



DB Corp Ltd

Format for Voting Results

Date of the Postal Ballot	Notice dated 20 th May, 2016 (Voting start date: 27 th May, 2016 at 10:00 a.m. Voting end date: 25 th June, 2016 at 5:00 p.m.)
Total number of shareholders on record date	10598
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group: Public:	N.A.

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

1. Increase in Foreign Shareholding [including but not limited to Foreign Institutional Investors (FIIs), Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs)] from existing 20% up to an aggregate limit of 26% of the paid-up equity share capital of the Company.

Resolution required: (Ordinary / Special)				Special 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	128489737	100.00	128489737	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47678397	18239473	38.26	18239473	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		18239473	38.26	18239473	0	100.00	0.00





DB Corp Ltd

Public- Non Institutions	E-Voting	7576864	866	0.01	551	315	63.63	36.37
	Postal Ballot		1509	0.02	1309	200	86.75	13.25
	Total		2375	0.03	1860	515	78.32	21.68
Total		183744998	146731585	79.86	146731070	515	100.00	0.00

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

Conclusion: The **SPECIAL RESOLUTION** as per Notice of Postal Ballot has been **CARRIED WITH REQUISITE MAJORITY.**

For D. B. CORP LIMITED

Anita Gokhale
Company Secretary



Date: June 28, 2016

Place: Mumbai

दैनिक भास्कर

दिव्य भास्कर

दिल्ली मसूरी dna



DB DIGITAL



14 States | 58 Editions | 4 Languages

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

Scrutinizer's Report

To
The Chairman,
D.B. Corp Limited
Plot No. 280, Sarkhej Gandhinagar Highway,
Nr. YMCA Club, Makarba, Ahmedabad-380051

Dear Sir,

Ref.: Scrutinizer's Report on voting through Postal Ballot including voting through electronic means in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

- A. Pursuant to the resolution passed by the Board of Directors of **D.B. Corp Limited** (hereinafter referred as "the Company") on 20th May, 2016, I, Makarand Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Special Resolution set out in the Postal Ballot Notice dated 20th May, 2016 ("Notice")
- B. Members approval was sought on the following Special Business:
- Increase in Foreign Shareholding [including but not limited to Foreign Institutional Investors (FIIs), Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs)] from existing 20% upto an aggregate limit of 26% of the paid-up equity share capital of the Company.**
- C. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form in electronic mode on 26th May, 2016 to those Members whose e-mail addresses were registered with the Depositories/ Company and in physical form through permitted modes on 26th May, 2016 to the Members whose e-mail addresses were not so registered.



- D. The voting period commenced on Friday, May 27, 2016 at 10:00 a.m. and ended on Saturday, June 25, 2016 at 5:00 p.m. for voting through physical postal ballot form as well as through e-voting.
- E. The remote e-voting facility was provided by M/s. Karvy Computershare Private Limited ("Karvy")
- F. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Register separately maintained for the purpose.
- G. The physical postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- H. The e-voting were unblocked on 25th June, 2016 at about 5.30 p.m. and the e-voting summary statement was downloaded from e-voting website of Karvy.
- I. All ballot forms received/ votes cast up to 5:00 p.m. on 25th June, 2016 being the last date and time fixed by the Company for said purpose, were considered for scrutiny.
- J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked, segregated and not considered in counting.



K. Result of the Postal Ballot(e-voting plus voting through Postal Ballot Forms) is as under :

Resolution Item No. 1: Special Resolution


Increase in Foreign Shareholding [including but not limited to Foreign Institutional Investors (FIIs), Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs)] from existing 20% upto an aggregate limit of 26% of the paid-up equity share capital of the Company.

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	128489737	100.00	128489737	0	100.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutional holders	E-Voting	47678397	18239473	38.26	18239473	0	100.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
	Total		18239473	38.26	18239473	0	100.00	0.00
Public- Non Institution	E-Voting	7576864	866	0.01	551	315	63.63	36.37
	Postal Ballot		1509	0.02	1309	200	86.75	13.25
	Total		2375	0.03	1860	515	78.32	21.68
Total		183744998	146731585	79.86	146731070	515	100.00	0.00

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

L. Conclusion: The SPECIAL RESOLUTION as per Notice of Postal Ballot is CARRIED WITH REQUISITE MAJORITY.

For Makarand M. Joshi & Co.,
Practicing Company Secretaries


Makarand Joshi
Partner
CP No. 3662

Place: Mumbai
Date: 28.06.2016