

D. B. CORP LIMITED

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Members of D. B. Corp Limited will be held on Wednesday, 17th August, 2016 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amlī-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380 051, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2016 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 a Final Dividend of ₹ 4.25 per equity share and confirm the Interim Dividend of ₹ 3.50 per equity share and One-time Special Dividend of ₹ 3.25 per equity share already paid during the financial year 2015-16.
3. To appoint a Director in place of Mr. Pawan Agarwal (DIN - 00465092), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory 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** 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 and other applicable rules, if any, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai (Firm Registration No. 101049W/E300004) and M/s. Gupta Navin K. & Co., Chartered Accountants, Gwalior (Firm Registration No. 06263C), retiring Joint Statutory Auditors of the Company, be and are hereby 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, 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:

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

Re-appointment of Mr. Sudhir Agarwal as the Managing Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) along with the rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, and as per the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and upon recommendation of the Audit Committee and Nomination and Remuneration Committee of the Board, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as Managing Director of the Company for a period of five years with effect from 1st January, 2017 up to 31st December, 2021 on a total remuneration of ₹ 90,00,000/- (Rupees Ninety Lakh Only) per annum as detailed below:

Particulars	Amount in ₹
Basic Pay (Annual)	90,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary and amend his terms of appointment within the overall limits specified under the Act and the rules framed thereunder, as may be agreed to by the Board of Directors and Mr. Sudhir Agarwal.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Sudhir Agarwal as aforesaid, the remuneration as approved pursuant to this resolution be paid to Mr. Sudhir Agarwal as minimum remuneration, subject to provisions of Schedule V to the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

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

Revision in the remuneration payable to Mr. Pawan Agarwal, Deputy Managing Director of the Company:

“**RESOLVED THAT** in partial modification of Resolution No. 5 passed at the 18th Annual General Meeting of the Company held on 24th July, 2014 for the appointment and terms of remuneration of Mr. Pawan Agarwal (DIN: 00465092), Deputy Managing Director of the Company and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) along with the rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, and as per the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and upon recommendation of the Audit Committee and Nomination and Remuneration Committee of the Board, approval of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Pawan Agarwal to ₹ 60,00,000/- (₹. Sixty lakh only) per annum as detailed below, with effect from 1st April, 2016 for the remainder of the tenure of his contract :

Particulars	Amount in ₹.
Basic Pay (Annual)	60,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

RESOLVED FURTHER THAT the other terms and conditions of his appointment remain unchanged.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary and amend his terms of appointment within the overall limits specified under the Act and the rules framed thereunder, as may be agreed to by the Board of Directors and Mr. Pawan Agarwal.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Pawan Agarwal as aforesaid, the remuneration as approved pursuant to this resolution be paid to Mr. Pawan Agarwal as minimum remuneration, subject to provisions of Schedule V to the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient.”

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

Appointment of Mr. Naveen Kumar Kshatriya (DIN: 00046813) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) along with the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, and as per the Articles of Association of the Company, Mr. Naveen Kumar Kshatriya (DIN: 00046813), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 22nd June, 2016 up to 21st June, 2021 and his office shall not be liable to retire by rotation.”

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

Appointment of Ms. Anupriya Acharya (DIN: 00355782) as an Independent Director of the Company:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) along with the rules made thereunder read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, and as per the Articles of Association of the Company, Ms. Anupriya Acharya (DIN: 00355782), who was appointed as an Additional Director pursuant to the provisions of Section 161

of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 22nd June, 2016 up to 21st June, 2021 and her office shall not be liable to retire by rotation."

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

Place: Mumbai
Date: 21st July, 2016

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

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, 8th August, 2016 to Wednesday, 17th August, 2016 (both days inclusive) for determining the names of members eligible for final dividend on equity shares, if declared at the Meeting.
- 5) Final Dividend on equity shares, if declared at the meeting, shall be paid to those members who hold shares:
- In physical mode, if their names appear in the Register of Members on or before Friday, 5th August, 2016 after giving effect to valid share transfers in physical form lodged with the Registrar and Share Transfer Agent.
 - In dematerialized mode, as per the list of beneficial owners furnished by NSDL / CDSL, as at the close of business hours on Friday, 5th August, 2016.
- 6) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, viz. Karvy Computershare Private Limited ("Karvy") 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

