



DB Corp Ltd

September 4, 2017

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 of voting results at the 21st Annual General Meeting of D. B. Corp Limited held on September 4, 2017

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

Further to our Notice of Annual General Meeting ('AGM') dated May 18, 2017, we wish to inform you that the 21st AGM of the Company was held on September 4, 2017 at Hotel Planet Landmark, 139/1, Ambli-Bopal Road, Nr. Ashok Vatika, Off. S. G. Road, Ahmedabad, Gujarat – 380 051 and the entire business as mentioned in the Notice was transacted.

In this regard, we enclose herewith the following:

- 1) Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizer's Report of even date – **Annexure A**.
- 2) Summary of proceedings of AGM as required under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure B**;
- 3) Disclosure under Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to change in Statutory Auditors - **Annexure C**;

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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Annexure A

Format for Voting Results

Date of the AGM	4 th September, 2017
Total number of shareholders on record date (Cut-off date -29 th August, 2017)	16695
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	49
No. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group:	N.A.
Public:	N.A.

Agenda- wise disclosure (to be disclosed separately for each agenda item)

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

Resolution required: (Ordinary / Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	128489737	128389736	99.92%	128389736	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		128389736	99.92%	128389736	0	100.00%	0.00%
Public – Institutions	E-Voting	42459851	30370421	71.53%	30370421	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		30370421	71.53%	30370421	0	100.00%	0.00%

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Regd. Office: D. B. Corp Ltd., Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat)
 Business Office: D. B. Corp Ltd., 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank, C-31, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
 Tel: +91 22 3988 8840 • Fax: +91 22 3980 4793 • CIN Number: L22210GJ1995PLC047208



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Public- Non Institutions	E-Voting	12985244	2626273	20.23%	2626223	50	100.00%	0.00%
	Poll		392	0.00%	392	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2626665	20.23%	2626615	50	100.00%	0.00%
Total		183934832	161386822	87.74%	161386772	50	100.00%	0.00%

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.

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

Resolution required: (Ordinary / Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	128489737	128389736	99.92%	128389736	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		128389736	99.92%	128389736	0	100.00%	0.00%
Public – Institutions	E-Voting	42459851	30370421	71.53%	30368802	1619	99.99%	0.01%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		30370421	71.53%	30368802	1619	99.99%	0.01%
Public- Non Institutions	E-Voting	12985244	2625832	20.22%	2625267	565	99.98%	0.02%
	Poll		392	0.00%	387	5	98.72%	1.28%
	Postal Ballot		0	0.00%	0.00%	0	0.00%	0.00%
	Total		2626224	20.23%	2625654	570	99.98%	0.02%
Total		183934832	161386381	87.74%	161384192	2189	100.00%	0.00%

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.



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3. To appoint Statutory Auditors and to fix their remuneration.

Resolution required: (Ordinary / Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	128489737	128389736	99.92%	128389736	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		128389736	99.92%	128389736	0	100.00%	0.00%
Public – Institutions	E-Voting	42459851	29735362	70.03%	29030457	704905	97.63%	2.37%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		29735362	70.03%	29030457	704905	97.63%	2.37%
Public- Non Institutions	E-Voting	12985244	2626273	20.23%	2626223	50	100.00%	0.00%
	Poll		392	0.00%	387	5	98.72%	1.28%
	Postal Ballot		0	0.00%	00	0	0.00%	0.00%
	Total		2626665	20.23%	2626610	55	100.00%	0.00%
Total		183934832	160751763	87.40%	160046803	704960	99.56%	0.44%

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.





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4. To ratify Cost auditor's remuneration.

Resolution required: (Ordinary / Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	128489737	128389736	99.92%	128389736	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		128389736	99.92%	128389736	0	100.00%	0.00%
Public – Institutions	E-Voting	42459851	30370421	71.53%	30370421	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		30370421	71.53%	30370421	0	100.00%	0.00%
Public- Non Institutions	E-Voting	12985244	2626273	20.23%	2626219	54	100.00%	0.00%
	Poll		392	0.00%	392	0	100.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		2626665	20.23%	2626611	54	100.00%	0.00%
Total		183934832	161386822	87.74%	161386768	54	100.00%	0.00%

*No. of votes polled does not include 'no. of votes invalid' and 'no. of votes abstained'.

