DB Corp Ltd

June 7, 2018

The Manager (Listing – CRD)
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai - 400 001.

The Manager
(Listing Department)
The National Stock Exchange of India Ltd.
Bandra (East),
Mumbai - 400 051.

Dear Sirs,

Sub.: **Postal Ballot Notice for Buyback – Disclosure under Regulation 30 and submission of paper-cuttings under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

This is further to our letter dated May 26, 2018, informing you about approval by the Board of Directors of the Company of the proposal to buy back upto 92, 00, 000 equity shares of the Company from the members on a proportionate basis through the "Tender Offer" route through stock exchange mechanism ("proposed buyback").

The Company intends to pass a special resolution in respect of the proposed buyback through Postal Ballot as prescribed under section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re–enactment(s) thereof for the time being in force).

The Postal Ballot Notice along with other documents as required has been sent to Members whose names appear in the Register of Members as on June 1, 2018 (Cut–off date) on Wednesday, June 6, 2018. The Company has sought approval of the members for the Buyback of equity shares, as set out in the said notice by way of Special Resolution.

The Company has engaged the services of M/s. Karvy Computershare Private Limited for the purpose of providing e-voting facility to all its Members. The voting through Postal Ballot and through e-voting has commenced from today i.e. Thursday, June 7, 2018 (9:00 a.m.) and shall end on Friday, July 6, 2018 (5:00 p.m.).

We forward attached herewith a copy of the Postal Ballot Notice and request you to take the same on records.

The abovesaid documents are also available on the website of the Company: www.bhaskernet.com. Kindly note this.

A newspaper advertisement confirming dispatch of Postal Ballot notice and other mandatory documents on June 6, 2018 has been published today (i.e. June 7, 2018) in the newspapers as follows:

1) In Financial Express – all India editions – in English and

2) In Divya Bhaskar – Ahmedabad edition – in Gujarati (Registered Office of the Company being situated in Ahmedabad)

D.B. CORP. LTD.

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

DB Corp Ltd

A copy each of the paper-cuttings is attached herewith for your ready reference as prescribed under Regulation 47 of the SEBI (LODR).

Kindly take the same on records..

Thanking you.

For D. B. Corp Limited

D.B. CORP LTD.

Anita Gokhale
Company Secretary & Compliance Officer
Encl: a/a

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

Electrosteel allots ₹7,400-cr shares to lenders; SBI gets largest chunk

PRESS TRUST OF INDIA
New Delhi, June 6

ELECTROSTEEL STEELS, UNDERGOING the insolvency resolution process, has allotted equity shares worth ₹7,400 crore to lenders as loan conversion, with SBI getting the largest chunk — about 37%.

The company on Tuesday spelled out steps to be taken for completion of its takeover by Vedanta Star, an arm of mining giant Vedanta which won the bid to acquire the stressed firm.

It has allotted nearly 740 crore equity shares to 26 lenders, of which the largest lender State Bank of India got the largest 36.70% chunk — 271.61 crore equity shares.

"The company has issued and allotted 7,399,132,055 equity shares of ₹10 each on a preferential/private placement basis to financial creditors of the company... pursuant to conversion of loan equivalent to ₹73,991,320,550 in terms of Resolution Plan approved by National Company Law Tribunal- Kolkata bench," Electrosteel Steels said in a regulatory filing to the BSE on Wednesday.

After SBI, Punjab National Bank (PNB) got the highest number of 46.70 crore shares, 6.31% of the total allotted shares. Another lender Canara Bank got 5.15% of the allotted shares — 38.13 crore shares, followed by UCO Bank getting 5.02% — 37.17 crore shares.

Adhunik Metaliks case: NCLT reserves order on extra time

MITHUN DASGUPTA
Kolkata, June 6

THE KOLKATA BENCH of the National Company Law Tribunal (NCLT) on Wednesday reserved its order over the issue of exclusion of requisite number of days from the mandated 270-day deadline under the insolvency resolution process for Adhunik Metaliks.

Resolution professional (RP) Sumit Binani urged the tribunal to exclude around 20 days from the stipulated 270-day deadline so that in this additional time the revised resolution plan of UK-based Liberty House could be considered. Earlier, the committee of creditors (CoC) had identified Liberty House as the highest bidder (H1).



Notably, for the debt-laden steelmaker, the stipulated deadline under the corporate insolvency resolution process (CIRP) expired on April 29, and during this period no resolution plan for the company was approved by its CoC.

In his submission before a division bench of the tribunal, advocate Sidhartha Sharma, appearing on behalf of the RP on May 11, had said, "A lot of time has been lost while negotiating with Liberty House. The company has taken time to clarify its stand as an eligible resolution applicant under Section 29A of the IBC." There are only two resolution applicants — Liberty House and Maharashtra Seamless of the DP Jindal Group. he former's offer currently stands around ₹600 crore, sources said.

As per the Insolvency and Bankruptcy Code norms, an insolvent company is to be liquidated if during the moratorium of nine months no successful resolution plan is in place. In his submission, workers' union counsel Abhrajit Mitra had also appealed before the bench to provide additional time for the resolution process for approval of a successful resolution plan for Adhunik Metalik, the flagship of the Adhunik Group.

Amtek case: NCLT reserves order on Liberty House eligibility



New Delhi, June 6

THE CHANDIGARH BENCH of the National Company Law Tribunal (NCLT) has reserved its order on whether Liberty House was eligible to bid for the bankrupt auto-component firm, Amtek Auto.

Amtek Auto was admitted for insolvency on July 24, 2017, and the US-based Deccan Value and UK-based Liberty House were the two bidders for its assets. The committee of creditors (CoC) in March 2018 identified Liberty House as the highest bidder. However, in April the resolution professional, Dinkar Venkatasubramanian, moved the Chandigarh bench of the NCLT seeking direction whether Liberty House was eligible to bid for Amtek Auto. This was based on reports that Liberty House had defaulted on loan repayments in another company and hence, under the IBC guidelines, was not eligible to bid.