- 7) Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), 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 are set out in the Explanatory Statement appended to this Notice.
- 8) 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.
- 9) 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.
- 10) 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 (SEBI) Guidelines and in accordance with the resolution/s passed by the shareholders at General Meeting/s will be available for inspection by members at the Meeting.
- 11) 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 Act.
- The Company has consistently paid dividend since its listing on the stock exchange/s in January, 2010 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.
- 12) The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
- To support the 'Green Initiative', the Members who have not 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.
- 13) 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 Friday, 12th August, 2016, 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 Sunday, 14th August, 2016 (9:00 a.m.) and ends on Tuesday, 16th August, 2016 (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.
- 14) 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 Friday, 12th August, 2016.
- 15) The results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company 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.
- 16) 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. 5 : Re-appointment of Mr. Sudhir Agarwal as the Managing Director of the Company:

As per the ordinary resolution passed by the shareholders at the 15th Annual General Meeting (AGM) of the Company held on 8th July, 2011, Mr. Sudhir Agarwal was appointed as the Managing Director of the Company for a term of 5 years from 1st January, 2012 to 31st December, 2016 at an annual remuneration of ₹ 60,00,000/-. The present tenure of Mr. Sudhir Agarwal will expire by efflux of time on 31st December 2016. Keeping in view his achievements towards the progress of the Company and his ambitious growth plan for the Company, the Board of Directors of the Company upon recommendation of the Audit Committee and Nomination and Remuneration Committee approved re-appointment of Mr. Sudhir Agarwal as Managing Director of the Company for a further period of 5 years w.e.f. 1st January, 2017, subject to the approval of members. The Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013 ("the Act").

Following are the terms and remuneration of Mr. Sudhir Agarwal as the Managing Director of the Company:

Period of appointment: 1st January, 2017 to 31st December, 2021

Remuneration:

Basic Pay (Annual)	₹ 90,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

Rotational retirement: Not liable to retire by rotation

The aggregate of the remuneration as aforesaid is within the maximum limits as laid down under the Act read with Schedule V, as amended and as in force from time to time. Mr. Sudhir Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the re-appointment of Mr. Sudhir Agarwal as the Managing Director is now being placed before the members for their approval. A brief resume of Mr. Sudhir Agarwal, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") are provided herein below.

None of the directors or key managerial personnel or their relatives is interested or concerned in this resolution (financial or otherwise), except Mr. Sudhir Agarwal himself and Mr. Ramesh Chandra Agarwal, Mr. Girish Agarwal and Mr. Pawan Agarwal, being relatives of Mr. Sudhir Agarwal.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6 : Revision in the remuneration payable to Mr. Pawan Agarwal, Deputy Managing Director of the Company:

At the 18th AGM of the Company held on 24th July, 2014, the members had approved the appointment and terms of remuneration of Mr. Pawan Agarwal as the Deputy Managing Director of the Company for a period of five years effective from 31st July, 2013, with authority to the Board to amend his terms of appointment and remuneration within the limits specified under Schedule V to the Act.

Considering his spearheading contribution towards the phenomenal growth of the Company, it is proposed to revise the remuneration payable to Mr. Pawan Agarwal from ₹ 48,00,000/- p.a. to ₹ 60,00,000/- p.a. (as detailed below), with effect from 1st April, 2016 for the remainder of his term, subject to the approval of the Members of the Company.

Remuneration:

Basic Pay (Annual)	₹ 60,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

The proposed revision in terms of remuneration is also approved by the Audit Committee and Nomination and Remuneration Committee at the meeting held on

20th May, 2016. The remuneration paid to Mr. Pawan Agarwal is commensurate with the industry standards and is within the maximum limits as laid down under the Act read with Schedule V, as amended up to date. All other terms and conditions of appointment of Mr. Pawan Agarwal as Deputy Managing Director of the Company, as approved at the AGM of the Company held on 24th July, 2014, remain unchanged.

In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Pawan Agarwal is now being placed before the members for their approval.

