

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

Registered Office: Plot No. 280, Sarkhej Gandhinagar Highway,

Near YMCA Club, Makarba, Ahmedabad, Gujarat 380051

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NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "**Act**"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, to consider and pass the resolution set out below as a Special Resolution for the proposed buyback by D. B. Corp Limited (the "**Company**") of its fully paid up equity shares each having a face value of Rs. 10/- ("**Equity Shares**") proposed to be passed by way of Postal Ballot. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Notice, along with a Postal Ballot form (the "**Postal Ballot Form**") for your consideration.

The Board of Directors of the Company (the "**Board**") at their meeting held on May 26, 2018 has, subject to the approval of the Members of the Company by way of a special resolution and approval of statutory, regulatory or government authorities as may be required under applicable laws, approved the buyback of fully paid up Equity Shares of face value Rs. 10 each not exceeding 92,00,000 Equity Shares (representing approximately 5% of the total paid-up equity share capital of the Company as on March 31, 2018) from the Members holding Equity Shares of the Company on a proportionate basis through the "Tender Offer" route through mechanism for acquisition of shares through Stock Exchange, as prescribed under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ("**Buyback Regulations**"), read with SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, at a price of Rs. 340/- (Three Hundred and Forty Rupees Only) per Equity Share payable in cash for an aggregate amount up to Rs. 312.80 Crore (Three Hundred and Twelve Crores and Eighty Lakhs Rupees Only) ("**Buyback**"). The offer size of the Buyback is 16.29% and 16.33% of the aggregate of paid-up equity share capital and free reserves of the Company on a standalone and consolidated basis, respectively, as on March 31, 2018, which is less than the 25% limit of paid-up up share capital and free reserves (including securities premium account) as per the provisions of the Act.

In accordance with the provisions of Sections 68(2)(b), 69, 70 and 110 of the Act read with Rule 22(16)(g) of the Rules and other applicable provisions of the Act and the Rules made thereunder, and the Articles of Association of the Company, the Company is required to obtain approval of its Members by way of a special resolution through postal ballot for the Buyback, since the Buyback is more than 10% of the total paid up equity capital and free reserves of the Company. The Buyback will comprise of purchase of up to 92,00,000 Equity Shares (representing approximately 5 % of the paid-up equity share capital of the Company) at a price of Rs 340/- (Three Hundred and Forty Rupees only) per Equity Share, payable in cash, aggregating to an amount of upto Rs. 312.80 Crores (Three Hundred and Twelve Crores and Eighty Lakhs Rupees only). Accordingly, the Company seeks your approval for the proposed Buyback.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Mr. Makarand M. Joshi, Partner of Makarand M. Joshi & Co, Practising Company Secretaries, having Membership No. F5533 and CP No. 3662 as the scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot and voting by electronic means ("**e-voting**") process in a fair and transparent manner.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and read carefully the instructions forming part of this Notice and return the Postal Ballot Form duly filled and signed (at the places marked in the Form) along with Assent (FOR) or Dissent (AGAINST) for the said Resolution, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the closing of working hours (5.00 p.m IST) on Friday, July 6, 2018. Please note that any Postal Ballot Form(s) received after the said date and time will be strictly treated as if no reply has been received.

Members having shares in demat form and in physical form may vote either by way of Postal Ballot or by way of e-voting. For this purpose, the Company has engaged the services of Karvy Computershare Private Limited (“**Karvy**”). In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through e-Voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer.

The e-voting facility is available at the link <https://evoting.karvy.com>. Please refer the instructions for e-voting given after the proposed Resolution for the process and the manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to any Director authorized by the Board of Directors, after completion of the scrutiny of the postal ballots (including e-voting). The results of the Postal Ballot (including e-voting) would be announced by any Director authorized by the Board of Directors on or before 5.00 p.m on Saturday, July 7, 2018. The said results would be displayed at the Registered Office of the Company, intimated to BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively referred to as the “**Stock Exchanges**”) where the Company’s shares are listed and displayed along with the Scrutinizer’s Report on the Company’s website viz. www.bhaskarnet.com.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, July 6, 2018 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.