Amtek Auto owes in excess of ₹10,000 crore to the lenders, according to the counsel of one of the banks seeking to recover its dues. —FE BUREAU

TATA
TATA POWER
The Tata Power Company Limited
(Corporate Contracts Department)
Technopolis Knowledge Park CENTEC, Andheri (E), Mumbai 400 093, Maharashtra, India
(Board Line: 022-67173188) CIN:L28920MH1919PLC000567

TENDER FOR CONSTRUCTION OF 90 MVA TRANSFORMER FOUNDATION AT MAHALAXMI RECEIVING STATION

The Tata Power Company Limited invites Tenders through E-Tender Two-Part Bidding Process from interested bidders for the following Civil package required for its Transmission Division:

S. No.	Description	Tender Reference no.	Bid Guarantee Fee / EMD (Rs.)	Tender Fee (Rs.)
	* For the following package contact person shall be **Mr. Sameer Aarya** (sameer.aarya@tatapower.com) with copy to **Mr. Narendra Kumar** (narendrakumar@tatapower.com)			
1.	Construction of 90 MVA Transformer Foundation at Mahalaxmi Receiving Station. Scope includes construction of 2 nos. of transformer foundation. The Project shall be executed on item rate basis.	CC18SA009	5,00,000/-	1,000/-

Pre-Qualification Criteria:

1. **Turnover:** Average annual turnover of the bidder for last three years shall not be less than Rs. 2.0 Crs
2. **Experience:** Similar nature of project having single order value not less than Rs. 1.5 Crs should have been executed at least once in last five financial years

Interested bidders matching the pre-qualification criteria can participate by submitting the following up to 1500 hours on 15th June 2018. Bidders contacting post 15th June 2018 will not be considered for tendering process.

1. Non-Refundable Tender Fee, as indicated in table above, in the form of Demand Draft in the name of **"The Tata Power Company Limited"** payable at Mumbai along with a covering letter clearly indicating the Tender Reference number.
2. Bidders to also submit duly signed and stamped letter indicating name of authorized person, contact number and e-mail id (mandatory) on Bidder's letterhead. **It is mandatory to mention Tender Reference no. in the said letter**.

Note: Once the above-mentioned documents are received, detailed RFQ shall be issued through our e-tender system between 18th June 2018 and 27th June 2018.

Interested Bidder has to get in touch with respective contact persons, mentioned above, at The Tata Power Company Limited (Tata Power), Corporate Contracts, Fourth Floor, Technopolis Knowledge Park, CENTEC, Mahakali Caves Road, Chakala, Andheri (E), Mumbai 400 093 for submitting the documents.

It may be please be noted that all future correspondence will be strictly done only with **Interested Bidders** who have done the above steps in time with Authorized Person only through Tata Power E-Tender System.

ROYAL CUSHION VINYL PRODUCTS LIMITED

Regd.Office : 60 CD Shlok Govt.Ind.Estate, Charkop, Kandivali (West), Mumbai-400 067

EXTRACT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2018

(Rupees . in Lacs)

Sr. No.	Particulars	Quarter ended 31.03.2018 (Unaudited)	Quarter ended 31.12.2017 (Unaudited)	Quarter ended 31.03.2017 (Audited)	Year Ended 31.03.2018 (Audited)	Year Ended 31.03.2017 (Audited)
1	Total income from operations (net)	1,880.85	1,861.81	3,067.71	8,168.10	8,393.64
2	Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items#)	(529.83)	(196.36)	681.76	(699.04)	(285.42)
3	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items#)	(529.83)	(196.36)	681.76	(699.04)	(285.42)
4	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items#)	(529.83)	(196.36)	681.76	(699.04)	(285.42)
5	Total Comprehensive Income for the period [Comprising Profit /(Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	(468.22)	(199.78)	668.08	(647.67)	(299.10)
6	Paid up Equity Share Capital	1,206.72	1,206.72	1,206.72	1,206.72	1,206.72
7	**Earnings Per Share (before and After extraordinary items) (of Rs.10/- each) :**					
	(a) Basic	(4.39)	(1.63)	5.65	(5.79)	(2.37)
	(b) Diluted	(4.39)	(1.63)	5.65	(5.79)	(2.37)

NOTES :

1 The above audited financial results are reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on June 06, 2018.

2 The above is an extract of the detailed format of financial Results for the quarter and year ended on 31st March, 2018, filed with the Stock Exchange pursuant to Regulation 33 of SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015. The full format of the results are available on web site of Bombay stock exchange www. bseindia.com and on the Company's web site at www.rcvp.in.

3 The company has adopted Indian Accounting Standard ("Ind AS") prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, from April 01,2017 and accordingly these audited financial results have been prepared in accordance with recognition and measurement principles laid down in Ind AS. The date of transition would be April 1, 2016.

4 The Figures for the march quarter are balancing figure between the audited figures in respect of full financial year and publised unaudited year to date figure upto the third quarter of the respective financial years.

For Royal Cushion Vinyl Products Limited
Sd/-
Mahesh Shah
Managing Director
00054351

Place : Mumbai
Date : 06.06.2018

VOITH

VOITH PAPER FABRICS INDIA LIMITED

Regd. Off.: 113/114-A, Sector-24, Faridabad–121005, Haryana
Phone: +91 129 4292200; Fax: +91 129 2232072; E-mail: voithfabrics.faridabad@voith.com
Website: http://www.voithpaperfabricsindia.com; CIN: L74899HR1968PLC004895

NOTICE OF 48TH ANNUAL GENEREAL MEETING, E-VOTING AND BOOK CLOSURE

Notice is hereby given that the 48th Annual General Meeting (AGM) of the Company will be held on Thursday, 5th July, 2018 at 3:30 p.m. at Hotel Radisson Blu Faridabad, Sector 20-B, Mathura Road, Faridabad – 121001, Haryana.

The Notice of 48th AGM and Annual Report for the year ended 31st March, 2018 has been sent to all the members electronically to the email id's registered with the Company/Depository Participant and the physical copy has been posted to other eligible members individually at their addresses registered with the company.

Members holding shares in physical form or in dematerialized form may cast their vote electronically on the Ordinary and Special Business, if any, as set out in the Notice. Members, who have exercised their right to vote by e-voting, may also attend the meeting but shall not be allowed to vote again at the meeting. However, remote e-voting facility is optional and a member may physically vote at the AGM by poll.

Cut-off date for the purpose of e-voting is Friday, 29th June, 2018 and a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by depositories as on cut-off date, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM.

The remote e-voting facility shall commence on Monday, 2nd July, 2018 at 9:00 a.m. and shall end on Wednesday, 4th July, 2018 at 5:00 p.m. E-voting portal shall be blocked after the aforesaid date and time for voting. Once the vote is cast by the member on any resolution, the member shall not be allowed to change it subsequently.

Any person who acquires shares after dispatch of the Notice of AGM and holding shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

The Notice of AGM is also available on the company's website www.voithpaperfabricsindia.com and on CDSL's website www.evotingindia.com. In case of any queries relating to e-voting, members may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. In case of any grievance relating to e-voting facility, members may contact Mr. C. S. Gugliani, the Company Secretary at the Registered Office of the Company or may write to him at investorcare.vffa@voith.com.