None of the directors or key managerial personnel or their relatives is interested or concerned in this resolution (financial or otherwise), except Mr. Pawan Agarwal himself, Mr. Ramesh Chandra Agarwal, Mr. Sudhir Agarwal and Mr. Girish Agarwal, being relatives of Mr. Pawan Agarwal.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7 and 8: Appointment of Mr. Naveen Kumar Kshatriya (DIN : 00046813) and Ms. Anupriya Acharya (DIN : 00355782) as Independent Director/s of the Company:

Upon favourable recommendation of the Nomination and Remuneration Committee, the Board of Directors by way of circular resolution passed on 22nd June, 2016 had appointed Mr. Naveen Kumar Kshatriya and Ms. Anupriya Acharya as Additional Director/s of the Company effective from 22nd June, 2016, pursuant to provisions of Sections 149, 152 and 161 of the Act, to hold office of Director up to the date of this AGM.

The Company has received notices in writing under the provisions of Section 160 of the Act from members along with requisite deposit proposing their respective candidature for the office of Independent Director, under the provisions of Section 149 of the Act.

Mr. Naveen Kumar Kshatriya and Ms. Anupriya Acharya, have respectively submitted to the Company: (a) a consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (b) intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified to act as Director under sub-section 2 of Section 164 of the Act (c) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Except for the sitting fees and reimbursement of expenses for attending the meetings, the proposed appointees shall not be eligible for any remuneration in whatsoever manner. Further their office/s shall not be liable to rotational retirement. A copy each of the draft letter/s of appointment of these persons as Independent Director/s setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office on all working days, except Saturdays and Sundays, between 11.00 am to 1.00 pm up to the date of the AGM.

In the opinion of the Board of Directors, the proposed appointees fulfill the conditions specified in the Act and the rules made thereunder and they are independent of the management.

A brief resume of each of these Independent Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under SEBI (LODR) Regulations are provided herein below.

None of the directors or key managerial personnel or their relatives is interested or concerned in these resolutions (financial or otherwise), except Mr. Naveen Kumar Kshatriya and Ms. Anupriya Acharya, respectively.

Considering the diverse experience of the proposed appointees in the corporate arena, the Board is of the view that their appointment would add to the richness of expertise of the Board. Hence, the Board recommends the Ordinary Resolution/s set out at Item Nos. 7 and 8 of the Notice for approval by the members.

Brief resume of Directors 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 as this AGM are given here below:

Name of the Director	Mr. Sudhir Agarwal
DIN	00051407
Date of Birth / Age	20-07-1967 / 49 years
Date of original appointment	10/12/2005
Areas of Expertise	Mr. Sudhir Agarwal has close to 23 years of experience in the publishing and newspaper business and has been a part of the organisation for the same number of years. He is responsible for its long-term vision, business planning and performance monitoring. Under his dynamic leadership and clear vision, the Company has progressed to encompass multiple states, three new languages and a Pan-India presence. Under his leadership, the Company's door-to-door contact launch process has helped its newspapers become No. 1 from day 1, in launch markets. His aggressive leadership qualities have led the Company to become largest print media Group of India.
Educational Qualifications	Bachelor's degree in science
Companies in which he holds Directorship	1. Bhaskar Publications & Allied Industries Pvt. Ltd. 2. Bhaskar Industries Pvt. Ltd. 3. I Media Corp Limited 4. DB Power (Chhattisgarh) Ltd. 5. Vista Natural Resources Pvt. Limited 6. Vastu Mines Pvt. Limited 7. Dolby Mining & Power Pvt. Ltd. 8. Deligent Hotel Corporation Pvt. Limited 9. New Era Publications Pvt. Ltd. 10. Writers and Publishers Pvt. Ltd.
Membership / Chairmanship of Board Committees	D. B. Corp Limited : 1. Executive Committee – Member 2. Stakeholders' Relationship Committee - Member 3. Corporate Social Responsibility Committee Member
Shareholding	2,36,76,449 equity shares
Relationship with other Directors and KMPs	Mr. Sudhir Agarwal is son of Mr. Ramesh Chandra Agarwal and brother of Mr. Pawan Agarwal and Mr. Girish Agarwal. Except the aforesaid, none of the other Directors or KMPs is related to Mr. Sudhir Agarwal.
No. of board meetings attended during FY 2015-16	2
Last salary drawn (in ₹)	₹60,00,000/- p.a.

