DB Corp Ltd

August 14, 2018

The Manager
(Listing – CRD)
BSE Limited
Dalal Street,
Mumbai-400001.
(Fax: 022-22722037/39/61/41/3121)

The Manager
(Listing Department)
The National Stock Exchange of India Ltd.
Bandra (East),
Mumbai-400051.
(Fax : 022-26598237/38/8347/8348)

Dear Sir / Madam,

Sub.: Notice of 22nd Annual General Meeting of D. B. Corp Limited to be held on Tuesday, 11th September, 2018

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

We wish to inform you that the 22nd Annual General Meeting of the members of the Company will be held on Tuesday, 11th September, 2018 at Hotel Planet Landmark, 139/1, Amli-Bopal Road, Nr. Ashok Vatika, off. S. G. Road, Ahmedabad, Gujarat – 380 051 at 2.30 p.m., to transact the businesses mentioned in the Notice being issued for the same.

In this regard, we enclose herewith the Notice convening the 22nd Annual General Meeting of the Company.

We request you to kindly treat the above said as disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking you.

Yours faithfully,

For **D. B. Corp Limited**

Anita Gokhale
Company Secretary

D. B. CORP. LTD.

Encl: as above

D. B. CORP LIMITED

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of D. B. Corp Limited will be held on Tuesday, 11th September, 2018 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amli-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380 051 to transact the following business:

ORDINARY BUSINESS:

Item no. 1: Adoption of financial statements

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

Item no. 2: To declare Final Dividend

To declare Final Dividend of Re. 1 per equity share for the financial year 2017-18

Item no. 3: Appointment of Director liable to retire by rotation

To appoint a Director in place of Mr. Pawan Agarwal (DIN - 00465092) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item no. 4: Ratification of Cost Auditor's remuneration

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) who are appointed as Cost Auditors to audit the cost accounting records maintained by the Company in relation to its radio business for the FY 2018-19 be paid a remuneration of Rs. 25,000/- p.a. plus applicable taxes in connection with cost audit for FY 2018-19."

Item no. 5: To approve the re-appointment of Mr. Pawan Agarwal as Deputy Managing Director of the Company with remuneration, for a term of 5 years

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a**n Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 the consent of the Company be and is hereby accorded to the re-appointment of Mr. Pawan Agarwal (DIN - 00465092) as the "Deputy Managing Director" of the Company for a period of five years effective from 31st July, 2018 up to 30th July 2023 on total remuneration of Rs 1,00,00,000/- (Rupees One Crore only) p.a. as detailed below:

Particulars	Amount in Rs.
Basic Pay (Annual)	1,00,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

RESOLVED FURTHER THAT his office be and is hereby liable to determination by rotational retirement of directors in terms of Section 152 of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary his terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, as may be agreed to by the Board of Directors and Mr. Pawan Agarwal;

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Deputy Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Deputy Managing Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient."

Item no. 6: Revision in the remuneration payable to Mr. Sudhir Agarwal, Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of Resolution No. 5 passed at the 20th Annual General Meeting of the Company held on 17th August, 2016 for the appointment and terms of remuneration of Mr. Sudhir Agarwal (DIN: 00051407), Managing Director of the Company and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") along with the rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, and as per the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and upon recommendation of the Audit Committee and Nomination and Remuneration Committee of the Board, approval of the members of the Company be and is hereby accorded for increase in the remuneration of Mr. Sudhir Agarwal from Rs. 90,00,000/- (Rupees Ninety Lakh only) to Rs. 1,50,00,000/- (Rupees One Crore and Fifty Lakh only) per annum as detailed below, with effect from 1st October, 2018 for the remainder of the tenure of his present term:

Particulars	Amount in Rs.
Basic Pay (Annual)	1,50,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

RESOLVED FURTHER THAT the other terms and conditions of his appointment remain unchanged;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary and amend his terms of appointment within the overall limits specified under the Act and the rules framed thereunder, as may be agreed to by the Board of Directors and Mr. Sudhir Agarwal;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Sudhir Agarwal as aforesaid, the remuneration as approved pursuant to this resolution be paid to Mr. Sudhir Agarwal as minimum remuneration, subject to provisions of Schedule V to the Act;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all the Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related thereto, as may be necessary, proper, desirable or expedient."