Further, in pursuance of Section 91 of the Companies Act, 2013, it may be noted that the Register of Members and Share transfer books of the company will remain closed from Saturday, 23rd June, 2018 to Thursday, 5th July, 2018 (both days inclusive) for determining the entitlement of shareholders to receive dividend for the year ended 31st March, 2018, if declared.

for **Voith Paper Fabrics India Limited**
Sd/-
C.S. Gugliani
Company Secretary
Membership No.: F-4301

Date : 6th June, 2018
Place : Faridabad

Bharat Heavy Electricals Limited
(A Govt. of India Undertaking)
TRANSMISSION BUSINESS GROUP, TBSM, SECTOR-142, NOIDA –201 305
Phone No- 0120-6748454 / 8440; Email: tbsm@bhel.in
NOTICE INVITING TENDER

Sealed bids are invited for various civil works. The description of work and NIT numbers are as under:

NIT No. 39087	Balance Civil works of Gravel Spreading and Fencing work for 400/132/33kV Switchyard at Nabinagar in Bihar.
NIT No. 39088	Balance Civil works of 400kV Switchyard at Kothagudem TPS in Telangana.

For other details refer respective NIT in tender notifications on **www.bhel.com**. All amendments, time extensions, clarifications, etc. will be uploaded on this website only. Bidders should regularly visit this website to keep themselves updated.
DGM/Subcontracting

INDIAN INSTITUTE OF TECHNOLOGY BOMBAY
MATERIALS MANAGEMENT DIVISION
Powai, Mumbai - 400 076

TENDER NOTICE
Advt. No. D-10/18–19

Sr. No.	Sealed Tenders are invited for :	Qty.	Due Date
1.	600 WQCW Fiber laser System Purchase Requisition No. 1000001946	1	28.06.2018
2.	5 Axis Milling Machine Purchase Requisition No. 1000001960 (Retender)	1	29.06.2018

Details at : www.iitb.ac.in OR www.iitb.ac.in/en/tenders For Other inquiries, Contact Joint Registrar (MM), Ph.: 2576 8800, e-mail: drmm@iitb.ac.in

Date : 7th June, 2018
JOINT REGISTRAR (MM)

STEEL AUTHORITY OF INDIA LIMITED
ALLOY STEELS PLANT
DURGAPUR - 713 208

Tender Notice

Ref: P/502961013 Date: 31/05/2018

Alloy Steels plant/SAIL invites tender for supply of 600 T Burnt Dolomite from indigenous sources. Detail terms and conditions of our enquiry is available on our tender website under Enquiry References **P/502961013 dt. 31/05/18** and can be downloaded from our website i.e. **www.sailtenders.co.in** for Plant - Alloy Steels Plant.
Due date for tender submission is as under:-
Last date of Tender Submission: 12.30 P.M. on 19.06.2018.
Date & time of Tender Opening: 2.30 P.M. on 19.06.2018.

DGM I/C (MM-BP & Proj.)

Registered Office: Ispat Bhawan, Lodi Road, New Delhi 110 003
Corporate Identity Number : L27109DL1973GOI006454, Website: www.sail.co.in
There's a little bit of SAIL in everybody's life

POWER GRID CORPORATION OF INDIA LIMITED
CIN: L40101DL1989GOI038121 (A Govt. of India Enterprise)
Southern Region Transmission System-II, Near RTO Driving Test Track, Singanayakanahalli, Yelahanka-Doddaballapur Road, Bangalore - 560 064.
Tel: 080-23093725, E-mail: sr2candm@powergrid.co.in
पावरग्रिड

EXTENSION TO NOTICE INVITING TENDER

Ref.No: SR-II/C&M/Extn. 2 to NIT-124(E)/18 **Date: 07.06.2018**

The last date for sale of bid documents, submission of bids and opening of bids for the packages listed below published under **NIT-124(E)** dated **09-03-2018** has been extended.

Sl. No.	Name of Package	Extended Sale Period
1	Illumination along the Periphery of Boundary Wall at Thrissur Substation POWERGRID - SR-II/C&M/WC-1834/2018	Upto 18.06.2018
2	Replacement of Existing Switchyard Lights (Lightning Mast / Gantry Tower) and Street Lights, Replacements of Power Cables, Lighting Pole Altercation work and Replacement of Lighting Pole Junction Box at Thrissur Substation POWERGRID - SR-II/C&M/WC-1837/2018	Upto 18.06.2018

Accordingly the dates for submission also extended. The details for schedule of bid submission & bid opening shall be obtained from websites ***www.powergridindia.com*** and / or portal of ***https://pgcileps.buyjunction.in.***

NIT-124(E) dated **09.03.2018** published earlier along with this Extension to NIT is available on website ***www.powergridindia.com*** and ***https://pgcileps.buyjunction.in.*** All other terms and conditions shall be as indicated in the said referred NIT and associated bid documents.

SR-II/PR-15/2018-19/Mouli

POWER GRID : INTEGRATING THE NATION THROUGH WIRE AND PEOPLE

NOTICE

Notice is hereby given that the following share certificates issued by **JAYSYNTH DYESTUFF (INDIA) LIMITED** have been reported lost / misplaced / stolen and the concerned registered shareholder(s) / legal heir(s) have applied to the Company for issue of duplicate share certificates in lieu thereof.

SR.NO.	REGD FOLIO	NAME (S) OF THE REGISTERED HOLDER(S)	NO.OF. SHARES	DISTINCTIVE NOS. FROM	DISTINCTIVE NOS. TO	CERTIFICATE NO.
1	M081	M. BHARAT KUMAR	100	429187	429286	3675
			100	429287	429386	3676

Any person/(s) who has / have any claim in respect of the afore said certificate(s) should lodge such claim(s) with the Company's Registered Office at 301, Sumer Kendra, P.B. Marg, Worli, Mumbai - 400 018 or with the Registrars & Transfer Agents of the Company at Link Intime India Private Limited, C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083 within Seven (7) days from the date of publication of this Notice, failing which, the Company will proceed to issue duplicate in respect of the aforesaid certificates and the Original Share Certificates shall stand cancelled. After issuance of Duplicate Share Certificates, any person dealing with the Original Share Certificates shall be doing so at his / her risk as to costs and consequences and the Company will not be responsible for the same, in any way.