Conclusion: All the **ORDINARY RESOLUTIONS** as per the Notice convening the Annual General Meeting have been **CARRIED WITH REQUISITE MAJORITY.**

For D. B. CORP LIMITED



Anita Gokhale
Company Secretary



Date: September 4, 2017

Place: Ahmedabad








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Regd. Office: D. B. Corp Ltd., Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat)
 Business Office: D. B. Corp Ltd., 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank, C-31, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
 Tel: +91 22 3988 8840 • Fax: +91 22 3980 4793 • CIN Number: L22210GJ1995PLC047208

Scrutinizer's Report
(Combined Report for Physical Ballot and E-voting)

To,

The Chairman of the 21st Annual General Meeting of Shareholders of D. B. Corp Limited (hereinafter referred to as the Company) held on Monday, 4th day of September, 2017 at 2:30 p.m. at Hotel Planet Landmark, 139/1, Ambli-Bopal Road, Near Ashok Vatika, off S. G. Road, Ahmedabad, Gujarat – 380051.

Dear Sir,

- A. I, Hitesh D. Buch, Practicing Company Secretary, was appointed as a Scrutinizer to scrutinize the remote e-voting and poll process conducted under the provisions of Sections 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended, at the Annual General Meeting (AGM) of the Shareholders of the Company held on Monday, 4th day of September, 2017 at 2:30 p.m. at Hotel Planet Landmark, 139/1, Ambli-Bopal Road, Near Ashok Vatika, off S.G. Road, Ahmedabad, Gujarat – 380051.
- B. Separate Scrutinizer's Reports dated 4th September, 2017 on electronic voting and voting by poll have been issued and handed over to the Company by me.
- C. I am submitting a combined report on the voting by shareholders through electronic voting (remote e-voting) and through the poll conducted at the AGM. The results in respect of voting on each of the resolution is as under:

Item No. 1: Ordinary Resolution

Adoption of Audited Financial Statements for the financial year ended on 31st March, 2017:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
106	161386772	100.00%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	50	0.00%



iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	511

iv. Abstained from voting :

Number of members who abstained	Total number of votes
0	0

Item No. 2: Ordinary Resolution

Re-appointment of Mr. Girish Agarwal (DIN: 00051375) as Director of the Company, liable to retire by rotation:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
100	161384192	100.00%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	2189	0.00%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	511

iv. Abstained from voting :

Number of members who abstained	Total number of votes
1	441



Item No. 3: Ordinary Resolution

Appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants & M/s. Gupta Mittal & Co., Chartered Accountants as Joint Statutory Auditors of the Company and fixing their remuneration:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
95	160046803	99.56%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	704960	0.44%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	511

iv. Abstained from voting :

Number of members who abstained	Total number of votes
8	635059

Item No. 4: Ordinary Resolution

Ratification of remuneration of Cost Auditor:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
105	161386768	100.00%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	54	0.00%



iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	511

iv. Abstained from voting :

Number of members who abstained	Total number of votes
0	0

Thanking you,
Yours faithfully,

CS Hitesh Buch
CP No. 8195 FCS 3145
For Hitesh Buch & Associates
Company Secretaries



Date: 4th September, 2017
Place: Ahmedabad

**SUMMARY OF THE PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING
OF D. B. CORP LIMITED UNDER REGULATION 30 OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Meeting day, date & time: Monday, September 4, 2017 at 2.30 p.m.

Venue: Hotel Planet Landmark, 139/1, Ambli-Bopal Road, Nr. Ashok Vatika,
Off. S. G. Road, Ahmedabad, Gujarat – 380 051.