Item no. 7: To consider the re-appointment of Mr. Piyush Pandey, Independent Director for a further term of two years

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 (10) and 152 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. Piyush Pandey (DIN - 00114673), Independent Director of the Company, who is due to vacate his office on 31st December 2018 and being eligible for re-appointment for a second consecutive term in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director to hold office for a second consecutive term of two years effective from 1st January, 2019 up to 31st December, 2020."

Item no. 8: To consider the re-appointment of Mr. Harish Bijoor, Independent Director for a further term of two years

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 (10) and 152 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. Harish Bijoor (DIN - 01640485), Independent Director of the Company, who is due to vacate his office on 31st December 2018 and being eligible for re-appointment for a second consecutive term in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director to hold office for a second consecutive term of two years effective from 1st January, 2019 up to 31st December, 2020."

Item no. 9: To consider the re-appointment of Mr. Ashwani Kumar Singhal, Independent Director for a further term of five years

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 (10) and 152 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, Mr. Ashwani Kumar Singhal (DIN - 01973769), Independent Director of the Company, who is due to vacate his office on 31st December 2018 and being eligible for re-appointment for a second consecutive term in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member of the Company proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director to hold office for a second consecutive term of five years effective from 1st January, 2019 up to 31st December, 2023."

By order of the Board of Directors
For **D. B. Corp Limited**

Place : Mumbai
Date : 19th July, 2018

Anita Gokhale
Company Secretary
Membership No. F4836

Registered Office:
Plot No. 280, Sarkhej Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380 051CIN: L22210GJ1995PLC047208 |
Website: www.bhaskarnet.com | Email: dbcs@dbcorp.in

DB Corp Ltd

Notes:

1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf.

Members / Proxies are requested to bring duly-filled Attendance Slip along with their copy of Annual Report to the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

2) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention to inspect is given to the Company.

3) Members who hold shares in electronic form are requested to mention their DP ID nd Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the AGM.

4) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 4th September, 2018 to Tuesday, 11th September, 2018 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the meeting.

Dividend on equity shares, if declared at the meeting, shall be paid to those members who hold shares:

i. In physical mode, if their names appear in the Register of Members after giving effect to valid share transfers in physical form lodged with the Registrar and Share Transfer Agent on or before the close of business hours on Monday, 3rd September, 2018.

ii. In dematerialized mode, as per the list of beneficial owners furnished by NSDL/ CDSL, as at the close of business hours on Monday, 3rd September, 2018.

5) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts are used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents viz. Karvy Computershare Private Limited ('Karvy' / 'RTA') cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to the Depository Participant.

Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.

For any assistance regarding share transfers, transmissions, change of address or bank mandates, non-receipt of dividends, duplicate / missing share certificates and other relevant matters, the Registrar and Transfer Agents of the Company may be contacted at the following address:

M/s. Karvy Computershare Pvt. Ltd. (Unit: D. B. Corp Limited)
Address: Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032.

Tel No. : 040 - 6716 2222 | **Fax No.** : 040 - 2300 1153
E-mail : einward.ris@karvy.com | **Contact Person**: Mr. U. S. Singh

6) Pursuant to the provisions of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations') and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Director/s of the Company seeking re-appointment along with details of other Directorships, memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Explanatory Statement appended to this Notice.

7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the members at the AGM.

8) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.

9) A certificate from the Auditors of the Company certifying that the Employees Stock Option Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution/s passed by the shareholders at General Meeting/s will be available for inspection by the members at the AGM.

10) The members are requested to note that pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, all dividends remaining unclaimed / unpaid for a period of seven years from the date they became due for payment will be transferred to the Investor Education and Protection Fund ('IEPF'). Please note that no claim shall be entertained against the Company for the amounts so transferred.

Also, as per Section 124(6) of the Act read with the IEPF Rules, as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Suspense Account. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

Hence, members are requested to claim dividend/s, in case it remains unclaimed so far. They are requested to correspond with the RTA or the Company Secretary at Corporate Office of the Company.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amount lying with Companies) Rules, 2012, the Company has uploaded the information in respect of the unclaimed dividends, as on the date of last AGM i.e. 4th September, 2017, on the website of the IEPF viz. www.iepf.gov.in and on the website of the Company viz. www.bhaskarnet.com. Shareholders may refer the same for information pertaining to their unclaimed dividends.

