



# DB Corp Ltd

September 17, 2019

The Manager  
(Listing – CRD )  
BSE Limited  
Dalal Street,  
Mumbai - 400001.

The Manager  
(Listing Department)  
The National Stock Exchange of India Ltd.  
Bandra (East),  
Mumbai - 400051.

Dear Sir / Madam,

**Sub.: Outcome of the 23<sup>rd</sup> Annual General Meeting of D. B. Corp Limited held on September 17, 2019**

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

Further to our Notice of the Annual General Meeting ('AGM') dated July 18, 2019, we wish to inform you that the 23<sup>rd</sup> AGM of the Company was held on September 17, 2019 at Hotel Grand Elegance, Shilp Aaron, A - Block, Near Pakwan Cross Road, S. G. Highway, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380 054 and all the business items as mentioned in the Notice were transacted.

In this regard, we enclose herewith the following:

- 1) Proceedings of AGM as required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure A**;
- 2) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in prescribed format along with the Scrutinizer's Report of even date - **Annexure B**.

Kindly take the same on records.

Thanking You.

Yours faithfully,

For **D. B. Corp Limited**



Anita Gokhale  
Company Secretary  
Membership Number: F4836



Encl.: As above



# DB Corp Ltd

Annexure A

## PROCEEDINGS OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING

### OF D. B. CORP LIMITED UNDER REGULATION 30 OF THE

### SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**Meeting day, date & time:** Tuesday, September 17, 2019 at 2.30 p.m.

**Venue:** Hotel Grand Elegance, Shilp Aaron, A - Block, Near Pakwan Cross Road, S. G. Highway, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380 054.

**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 23<sup>rd</sup> Annual General Meeting of the Company and thereafter introduced the following dignitaries present on the dais:

- 1) Mr. Ashwani Kumar Singhal - Director & Chairperson of the Audit Committee and Authorised Representative of the Nomination and Remuneration Committee;
- 2) Mr. Nishit Jain - Chief Operating Officer (Gujarat);
- 3) Mr. Lalit Jain - Chief General Manager (Finance & Accounts);
- 4) Ms. Anita Gokhale - Company Secretary;
- 5) Mr. Devendra Bhatnagar - State Editor (Gujarat).

The Chairman informed the Members that due to pre-occupation, the other Directors of the Company could not attend the meeting. He further informed that he has been authorised by the Chairman of the Stakeholders' Relationship Committee to attend this meeting on his behalf. Further, he also added that Ms. Anupriya Acharya, Chairperson of the Nomination and Remuneration Committee had authorised Mr. Ashwani Kumar Singhal who is also a Member of the said Committee, to attend this AGM on her behalf.

With the consent of the Members present, the Notice convening the meeting was taken as read and the Auditors' Report was read by the Company Secretary.

It was further informed to the Members present that the Company had provided remote e-voting facility to the Members of the Company in order to cast their votes electronically. It was further declared that a poll would be conducted for all the resolutions to enable voting by the shareholders attending the meeting. It was also clarified to the Members that the shareholders who had already cast their vote using remote e-voting facility, were not eligible to cast their votes again at the meeting.

Thereafter, the Chairman addressed the Members present by giving an overview on the performance of the Company for the Financial Year 2018-19. He also briefed the Members about the notable accomplishments achieved by the Company during the year under consideration.

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# DB Corp Ltd

After the Chairman's speech, Mr. Devendra Bhatnagar - State Editor (Gujarat) addressed the members present and appraised them of various drives carried out by the Company in editorial/content and other achievements in the print business. Thereafter, the resolutions mentioned in the Agenda were placed before the meeting. The Members were then invited to ask queries, if any, on the same.

The Chairman along with other dignitaries present on the dais provided clarifications to the queries raised by the Members on various aspects.

The following items of business, as per the Notice of AGM dated July 18, 2019, were chronologically taken up for voting at the meeting:

## Ordinary Business:

1. Adoption of standalone and consolidated financial statements for the financial year ended March 31, 2019 along with the Report of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Girish Agarwal (DIN: 00051375) as a Director retiring by rotation.

## Special Business:

3. Ratification of remuneration payable to the Cost Auditors.

The Board of Directors had appointed Mr. Hitesh Buch, Practising Company Secretary (Membership Number: F3145 and COP Number: 8195) 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, who had not cast their vote already through remote e-voting, were appealed to cast their votes by way of poll on all the resolutions. The Chairman announced that the results of e-voting and poll along with the Scrutinizer's Report would be placed on the websites of the Company and on the website of the Registrar and Transfer Agent of the Company viz. Karvy Fintech Private Limited and the same would be communicated to the 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 attending the meeting.