For: **JAYSYNTH DYESTUFF (INDIA) LIMITED**
Sd/-
POOJA PRADIP NIPHADKAR
COMPANY SECRETARY AND COMPLIANCE OFFICER
MEMBERSHIP NO.:- A28458

Date: 6th June, 2018
Place: Mumbai

DB Corp Ltd

Registered Office: Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad – 380 051, Gujarat. Tel: +91 22 7157 7000
Fax: +91 22 71577093 • Email: dbcs@dbcorp.in • Website: www.bhaskarnet.com
CIN: L22210GJ1995PLC047208

POSTAL BALLOT NOTICE

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, D. B. Corp Limited (**"Company"**) is seeking the consent of the members for passing Special Resolution by way of Postal Ballot including voting by electronic means (e-voting) with respect to the buy-back of fully paid-up equity shares of the Company.

The Postal Ballot Notice and Form have been sent electronically to the Members to their e-mail address as registered with the DP and made available to the Company by the Depositories. The physical copies of the Postal Ballot Notice and Postal Ballot Form, along with a postage-prepaid business reply envelope addressed to the Scrutinizer (specified herein below) have been sent to all other Members whose e-mail address is not registered with the Depository Participants (**"DP"**) at their registered address through the permitted mode. The voting rights of the Members shall be reckoned on the equity shares of the Company held by them as on **Friday, June 1, 2018** (**"Cut Off Date"**). Any person who is not a Member of the Company as on the Cut Off Date shall treat the Postal Ballot Notice for information purposes only. The Company has completed the dispatch/email of Postal Ballot Notice along with the Postal Ballot Form on Wednesday, June 6, 2018.

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to the Members to cast their vote by electronic means on the resolution approving buyback of fully paid-up equity shares of the Company as set forth in the Postal Ballot Notice, through e-voting services provided by Karvy Computershare Private Limited (**"Karvy"**). The procedure for e-voting is given in the Postal Ballot Notice. Mr. Makarand M. Joshi, Partner of Makarand M. Joshi & Co, Practising Company Secretaries, has been appointed as Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner. The voting through physical postal ballot and e-voting begins on Thursday, June 7, 2018 at 9:00 am and ends on Friday, July 6, 2018 at 5:00 pm. Any response received from the Members after the closing of working hours i.e. 5:00 pm on Friday, July 6, 2018, will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said date and time.

Members may opt for only one mode of voting, i.e., either by physical postal ballot form or e-voting. In case a Member has voted through e-voting as well as physical postal ballot form, the vote cast through e-voting shall be considered valid and the vote cast through physical postal ballot form shall be treated as invalid.

Members, who have not received the Postal Ballot Notice and Form or wish to obtain a duplicate copy may download the same from the website of the Company www.bhaskarnet.com or may email at dbcs@dbcorp.in. In case of any queries or issues regarding e-voting, Members may refer the Help & FAQs section pertaining to e-voting available at https://evoting.karvy.com (Karvy website) or contact Mrs. C. Shobha Anand, Contact No. 040-67162222, e-mail Id: evoting@karvy.com, at Karvy Computershare Private Limited, Unit: D. B. Corp Limited, Karvy Selenium Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India. In case of any grievances or clarifications relating to voting by postal ballot including e-voting, Members may also contact Ms. Anita Gokhale, Company Secretary, Tel: +91 22 7157 7000; Fax +91 22 7157 7093, at D. B. Corp Limited, Plot No. 280, Sarkhej Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat 380051,Tel No. (022) 71577000 or send an e-mail at dbcs@dbcorp.in.

The results of the Postal Ballot would be announced by any Director authorized by the Board of Directors on or before 5:00 pm on Saturday, July 7, 2018 and communicated on the same day to the stock exchanges and shall also be displayed on the Company's website www.bhaskarnet.com.

For D. B. Corp Ltd.
sd/-
Anita Gokhale
Company Secretary

Mumbai
June 6, 2018

GUJARAT HOTELS LIMITED
Regd. Office: WelcomHotel Vadodara,
R C Dutt Road, Alkapuri, Vadodara - 390 007
CIN: L55100GJ1982PLC005408
Tel No. : 0265-2330033 Fax No. 0265-2330050
Website : www.gujarathotelsltd.in

NOTICE

Transfer of unclaimed Dividend and the corresponding Equity Shares to the Investor Education and Protection Fund

Members are hereby informed that unclaimed dividend for the financial year ended 31st March, 2011 and the corresponding Equity Shares of the Company in respect of which dividend entitlements have remained unclaimed for seven consecutive years from the financial year ended 31st March, 2011 will be due for transfer to the Investor Education and Protection Fund of the Central Government (IEPF) on 8th September, 2018, pursuant to the provision of Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The names of the concerned Members and their folio number or DP ID and client ID number are available on the Company's corporate website www.gujarathotelsltd.in under the section 'Investor Relations'. Individual letters in this regard have also been sent to the concerned Members at their address registered with the Company.

The aforesaid Members may lodge a valid claim / sought clarifications on the above matter from the Company by sending an email at ghlinvestors@yahoo.co.in or by contacting Company's Registrars and Share Transfer Agent M/s. MCS Share Transfer Agent Limited at F-65, 1st Floor, Okhla Industrial Area, Phase - 1, New Delhi - 110 020, Phone 41406149, email: helpdeskdelhi@mcsregistrars.com by 6th September, 2018 in respect of their unclaimed dividend. In the event such claims are not received by that date, the Company, in accordance with the aforesaid provision of law, shall transfer such dividend and shares to the IEPF.

For Gujarat Hotels Limited
D K Gulati
Company Secretary

Date : 6th June, 2018

Dy.General Manager (e-Tender), Mackintosh Burn Limited, DD-18/8, Salt Lake, Kol - 64,(CIN: U45201WB1913SGC002377) invites e-tender from eligible bonafide contractors for the following works:

The following work mentioned below for the Construction of Agriculture College at Majhian, Dakshik Dinajpur under Uttar Banga Krishi Viswavidyalaya.

1) "External Electrification & Substation work, Kitchen equipments for Boys Hostel, Kitchen equipments for Girls Hostel, Deep Tube well works and Installation & Commissioning of water purifier. Total Estimated Amount Rs. 2,71,60,851.00

NIeT No. MBL / NBDD / NIT 08 OF 2018-19

Last Date of Bid Submission: 30.06.2018

For details visit http://wbtenders.gov.in. Addendum / Corrigendum, if any, would be hosted in the website only.