SPECIAL BUSINESS

Approval for the Buyback of Equity Shares of the Company

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with Article 4 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended (“**Buyback Regulations**”), and subject to such approvals, permissions and sanctions as may be necessary and subject to modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Ahmedabad (“**ROC**”) and/ or other appropriate authorities which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression includes any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders be and is hereby accorded to the buyback of not exceeding 92,00,000 (Ninety Two Lakhs Only) fully paid up Equity Shares (representing approximately 5% of the total paid-up equity share capital of the Company as on March 31, 2018) of the face value of Rs 10/- (Ten Rupees Only) each (hereinafter referred to as the “**Equity Shares**” or “**Shares**”) at a price of Rs 340/- (Three Hundred and Forty Rupees Only) per Equity Share payable in cash (“**Buyback Price**”) for an aggregate amount up to Rs. 312.80 Crores (Three Hundred and Twelve Crores and Eighty Lakhs Rupees Only) (“**Buyback Size**”), representing 16.29% and 16.33% respectively of the aggregate of the standalone and consolidated paid-up share capital and free reserves (including securities premium account) respectively, as per the audited accounts of the Company for the financial year ended March 31, 2018, being within the 25% limit of paid-up up share capital and free reserves (including securities premium account) as per the provisions of the Act, out of the free reserves and/or the securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company, as on record date to be determined by the Board (hereinafter referred to as the “**the Record Date**”), on a proportionate basis through “Tender Offer” route as prescribed under the Buyback Regulations (the “**Buyback**”).”

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as securities transaction tax, stamp duty and goods and service tax), advisors’ fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the shareholders on a proportionate basis under the Tender Offer, provided 15% of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the Buyback Regulations.

RESOLVED FURTHER THAT all of the shareholders of the Company who hold Equity Shares as on the Record Date shall be eligible to participate in the Buyback including promoters, promoter group and persons in control of the Company who hold Equity Shares of the Company.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof.

RESOLVED FURTHER THAT the Buyback from non-resident shareholders, Overseas Corporate Bodies (OCB's), Foreign Institutional Investors, Foreign Portfolio Investors and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended) (the “**Listing Regulations**”).

RESOLVED FURTHER THAT the proposed Buyback be implemented from the existing shareholders including the promoter(s) of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 (“**SEBI Takeover Regulations**”), from its free reserves and/or surplus and/or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions and may delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company (“**Buyback Committee**”) and each member of the Buyback Committee be and is hereby severally authorised to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. The initiating of all necessary actions for preparation and issue of public announcement, draft letter of offer, letter of offer and related documents;
2. The preparation, finalization and filing of public announcement, draft letter of offer, letter of offer, related documents and also the certificates for declaration of solvency and other filings with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any;
3. Finalizing the terms of Buyback such as the entitlement ratio, fixing the Record Date, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the time frame for completion of the Buyback;
4. The appointment of broker, e-voting agency, scrutinizer, depository participant, printers, advertisement agency, and other advisors, consultants or representatives and settlement of the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
5. Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;
6. The opening, operation and closure of cash escrow account and special account in accordance with the escrow agreement to be executed by the Company in this regard;
7. The opening, operation and closure of demat escrow account in accordance with the escrow agreement to be executed by the Company with the depository participant;
8. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
9. To make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
10. To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;

11. To deal with stock exchanges (including their clearing corporations) and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof;
12. Extinguishment of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;
13. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper; and/or
14. Sign, execute and deliver such documents as may be necessary or desirable in connection with or incidental to the Buyback.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, ROC, depositories and/or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office:

Plot No. 280, Sarkhej Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad, Gujarat 380051
Tel.: +022-71577000; Fax: + 022-71577093
E-mail: dbcs@dbc.in; Website: www.bhaskarnet.com
CIN: L22210GJ1995PLC047208
Mumbai, June 1, 2018

By Order of the Board
For D. B. Corp Limited

Anita Gokhale
Company Secretary

Notes:

1. The Explanatory Statement for the proposed special resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution is annexed hereto along with the Postal Ballot Form for your consideration. It also contains all the disclosures as specified in Schedule II Part A of the Buyback Regulations.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners on Friday, June 1, 2018 as received from the depositories. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope addressed to the Scrutinizer.
3. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company to enable them to cast their votes electronically. The Company has engaged the services of Karvy Computer share Private Limited ("Karvy") to provide e-voting facility to its Members. The instructions for e-voting are annexed to this Postal Ballot Notice.

4. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid up equity share capital of the Company as on Friday, June 1, 2018. A person who is not a Member on the relevant date (i.e. Friday, June 1, 2018) should treat this notice for information purpose only.
5. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to dbcs@dbc Corp.in. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Facility to exercise vote by Postal Ballot including voting through electronic means will be available during the following period:
Commencement of voting: From 9.00 a.m. (IST) on Thursday, June 7, 2018
End of voting: At 5.00 p.m. (IST) on Friday, July 6, 2018 (both days inclusive)
(The facility for voting through electronic means will be disabled for voting by Karvy upon expiry of the aforesaid voting period)
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of Postal Ballot Form shall be final and binding.
9. Votes will be considered invalid, inter alia, on the following grounds:
 - (i) if the Member's signature does not tally;
 - (ii) if the Member has marked all his shares both in favour and also against the resolution;
 - (iii) if neither the assent nor dissent is mentioned;
 - (iv) if the Postal Ballot Form is unsigned or has not been signed by or on behalf of the Member;
 - (v) the Postal Ballot Form not being accompanied by a certified copy of the relevant specific authority, if the Postal Ballot Form is signed in a representative capacity;
 - (vi) if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above said grounds;
 - (vii) if any other form is used;
 - (viii) if the information filled in the Postal Ballot Form is incomplete;
 - (ix) any direction given by competent authority in writing to the Company to freeze the voting rights of the Member;
 - (x) if the Member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - (xi) if the envelope containing the Postal Ballot Form is received after the last date prescribed.
10. A Member cannot exercise his vote by proxy on Postal Ballot.

Instructions and other information relating to e-voting:

1. **A.** In case a Member receives an email from Karvy [for Members whose e-mail IDs are registered with the Company / Depository participant(s)]:
 - i. Launch internet browser by typing the **URL**: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and Password as mentioned in the mail), Your Folio No. / DP ID & Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "**LOGIN**".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVENT” i.e., **D. B. Corp Limited**.
 - vii. On the voting page, enter the number of shares (*which represents the number of votes*) as on the cut-off date under “**FOR / AGAINST**” or alternatively, you may partially enter any number in “**FOR**” and partially in “**AGAINST**” but the total number in “**FOR / AGAINST**” taken together should not exceed your total shareholding as on **Friday, June 1, 2018**. You may also choose the option **ABSTAIN**. If the Member does not indicate either “**FOR**” or “**AGAINST**” it will be treated as “**ABSTAIN**” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
 - ix. You may then cast your vote by selecting an appropriate option and click on “**Submit**”.
 - x. A confirmation box will be displayed. Click “**OK**” to confirm else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Members can login any number of times till they have voted on the Resolution.
 - xi. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: makarandjoshi@mmjc.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “**D. B. Corp_ EVENT NO.**” The documents should reach the scrutinizer on or before **Friday, July 6, 2018 at 05.00 p.m.**
- B.** In case of Members receiving physical copy of Postal Ballot Notice through permitted mode [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- i. User ID and Initial password as provided along with Postal Ballot Form.
 - ii. Please follow all steps from Sr. No. (i) to (xi) as mentioned in (A) above, to cast your vote.
2. The e-voting period will commence on Thursday, June 7, 2018 at 9.00 A.M. and ends on Friday, July 6, 2018 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, June 1, 2018 may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 3. In case of any query pertaining to e-voting, please visit Help & FAQ’s section of <https://evoting.karvy.com> (Karvy website) or contact Mrs. C. Shobha Anand, Contact No. 040-67162222, e-mail Id: evoting@karvy.com at [Unit: D. B. Corp Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India.
 4. The Board of Directors has appointed **Mr. Makarand M. Joshi, Practicing Company Secretary, as the Scrutinizer** to scrutinize the Postal Ballot process in a fair and transparent manner.
 5. All timings mentioned herein are IST.
 6. The Scrutinizer will submit the results to any Director who is authorised by the Board to receive such report after completion of the scrutiny of the Postal Ballot Forms and e-voting and the results of the voting by Postal Ballot will be announced on **Saturday, July 7, 2018** at the Registered Office of the Company at Plot No. 280, Sarkhej Gandhinagar Highway, Nr. YMCA Club, Makarba, Ahmedabad– 380051 (Gujarat).
 7. The result of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the Company’s website **www.bhaskarnet.com** and also on the website of M/s Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company’s shares are listed.
 8. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting, i.e. **Friday, July 6, 2018**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The Board at its meeting held on May 26, 2018 has approved the proposal for recommending buyback of Equity Shares as contained in the resolution in the Notice.

