



# DB Corp Ltd

September 11, 2018

The Manager  
(Listing – CRD )  
BSE Limited  
Dalal Street,  
Mumbai-400001.  
(Fax: 022-22722037/39/61/41/3121)

The Manager  
(Listing Department)  
The National Stock Exchange of India Ltd.  
Bandra (East),  
Mumbai-400051.  
(Fax : 022-26598237/38/8347/8348)

Dear Sir / Madam,

**Sub.:** Disclosure under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to re-appointment of directors at the 22<sup>nd</sup> Annual General Meeting of D. B. Corp Limited held on September 11, 2018

**Ref.:** BSE - Scrip Code: 533151 – SYMBOL: DBCORP  
NSE - SYMBOL: DBCORP - Series: EQ

Further to our Notice of Annual General Meeting ('AGM') dated July 19, 2018, we wish to inform you that the 22<sup>nd</sup> AGM of the Company was held on September 11, 2018 at Hotel Planet Landmark, 139/1, Ambli-Bopal Road, Nr. Ashok Vatika, Off. S. G. Road, Ahmedabad, Gujarat – 380 051. We enclose herewith the disclosure under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to re-appointment of directors of the Company.

Kindly take the same on records.

Thanking you.

Yours faithfully,

For D. B. Corp Limited



Anita Gokhale  
Company Secretary

Encl: as above



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## DISCLOSURE UNDER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### Re: Re-appointment of Directors

Further to our Notice of Annual General Meeting ('AGM') dated July 19, 2018, we wish to inform you that the shareholders of the Company at the 22<sup>nd</sup> AGM held on 11<sup>th</sup> September, 2018 have approved the:

- Re-appointment of Mr. Pawan Agarwal as a Deputy Managing Director
- Re-appointment of Mr. Piyush Pandey and Mr. Harish Bijoor as Independent Directors of the Company to hold office for second term of 2 consecutive years
- Re-appointment of Mr. Ashwani Kumar Singhal as Independent Director to hold office for second term of 5 consecutive years

The details of re-appointment of directors under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no: CIR/CFD/CMD/4/ 2015 dated 9<sup>th</sup> September, 2015 are given below:

Appointment of Mr. Pawan Agarwal, Dy. Managing Director:

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a)	Reason for change viz. appointment, resignation, removal, death or otherwise	At 22 <sup>nd</sup> AGM held on 11 <sup>th</sup> September, 2018, the shareholders of the Company have re-appointed Mr. Pawan Agarwal as Deputy Managing Director of the Company, liable to retire by rotation
b)	Date of appointment/cessation (as applicable) & term of appointment;	Date of re-appointment: 31.07.2018 Term of re-appointment: 5 years From 31.07.2018 to 30.07.2023
c)	Brief profile (in case of appointment)	Given below
d)	Disclosure of relationships between directors (in case of appointment of a director);	Mr. Pawan Agarwal is related to Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors of the Company.

Appointment of Mr. Piyush Pandey and Mr. Harish Bijoor, Independent Directors:

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a)	Reason for change viz. appointment, resignation, removal, death or otherwise	At 22 <sup>nd</sup> AGM held on 11 <sup>th</sup> September, 2018, the shareholders of the Company have re-appointed Mr. Piyush Pandey and Mr. Harish Bijoor as Independent Directors of the Company
b)	Date of appointment/cessation (as applicable) & term of appointment;	Date of re-appointment: 01.01.2019 Term of re-appointment: 2 years From 01.01.2019 to 31.12.2020





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c)	Brief profile (in case of appointment)	Given below
d)	Disclosure of relationships between directors (in case of appointment of a director);	Mr. Piyush Pandey and Mr. Harish Bijoor are not related to any director of the Company.

