DB Corp Ltd

July 7, 2018

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

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

Dear Sir / Madam,

Sub: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Submission of voting results – Special Resolution passed by Postal Ballot

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

This is furtherance to our letter dated June 7, 2018 informing you of dispatch of Notice of Postal Ballot to the members of D. B. Corp Ltd. (the Company) seeking their approval through Special Resolution for the buyback by the Company of up to 92,00,000 fully paid-up equity shares of face value of Rs. 10/- each at a price of Rs. 340/- per equity share from all the members of the Company, as on the record date, on a proportionate basis through the tender offer route.

Post closing of the voting period for the aforementioned postal ballot process on July 6, 2018, the scrutinizer Mr. Makarand M. Joshi has submitted his report on the results of Postal Ballot (including E-voting) on July 6, 2018.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we would like to inform you that the special resolution as aforesaid has been passed with requisite majority by the members of the Company.

The details of voting results in the format specified under Listing Regulations and scrutinizer report are enclosed.

This information is also being made available on the website of the Company i.e. www.bhaskarnet.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **D. B. Corp Limited**

D. B. CORP LTD.

Anita Gokhale
Company Secretary & Compliance Officer
Encl.: As above

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

Format for Voting Results

Date of the Postal Ballot	Notice dated June 1, 2018 (Voting start date: June 7, 2018 at 09:00 a.m. Voting end date: July 6, 2018 at 5:00 p.m.)
Total number of shareholders on cut-off date (1st June, 2018)	25,701
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group: Public:	N.A.

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

1. **Approval for the Buyback of Equity Shares of the Company:**

Resolution required: (Ordinary / Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes (to the extent of their shareholding)

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	12,84,89,737	12,83,89,736	99.92	12,83,89,736	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (A)		**12,83,89,736**	**99.92**	**12,83,89,736**	**0**	**100.00**	**0.00**
Public – Institutions	E-Voting	3,83,85,040	27,422,324	71.44	2,70,78,681	3,43,643	98.75	1.25
	Postal Ballot		0	0	0	0	0.00	0.00
	Total (B)		**27,422,324**	**71.44**	**2,70,78,681**	**3,43,643**	**98.75**	**1.25**
Public- Non Institutions	E-Voting	17,173,620	57,54,816	33.51	57,53,533	1,283	99.98	0.02
	Postal Ballot		2,377	0.01	2,377	0	100.00	0.00
	Total (C)		**57,57,193**	**33.52**	**57,55,910**	**1,283**	**99.98**	**0.02**
Grand Total (A+B+C)		**18,40,48,397**	**16,15,69,253**	**87.79**	**16,12,24,327**	**3,44,926**	**99.79**	**0.21**

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

D.B. CORP. LTD.

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

For **D. B. CORP LIMITED**

Anita Gokhale
Company Secretary

Date: July 7, 2018
Place: Mumbai

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MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Combined Scrutinizer Report on Voting through Postal Ballot and Remote E-voting

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

Sir,

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

Pursuant to the resolution passed by the Board of Directors of **D.B. Corp Limited** (hereinafter referred as "the Company") on 26th May, 2018 I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot process in respect of the Special Resolution set out in the Postal Ballot Notice dated 1stJune, 2018 ("**Notice**").

A. Member's approval was sought on the Special Business i.e. Approval for the Buyback of Equity shares of the Company.

B. As required under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company completed dispatch of Notice along explanatory statement and postal ballot form on 6thJune, 2018.

C. The voting period commenced on 7th June, 2018 (9:00 a.m. IST) and ended on 6th July, 2018 (5:00 p.m. IST) for voting through physical postal ballot form as well as through e-voting.

D. The remote e-voting facility was provided by Karvy Computershare Private Limited.

E. Particulars of postal ballot forms received including the votes cast through remote e-voting have been entered in the Registerseparately maintained for the purpose.

F. The physical postal ballot forms were kept under safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

G. The e-voting were unblocked at 5:00 p.m. on6th July, 2018 and the e-voting summary statement was downloaded from e-voting website of Karvy.

H. All ballot forms received/ votes cast up to 5:00 p.m. on 6th July, 2018 being the last date and time fixed by the Company for said purpose were considered for scrutiny.

I. I did not find any defaced or mutilated ballot form and allthe invalid postal ballot – forms were marked and segregated.

J. Result of the Postal Ballot (e-voting and voting through Postal Ballot Forms) is as under;
Resolution Item No. 1: <u>Special Resolution</u>

Approval for the Buyback of Equity shares of the Company:

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	128489737	128389736	99.92	128389736	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**128389736**	**99.92**	**128389736**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	38385040	27422324	71.44	27078681	343643	98.75	1.25
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**27422324**	**71.44**	**27078681**	**343643**	**98.75**	**1.25**
Public Non Institutions	E-Voting	17173620	5754816	33.51	5753533	1283	99.98	0.02
	Postal Ballot		2377	**0.01**	**2377**	**0**	**100.00**	**0.00**
	Total		**5757193**	**33.52**	**5755910**	**1283**	**99.98**	**0.02**
Total		**184048397**	**161569253**	**87.79**	**161224327**	**344926**	**99.79**	**0.21**

*No. of votes polled does not include'no. of votes invalid' and 'no. of votes abstain'
The aforesaid resolution was passed with the requisite majority.

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

Makarand M. Joshi
Partner
FCS No. 5533
CP No. 3662

Place: Mumbai
Date: 06.07.2018