Since the Buyback is more than 10% of the total paid up equity capital and free reserves of the Company, in terms of Section 68(2) (b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buyback, by way of a special resolution. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Rules, the consent of the Members of the Company is required for the Buyback to be obtained by means of postal ballot. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the resolution (the “**Postal Ballot Resolution**”).

As per the relevant provisions of the Act and the Buyback Regulations, the Explanatory Statement contains relevant and material information to enable the Members holding Equity Shares of the Company to consider and approve the Special Resolution on the Buyback of the Company’s Equity Shares. Requisite details relating to the Buyback are given below:

a) Objective of the Buyback

The Board at its meeting held on May 26, 2018 considered the accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the financial year ended March 31, 2018 and considering these, the Board decided to allocate a sum of Rs. 312.80 Crores (Three Hundred and Twelve Crores and Eighty Lakhs Rupees Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., for returning to the Members holding Equity Shares of the Company through the Buyback. After considering several factors and benefits to the Members holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 92,00,000 Equity Shares (representing approximately 5% of the total paid-up equity share capital of the Company as on March 31, 2018) at a price of Rs. 340/- per Equity Share for an aggregate consideration of upto Rs.312.80 Crores (Three Hundred and Twelve Crores and Eighty Lakhs Rupees Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

Buyback is a more efficient form of returning surplus cash to the Members holding Equity Shares of the Company, inter-alia, for the following reasons:

- i. Share buyback is the acquisition by a company of its own Equity Shares. The Buyback will help the Company to return surplus cash to its Members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the Members;
- ii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholders”;
- iii. The Buyback may help in improving return on equity, by reduction in the equity base, which may consequentially lead to a long term increase in shareholders’ value;
- iv. The Buyback gives an option to the Members holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback, without any additional investment; and
- v. The Buyback would result in the optimization of the capital structure of the Company.

b) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis (subject to the reservation for small shareholders), from all the Members holding Equity Shares of the Company through the “Tender Offer” route, as prescribed under the Buyback Regulations and the mechanism notified under the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof. The Buyback will be implemented in accordance with the Act and the Rules to the extent applicable and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (the “**Record Date**”) for determining the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback.

In due course, upon the passing of this resolution, each Member as on the Record Date, will receive a Letter of Offer along with an intimation indicating the entitlement of the Member for participating in the Buyback.

The Equity Shares to be bought back as a part of the buyback is divided in two categories:

- (a) Reserved category for small shareholders; and
- (b) General category for all other Members.

As defined in the Buyback Regulations, a “small shareholder” is a shareholder who holds Equity Shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of Equity Shares as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only) (“**Small Shareholder**”). In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation of 15% for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholders.

On the basis of the holding on the Record Date, the Company will determine the entitlement of each Member to tender their Equity Shares in the Buyback. This entitlement for each Member will be calculated based on the number of Equity Shares held by the respective Member as on the Record Date and the ratio of Buyback applicable in the category to which such Member belongs.