Appointment of Mr. Ashwani Kumar Singhal, Independent Director:

Sr. No.	Details of Events that need to be provided	Information of such events(s)
a)	Reason for change viz. appointment, resignation, removal, death or otherwise	At 22 <sup>nd</sup> AGM held on 11 <sup>th</sup> September, 2018, the shareholders of the Company have re-appointed Mr. Ashwani Kumar Singhal Independent Director of the Company
b)	Date of appointment/cessation (as applicable) & term of appointment;	Date of re-appointment: 01.01.2019 Term of re-appointment: 5 years From 01.01.2019 to 31.12.2023
c)	Brief profile (in case of appointment)	Given below
d)	Disclosure of relationships between directors (in case of appointment of a director);	Mr. Ashwani Kumar Singhal is not related to any director of the Company.

## BRIEF PROFILE OF DIRECTORS:

<b>Name of the Director</b>	<b>Mr. Pawan Agarwal</b>
DIN	00465092
Date of Birth / Age	31 <sup>st</sup> July, 1974 / 43 years
Date of original appointment	10 <sup>th</sup> December, 2005
Terms and conditions of appointment	To be appointed as Deputy Managing Director, whose directorship shall be liable to retirement by rotation, as well.
Areas of Expertise	Mr. Pawan Agarwal has been on the Board since December 2005. He holds a Bachelor's 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





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Companies in which he holds Directorship	<ol style="list-style-type: none"> <li>1. Regency Agro Products Private Limited</li> <li>2. Shourya Diamonds Limited</li> <li>3. I Media Corp Limited</li> <li>4. India Interactive Technologies Limited</li> <li>5. D B Power Limited</li> <li>6. D. B. Corp Limited</li> <li>7. DB Power (Chhattisgarh) Limited</li> <li>8. DB Power (Madhya Pradesh) Limited</li> <li>9. Bhaskar News Media Limited</li> <li>10. Delight Minings Private Limited</li> <li>11. Dynamic Infraventure Private Limited</li> <li>12. Diliigent Power Private Limited</li> <li>13. D B Microfinance Private Limited</li> <li>14. Bhaskar Industries Private Limited</li> <li>15. Diligent Pinkcity Center Private Limited</li> <li>16. JGB Builders Private Limited</li> <li>17. Writers And Publishers Private Limited</li> <li>18. Decore Thermal Power Private Limited</li> <li>19. DB Consolidated Private Limited (<i>formerly known as Peacock Trading &amp; Investments Private Limited</i>)</li> </ol>
Other listed Companies in which he holds Directorship	Nil
Membership / Chairmanship of Board Committees	<p><b>Chairmanship:</b></p> <p><b>D B Power Limited:</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee</li> <li>2. Nomination and Remuneration Committee</li> </ol> <p><b>Diliigent Power Private Limited:</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee</li> </ol> <p><b>Membership:</b></p> <p><b>D. B. Corp Limited:</b></p> <ol style="list-style-type: none"> <li>1. Executive Committee</li> <li>2. Compensation Committee</li> <li>3. Stakeholders Relationship Committee</li> <li>4. Corporate Social Responsibility Committee</li> </ol>
Shareholding	78,95,513 equity shares
Relationship with other Directors and KMPs	Mr. Pawan Agarwal is the 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 2017-18	3
Remuneration sought to be paid	Rs. 1,00,00,000/- p.a.
Remuneration last paid	Rs. 60,00,000/- p.a.