Further, the Company has also uploaded the information in respect of the shareholders whose shares were due for transfer to the IEPF Suspense Account and to whom the Company has sent reminders regarding the same and of those whose shares have already been transferred to IEPF on their respective due dates.

11) The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has specifically requested for a physical copy of the same.

To support the 'Green Initiative', the Members who have not yet registered their e-mail addresses are requested to register the same with RTA / Depositories. Members, who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in hard form in this regard to the RTA or the Company.

12) In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to provide the e-voting facility to its Members holding shares in physical or dematerialized form, as on the cut-off date, being Tuesday, 4th September, 2018, to exercise their right to vote by electronic means on any or all businesses specified in the Notice (the 'remote e-voting'). The remote e-voting commences on Friday, 7th September, 2018 (at 9:00 a.m.) and ends on Monday, 10th September, 2018 (at 5:00 p.m.). Details of the process and manner of remote e-voting along with the User ID and Password are being sent to all the Members along with a copy of this Notice by way of 'Annexure' forming part of the Notice.

13) In terms of the Companies (Management and Administration) Rules, 2014 (as amended) with respect to the voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM through physical ballot for any or all businesses specified in the accompanying Notice. The Members who exercise their right to vote by remote e-voting may attend the AGM but cannot vote at the AGM. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date being Tuesday, 4th September, 2018.

14) The results of voting on the resolutions placed before the AGM shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.

15) The results of voting will be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Company (www.bhaskarnet.com) and on Service Provider's website (https://evoting.karvy.com) and the same shall also be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

By order of the Board of Directors
For **D. B. Corp Limited**

Place: Mumbai
Date: 19th July, 2018

Anita Gokhale
Company Secretary
Membership No. F4836

Registered Office:

Plot No. 280, Sarkhej Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380 051
CIN: L22210GJ1995PLC047208
Website: www.bhaskarnet.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE

Item No. 4:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the Company is required to have the audit of cost accounting records in relation to its radio business by a cost accountant in practice. The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K. G. Goyal & Associates (Firm Registration No. 000024) as the Cost Auditor of the Company to conduct the audit of its cost records for the F.Y. 2018-19 at the remuneration detailed below:

Sr. No.	Name of Cost Auditor	Financial Year	Audit Fees
1	M/s. K. G. Goyal & Associates	2018-19	Rs. 25,000/- plus taxes

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no.3 of the notice for ratification of the remuneration payable to the Cost Auditor for the F.Y. 2018-19.

The Board recommends the **Ordinary Resolution** set out at item no. 4 of the notice for approval by the members. None of the Directors or Key Managerial Personnel (KMP) or their relatives is concerned or interested (financially or otherwise) in the resolution.

Item Nos. 3 and 5:

At the Annual General Meeting ("AGM") of the Company held on 24th July, 2014, Mr. Pawan Agarwal was appointed as the Deputy Managing Director of the Company for a term of 5 years w.e.f. 31st July, 2013 up to 30th July, 2018 at a remuneration of Rs. 45 Lakh p.a. Further at the AGM of the Company held on 17th August, 2017, Mr. Pawan Agarwal's remuneration was increased to Rs. 60 Lakh p.a.

The Board had at their meeting held on 16th May, 2018 recommended that Mr. Pawan Agarwal be re-appointed as the Deputy Managing Director of the Company for a further term of 5 years w.e.f. 31st July, 2018 up to 30th July 2023; at the revised remuneration of Rs. 1 Crore p.a. as detailed below. The same was recommended to the Board by the Audit Committee and the Nomination and Remuneration Committee at their respective meetings. Further, Mr. Pawan Agarwal's directorial position in the Company shall be liable for retirement by rotation.

Remuneration:

Basic Pay (Annual)	Rs. 1,00,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

The remuneration to be paid to Mr. Pawan Agarwal is proportionate with the existing business benchmarks for the same and is within the maximum limits as laid down under the Act read with Schedule V, as amended up to date. Mr. Pawan Agarwal satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 ("Act") for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Brief resume of Mr. Pawan Agarwal, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings are provided here below.