Name of the Director	Ms. Anupriya Acharya
DIN	00355782
Date of Birth / Age	01-11-1969 / 46 years
Date of original appointment	22/06/2016
Areas of Expertise	Anupriya Acharya is an eminent media professional with 20 years of experience in media agencies across India and Singapore. She was ZenithOptimedia's Group CEO until recently and has now been elevated to the role of CEO, Publicis Media. Prior to this role, she has also held positions of President - The Media Edge, India; CEO - Aegis Media, Singapore; and Leader – Team Unilever, South Asia at Mindshare. Ms. Anupriya Acharya is also the jury member on key media industry awards in India and APAC and speaks frequently at key industry events. She has featured in Brand Equity's list of top 10 media professionals in Indian Media, in 2014 and is in Impact's list of '50 most influential women' in 2014.
Educational Qualifications	Post Graduate in Chemistry from IIT - Roorkee
Companies in which she holds Directorship	Nil
Membership / Chairmanship of Board Committees	Nil
Shareholding	Nil
Relationship with other Directors and KMPs	None of the Directors or KMPs is related to Ms. Anupriya Acharya.
No. of board meetings attended during FY 2015-16	N.A.
Last salary drawn (in ₹)	N.A.

Name of the Director	Mr. Pawan Agarwal
DIN	00465092
Date of Birth / Age	31-07-1974 / 41 years
Date of original appointment	10/12/2005
Areas of Expertise	Mr. Pawan Agarwal has been on the board since December 2005. He holds a BE degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He provides direction to production and the information technology strategy department. Besides, he drives / guides radio and Digital Media business of the Group. He has been awarded by the Prime Minister for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia-Pacific, 2010.
Educational Qualifications	Bachelor's Degree in Industrial Engineering, USA
Companies in which he holds Directorship	1. Chambal Tradings Pvt. Limited 2. Regency Agro Products Pvt. Ltd. 3. Shourya Diamonds Limited 4. I Media Corp Limited 5. India Interactive Technologies Limited 6. Writers and Publishers Pvt. Limited 7. DB Power Limited 8. DB Power (Chhattisgarh) Limited 9. DB Power (Madhya Pradesh) Limited 10. Bhaskar News Media Limited 11. Delight Minings Pvt. Limited 12. Dynamic Infraventure Pvt. Limited 13. Diliigent Power Pvt. Limited 14. DB Microfinance Pvt. Limited 15. Bhaskar Industries Pvt. Limited 16. Diligent Pinkcity Center Pvt. Limited 17. JGB Builders Pvt. Ltd. 18. The Indian Newspaper Society
Membership / Chairmanship of Board Committees	D.B. Corp Limited : 1. Executive Committee – Member 2. Stakeholders' Relationship Committee - Member 3. Corporate Social Responsibility Committee - Member 4. Compensation Committee – Member DB Power Limited : 1. Corporate Social Responsibility Committee – Chairman 2. Nomination and Remuneration Committee – Chairman Diliigent Power Pvt. Ltd. : 1. Corporate Social Responsibility Committee – Chairman
Shareholding	2,51,47,214 equity shares
Relationship with other Directors and KMPs	Mr. Pawan Agarwal is son of Mr. Ramesh Chandra Agarwal and brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal. Except the aforesaid, none of the other Directors or KMPs is related to Mr. Pawan Agarwal.
No. of board meetings attended during FY 2015-16	4
Last salary drawn (in ₹)	₹48,00,000/- p.a.

Name of the Director	Mr. Naveen Kumar Kshatriya
DIN	00046813
Date of Birth / Age	03-02-1949 / 67 years
Date of original appointment	22/06/2016
Areas of Expertise	Naveen Kumar Kshatriya has 40 years of International experience with Unilever and BP Castrol. He was on the Global leadership team of the 9 bln \$ BP-Castrol lubricants business for over 7 years (2004-2011). He was also the CEO & MD of Castrol India Ltd. In addition to India, he has worked in UK, ME & Singapore/HK. In his last role based out of Singapore, he was the Regional Vice President for 2.5 bln \$ Asia & Pacific BP-Castrol Automotive business. Mr. Naveen Kumar Kshatriya is an Early Stage Investor and Business Promoter by profession.
Educational Qualifications	B. Tech.
Companies in which he holds Directorship	1. Borosil Glass Works Limited 2. Mahindra Two Wheelers Limited 3. First Energy Pvt. Limited 4. Topwheelz Automotive Pvt. Limited 5. Ambit Holdings Pvt. Limited

