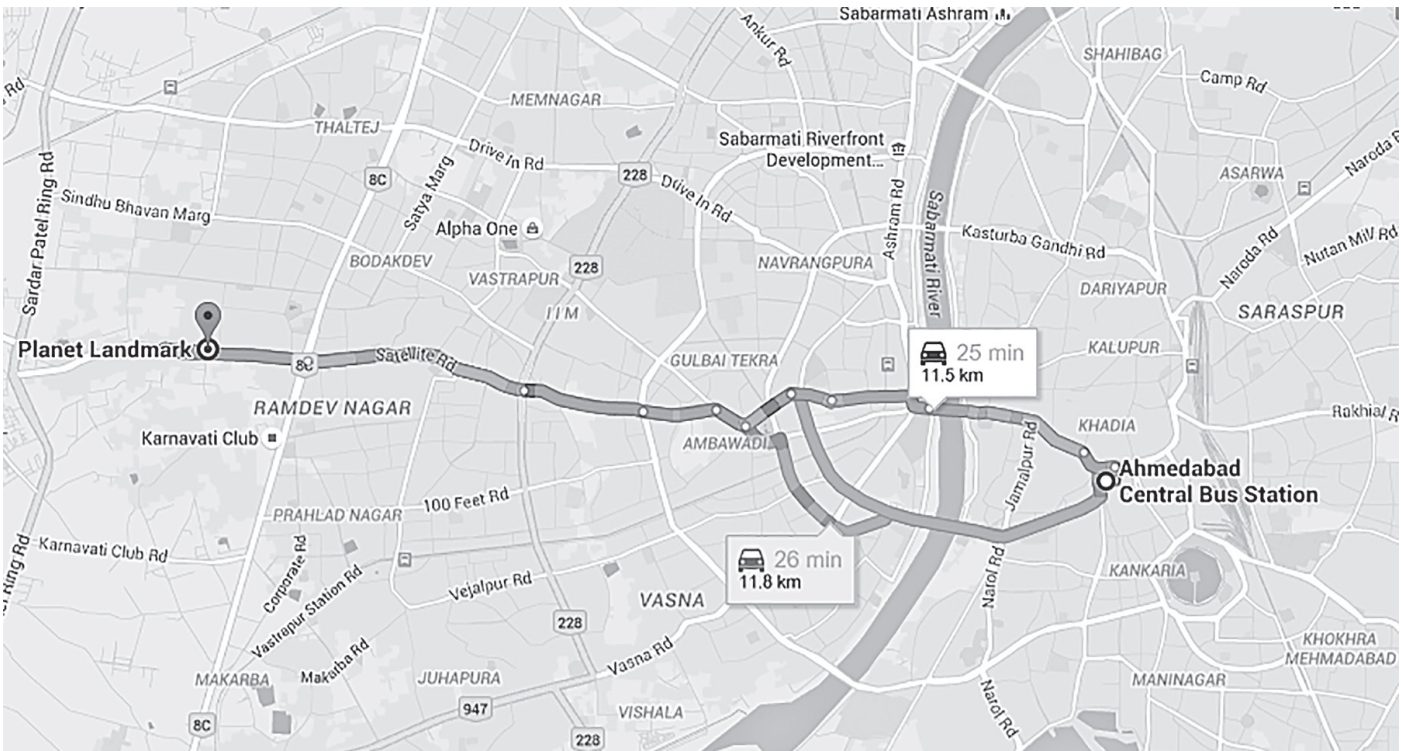
Registered Office: Plot No. 280, Sarkhej Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380 051.
CIN: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com • Email: dbcs@dbcop.in

