



DB Corp Ltd

September 03, 2015

To

The Deputy Manager

(Listing – CRD)

BSE Limited

P J Tower, Dalal Street

Mumbai-400001

(Fax-022-22722037 / 39 / 61 / 41 / 3121)

The Manager

(Listing Department)

The National Stock Exchange of India

Bandra (East)

Mumbai-400051

(Fax : 022-26598237 / 38 / 8347 / 8348)

Re.: Submitting proceedings at the Annual General Meeting – Clause 31(d)

Ref.: BSE-Scrip Code: 533151 – SYMBOL: DBCORP

NSE- SYMBOL: DBCORP-Series: EQ

In terms of Clause 31(d), we send herewith certified true copy of the minutes of the 19th Annual General Meeting of D. B. Corp Ltd. held on 6th August, 2015 at Ahmedabad, duly signed by the Chairman of the meeting on 2nd September, 2015.

You are requested to take the same on record.

Thanking you,

Yours truly,

For D. B. Corp Limited



Anita Gokhale
Company Secretary



Encl: as above

दैनिक भास्कर

दिव्य भास्कर

दिल्ली मराठी

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DB DIGITAL



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HELD AT ON TIME

MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF D. B. CORP LIMITED HELD ON THURSDAY, 6TH AUGUST, 2015 FROM 2.30 P.M. TO 3.35 P.M. AT HOTEL PLANET LANDMARK, 139/1, AMLI-BOPAL ROAD, NR. ASHOK VATIKA, OFF S. G. ROAD, AHMEDABAD, GUJARAT – 380 051.

Present:

Mr. Pawan Agarwal

Dy. Managing Director & Member and
Authorised Representative of the Chairman of
the Stakeholders' Relationship Committee

Mr. Kailash Chandra Chowdhary

Director & Chairman of Audit Committee and
Nomination and Remuneration Committee**Also Present:**

Mr. Ashok Sodhani

Sr. AVP (Finance)

Mr. Rakesh Goswami

CGM (F & A)

Mr. Amit Doshi

COO – Gujarat

Ms. Anita Gokhale

Company Secretary

Members present:

58 Members holding 5,19,87,068 equity shares (including 17 Proxy holders and/or Members' Representations in terms of Section 113 of the Companies Act, 2013 representing 4,18,38,577 equity shares).

Quorum:

The requisite quorum was present at the meeting.

The Proxy Register, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the certificate from the Auditors regarding the ESOP schemes were placed on the table and were declared by the Chairman of the meeting to be open for inspection by any member during the course of the meeting.

1. Chairman:

Mr. Kailash Chandra Chowdhary requested Mr. Pawan Agarwal, Deputy Managing Director to take the Chair. He consented to the same and occupied the Chair.

The Chairman extended a warm welcome to the Members at the 19th Annual General Meeting.

The Chairman informed the members that due to pre-occupation, the other Directors of the Company could not attend the meeting. He also informed the members of the Company that the Company has exempted the Statutory Auditors and the Secretarial Auditor from attending the meeting.

The Chairman stated that the requisite quorum being present, the meeting could be commenced.

2. Notice and Auditors' Report:

With the consent of the members present, the notice convening the meeting was taken as read.

Ms. Anita Gokhale, Company Secretary read the Auditors' Report.



CHAIRMAN'S INITIALS

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For D. B. Corp. Ltd.


Company Secretary

HELD AT ON TIME

3. Chairman's Speech:

The Chairman of the Meeting, Mr. Pawan Agarwal thereafter addressed the members and briefed the members about the performance and operations of the Company for the Financial Year 2014-15 and its future plans.

The Chairman then declared that poll would be conducted for all the resolutions to enable all the shareholders to vote according to their shareholding. He further declared that CS Hitesh Buchi, Practising Company Secretary was appointed as Scrutinizer to scrutinize the poll process and votes cast on the poll. He also requested all the members present at the meeting to note that Ballot Papers were already given to all at the entrance of the meeting hall, which were to be used for voting on all the resolutions that were being placed before the meeting for approval. All were requested to cast vote on all the resolutions by putting a tick mark in the column of "assent" or in the column of "dissent" on the Ballot Paper as they feel appropriate and sign the Ballot Paper at the bottom and drop the signed Ballot Paper in the Ballot Box/s kept in the meeting hall once the voting was finished. In case of any doubt regarding voting through ballot paper, the members were requested to contact the Company Secretary.