For D. B. Corp Limited

Anita Gokhale

Company Secretary

Membership Number: F4836





# DB Corp Ltd

Annexure B

## Format for Voting Results

Date of the AGM	September 17, 2019
Total number of shareholders on Record Date (Cut-off date - September 10, 2019)	21,724
No. of shareholders present at the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	51
No. of Shareholders who 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)

- Adoption of standalone and consolidated financial statements for the financial year ended March 31, 2019 along with the Report of the Board of Directors and 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	12,52,59,488	12,51,59,487	99.9202	12,51,59,487	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		12,51,59,487	99.9202	12,51,59,487	0	100.0000	0.0000
Public - Institutions	E-Voting	3,74,26,811	330,39,846	88.2785	3,30,39,846	0	100.00	0.0000
	Poll		0	0	0	0	0.00	0.0000
	Total		330,39,846	88.2785	3,30,39,846	0	100.00	0.0000
Public - Non Institutions	E-Voting	1,22,43,931	7,54,868	6.1652	7,54,868	0	100.00	0.0000
	Poll		2,064	0.0169	2,064	0	100.00	0.0000
	Total		7,56,932	6.1821	7,56,932	0	100.00	0.0000
Total		17,49,30,230	15,89,56,265	90.8684	15,89,56,265	0	100.00	0.0000

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

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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 7157 7000 • Fax: +91 22 7157 7093 • CIN Number: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com







# DB Corp Ltd

## 2. Appointment of Mr. Girish Agarwal (DIN: 00051375) as a Director retiring by rotation:

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	12,52,59,488	12,51,59,487	99.9202	12,51,59,487	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>12,51,59,487</b>	<b>99.9202</b>	<b>12,51,59,487</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,74,26,811	3,30,56,303	88.3225	3,30,52,688	3,615	99.9890	0.0109
	Poll		0	0.0000	0.0000	0	0.0000	0.0000
	Total		<b>3,30,56,303</b>	<b>88.3225</b>	<b>3,30,52,688</b>	<b>3,615</b>	<b>99.9891</b>	<b>0.0109</b>
Public - Non Institutions	E-Voting	1,22,43,931	52,46,843	42.8526	52,46,828	15	99.9997	0.0003
	Poll		2,064	0.0169	2,064	0	100.0000	0.0000
	Total		<b>52,48,907</b>	<b>42.8695</b>	<b>52,48,892</b>	<b>15</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>17,49,30,230</b>	<b>16,34,64,697</b>	<b>93.4457</b>	<b>16,34,61,067</b>	<b>3,630</b>	<b>99.9978</b>	<b>0.0022</b>

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





# DB Corp Ltd

## 3. Ratification of remuneration payable to the Cost Auditors:

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	12,52,59,488	12,51,59,487	99.9202	12,51,59,487	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,51,59,487</b>	<b>99.9202</b>	<b>12,51,59,487</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,74,26,811	3,23,67,547	86.4822	3,23,67,547	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,23,67,547</b>	<b>86.4822</b>	<b>3,23,67,547</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non Institutions	E-Voting	1,22,43,931	52,46,843	42.8526	52,45,943	900	99.9828	0.0172
	Poll		2,064	0.0169	2,064	0	100.0000	0.0000
	<b>Total</b>		<b>52,48,907</b>	<b>42.8695</b>	<b>52,48,007</b>	<b>900</b>	<b>99.9829</b>	<b>0.0171</b>
<b>Total</b>		<b>17,49,30,230</b>	<b>16,27,75,941</b>	<b>93.0519</b>	<b>16,27,75,041</b>	<b>900</b>	<b>99.9994</b>	<b>0.0006</b>

\*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  
Membership Number: F4836



Date: September 17, 2019  
Place: Ahmedabad

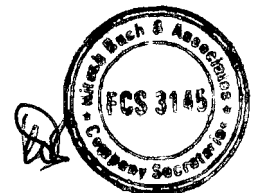
**Scrutinizer's Report**  
**(Combined Report for Physical Ballot and E-voting)**

To,

**The Chairman** of the 23<sup>rd</sup> Annual General Meeting of Shareholders of D. B. Corp Limited (hereinafter referred to as the Company) held on Tuesday, September 17, 2019 at 2:30 p.m. at Hotel Grand Elegance, Shilp Aaron, A-Block, Nr. Pakwan Cross Road, S. G. Highway, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat 380054.