Membership / Chairmanship of Board Committees	Ambit Holdings Pvt. Limited: 1. Audit Committee – Member 2. Compensation Committee – Member Borosil Glass Works Limited: 1. Corporate Social Responsibility Committee – Member 2. Nomination and Remuneration Committee – Member Mahindra Two Wheelers Limited: 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member
Shareholding	Nil
Relationship with other Directors and KMPs	None of the Directors or KMPs is related to Mr. Naveen Kumar Kshatriya.
No. of board meetings attended during FY 2015-16	N.A.
Last salary drawn (in ₹)	N.A.

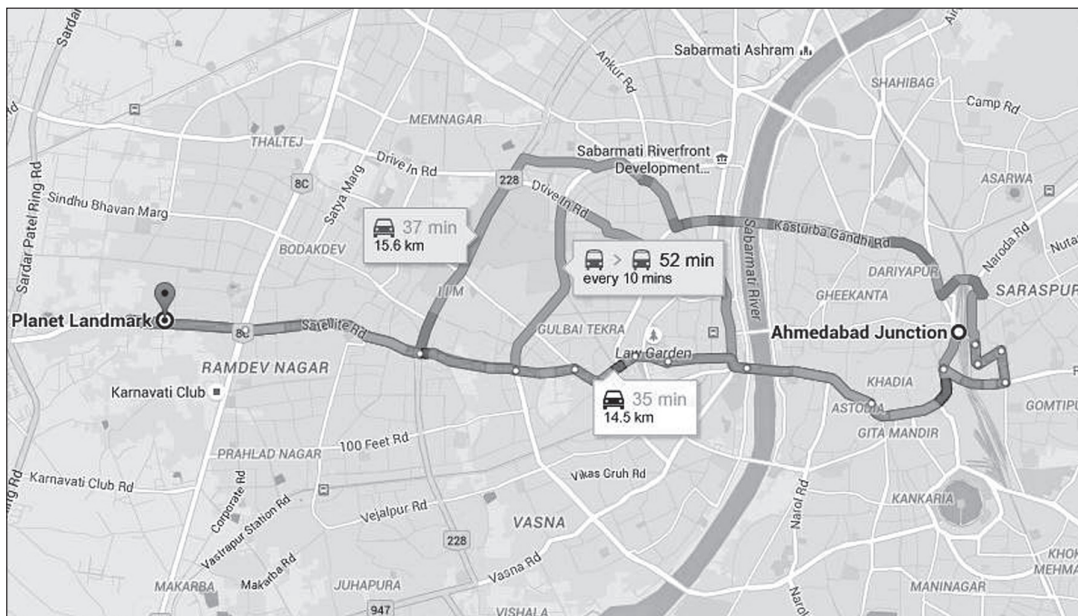
By order of the Board of Directors
For **D. B. Corp Limited**
Anita Gokhale
Company Secretary