Members holding Equity Shares of the Company may also accept a part of their entitlement. Members holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participating in the shortfall, if any, created due to non-participation of some other Members. The maximum tender under the Buyback by any Member cannot exceed the number of Equity Shares held by the Member as on the Record Date.

The Equity Shares tendered as per the entitlement by Members holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via circular no. CFD/DCR2/ CIR/P/2016/131 dated December 9, 2016, including any amendments thereof.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Members holding Equity Shares of the Company as on the Record Date.

c) Maximum amount required under the Buyback and the sources of funds from which the Buyback would be financed

The maximum amount required under the Buyback will not exceed Rs. 312.80 Crores (Three Hundred Twelve Crores Eighty Lakhs Rupees Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc., representing 16.29% and 16.33% respectively of the aggregate of the standalone and consolidated paid-up share capital and free reserves (including securities premium account) respectively, as per the audited accounts of the Company for the financial year ended March 31, 2018, which is within the limit of 25% as per the provisions of the Act. The Buyback would be financed out of free reserves or the securities premium account of the Company. The Company shall transfer from its free reserves and / or securities premium account a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

The Company will fund the Buyback from the retained earnings and no funds will be borrowed from Banks and Financial Institutions for the Buyback.

The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company will be not more than twice the paid-up share capital and free reserves as on March 31, 2018 after the Buyback.

d) Buyback Price and the basis of arriving at the Buyback Price

The Equity Shares of the Company are proposed to be bought back at a price of Rs. 340 /- (Rupees Three Hundred and Forty only) per Equity Shares (the “**Buyback Price**”). The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the market prices of the Equity Shares on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

The Buyback Offer Price of Rs. 340/- (Rupees Three Hundred and Forty Only) per Equity Share represents a premium of 28.08% and 30.39% over the closing price of the Equity Shares on the BSE and on the NSE (collectively referred to as the “**Stock Exchanges**”), respectively, as on May 21, 2018, being the date on which the Company intimated the Stock Exchanges of the date of the meeting of the Board wherein proposal of the Buyback was to be considered.

e) Number of shares that the Company proposes to buyback and the time limit for completing the Buyback

The Company proposes to buyback up to 92,00,000 (Ninety two lakhs only) Equity Shares of face value of Rs. 10/- each of the Company. The Buyback is proposed to be completed within 12 months from the date of Special Resolution approving the proposed Buyback.

f) Compliance with Section 68(2)(c) of the Act

The aggregate paid-up share capital and free reserves as on March 31, 2018 (the audited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback) is Rs. 1,919.89 Crores on a standalone basis and Rs. 1,914.95 Crores on a consolidated basis. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the total paid-up share capital and free reserves of the Company i.e. Rs. 479.97 Crores on Standalone basis and Rs 478.74 Crores on a consolidated basis. The maximum amount proposed to be utilized for the Buyback, is Rs.312.80 Crores (Rupees Three Hundred and Twelve Crores and Eighty Lakhs only) and is therefore within the limit of 25% of the Company's total paid-up share capital and free reserves as per the audited accounts for the financial year ended March 31, 2018. Further, under the Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 4,60,06,986. Since the Company proposes to buyback up to 92,00,000 Equity Shares, the same is within the aforesaid 25% limit.

g) The aggregate shareholding of the Promoters and Promoter Group and of the directors of the members of the Promoters and Promoter Group, where such member is a company and persons who are in control of the Company as on the date of this Notice is as follows:

1. The aggregate shareholding of the Promoters and Promoter Group as on March 31, 2018:

Sr. No.	Name of Shareholder	No. of Equity Shares held	Percentage (%)
1.	Jyoti Agarwal	9,18,813	0.50
2.	Girish Agarwal	82,69,321	4.49
3.	Ramesh Chandra Agarwal	1,00,001	0.05
4.	Pawan Agarwal	82,69,321	4.49
5.	Sudhir Agarwal	82,69,321	4.49
6.	Kasturi Devi Agarwal	99,795	0.05
7.	Namita Agarwal	9,18,813	0.50
8.	Nikita Agarwal	9,18,813	0.50
9.	Bhaskar Publication and Allied Industries Private Limited	30,17,800	1.64
10.	Stitex Global Limited	79,16,190	4.30
11.	D.B. Consolidated Private Limited	8,97,91,549	48.79
	Total	12,84,89,737	69.82%