ROUTE MAP / DIRECTION TO REACH THE AGM VENUE

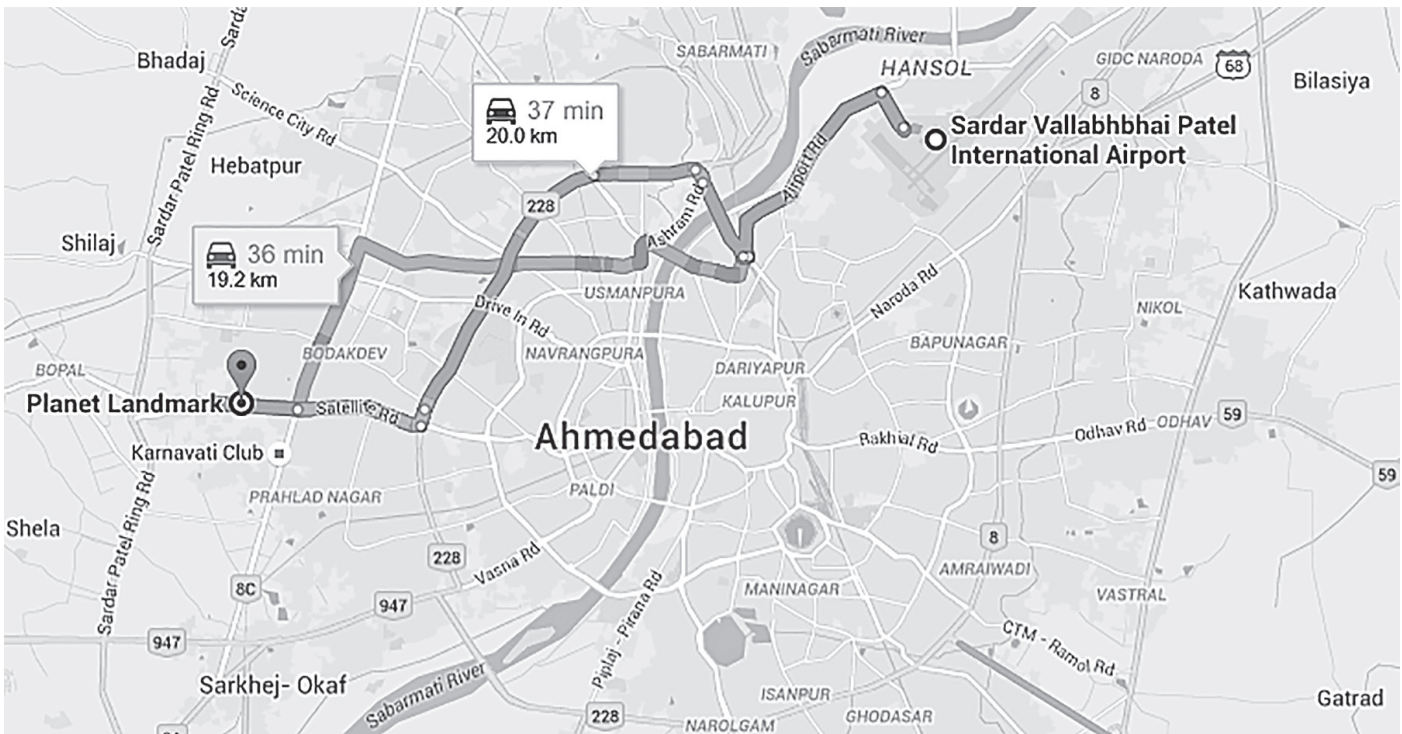
ROAD MAP: AHMEDABAD RAILWAY STATION TO HOTEL PLANET LANDMARK



ROAD MAP: AHMEDABAD CENTRAL BUS STATION TO HOTEL PLANET LANDMARK



ROAD MAP: SARDAR VALLABHBHAI PATEL INTERNATIONAL AIRPORT TO HOTEL PLANET LANDMARK



Venue: Hotel Planet Landmark, 139/1, Amlī-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380 051.
Landmark: Near Ashok Vatika / Opp. Ekta Farm

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): _____ E-mail Id: _____

Registered address: _____

Folio No. / Client Id*: _____ DP ID* _____

** Applicable to members holding shares in electronic form.*

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 21st Annual General Meeting of the Company to be held on Monday, 4th September, 2017 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Aml-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Optional **	
		For	Against
Ordinary Business			
1.	Adoption of financial statements for the year ended March 31, 2017.		
2.	Appointment of Mr. Girish Agarwal as a Director retiring by rotation.		
3.	Appointment of Joint Statutory Auditors and fixing their remuneration.		
Special Business			
4.	Ratification of Cost Auditor's remuneration.		

*** it is optional to put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.*

Signed this _____ day of _____ 2017.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Re. 1/-
Revenue
Stamp Here

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

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Despatch of Annual Report and other documents through Electronic mode

Dear Members,

As you may be aware that the Companies Act, 2013 ('Act') supports 'Green Initiative in Corporate Governance' by recognizing paperless compliances by companies through electronic mode. Under the Act, companies can now send documents and other notices to shareholders through electronic mode.

In the spirit of the same, the Annual Report for the financial year ended 31st March, 2017 and the Notice convening the 21st Annual General Meeting is being sent in electronic mode to all shareholders who have registered their e-mail address with the Depositories / Company. The said Annual Report along with the Notice is also available on the Company's website, www.bhaskarnet.com.

To all those members who have not yet registered their e-mail addresses, we once again appeal to register the same and opt for electronic delivery and contribute your small share to the noble cause of 'Green Initiative'.

If you wish to receive shareholders' communications through electronic mode, please fill the details in the form given overleaf and send it to the Company's Registrar and Transfer Agents viz. Karvy Computershare Pvt. Ltd. (Unit: D. B. Corp Limited), at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 or by way of email to dbcs@dbc Corp.in.

We are sure that you would appreciate the 'Green Initiative' and your Company's desire to participate in such initiatives.

For D. B. Corp Limited

Anita Gokhale
Company Secretary

Place: Mumbai
Date: 18th May, 2017

ATTENDANCE SLIP

D. B. CORP LIMITED

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21ST ANNUAL GENERAL MEETING

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

	Name and Address:	No. of Shares held:
*DP Id No.: _____		
*Client Id No.: _____		
Regd. Folio No.: _____		

**Applicable to members holding shares in electronic form*

I hereby record my presence at the 21st Annual General Meeting of D. B. Corp Limited held on Monday, 4th September, 2017 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Aml-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380051.

Signature of the Member / Proxy

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E-COMMUNICATION REGISTRATION FORM

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 address 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 address 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.