JK LAKSHMI CEMENT Ltd.
(CIN: L74999RJ1938PLC019511)
Regd. Office: Jaykaypuram-307 019, Distt. Sirohi, Rajasthan
Secretarial Deptt.: Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002
E-mail: bkdaga@jkmail.com, jklc.investors@jkmail.com
Website: www.jklakshmicement.com, Phone: 91-11-30179860, Fax: 91-11-23722251

NOTICE

Pursuant to the provisions of Section 201(2) of the Companies Act, 2013 (Act), the Company intends to make Applications to the Central Government, Ministry of Corporate Affairs (MCA) under the applicable provisions of the Act seeking its approval for waiver of the recovery of excess remuneration paid to Managing Directors of the Company:Shri Bharat Hari Singhania (DIN:00041156) and Smt Vinita Singhania (DIN:00042983) during the Financial Year 2017-18, within the overall limits approved by the Members at the AGM held on 7th September 2016.

By order of the Board
For JK Lakshmi Cement Limited

B.K. Daga
Sr. Vice President & Company Secretary

Date : 06.06.2018
Place: New Delhi

WEBFIL LIMITED
CIN:L36900WB1979PLC032046
Regd. Office: "YULE HOUSE", 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001, Phone: 033 2242 8210/8550/1988, 2248 4671, 2243 1555, FAX: + 91 33 2242 1335, E-mail: webfil@webfilindia.com
Website: www.webfilindia.com

NOTICE

Notice is hereby given that pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 201st meeting of the Board of Directors of WEBFIL LIMITED (the Company) will be held on Wednesday, the 13th of June, 2018, at 4.00 p.m. at "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata – 700001, to consider, inter alia, the Audited Financial Results of the Company for the quarter and for the year that ended on 31st March, 2018, discussions pertaining to which were postponed at the Board Meeting of the Company held on 29th May, 2018. This notice would also be available on the website of the Company (www.webfilindia.com) and on the website of The Calcutta Stock Exchange Limited (www.cse-india.com).

For Webfil Limited
Sd/-
Shinjinee Bhattacharyya
Company Secretary

Place: Kolkata
Date: 7th June, 2018

MERCATOR LIMITED
Registered Office: 3rd Floor Mittal Tower-B | Nariman Point | Mumbai 400021 | CIN: L63090MH1983PLC031418
Telephone No.: 022-66373333; Fax No.: 022-66373344
Email Id: investors@mercator.in Website: www.mercator.in

ANNOUNCEMENT OF RESULT OF POSTAL BALLOT

Pursuant to the Section 110 of the Companies Act, 2013 read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Company had conducted Postal Ballot for seeking consent of its Shareholders for matters listed in the Postal Ballot Notice dated April 24, 2018. The voting results, declared on June 6, 2018, based on the report of the Scrutinizer of even date, are as under:

1. Special Resolution to issue and offer, allot Secured/Unsecured Non-Convertible Redeemable Debentures not exceeding an amount of Rs.100 Crores.

Resolution was approved with requisite majority.

Mode of Voting	No. of shares held	No. of votes polled	No. of Votes – in favour	% of Votes in favour on votes polled	No. of Votes – against	% of Votes against on votes polled
E-Voting	302459335	84159168	84150159	99.99	9009	0.01
Postal Ballot		7204	6921	96.18	275	3.82
Total	302459335	84166372	84157080	99.99	9284	0.01

Detailed results have been posted on website of the Company at www.mercator.in; on the website of CDSL at www.evotingindia.com and on the website of the stock exchanges at www.bseindia.com and www.nseindia.com.

For Mercator Limited
Sd/-
Rajendra Kothari
CFO & Compliance Officer

Place: Mumbai
Date: June 6, 2018

NMDC Limited
(A Government of India Enterprise)
'Khanij Bhavan', 10-3-311/A, Castle Hills, Masab Tank, Hyderabad-500 028
CIN : L13100AP1958GOI001674

CONTRACTS DEPARTMENT

Tender Enquiry No. HO (Contracts)/NISP/LOCO/O&M/645 Dated : 07.06.2018

NMDC Limited, A "NAVARATNA" Public Sector Company under Ministry of Steel, Govt. of India, invites **online bids** from prospective domestic bidders for the work of **"Operation and Maintenance of Locomotives, Loco & Wagon repair shed, tracks, Traffic Operations, Signaling & Telecommunication system and General Electricals for service buildings and yard lighting (Package No.48A) for 3.0 MTPA Integrated Steel Plant at Nagarnar near Jagdalpur, Chhattisgarh for a period of 2 years.**

The detailed NIT and Bid documents can be viewed and/or downloaded from **07.06.2018 to 28.06.2018 from NMDC, CPP Portal and MSTC websites;**

For accessing the bid document from NMDC website - The bidder has to register as 'New User' at NMDC's website link - http://www.nmdc.co.in/nmdctender/default.aspx

Central Public Procurement portal (CPP) - https://eprocure.gov.in/epublish/app and search tender through tender enquiry number.

For accessing the bid document from MSTC website bidders have to register as 'New Vendor' at MSTC website link http://www.mstcecommerce.co.in/eprochome/nmdc/buyer_login.jsp and search **Tender Event No: NMDC/HO/58/ 18-19/ET/246.**

For further help refer to 'vendor guide' given in MSTC website.

The bidders are requested to submit their bids online through MSTC website. The details of submission of bid through online are given in NIT.

The Bidders on regular basis are required to visit the NMDC's website/CPP Portal/ MSTC website for corrigendum, if any, at a future date.

For further clarification, General Manager (Contracts), NMDC Limited Hyderabad can be contacted through Fax no. +91-040-23534746, Tel No. +91-040-23590449, email:steelcontracts@nmdc.co.in

Executive Director (Engg. & Projects)

આરોપીઓએ ક્રાઈમ બ્રાંચમાંથી આવતા હોવાનું કહી સ્પા માલિક પાસેથી 11000 પડાવ્યા

રામોલના સ્પામાં તોડ કરનારી નકલી પોલીસ ઝબ્બે

ક્રાઇમ રિપોર્ટર | અમદાવાદ


નિલેશ | પ્રતીક | વિશાલ | શ્યામ

શહેરના રામોલ વિસ્તારમાં આવેલા સ્પા સેન્ટરમાં નકલી પોલીસ બનીને તોડ કરનાર 4 આરોપીની પોલીસે ધરપકડ કરી છે. આરોપી પોતે ક્રાઇમ બ્રાન્ચમાંથી આવ્યા હોવાનું જણાવીને તોડ કરતા હતા.