2. The aggregate shareholding of the directors of companies, which are part of the Promoters and Promoter Group:

Sr. No.	Name of the director of Promoter Group	Name of the Promoter/Promoter Group Company	No. of Equity Shares held	Percentage (%)
1	Rajendra Kumar Joshi	Stitex Global Ltd	1760	0.00
2	Rajendra Kumar Gupta	Stitex Global Ltd	1042	0.00
	Total		2802	0.00

3. Details of shareholding of the Directors of the Company as on March 31, 2018:

Sr. No.	Name of Directors	Designation	No. of Equity Shares held	Percentage
				(%)
1	Sudhir Agarwal	Managing Director	82,69,321	4.49
2	Girish Agarwal	Director	82,69,321	4.49
3	Pawan Agarwal	Deputy Managing Director	82,69,321	4.49
4	Ashwani kumar Singhal	Independent Director	Nil	Nil
5	Piyush Pandey	Independent Director	Nil	Nil
6	Harish Bijoor	Independent Director	Nil	Nil
7	Anupriya Acharya	Independent Director	Nil	Nil

4. No Equity Shares of the Company have been purchased/sold by any of the Promoters and Promoter Group, directors of the Promoters and Promoter Group, and persons who are in control of the Company as on the date of this Notice, during the period from six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Notice, except for the following transactions:

Name of Promoter / Director	No. of Equity Shares Purchased/Sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Rajendra Kumar Gupta	228	Acquisition by way of Employees Stock Option Scheme	168	4 May 2018	168	4 May 2018

5. In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group have expressed their intention vide their letters, dated May 27, 2018 to participate in the Buyback and offer up to an aggregate maximum of 34,00,000 Equity Shares as detailed below or any such lower number of shares in accordance with the Buyback Regulations:

S. No.	Name	No. of Equity Shares Held	Maximum number of Equity Shares intended to tender
1.	Sudhir Agarwal	82,69,321	4,13,400
2.	Girish Agarwal	82,69,321	4,13,400
3.	Pawan Agarwal	82,69,321	4,13,400
4.	Jyoti Agarwal	9,18,813	45,900
5.	Namita Agarwal	9,18,813	45,900
6.	Nitika Agarwal	9,18,813	45,900
7.	DB Consolidated Pvt Ltd	8,97,91,549	16,26,400
8.	Stitex Global Ltd	79,16,190	3,95,700
9.	Bhaskar Publications & Allied Industries Pvt. Ltd	30,17,800	NiL
10.	Ramesh Chandra Agarwal	1,00,001	NiL
11.	Kasturi Devi Agarwal	99,795	NiL
	Total	12,84,89,737	34,00,000

6. Details of the date and price of acquisition of the Equity Shares that the Promoters and Promoter Group intend to tender are set-out below:

Sudhir Agarwal

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
9 May 2011	4,05,922	10	NIL	NIL	Gift Received
6 March 2013	7,478	10	NIL	NIL	Gift Received
Maximum number of Equity Shares intended to be tendered					4,13,400

Girish Agarwal

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
6 March 2013	4,13,400	10	NIL	NIL	Gift Received
Maximum number of Equity Shares intended to be tendered					4,13,400

Pawan Agarwal

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
6 March 2013	4,13,400	10	NIL	NIL	Gift Received
Maximum number of Equity Shares intended to be tendered					4,13,400

Jyoti Agarwal

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
29 September 2007	45,900	10	NIL	NIL	Bonus Issue
Maximum number of Equity Shares intended to be tendered					45,900

Namita Agarwal

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
29 September 2007	45,900	10	NIL	NIL	Bonus Issue
Maximum number of Equity Shares intended to be tendered					45,900

Nitika Agarwal

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
29 September 2007	45,900	10	NIL	NIL	Bonus Issue
Maximum number of Equity Shares intended to be tendered					45,900