None of the directors or key managerial personnel or their relatives is interested or concerned (financially or otherwise) in the resolutions set out at Item Nos. 3 and 5, to the exception of Mr. Pawan Agarwal himself and Mr. Sudhir Agarwal and Mr. Girish Agarwal, relatives of Mr. Pawan Agarwal.

The Board recommends the **Ordinary Resolution** set out at Item Nos. 3 and 5 of the Notice for approval by the members.

Brief resume of Director/s seeking appointment / re-appointment:

Pursuant to the provisions of SEBI (LODR) Regulations and Secretarial Standards on General Meetings, relevant particulars of Directors seeking appointment/ re-appointment at this AGM are given here below:

Name of the Director	**Mr. Pawan Agarwal**
DIN	00465092
Date of Birth / Age	31st July, 1974 / 43 years
Date of original appointment	10th December, 2005
Terms and conditions of appointment	To be appointed as Deputy Managing Director, whose directorship shall be liable to retirement by rotation, as well.
Areas of Expertise	Mr. Pawan Agarwal has been on the board since December 2005. He holds a Bachelor's degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He provides direction to production and the information technology strategy department. Besides, he drives / guides radio and Digital Media business of the Group. He has been awarded by the Prime Minister for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia-Pacific, 2010.
Educational Qualifications	Bachelor's Degree in Industrial Engineering, USA
Companies in which he holds Directorship	1. Regency Agro Products Private Limited 2. Shourya Diamonds Limited 3. I Media Corp Limited 4. India Interactive Technologies Limited 5. D B Power Limited 6. D. B. Corp Limited 7. DB Power (Chhattisgarh) Limited 8. DB Power (Madhya Pradesh) Limited 9. Bhaskar News Media Limited 10. Delight Minings Private Limited 11. Dynamic Infraventure Private Limited 12. Diliigent Power Private Limited 13. D B Microfinance Private Limited 14. Bhaskar Industries Private Limited 15. Diligent Pinkcity Center Private Limited 16. JGB Builders Private Limited 17. Writers And Publishers Private Limited 18. Decore Thermal Power Private Limited 19. DB Consolidated Private Limited *(formerly known as Peacock Trading & Investments Private Limited)*
Other listed Companies in which he holds Directorship	Nil
Membership/ Chairmanship of Board Committees	**Chairmanship:** **D B Power Limited:** 1. Corporate Social Responsibility Committee 2. Nomination and Remuneration Committee **Diliigent Power Private Limited:** 1. Corporate Social Responsibility Committee **Membership:** **D. B. Corp Limited:** 1. Executive Committee 2. Compensation Committee 3. Stakeholders Relationship Committee 4. Corporate Social Responsibility Committee
Shareholding	82,69,321 equity shares
Relationship with other Directors and KMPs	Mr. Pawan Agarwal is the brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal. Except the aforesaid, none of the other Directors or KMPs is related to Mr. Pawan Agarwal.
No. of board meetings attended during FY 2017-18	3
Remuneration sought to be paid	Rs. 1,00,00,000/- p.a.
Remuneration last paid	Rs. 60,00,000/- p.a.

Item No. 6:

At the 20th AGM of the Company held on 17th August, 2016, the members had approved the appointment and terms of remuneration of Mr. Sudhir Agarwal as the Managing Director of the Company for a period of five years effective from 1st January, 2017 up to 31st December, 2021, with authority to the Board to amend his terms of appointment and remuneration within the limits specified under Schedule V to the Act.

Considering Mr. Sudhir Agarwal's commanding leadership and invaluable contribution towards the remarkable growth of the Company, it is proposed to revise the remuneration payable to Mr. Sudhir Agarwal from Rs. 90,00,000/- p.a. to Rs. 1,50,00,000/- p.a. (as detailed below), with effect from 1st October, 2018 for the remainder of his term, subject to the approval of the Members of the Company.

