



DB Corp Ltd

August 17, 2016

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 20th Annual General Meeting of D. B. Corp Limited held on August 17, 2016

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

Further to our Notice of Annual General Meeting ('AGM') dated July 21, 2016, we wish to inform you that the 20th AGM of the Company was held on August 17, 2016 at Hotel Planet Landmark, 139/1, Aml-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.
- 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
- 3) Annual Report for the financial year 2015-16 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members of the Company.

Kindly take the same on records.

Thanking you.

Yours faithfully,

For D. B. Corp Limited



Anita Gokhale
Company Secretary

Encl: as above



DB Corp Ltd

Format for Voting Results

Date of the AGM	17 th August, 2016
Total number of shareholders on record date (Cut-off date -12 th August, 2016)	10,483
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	7 35
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group: Public:	0 0

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

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date 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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	31972636	67.53	31972636	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		31972636	67.53	31972636	0	100.00	0.00

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दिव्य मराठी



14 States | 58 Editions | 4 Languages



DB Corp Ltd

Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	486	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122194	0	100.00	0.00
Total		183781784	161584567	87.92	161584567	0	100.00	0.00

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

2. To declare a Final Dividend of Rs. 4.25 per equity share and confirm the Interim Dividend of Rs. 3.50 per equity share and One-time Special Dividend of Rs. 3.25 per equity share already paid during the financial year 2015-16.

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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	33091738	69.89	33091738	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		33091738	69.89	33091738	0	100.00	0.00
Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	486	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122194	0	100.00	0.00
Total		183781784	162703669	88.53	162703669	0	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 a Director in place of Mr. Pawan Agarwal (DIN - 00465092), 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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	33091738	69.89	33091738	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		33091738	69.89	33091738	0	100.00	0.00
Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	486	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122194	0	100.00	0.00
Total		183781784	162703669	88.53	162703669	0	100.00	0.00

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





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4. 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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	31192515	65.88	29663742	1528773	95.10	4.90
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		31192515	65.88	29663742	1528773	95.10	4.90
Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	481	5	98.97	1.03
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122189	5	100.00	0.00
Total		183781784	160804446	87.50	159275668	1528778	99.05	0.95

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





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5. To re-appoint Mr. Sudhir Agarwal as the Managing Director of the Company.

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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	31586884	66.71	31586884	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		31586884	66.71	31586884	0	100.00	0.00
Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	481	5	98.97	1.03
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122189	5	100.00	0.00
Total		183781784	161198815	87.71	161198810	5	100.00	0.00

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





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6. To revise the remuneration payable to Mr. Pawan Agarwal, Deputy Managing Director of the Company.

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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	31586884	66.71	31586884	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		31586884	66.71	31586884	0	100.00	0.00
Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	481	5	98.97	1.03
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122189	5	100.00	0.00
Total		183781784	161198815	87.71	161198810	5	100.00	0.00

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





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7. To appoint Mr. Naveen Kumar Kshatriya (DIN: 00046813) as an Independent Director of the Company.

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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	31586884	66.71	31586884	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		31586884	66.71	31586884	0	100.00	0.00
Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	481	5	98.97	1.03
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122189	5	100.00	0.00
Total		183781784	161198815	87.71	161198810	5	100.00	0.00

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





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8. To appoint Ms. Anupriya Acharya (DIN: 00355782) as an Independent Director of the Company.

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	128489737	100.00	128489737	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		128489737	100.00	128489737	0	100.00	0.00
Public – Institutions	E-Voting	47348641	31586884	66.71	31586884	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		31586884	66.71	31586884	0	100.00	0.00
Public- Non Institutions	E-Voting	7943406	1121708	14.12	1121708	0	100.00	0.00
	Poll		486	0.01	486	0	100.00	0.00
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		1122194	14.13	1122194	0	100.00	0.00
Total		183781784	161198815	87.71	161198815	0	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: August 17, 2016

Place: Ahmedabad



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

To,

The Chairman of the Annual General Meeting of Shareholders of D. B. Corp Limited (hereinafter referred to as the Company) held on Wednesday, 17th day of August, 2016 at Hotel Planet Landmark, 139/1, Amli-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 Section 108 & 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and 21(2) of the Companies (Management and Administration) Rules, 2014, as amended at the Annual General Meeting (AGM) of the Shareholders of the Company held on Wednesday, 17th day of August, 2016 at Hotel Planet Landmark, 139/1, Amli-Bopal Road, Near Ashok Vatika, off S.G. Road, Ahmedabad, Gujarat – 380051.
- B. Separate Scrutinizer's Reports dated 17th August, 2016 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, 2016:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
101	161584567	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
13	1119102

Since the total votes cast in favour of resolution is 100% and against the resolution is Nil, the resolution has been passed as Ordinary Resolution.