રામોલ પોલીસ સ્ટેશનમાં સ્પા માલિક સમીરખાન પઠાણે નકલી પોલીસ સામે ફરિયાદ નોંધાવી હતી. સમીરખાન રામોલમાં આવેલા પુષ્પક કોમ્પ્લેક્સમાં સ્પા સેન્ટર ચલાવે છે આ સ્પા સેન્ટરમાં છોકરીઓ કામ કરતી હોવાથી અહીં નિલેશ જૈન, પ્રતીક રાજગોર, વિશાલ રાજગોર, શ્યામ જોષીએ ક્રાઇમ બ્રાન્ચના અધિકારી બનીને સમીરખાનને ધમકી આપી હતી કે બળાત્કારનો કેસ કરીને તને અંદર નાખી દઈશું કેસ ના કરવાના 11000 થશે તેમ કહીને 11000નો તોડ કર્યો હતો. પોલીસે CCTVના આધારે આરોપીઓની ધરપકડ કરી હતી.

નકલી NIA અધિકારીની ધરપકડ

અમદાવાદ | વાસણાના પિયુષભાઈ વ્યાસ ધી ન્યૂ ઈન્ડિયા ઈન્શ્યોરન્સ કંપનીમાં ડેવલપમેન્ટ ઓફિસર તરીકે ફરજ બજાવે છે. તેઓ ફેબ્રુઆરીમાં પરિવાર સાથે દિવ ફરવા ગયા હતા. પિયુષભાઈએ પોતાના ઈમેઈલથી દિવના કલેકટરને મેઈલ કરી પોતાની ઓળખ NIAના SP તરીકે આપી સરકીટ હાઉસમાં રૂમ બુક કરવા સુચના આપી હતી. તે ફેબ્રુઆરીમાં દીવ ગયા હતા. સરકીટ હાઉસમાં NIAના એસપી તરીકે નકલી સહી કરી રોકાયા હતા. ક્રાઇમ બ્રાંન્ચને માહિતી મળતાં પિયુષભાઈની ધરપકડ કરી છે.

યુવતીનો બીભત્સ વીડિયો વાઇરલ કરનારની ધરપકડ

અમદાવાદ | અમદાવાદના ચાંદખેડા વિસ્તારમાં રહેતી એક યુવતીને પોતાની પ્રેમજાળમાં ફસાવી મુંબઈના એક શખ્સે તેના બળજબરીપૂર્વક બિભત્સ વીડીયો બનાવ્યા હતા. ત્યારબાદ યુવતીને પોતાના કહ્યા પ્રમાણે વર્તવા માટે બ્લેકમેઈલ કરી પરેશાન કરતા વીડીયો ભાવિ પતિને મોકલી યુવતીને સમાજમાં બદનામ કરવાનો પ્રયાસ કર્યો હતો. જે બાદ યુવતીએ પરિવારને વાત કરતાં તેમણે અમદાવાદ ક્રાઈમ બ્રાંન્ચમાં ફરિયાદ કરી હતી અને પોલીસે તપાસ કર્યા બાદ આરોપી અજય ભટ્ટની ધરપકડ કરી હતી.

કૌભાંડી મહેતાને જ્યુ. કસ્ટડીમાં મોકલાયો

અમદાવાદ | 1150 કરોડનું લોન કૌભાંડ આચરનારા ભદ્રેશ મહેતાના રિમાન્ડ પુરા થતાં તેને કોર્ટે જ્યુડીશીયલ કસ્ટડીમાં મોકલવાનો હુકમ કર્યો હતો. દહેગામના ખેડૂત અલ્કેશભાઈ અમીને કરેલી ફરિયાદ બાદ એટીએસની ટીમે ધરપકડ કરી સીઆઈડી ક્રાઈમને સોંપેલા ભદ્રેશના રિમાન્ડ પુરા થતા બુધવારે તેને દહેગામ કોર્ટમાં રજુ કરી સાત દિવસના રિમાન્ડની માંગણી કરી હતી. સીઆઈડીએ તેની જામીન અરજીનો વિરોધ કર્યો હતો. કોર્ટે મહેતાને જ્યુડીશીયલ કસ્ટડીમાં મોકલી આપ્યો હતો.



કર્મચારી ભવિષ્ય નિધિ સંગઠન
(શ્રમ એવં રોજગાર મંત્રાલય, ભારત સરકાર)
ક્ષેત્રીય કાર્યાલય, નરોડા
શંકર વિજય સો મીલ કમ્પાઉન્ડ, જી.ડી. હાઇસ્કુલ બસ સ્ટોપ કે પાસ, નરોડા રોડ, સૈજપુર બોઘા, નરોડા, અહમદાબાદ - 382345
દુરભાષ : 22800534 ફેક્સ : 22820617 ઈમેલ : sro.naroda@epfindia.gov.in

સં.જીજે/ક્षे.का./નરોડા/પ્રશાસન-II/આ.क.वि/ દિનાંક : 07 / 06 / 2018

निविदा सूचना

वित्तीय वर्ष 2018-19 एवं 2019-20 के लिए कर्मचारी भविष्य निधि संगठन, श्रम एवं रोजगार मंत्रालय, क्षेत्रीय कार्यालय, नरोडा मे कार्यरत लगभग 55 कर्मचारी/अधिकारीयों के वेतन से संबन्धित त्रैमासिक और वार्षिक आधार पर ई टीडीएस रीटर्न आयकर विभाग को प्रविष्ट करने हेतु मुहरबंद कवर मे पत्रक आमंत्रित किया जाता है । अधिक जानकारी हेतु कृपया www.epfindia.gov.in का अवलोकन करे ।

(अनिलकुमार तिवारी)
सहायक भविष्य निधि आयुक्त (प्रशासन-II) क्षेत्रीय कार्यालय, नरोडा

ગુજરાત મિનરલ રીસર્ચ એન્ડ ડેવલપમેન્ટ સોસાયટી
GMRDS
ઉદ્યોગ અને ખાણ વિભાગ
ભુસ્તર વિજ્ઞાન અને ખનિજ કમીશનરશ્રીની કચેરી, ગુજરાત સરકાર
બ્લોક નં. ૮, ૭મો માળ, ઉદ્યોગ ભવન, સેક્ટર-૧૧, ગાંધીનગર-૩૮૨૦૧૧

ભરતી અંગેની જાહેરાત

નં. જી.એમ.આર.ડી.એસ./એડમીન/૨૦૧૮/ તા.
નીચેની જગ્યા માટે રસ ધરાવતા અને લાયક ઉમેદવારો તરફથી અરજીઓ મંગાવવામાં આવે છે.