ORDINARY BUSINESS**4. Approval of Accounts:**

The Chairman then placed before the meeting the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon for the Financial Year 2014-15 for consideration, approval and adoption by the Members of the Company. He then mentioned about the **Ordinary Resolution** for approval of the said accounts, which was as follows:

"RESOLVED THAT the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors of the Company thereon as circulated to the members be and are hereby received, approved and adopted."

The resolution was proposed by Mr. J. C. Modi and seconded by Mr. Kirtikumar J. Kansara, members of the Company to be passed as an **Ordinary Resolution**.

Before putting the resolution to vote, the Chairman opened the floor for discussion and invited the members to share their views / comments or raise queries.

Mr. Tejas Shah, member of the Company inquired about the details of the fixed assets sold or disposed off by the Company during the FY 2014-15. Responding to the query, Mr. Ashok Suthani, Sr. AVP (Finance) clarified that the fixed assets sold / disposed off during the year are in the nature of normal business course of the Company.

The Chairman then requested all the members present to cast their vote on the said resolution on the Ballot Paper already provided.

5. Declaration of Dividend:

The Chairman then took the next item on agenda which was declaration of Final Dividend of Rs. 4.25 per equity share and confirmation of the interim dividend of Rs. 3.50 per equity share already paid for the financial year ended 31st March, 2015.

He informed that the Board of Directors at its meeting held on 15th January, 2015 had declared an interim dividend of Rs. 3.50 per share i.e. 35% on every equity share of Rs. 10/- each and at the meeting held on 14th May, 2015 had recommended the final dividend of Rs. 4.25 per share i.e. 42.50% on every equity share of Rs. 10/- each for the financial year ended 31st March, 2015.

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For D. B. Corp. Ltd.

[Signature]

Company Secretary

[Signature]
CHAIRMAN'S INITIALS

HELD AT ON TIME

He then requested the Company Secretary to read the resolution which was as follows:

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the members be and is hereby accorded to the payment of Final Dividend @ 42.50% i.e. Rs. 4.25 per equity share of Rs. 10/- each for the year ended 31st March, 2015 and the same be paid to those members, whose names appear on the Register of Members of the Company at the end of business hours on 24th July, 2015.

RESOLVED FURTHER THAT the interim dividend @ 35% i.e. Rs. 3.50 per equity share declared and paid for the financial year ended 31st March, 2015 be and is hereby ratified and confirmed."

The resolution was proposed by Mr. J. C. Modi and seconded by Mr. Narendra Ambalal, members of the Company to be passed as an **Ordinary Resolution**.

The Chairman then requested all the members present to cast their vote on the said resolution on the Ballot Paper already provided.

Before taking next item of agenda, the Chairman informed that since he was interested in the next agenda item, he would vacate the chair. He requested Mr. K. C. Chowdhary to take the chair to which he consented.

6. To appoint a Director in place of Mr. Ramesh Chandra Agarwal, (holding DIN - 00051310), who retires by rotation and being eligible, offers himself for re-appointment:

The Chairman then took up the next item on the agenda and informed the members that Mr. Ramesh Chandra Agarwal, Director was to retire by rotation and being eligible had offered himself for re-appointment.

He then requested the Company Secretary to read the resolution which was as follows:

"RESOLVED THAT Mr. Ramesh Chandra Agarwal (holding DIN - 00051310), Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director liable to retire by rotation."

The resolution was proposed by Mr. A. J. Modi and seconded by Mr. Sonaji Kachhava, members of the Company to be passed as an **Ordinary Resolution**.

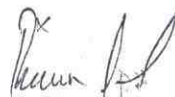
The Chairman then requested all the members present to cast their vote on the said resolution on the Ballot Paper already provided.

Mr. K. C. Chowdhary then requested Mr. Pawan Agarwal to resume the chair which Mr. Pawan Agarwal did.

7. Appointment of Statutory Auditors and fixing their remuneration:

Taking next item on the agenda, the Chairman informed that M/s. S. R. Batliboi & Associates LLP, Chartered Accountants and M/s. Gupta Navin K. & Co., Chartered Accountants hold office as the Joint Statutory Auditors of the Company only till the conclusion of this meeting and being eligible have offered themselves for re-appointment as Joint Statutory Auditors of the Company for the Financial Year 2015-16. It was recommended by the Board of Directors that they be appointed as Joint Statutory Auditors of the Company for the period from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

He then requested the Company Secretary to read the resolution which was as follows:



CHAIRMAN'S INITIALS

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For D. B. Corp. Ltd.