Item No. 2: Ordinary Resolution

Declaration of dividend on equity shares:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
114	162703669	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
0	0

Since the total votes cast in favour of resolution is 100% and against the resolution is Nil, the resolution has been passed as Ordinary Resolution.



Item No. 3: Ordinary Resolution

Re-appointment of Mr. Pawan Agarwal (DIN: 00465092) 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
114	162703669	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
0	0

Since the total votes cast in favour of resolution is 100% and against the resolution is Nil, the resolution has been passed as Ordinary Resolution.

Item No. 4: Ordinary Resolution

Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants & M/s. Gupta Navin K. & Co., Chartered Accountants as a 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
82	159275668	99.04



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	1528778	0.96

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
19	1899223

Since the total votes cast in favour of resolution is 99.05% and against the resolution is 0.95%, the resolution has been passed as Ordinary Resolution.

Item No. 5: Ordinary Resolution

Re-appointment of Mr. Sudhir Agarwal as the Managing Director of the company for the period of five years from 1st January 2017 to 31st December 2021 and remuneration payable to him:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
109	161198810	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
4	1504854

Since the total votes cast in favour of resolution is 100% and against the resolution is Nil, the resolution has been passed as Ordinary Resolution.

Item No. 6: Ordinary Resolution

Revision in the remuneration payable to Mr. Pawan Agarwal, Deputy Managing Director of the Company:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
109	161198810	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
4	1504854

Since the total votes cast in favour of resolution is 100% and against the resolution is Nil, the resolution has been passed as Ordinary Resolution.



Item No. 7: Ordinary Resolution

Appointment of Mr. Naveen Kumar Kshatriya (DIN: 00046813) as an Independent Director of the Company:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
109	161198810	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
4	1504854

Since the total votes cast in favour of resolution is 100% and against the resolution is Nil, the resolution has been passed as Ordinary Resolution.

Item No. 8: Ordinary Resolution

Appointment of Ms. Anupriya Acharya (DIN: 00355782) as an Independent Director of the Company:

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
110	161198815	100



ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes :

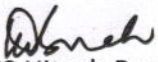
Total number of members whose votes were declared invalid	Total number of votes cast by them
2	22

iv. Abstained from voting :

Number of members who abstained	Total number of votes
4	1504854

Since the total votes cast in favour of resolution is 100% and against the resolution is Nil, the resolution has been passed as Ordinary Resolution.

Thanking you,
Yours faithfully,


CS Hitesh Buch

CP No. 8195

For Hitesh Buch & Associates
Company Secretaries



Date: 17th August, 2016

Place: Ahmedabad



**SUMMARY OF PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING
OF D. B. CORP LIMITED UNDER REGULATION 30 OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Meeting day, date & time: Wednesday, August 17, 2016 at 2.30 p.m.

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

Chairman: Mr. Pawan Agarwal, Deputy Managing Director

Mr. Pawan Agarwal, Chairman of the meeting welcomed the members to the 20th Annual General Meeting of the Company. He introduced the following dignitaries present on the dias:

- 1) Mr. Amit Doshi – COO (Gujarat);
- 2) Mr. Ashok Sodhani – Sr. AVP (Finance);
- 3) Ms. Anita Gokhale – Company Secretary

He also introduced Mr. Sudhir Agarwal – Managing Director of the Company and Mr. Girish Agarwal – Non Executive - Non Independent Director of the Company who attended the meeting through video conference. The Chairman informed the members that due to pre-occupation, the other Directors of the Company could not attend the meeting.

The requisite quorum being present, the Chairman called the meeting to order. 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 later briefed the members present about the performance of the Company including the accomplishments and success achieved during the financial year 2015-16. 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 Mr. Sudhir Agarwal and Mr. Girish Agarwal 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 July 21, 2016, were taken up for voting at the meeting:



Ordinary Business

1. Adoption of financial statements for the financial year ended 31st March, 2016.
2. Declaration of Final Dividend and confirmation of the Interim Dividend and One-time Special Dividend already paid.
3. Appointment of Mr. Pawan Agarwal as a Director retiring by rotation.
4. Appointment of Joint Statutory Auditors for FY 2016-17 and fixing their remuneration.

Special Business

5. Re-appointment of Mr. Sudhir Agarwal as the Managing Director of the Company.
6. Revision in the remuneration payable to Mr. Pawan Agarwal, Deputy Managing Director of the Company.
7. Appointment of Mr. Naveen Kumar Kshatriya as an Independent Director of the Company.
8. Appointment of Ms. Anupriya Acharya as an Independent Director of the Company.

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 results of voting 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.

Based on the Scrutinizer's Report dated August 17, 2016, all the resolutions as set out in the Notice were declared as passed with requisite majority.

For D. B. Corp Limited



Anita Gokhale
Company Secretary