Place: Mumbai
Date: 21st July, 2016

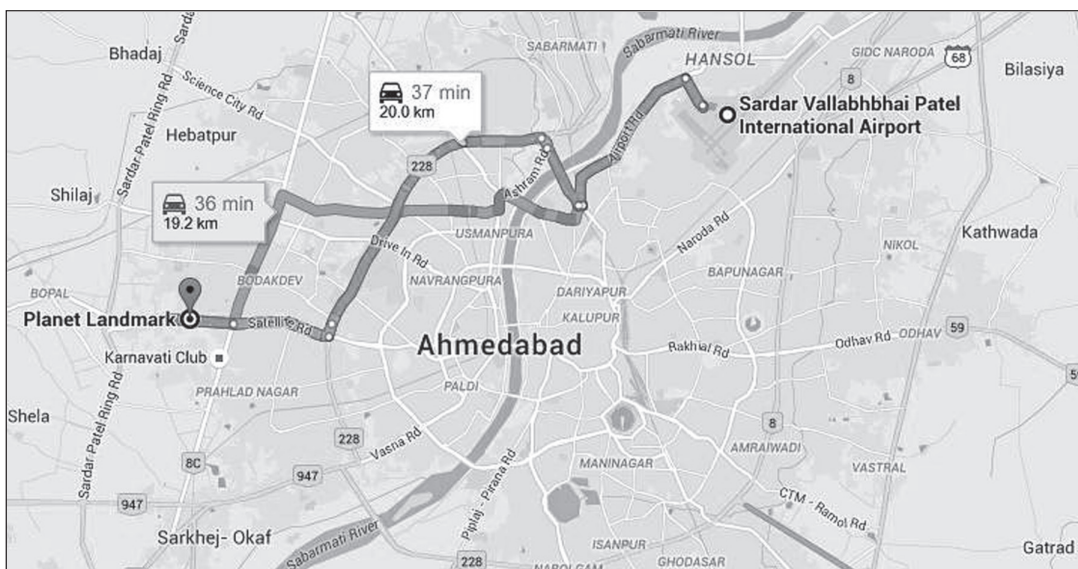
Registered Office: Plot No. 280, Sarkhej Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380 051. CIN: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com

ROUTE MAP / DIRECTION TO REACH THE AGM VENUE

ROAD MAP: AHMEDABAD RAILWAY STATION TO HOTEL PLANET LANDMARK



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



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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 20th Annual General Meeting of the Company to be held on Wednesday, 17th August, 2016 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, 2016	
2.	Declaration of Final Dividend, if any, and confirmation of the Interim Dividend and One-time Special Dividend already paid for FY 2015-16	
3.	Appointment of Mr. Pawan Agarwal as a Director retiring by rotation	
4.	Appointment of Joint Statutory Auditors for FY 2016-17 and fixing their remuneration	
Special Business		
5.	Re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as the Managing Director of the Company	
6.	Revision in remuneration of Mr. Pawan Agarwal (DIN: 00465092), Deputy Managing Director of the Company	
7.	Appointment of Mr. Naveen Kumar Kshatriya (DIN: 00046813) as an Independent Director of the Company	
8.	Appointment of Ms. Anupriya Acharya (DIN: 00355782) as an Independent Director of the Company	

** 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 _____ 2016.

Signature of shareholder

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, as a part of its "Green Initiative in Corporate Governance", the Ministry of Corporate Affairs (MCA), Government of India, vide its Circular Nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively, had allowed Companies to send official documents including Annual Reports to their shareholders electronically. Further, the Companies Act, 2013 and rules made thereunder also recognize communication with shareholders in electronic mode. Since 2011, every year, your Company has been sending the Annual Reports to its shareholders, who have registered their e-mail address with the Depositories / Company, on e-mail. On the same lines, the Annual Report for the financial year ended 31st March, 2016 and the Notice convening the 20th Annual General Meeting are also sent in electronic mode to such shareholders. Others, who have not registered their e-mail address, have been sent the Annual Reports in physical copy and have always been appealed to register their e-mail address and opt for receiving all the communication through e-mail.

Kindly note that physical copies of the Annual Report for the financial year ended 31st March, 2016 and the Notice convening the 20th 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 address for such electronic delivery.

On several occasions, the Company has appealed to the members who have not yet registered their e-mail address with the Depositories / Company, to register the same. We once again request 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 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.

The said Annual Report for the year ended 31st March, 2016 and Notice convening the 20th Annual General Meeting are also available on the Company's website www.bhaskarnet.com in "Our Investors" section.

For D. B. Corp Limited

Anita Gokhale
Company Secretary

Place: Mumbai
Date: 21st July, 2016

ATTENDANCE SLIP

D. B. CORP LIMITED

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20th 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 20th Annual General Meeting of D. B. Corp Limited held on Wednesday, 17th August, 2016 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amlibopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380051.

Signature of the Member / Proxy

D. B. CORP LIMITED

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E-COMMUNICATION REGISTRATION FORM

(As per circular nos. 17 / 2011 dated 21st April, 2011 and 18 / 2011 dated 29th April, 2011 issued by the Ministry of Corporate Affairs and the enabling provisions of the Companies Act, 2013 and rules made thereunder)

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.