Company Secretary

HELD AT ON TIME

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai (Firm Registration No. 101049W) and M/s. Gupta Navin K. & Co., Chartered Accountants, Gwalior (Firm Registration No. 06263C), retiring Joint Statutory Auditors of the Company be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as may be mutually agreed between the Board of Directors or any Committee thereof and the Joint Statutory Auditors, including the manner of payment thereof."

The resolution was proposed by Mr. M. B. Shah and seconded by Mr. J. C. Modi, members of the Company to be passed as an **Ordinary Resolution**.

The Chairman then requested all the members present to cast their vote on the said resolution on the Ballot Paper already provided.

The Chairman then informed that those members who have cast their vote by way of electronic voting, need not vote again since their vote cast earlier has been registered. He requested to put tick mark in the appropriate column of "assent" or "dissent", sign the Ballot Paper and drop it in the Ballot Box/es placed in the meeting hall.

The Chairman further informed that the result of the polling done at the meeting and the e-voting done earlier would be combined and the final results on all the resolutions placed at the meeting would be uploaded on the website of the Company as prescribed under the Companies Act, 2013. Date of passing of these resolutions would be the date of the meeting, as prescribed under the Companies Act, 2013.

The Chairman then announced that the meeting stands concluded since all the business of the meeting had been transacted. He thanked the members for their active participation and the support.

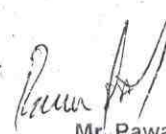
8. Vote of Thanks:

The Company Secretary Ms. Anita Gokhale thanked the Chairman and all the dignitaries present on the dais and all the members present at the meeting.

9. Report on voting:

Consolidated Report on voting on all resolutions placed at the meeting is annexed herewith as Annexure 1.

Place: Bhopal
Date: 02/09/2015



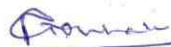
Mr. Pawan Agarwal
Chairman of the meeting
DIN: 00465092

C/o: D. B. Corp Limited, 501, 5th Floor,
Naman Corporate Link, Opp. Dena Bank,
C-31, G-Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051.

Date of entry in Minutes book:

Certified True Copy

For D. B. Corp. Ltd.



Company Secretary

CHAIRMAN'S INITIALS

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Annexure 1

Name of Scrutinizer: Mr. Hitesh D. Buch, Proprietor - Hitesh Buch & Associates.
Resolutions proposed: As per item no. 1 to item no. 4 of the Notice dated on 14th May, 2015.

Consolidated Result on Voting

Particulars	Number of votes contained in			Percentage
	Remote E-voting	Poll at the AGM	Total	
Item No. 1: Adoption of Audited Financial Statements (Standalone & Consolidated) for FY 2014-15				
Assent	160822172	1280679	162102851	100.00
Dissent	3	0	3	0.00
Abstain / Invalid	1329918	41	1329959	-
Total	162152093	1280720	163432813	100.00
Item No. 2: Declaration of Final Dividend and confirmation of Interim Dividend already paid				
Assent	162152090	1280679	163432769	100.00
Dissent	3	0	3	0.00
Abstain / Invalid	0	41	41	-
Total	162152093	1280720	163432813	100.00
Item No. 3: Re-appointment of Mr. Ramesh Chandra Agarwal as a Director retiring by rotation				
Assent	159237893	1280679	160518572	99.02
Dissent	1584282	0	1584282	0.98
Abstain / Invalid	1329918	41	1329959	-
Total	162152093	1280720	163432813	100.00
Item No. 4: Re-Appointment of Statutory Auditors for FY 2015-16 and fixing their remuneration				
Assent	162152090	1280669	163432759	100.00
Dissent	3	10	13	0.00
Abstain / Invalid	0	41	41	-
Total	162152093	1280720	163432813	100.00

As per the Combined Report on E-voting and Poll given by the Scrutinizer, all the resolutions contained in item no. 1 to item no. 4 of the Notice dated on 14th May, 2015 have been passed with requisite majority.

[Signature]
Certified True Copy

For D. B. Corp. Ltd.

[Signature]
Company Secretary

x *[Signature]*
CHAIRMAN'S INITIALS