જુનીયર આઈ.ટી. એક્ઝિક્યુટીવ: ૩૩

લાયકાત: બી.ઈ.-આઈ.ટી./બી.એસ.સી. - આઈ.ટી./સમકક્ષ
અનુભવ: આઈ.ટી. હેલ્પડેસ્ક સપોર્ટમાં ૧ થી ૩ વર્ષનો સંબંધિત અનુભવ, કોમ્પ્યુટર હાર્ડવેર અને હાર્ડવેર તથા સોફ્ટવેર પ્રોગ્રામને કન્ફીગર અને ટ્રબલશૂટ કરવાનું જ્ઞાન હોવું આવકાર્ય છે.
વધુ વિગતો અને અરજી ફોર્મ માટે www.gmrds.gujarat.gov.in ની મુલાકાત લેવી.
અરજી સ્વીકારવાની છેલ્લી તારીખ: ૨૨.૦૬.૨૦૧૮ છે.
માહિતી/૬૧૫/૧૮-૧૯

સી.ઈ.ઓ., જી.એમ.આર.ડી.એસ.

DB Corp Ltd
રજી. ઓફિસ: પ્લોટ નં. ૨૮૦, સરખેજ-ગાંધીનગર હાઈવે, વાયએમસીએ ક્લબ નજીક, મકરબા, અમદાવાદ-૩૮૦૦૫૧, ગુજરાત. ટેલી.: +૯૧ ૨૨ ૩૧૫૭ ૭૦૦૦
ફેક્સ: +૯૧ ૨૨ ૩૧૫૭૦૮૦૩ • ઈમેલ: dbcs@dbcorp.in • વેબસાઈટ: www.bhaskarnet.com
સીઆઈએન: એલ૨૨૨૧૦જીજે૧૯૯૫પીએલસી૦૪૭૨૦૮

પોસ્ટલ બેલેટ નોટિસ

કંપની કાયદો ૨૦૧૩ની કલમ ૧૧૦, કંપની (સંચાલન અને વહિવટ) નિયમ ૨૦૧૪ને અનુસરતા સભ્યોને આથી જાણ કરવામાં આવે છે કે ડી.બી. કોર્પ લિમિટેડ (''કંપની'') કંપનીના ફુલ્લી પેઈડ-અપ ઈક્વિટી શેરના બાય બેકના સંદર્ભમાં ઈલેક્ટ્રોનિક એટલે (ઈ-વોટીંગ) મતપત્ર સહિત પોસ્ટલ મતદાનનો ખાસ ઠરાવ પસાર કરવા માટે સભ્યોની સંમતિ માંગે છે.
પોસ્ટલ મતપત્ર નોટિસ અને ફોર્મ સભ્યોને તેમના ઈ-મેલ એડ્રેસે કે જે ડીપી સાથે નોંધાયેલા છે. તે ઉપર ઈલેક્ટ્રોનિકલી મોકલ્યા છે અને કંપનીને ડિપોઝિટરી દ્વારા ઉપલબ્ધ કરાવ્યા છે. પોસ્ટલ મતપત્રની નોટિસ અને પોસ્ટલ મતપત્ર ફોર્મ પોસ્ટેજ - પ્રિપેઈડ બિઝનેસ જવાબી કવર સ્કૂટિનાઈઝરના સરનામા વાળુ (નીચે દર્શાવ્યા પ્રમાણે)નું દરેક સભ્યોને જેમનું ઈ-મેલ એડ્રેસ ડિપોઝીટરી પાર્ટીસિપેટન્ટ (''ડીપી'') સાથે નોંધાયુ નથી તેમને તેમના નોંધાયેલા સરનામે પર્મટિડ મોડ દ્વારા મોકલાયું છે. સભ્યોનો મતદાન હક કંપનીના ઈક્વિટી શેર પ્રમાણે શુક્રવાર, જુન ૧, ૨૦૧૮ (''કટ ઓફ ડેઈટ'') ગણવામાં આવશે. કટ ઓફ ડેઈટ મુજબ કોઈપણ વ્યક્તિ જેઓ કંપનીના સભ્ય નથી. તેમણે પોસ્ટલ મતપત્ર નોટિસને માત્ર માહિતીના હેતુ માટે ગણવી. કંપનીએ બુધવાર, જુન ૬, ૨૦૧૮ના રોજ પોસ્ટલ મતપત્ર નોટિસ. પોસ્ટલ મતપત્ર ફોર્મ સાથે રવાના/ઈ-મેલનું કાર્ય પૂર્ણ કરેલ છે.
કંપની કાયદો ૨૦૧૩ની કલમ ૧૦૮ની જોગવાઈનું પાલન કરતા કંપની (સંચાલન અને વહિવટ) નિયમ ૨૦૧૪ વંચાણે લેતા અને સેબીનો ઠરાવ ૪૪ (જવાબદારી અને જાહેરાતની યાદી) નિયમ ૨૦૧૫ મુજબ કંપની સભ્યોને તેમનો મત ઈલેક્ટ્રોનિક રીતે કંપનીના ફુલ્લી પેઈડ-અપ ઈક્વિટી શેર બાયબેક બહાલીના ઠરાવ પોસ્ટલ મતપત્ર નોટિસમાં જણાવ્યા પ્રમાણે ઈ-વોટીંગની સગવડતા ઈ-વોટીંગ સર્વિસ પુરી પાડનાર કાર્વી કોમ્પ્યુટરશેર પ્રાઈવેટ લિમિટેડ (''કાર્વી'') દ્વારા પુરી પાડે છે. ઈ-વોટીંગની પ્રક્રિયા પોસ્ટલ મતપત્ર નોટિસમાં જણાવી છે. શ્રી મકરંદ એમ. જોષી, મકરંદ એમ. જોષી એન્ડ કંપનીના ભાગીદાર, કંપની સેક્રેટરીની પ્રેક્ટિસ કરતા, ને વ્યાજબી અને પારદર્શી રીતે પોસ્ટલ મતપત્ર અને ઈ-વોટીંગ પ્રક્રિયા હાથ ધરવા તપાસકર્તા તરીકે નિયુક્ત કર્યા છે. ફિજીકલ પોસ્ટલ મતપત્ર અને ઈ-વોટીંગ ગુરૂવાર, જુન ૭, ૨૦૧૮ના સવારે ૯.૦૦ કલાકે શરૂ થશે અને શુક્રવાર, જુલાઈ ૬, ૨૦૧૮ના સાંજે ૫.૦૦ કલાકે બંધ થશે. કામકાજનો સમય શુક્રવાર જુલાઈ ૬, ૨૦૧૮ના સાંજે ૫.૦૦ બાદ સભ્યો દ્વારા પ્રાપ્ત પ્રતિક્રિયા માન્ય ગણાશે નહીં અને પોસ્ટલ અને ઈલેક્ટ્રોનિક દ્વારા જણાવેલ તારીખ અને સમય બાદ કરેલ મતદાનને મંજૂર કરાશે નહીં.
સભ્યો મતદાન માટે ફક્ત એક વિકલ્પ પસંદ કરી શકશે. દા.ત. ફિજીકલ પોસ્ટલ મતપત્ર ફોર્મ અથવા ઈ-વોટીંગ. જો સભ્ય એ ઈ-વોટીંગ તેમજ ફિજીકલી પોસ્ટલ મતપત્ર ફોર્મથી મતદાન કર્યું છે તો ઈ-વોટીંગથી કરેલ મતદાનને માન્ય ગણવામાં આવશે અને ફિજીકલી પોસ્ટલ મતપત્ર ફોર્મથી આપેલ મતને અમાન્ય કરાશે.
સભ્યો, જેઓને પોસ્ટલ મતપત્ર નોટિસ અને ફોર્મ પ્રાપ્ત થયું નથી અથવા ડુપ્લીકેટ કોપી મેળવવા ઈચ્છે છે તેઓ કંપનીની વેબસાઈટ www.bhaskarnet.com થી ડાઉનલોડ કરે અથવા ઈ-મેલ dbcs@dbcorp.in કરે. ઈ-વોટીંગ સંબંધે કોઈ ક્વેરી અથવા ઈસ્યુ હોય તો સભ્યો https://evoting.karvy.com (કાર્વી વેબસાઈટ) ઉપર ઈ-વોટીંગમાં હેલ્પ અને એફએક્યુ વિભાગમાં જુએ અથવા સંપર્ક શ્રીમતી સી. શોભા આનંદ, સંપર્ક નંબર ૦૪૦-૬૭૧૬૨૨૨૨, ઈ-મેલ આઈડી : evoting@karvi.com કાર્વી કોમ્પ્યુટરશેર પ્રાઈવેટ લિમિટેડ, યુનિટ ડી.બી.કોર્પ લિમિટેડ, કાર્વી સેલેનિયમ, ટાવર બી, પ્લોટ ૩૧ અને ૩૨, ગાચીબોવલી, ફાયનાન્સીયલ ડિસ્ટ્રીક્ટ, નાનાકર્મગુડા, સેરિલિંગમપાલ્લ્ય, હૈદરાબાદ-૫૦૦૦૩૨. તેલંગાણા, ભારત. ઈ-વોટીંગ સહિત પોસ્ટલ મતપત્ર મતદાન સંબંધી કોઈ ફરિયાદ કે સ્પષ્ટતા જોઈતી હોય તો સભ્યો સંપર્ક કરી શકે છે મીસ અનિતા ગોખલે, કંપની સેક્રેટરી, ટેલિ.: +૯૧ ૨૨ ૩૧૫૭ ૭૦૦૦, ફેક્સ: +૯૧ ૨૨ ૩૧૫૭૩૦૯૩. ડી.બી. કોર્પ લિમિટેડ, પ્લોટ નં. ૨૮૦, સરખેજ-ગાંધીનગર હાઈવે, વાયએમસીએ ક્લબ નજીક, મકરબા, અમદાવાદ, ગુજરાત - ૩૮૦૦૫૧. ટેલી.: (૦૨૨) ૩૧૫૭ ૭૦૦૦ અથવા મોકલો ઈ-મેલ: dbcs@dbcorp.in
પોસ્ટલ મતપત્રનું પરિણામ બોર્ડ ઓફ ડાયરેક્ટર્સના કોઈપણ અધિકૃત ડાયરેક્ટર દ્વારા શનિવાર, જુલાઈ ૭, ૨૦૧૮ના સાંજે પાંચ પહેલા અથવા સુધીમાં જાહેર થશે અને તે જ દિવસે સ્ટોક એક્સચેન્જ તેમજ કંપનીની વેબસાઈટ www.bhaskarnet.com ઉપર જોવા મળશે.