Remuneration:

Basic Pay (Annual)	Rs. 1,50,00,000/-
Perquisites, Bonus, Commission & other allowances	Nil

The proposed revision in terms of remuneration is also approved by the Audit Committee and Nomination and Remuneration Committee at their respective meetings held on 19th July, 2018. The remuneration paid to Mr. Sudhir Agarwal is proportionate with the existing business benchmarks for the same and is within the maximum limits as laid down under the Act read with Schedule V, as amended up to date. All other terms and conditions of appointment of Mr. Sudhir Agarwal as Managing Director of the Company, as approved at the AGM of the Company held on 17th August, 2016, remain unchanged.

In compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, the revised terms of remuneration of Mr. Sudhir Agarwal is now being placed before the members for their approval.

None of the directors or key managerial personnel or their relatives is interested or concerned (financially or otherwise) in this resolution, to the exception of Mr. Sudhir Agarwal himself and Mr. Pawan Agarwal and Mr. Girish Agarwal, relatives of Mr. Sudhir Agarwal.

The Board recommends the **Ordinary Resolution** set out at Item No. 6 of the Notice for approval by the members.

Item No. 7:

The 5 year tenure of office of Independent Director of Mr. Piyush Pandey (DIN - 00114673) who was appointed as an Independent Director at the Annual General Meeting of the Company held on 24th July, 2014 shall expire on 31st December, 2018. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five years on the Board of a Company, but shall be eligible for re-appointment for second term on passing a special resolution by the Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of the rich experience and continued valuable guidance provided by Mr. Piyush Pandey to the Management, it is proposed to re-appoint Mr. Piyush Pandey for second term as an Independent Director on the Board for two years w.e.f. 1st January, 2019 up to 31st December, 2020. Mr. Piyush Pandey fulfills all the conditions of eligibility for appointment mentioned in the Companies Act, 2013 and is independent of the management.

The Board had at its meeting held on 16th May, 2018 recommended the re-appointment of Mr. Piyush Pandey as an Independent Director of the Company for a second consecutive term of 2 years. The same has been recommended by the Nomination and Remuneration Committee based on the skills, experience, knowledge and outcome of performance evaluation conducted for the director and also his individual choice.

Except Mr. Piyush Pandey, none of the other Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested (financially or otherwise) in the Resolution.

Brief resume of Mr. Piyush Pandey, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors' inter-se as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings are provided here below:

Name of the Director	**Mr. Piyush Pandey (DIN: 00114673)**
Date of Birth	5th September, 1955
Date of Appointment	28th November, 2007
Areas of Expertise	Mr. Piyush Pandey (63 years) is the non-executive independent Director of the Company. He has been on the Board of the Company since November 28, 2007. He has over 35 years of experience in advertising, all with Ogilvy and Mather India. He is the only Indian to have won three Grand Prizes at the London International Advertising Awards. He was awarded the Clio Lifetime Achievement Award in 2012 and the Padmashri in 2016 in recognition of his distinguished service in the field of advertising and communication – the first Indian to be awarded in this field. He published his first book 'Pandeymonium' in 2015. Mr. Piyush Pandey has been awarded the Lion of St. Mark at the International Festival of Creativity at Cannes 2018.
Educational Qualifications	Master's Degree in Arts
Companies in which he holds Directorship	1. D. B. Corp Limited 2. Ogilvy & Mather Private Limited 3. Brand David Communications Private Limited 4. Soho Square Advertising & Marketing Communications Private Limited 5. Quintessentially Lifestyle Services (India) Private Limited 6. Pidilite Industries Limited
Membership/Chairmanship of Board Committees	Compensation Committee – Member Audit Committee – Member
Shareholding	NIL
Relationship with other Directors and KMPs	NIL
Remuneration sought to be paid	The Company does not pay any remuneration to its Independent Directors

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the members.

Item No. 8:

The 5 year tenure of office of Independent Director of Mr. Harish Bijoor (DIN - 01640485) who was appointed as an Independent Director at the Annual General Meeting of the Company held on 24th July, 2014 shall expire on 31st December, 2018. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five years on the Board of a Company, but shall be eligible for re-appointment for second term on passing a special resolution by the Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of the rich experience and continued valuable guidance provided by Mr. Harish Bijoor to the Management, it is proposed to re-appoint Mr. Harish Bijoor for second term as an Independent Director on the Board for two years w.e.f. 1st January, 2019 up to 31st December, 2020. Mr. Harish Bijoor fulfills all the conditions of eligibility for appointment mentioned in the Companies Act, 2013 and is independent of the management.