Chairman: Mr. Pawan Agarwal, Deputy Managing Director

Mr. Pawan Agarwal chaired the proceedings of the Meeting. The requisite quorum being present, the Chairman called the meeting to order. He welcomed the members to the 21st Annual General Meeting of the Company and thereafter introduced the following dignitaries present on the dias:

- 1) Mr. Ashwani Kumar Singhal – Director & Audit Committee Chairman;
- 2) Mr. Amit Doshi – COO (Gujarat);
- 3) Mr. Lalit Jain – General Manager (Finance & Accounts);
- 4) Ms. Anita Gokhale – Company Secretary.

The Chairman informed the members that due to pre-occupation, the other Directors of the Company could not attend the meeting.

With the consent of the members present, the notice convening the meeting was taken as read. Ms. Anita Gokhale, Company Secretary read the Auditors' Report.

The Chairman addressed the members present by giving an overview on the performance of the Company for the financial year 2016-17. He also briefed the members about the notable accomplishments achieved by the Company during fiscal 2016-17. The Chairman then invited the members to ask queries, if any on the financial statements laid before the meeting for approval and adoption. He along with other dignitaries present on the dias provided clarifications to the queries raised by the members of the Company on various aspects.

The Chairman further informed the members present that the Company had provided remote e-voting facility to the members of the Company in order to cast votes electronically. He further declared that poll would be conducted for all the resolutions to enable voting by the shareholders attending the meeting. The Chairman mentioned that the shareholders who had already cast their vote using remote e-voting facility provided by the Company were not eligible to cast their votes again at the meeting.

The following items of business, as per the Notice of AGM dated May 18, 2017, were taken up for voting at the meeting:



DB Corp Ltd

Ordinary Business

1. Adoption of financial statements for the financial year ended 31st March, 2017.
2. Appointment of Mr. Girish Agarwal as a Director retiring by rotation.
3. Appointment of Statutory Auditors and fixing their remuneration.

Special Business

4. Ratification of Cost Auditor's remuneration.

The Board of Directors had appointed Mr. Hitesh Buch, Practising Company Secretary as the Scrutinizer to supervise the e-voting and physical ballot process. The Chairman authorised Ms. Anita Gokhale, Company Secretary to declare the voting results on his behalf.

The members of the Company thereafter casted their votes by way of poll on the abovesaid resolutions. The Chairman announced that results of e-voting and poll along with the Scrutinizer's Report will be placed on the Company's and Karvy's website and the same would be communicated to Stock Exchanges within 48 hours from the conclusion of the meeting.

The meeting concluded with a vote of thanks to the Chair and to the members present.

For D. B. Corp Limited

Anita Gokhale
Company Secretary



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

Re: Change in Statutory Auditors

Further to our Notice of Annual General Meeting ('AGM') dated May 18, 2017, we wish to inform you that shareholders of the Company at the 21st AGM held on 4th September, 2017 approved the appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) and M/s. Gupta Mittal & Co., Chartered Accountants (Firm Registration No. 009973C) as the new Joint Statutory Auditors in place of M/s. S. R. Batliboi & Associates LLP and M/s. Gupta Navin K. & Co., for a period of 5 years from the conclusion of 21st AGM till the conclusion of 26th AGM of the Company, subject to ratification of their appointment at every AGM.

The detailed disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Reason for change: Compliance with mandatory rotational retirement of Auditors as provided under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Term of appointment: 5 years (subject to ratification at every AGM)

Brief profile:

M/s. Price Waterhouse Chartered Accountants LLP

M/s. Price Waterhouse Chartered Accountants LLP (ICAI Firm Registration No. 012754N/N500016) is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ('ICAI').

Their Registered Office is at Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi - 110 002, and they have branch offices in various cities of India.

The said audit firm holds a valid Peer Review Certificate issued by the Peer Review Board of ICAI.

M/s. Gupta Mittal & Co.

M/s. Gupta Mittal & Co., a firm of chartered accountants (Firm Registration No. 009973C) was established in the year 1999 with special expertise in the field of audit, management consultancy, taxation and structuring services. The firm currently has 4 partners and has its head office at Bhopal. It has large client base spanning across public sector banks, large corporates, private limited companies and LLP.

For D. B. Corp Limited



Anita Gokhale
Company Secretary