ડી.બી.કોર્પ લિ. વતી
સહી/-
અનિતા ગોખલે, કંપની સેક્રેટરી
મુંબઈ
જુન ૬, ૨૦૧૮







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@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

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@dbcorp.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, 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

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

For Gupta Mittal & Co
Firm Registration Number: FRN009973C

Chartered Accountants

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

Postal Ballot Form

(To be returned to Scrutinizer appointed by the Company)

Serial No.:

1. Name(s) of Shareholder (s) (including Joint-holders, if any) :

2. Registered address of the Sole/First named Shareholder :

3. Registered Folio No./DP ID No./Client Id No.* :

   (*Applicable to investors holding shares in demat form)

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated 1st June, 2018 by conveying my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description	No. of Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Approval for the buyback of the Equity Shares of the Company			

Place :

Date :

_____

Signature of the Shareholder(s)

--"----------"----------"----------"----------"----

Electronic Voting Particulars

EVSN (E- Voting Sequence Number)	USER ID	PASSWORD/PIN

Note: Please read the instructions printed overleaf carefully before exercising your vote.

Last date for receipt of Postal Ballot Forms by Scrutinizer is Friday, 6th July, 2018 (Till 5 p.m.).

INSTRUCTIONS:

1. A Shareholder(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
4. Consent must be accorded by placing a tick mark (√) in the appropriate column in the Ballot form. This Form should be completed and signed by the Shareholder(s) (as per the specimen signature registered/recorded with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
5. Duly completed Postal Ballot Form should reach the Company not later than **Friday, 6th July, 2018 at 5:00 p.m.** All Postal Ballot Forms received after this date will be strictly treated as if the reply from Shareholder(s) has not been received.
6. A Shareholder may request for a duplicate Postal Ballot Form, if so required by sending an email to dbcs@dbcorp.in. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than **Friday, 6th July, 2018 at 5:00 p.m.**
7. There will be only one Postal Ballot Form for every folio / Client ID irrespective of the number of joint Shareholder(s).
8. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority Letter.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Friday, 1st June, 2018.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, in as much as, all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot will be posted on the website of the Company **www.bhaskarnet.com**.
14. **The Company is pleased to offer remote e-voting facility as an alternate for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote E-voting is optional. The detailed procedure is appended to the Notes to the Postal Ballot Notice.**