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 Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, at the Annual General Meeting (AGM) of the Shareholders of the Company held on Tuesday, September 17, 2019 at 2:30 p.m. at Hotel Grand Elegance, Shilp Aaron, A-Block, Nr. Pakwan Cross Road, S. G. Highway, Sindhu Bhavan Road, Bodakdev, Ahmedabad, Gujarat 380054.
- B.** The shareholders holding shares as on the "cut off" date i.e. September 10, 2019 were entitled to vote on the proposed resolutions (as set out in the notice of the Annual General Meeting of the Company). The e-voting period commenced on September 13, 2019 at 09.00 a.m. and ended on September 16, 2019 at 5:00 p.m. Accordingly, the electronic votes cast were taken into account and at the end of this voting period on September 16, 2019 (at 05:00 p.m.), the e-voting portal was blocked for voting. The details containing, *inter alia*, list of equity shareholders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of Karvy Fintech Private Ltd. i.e. <https://www.evoting.karvy.com>.
- C.** In respect of voting through poll at the AGM, after the time fixed for closing of the poll by the Chairman, sealed ballot box kept for polling was marked by identification mark placed on it. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company (Karvy Fintech Private Limited) and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and separate record for the same was maintained.
- D.** 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:

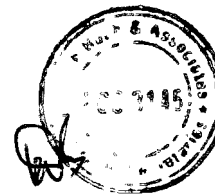


**Item No. 1: Ordinary Resolution**

**Subject matter of the resolution: Adoption of standalone and consolidated financial statements for the financial year ended March 31, 2019 along with the Report of the Board of Directors and Auditors thereon:**

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	12,52,59,488	12,51,59,487	99.9202	12,51,59,487	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,51,59,487</b>	<b>99.9202</b>	<b>12,51,59,487</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3,74,26,811	3,30,39,846	88.2785	3,30,39,846	0	100.00	0.0000
	Poll		0	0	0	0	0.00	0.0000
	<b>Total</b>		<b>3,30,39,846</b>	<b>88.2785</b>	<b>3,30,39,846</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1,22,43,931	7,54,868	6.1652	7,54,868	0	100.00	0.0000
	Poll		2,064	0.0169	2,064	0	100.00	0.0000
	<b>Total</b>		<b>7,56,932</b>	<b>6.1821</b>	<b>7,56,932</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
<b>Total</b>		<b>17,49,30,230</b>	<b>15,89,56,265</b>	<b>90.8684</b>	<b>15,89,56,265</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>

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



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	86



**Item No. 2: Ordinary Resolution**

**Subject matter of the resolution: Appointment of Mr. Girish Agarwal (DIN: 00051375) as a Director retiring by rotation:**

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	12,52,59,488	12,51,59,487	99.9202	12,51,59,487	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>12,51,59,487</b>	<b>99.9202</b>	<b>12,51,59,487</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3,74,26,811	3,30,56,303	88.3225	3,30,52,688	3,615	99.9890	0.0109
	Poll		0	0.0000	0.0000	0	0.0000	0.0000
	<b>Total</b>		<b>3,30,56,303</b>	<b>88.3225</b>	<b>3,30,52,688</b>	<b>3,615</b>	<b>99.9891</b>	<b>0.0109</b>
Public Non Institutions	E-Voting	1,22,43,931	52,46,843	42.8526	52,46,828	15	99.9997	0.0003
	Poll		2,064	0.0169	2,064	0	100.0000	0.0000
	<b>Total</b>		<b>52,48,907</b>	<b>42.8695</b>	<b>52,48,892</b>	<b>15</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>17,49,30,230</b>	<b>16,34,64,697</b>	<b>93.4457</b>	<b>16,34,61,067</b>	<b>3,630</b>	<b>99.9978</b>	<b>0.0022</b>

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

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	86



**Item No. 3: Ordinary Resolution**

**Subject matter of the resolution: Ratification of remuneration payable to the Cost Auditors:**

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	12,52,59,488	12,51,59,487	99.9202	12,51,59,487	0	100.0000	0.0000
	Poll		0	0.0000	0.0000	0	0.0000	0.0000
	<b>Total</b>		<b>12,51,59,487</b>	<b>99.9202</b>	<b>12,51,59,487</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	3,74,26,811	3,23,67,547	86.4822	3,23,67,547	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,23,67,547</b>	<b>86.4822</b>	<b>3,23,67,547</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	1,22,43,931	52,46,843	42.8526	52,45,943	900	99.9828	0.0172
	Poll		2,064	0.0169	2,064	0	100.0000	0.0000
	<b>Total</b>		<b>52,48,907</b>	<b>42.8695</b>	<b>52,48,007</b>	<b>900</b>	<b>99.9829</b>	<b>0.0171</b>
<b>Total</b>		<b>17,49,30,230</b>	<b>16,27,75,941</b>	<b>93.0519</b>	<b>16,27,75,041</b>	<b>900</b>	<b>99.9994</b>	<b>0.0006</b>

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

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	86

Thanking You.

Yours faithfully,

  
CS Hitesh Buch



Membership Number: F3145; COP Number: 8195

For Hitesh Buch & Associates

Company Secretaries

Date: September 17, 2019

Place: Ahmedabad