Name of the Director	Mr. Piyush Pandey
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DIN	00114673
Date of Birth	5 <sup>th</sup> September, 1955 / 63 years
Date of Appointment	28 <sup>th</sup> November, 2007
Areas of Expertise	Mr. Piyush Pandey (63 years) is the non-executive Independent Director of the Company. He has been on the Board of the Company since November 28, 2007. He has over 35 years of experience in advertising, all with Ogilvy and Mather India. He is the only Indian to have won three Grand Prizes at the London International Advertising Awards. He was awarded the Clio Lifetime Achievement Award in 2012 and the Padmashri in 2016 in recognition of his distinguished service in the field of advertising and communication – the first Indian to be awarded in this field. He published his first book 'Pandeymonium' in 2015. Mr. Piyush Pandey has been awarded the Lion of St. Mark at the International Festival of Creativity at Cannes 2018.
Educational Qualifications	Master's Degree in Arts
Companies in which he holds Directorship	1. D. B. Corp Limited 2. Ogilvy & Mather Private Limited 3. Brand David Communications Private Limited 4. Soho Square Advertising & Marketing Communications Private Limited 5. Quintessentially Lifestyle Services (India) Private Limited 6. Pidilite Industries Limited
Membership/Chairmanship of Board Committees	<b>D. B. Corp Ltd.:</b> Compensation Committee – Member Audit Committee – Member
Shareholding	NIL
Relationship with other Directors and KMPs	NIL
Remuneration sought to be paid	The Company does not pay any remuneration to its Independent Directors

<b>Name of the Director</b>	<b>Mr. Harish Bijoor</b>
DIN	01640485
Date of Birth	3 <sup>rd</sup> June, 1961 / 56 years
Date of Appointment	28 <sup>th</sup> November, 2007





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Areas of Expertise	Mr. Harish Bijoor started his career with Hindustan Lever Limited (formerly known as Brooke Bond Lipton India Limited). Currently, he is a brand-thinker and practitioner operating out of Bengaluru, India. He runs a unique boutique-consulting outfit branded 'Harish Bijoor Consults Inc.' Mr. Harish Bijoor has spent his career across the aggressive realms of FMCG, Telecom and Consumer Durables. He has also served at Zip Telecom Ltd. and Tata Coffee Limited in varied roles in the senior management. He is an active member of different coffee forums including the Coffee Board of India. Besides, he was an active member of the sub-committee on plantations of the Planning Commission.
Educational Qualifications	Masters in Political Science
Companies in which he holds Directorship	D. B. Corp Limited
Membership/Chairmanship of Board Committees	NIL
Shareholding	NIL
Relationship with other Directors and KMPs	NIL
Remuneration sought to be paid	The Company does not pay any remuneration to its Independent Directors

<b>Name of the Director</b>	<b>Mr. Ashwani Kumar Singhal</b>
DIN	01973769
Date of Birth	31 <sup>st</sup> October, 1961 / 56 years
Date of Appointment	28 <sup>th</sup> November, 2007
Areas of Expertise	Mr. Ashwani Kumar Singhal has been on the Board of the Company since November 2007. He has over 30 years of experience in non-ferrous metallurgical industry and is presently handling the global sourcing of raw materials for his business in manufacture of Aluminum Deox & Ferro Aluminum for the steel industry. He is the founder-director of the Metal Recycling Association of India and has served as the District Chairperson - Sight First Coordinator of 'The International Association of Lions Clubs District 323 A3' Mumbai, India, 2015-16.
Educational Qualifications	Bachelor's Degree in Commerce (Hons)
Companies in which he holds Directorship	1. D. B. Corp Limited 2. D B Power Limited 3. DB Power (Madhya Pradesh) Limited





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Membership/Chairmanship of Board Committees	<ol style="list-style-type: none"><li><b>D. B. Corp Limited:</b> Audit Committee - Chairman Nomination &amp; Remuneration Committee - Chairman Compensation Committee - Chairman Corporate Social Responsibility Committee - Chairman</li><li><b>DB Power Limited:</b> Audit Committee – Member Nomination &amp; Remuneration Committee – Member</li><li><b>DB Power (Madhya Pradesh) Limited:</b> Audit Committee – Member Nomination &amp; Remuneration Committee– Member</li></ol>
Shareholding	NIL
Relationship with other Directors and KMPs	NIL
Remuneration sought to be paid	The Company does not pay any remuneration to its Independent Directors

For **D. B. Corp Limited**

Anita Gokhale  
Company Secretary