DB Consolidated Private Limited

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
29 September 2007	16,26,400	10	NIL	NIL	Bonus Issue
Maximum number of Equity Shares intended to be tendered					16,26,400

Stitex Global Limited

Date	Number of Shares	Nominal Value (Rs.)	Issue Price / Transfer Price (Rs.)	Consideration (Rs.)	Nature of Transaction
29 March 2011	3,95,700	10	252.24 (including STT, Brokerage and other expenses)	9,98,12,587	Purchase
Maximum number of Equity Shares intended to be tendered					3,95,700

h) Confirmations from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- i. That immediately following the date of Board meeting held on May 26, 2018 and the date on which the special resolution approving the Buyback is passed, there will be no grounds on which the Company can be found unable to pay its debts.

- ii. That as regards the Company's prospects for the year immediately following the date of the Board meeting held on May 26, 2018 as well as for the year immediately following the date on which the special resolution approving the Buyback is passed, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this board meeting and within a period of one year from the date on which the special resolution approving the Buyback is passed.
 - iii. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016.
- i) **Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:**

The text of the report dated May 26, 2018, the Statutory Auditors of the Company, addressed to the Board is reproduced below:

"The Board of Directors

D. B. Corp Limited

Plot no. 280

Sarkhej Gandhi Nagar Highway

Near YMCA Club, Makarba

Ahmedabad, Gujarat - 380051

Auditors' Report on Buy Back of Shares pursuant to the requirement of Schedule II to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998

1. This report is issued in accordance with our agreement dated May 25, 2018.
2. We have been engaged by D. B. Corp Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Annexure I in connection with the proposed buy back by the Company of its equity shares in pursuance of Section 68 and Section 70 of the Companies Act, 2013 (the "Act") and The Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the 'Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998' and amendments thereto (the "Regulations") and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initialled the Annexure I for identification purposes only.

Board of Directors Responsibility

3. The Board of Directors of the Company is responsible for the following:
 - i) The amount of capital payment for the buy-back is properly determined; and
 - ii) It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting ('BM') for buyback and from the date on which the result of the postal ballot will be declared.

Auditor's Responsibility

4. Pursuant to the requirement of the Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":
 - i) whether the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act; and
 - ii) whether the Board of Directors has formed the opinion, as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of BM and from the date on which the result of the postal ballot will be declared.
5. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:

- i) Examined authorisation for buy back from the Articles of Association of the Company;
 - ii) Examined that the amount of capital payment for the buy-back as detailed in Annexure I is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
 - iii) Examined that the ratio of the debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
 - iv) Examined that all the shares for buy-back are fully paid-up;
 - v) Inquired into the state of affairs of the Company with reference to the audited financial statements of the Company as at and for the year ended March 31, 2018 (the "Audited Financial Statements") which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;
 - vi) Examined minutes of the meetings of the Board of Directors;
 - vii) Examined Directors' declarations for the purpose of buy-back and solvency of the Company; and
 - viii) Obtained appropriate representations from the Management of the Company.
6. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. The financial statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 16, 2018. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

Opinion

9. As a result of our performance of aforementioned procedures, we report that:
- i) The amount of capital payment of Rs. 3,128 million for the shares in question, as stated in the accompanying certified extract of the minutes of the Board of Directors' meeting held on May 26, 2018, which we have initialed for identification, is within the permissible capital payment of Rs. 4,799.73 million on standalone basis and Rs. 4,787.36 million on consolidated basis, as calculated in Annexure I based on the Audited Financial Statements, which, in our opinion, is properly determined in accordance with Section 68 of the Act, and
 - ii) The Board of Directors in their meeting held on May 26, 2018 has formed the opinion, as specified in Clause (x) of Schedule II to the Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of the Board Meeting for buyback and from the date on which the result of shareholders resolution by way of postal ballot will be declared.

Restrictions on Use

10. Our work was performed solely to assist you in meeting your responsibilities with reference to the Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
11. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable the Board of Directors of the Company to include in:
- i) the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company;
 - ii) Public Announcement to be made to the shareholders of the Company, which will be filed with (a) the Registrar of Companies as required by the Regulations (b) the Central Depository Services (India) Limited and National Securities

Depository Limited for the purpose of extinguishment of equity shares, (c) the authorised dealer as approved by the Board of Directors or committee of the Board of Directors thereof, for the purpose of capital payment, (d) Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India;

- iii) the draft letter of offer to be filed with Securities and Exchange Board of India and Stock Exchanges; and
- iv) the letter of offer to be filed with Stock Exchanges and be given to the shareholders

and should not be used for any other purpose. Price Waterhouse Chartered Accountants LLP and Gupta Mittal & Co. does not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report, or the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders of the Company and the Public Announcement which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: FRN012754N/N500016

For Gupta Mittal & Co
Firm Registration Number: FRN009973C

Chartered Accountants

Priyanshu Gundana
Partner
Membership Number: 109553
Mumbai
May 26, 2018

Shilpa Gupta
Partner
Membership Number: 403763
Mumbai
May 26, 2018

Annexure I

Statement of Permissible Capital Payment for Buyback of Equity Shares:

Particulars	Standalone (Rs. In million)	Consolidated (Rs. In million)
Issued, Subscribed and Paid-up share capital as at March 31, 2018 (184,027,945 equity of Rs. 10 each)	1,840.28	1,840.28
Free reserves as at March 31, 2018		
- Securities Premium Account	2,553.20	2,553.20
- Surplus in Statement of Profit and Loss	14,383.95	13,220.44
- General Reserve	421.48	1,535.53
Total	19,198.91	19,149.45
Maximum amount permissible for the Buy-back i.e. 25% of total paid-up equity capital and free reserves	4,799.73	4,787.36

Notes:

- (1) Calculation in respect to buyback is done on the basis of Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2018.
- (2) Calculation in respect of Permissible Capital Payment for Buyback of Equity Shares is done on the basis of audited financial statements of the Company for the year ended March 31, 2018 which is not more than six months old from the proposed date of offer document.

For and on behalf of D. B. Corp Limited

Pawan Agarwal
Deputy Managing Director”

j) **General obligations of the Company as per the provisions of the Buy-back Regulations and the Act:-**

- i. The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the date of closure of the Buyback;
- ii. The Company shall not raise further capital for a period of one year from the closure of Buyback offer except in discharge of its subsisting obligations;
- iii. The special resolution approving the Buyback will be valid maximum for a period of one year from the date of passing of the said special resolution (or such extended period as may be permitted under the Act or the Buy-back Regulations or by the appropriate authorities). The exact time table for the Buyback shall be decided by the Board (or its duly constituted Committee) within the above time limits;
- iv. The Equity Shares bought back by the Company will be compulsorily cancelled and will not be held for re-issuance;
- v. The Company shall not withdraw the Buyback after the public announcement of the offer to Buyback is made or the draft letter of offer is filed with SEBI;
- vi. The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable; and
- vii. The Company confirms that there are no defaults subsisting in the repayment of deposit or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- viii. For any queries, clarifications or grievances related to the postal ballot process, electronic voting process or Buyback process, Members holding Equity Shares of the Company may contact the following:

Anita Gokhale, Company Secretary

Tel: +91 22 7157 7000; Fax +91 22 7157 7093;

Email: dbcs@dbcorp.in

All the material documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditors Report dated May 26, 2018 and the audited accounts for the period from April 1, 2017 to March 31, 2018 are available for inspection by the Members of the Company at its Registered Office on any working day between 10:00 a.m. and 4:00 p.m. up to the last date of receipt of Postal Ballot Form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except, as stated above and to the extent of their shareholding in the Company.

Registered Office:

Plot No. 280, Sarkhej Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad, Gujarat 380051

Tel.: +022-71577000; Fax: + 022-71577093

E-mail: dbcs@dbcorp.in; Website: www.bhaskarnet.com

CIN: L22210GJ1995PLC047208

Mumbai, June 1, 2018

By Order of the Board
For D. B. Corp Limited

Anita Gokhale
Company Secretary

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