The Board had at its meeting held on 16th May, 2018 recommended the re-appointment of Mr. Harish Bijoor as an Independent Director of the Company for a second consecutive term of 2 years. The same has been recommended by the Nomination and Remuneration Committee based on the skills, experience, knowledge and outcome of performance evaluation conducted for the director and also his individual choice.

Except Mr. Harish Bijoor, none of the other Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested (financially or otherwise) in the Resolution.

Brief resume of Mr. Harish Bijoor, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings are provided here below:

Name of the Director	**Mr. Harish Bijoor (DIN: 01640485)**
Date of Birth	3rd June, 1961
Date of Appointment	28th November, 2007
Areas of Expertise	Mr. Harish Bijoor started his career with Hindustan Lever Limited (formerly known as Brooke Bond Lipton India Limited). Currently, he is a brand-thinker and practitioner operating out of Bengaluru, India. He runs a unique boutique-consulting outfit branded 'Harish Bijoor Consults Inc'. Mr. Harish Bijoor has spent his career across the aggressive realms of FMCG, Telecom and Consumer Durables. He has also served at Zip Telecom Ltd. and Tata Coffee Limited in varied roles in the senior management. He is an active member of different coffee forums including the Coffee Board of India. Besides, he was an active member of the sub-committee on plantations of the Planning Commission.
Educational Qualifications	Masters in Political Science
Companies in which he holds Directorship	D. B. Corp Limited
Membership/ Chairmanship of Board Committees	NIL
Shareholding	NIL
Relationship with other Directors and KMPs	NIL
Remuneration sought to be paid	The Company does not pay any remuneration to its Independent Directors

The Board recommends the **Special Resolution** set out at Item No.8 of the Notice for approval by the members.

Item no. 9:

The 5 year tenure of office of Independent Director of Mr. Ashwani Kumar Singhal (DIN - 01973769) who was appointed as an Independent Director at the Annual General Meeting of the Company held on 24th July, 2014 shall expire on 31st December, 2018. As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five years on the Board of a Company, but shall be eligible for re-appointment for a second term on passing a special resolution by the Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of the rich experience and continued valuable guidance provided by Mr. Ashwani Kumar Singhal to the Management, it is proposed to re-appoint Mr. Ashwani Kumar Singhal for second term as an Independent Director on the Board for five years w.e.f. 1st January, 2019 up to 31st December, 2023. Mr. Ashwani Kumar Singhal fulfills all the conditions of eligibility for appointment mentioned in the Companies Act, 2013 and is independent of the management.

The Board had at its meeting held on 16th May, 2018 recommended the re-appointment of Mr. Ashwani Kumar Singhal as an Independent Director of the Company for a second consecutive term of 5 years. The same has been recommended by the Nomination and Remuneration Committee based on the skills, experience, knowledge and outcome of performance evaluation conducted for the director and also his individual choice.

Except Mr. Ashwani Kumar Singhal, none of the other Directors or Key Managerial Personnel of the Company including their relatives is, in anyway concerned or interested (financially or otherwise) in the Resolution.

Brief resume of Mr. Ashwani Kumar Singhal, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings are provided here below:

Name of the Director	**Mr. Ashwani Kumar Singhal (DIN 01973769)**
Date of Birth	31st October, 1961
Date of Appointment	28th November, 2007

Areas of Expertise	Mr. Ashwani Kumar Singhal has been on the Board of the Company since November 2007. He has over 30 years of experience in non-ferrous metallurgical industry and is presently handling the global sourcing of raw materials for his business in manufacture of Aluminum Deox & Ferro Aluminum for the steel industry. He is the founder-director of the Metal Recycling Association of India and has served as the District Chairperson - Sight First Coordinator of 'The International Association of Lions Clubs District 323 A3' Mumbai, India, 2015-16.
Educational Qualifications	Bachelor's Degree in Commerce (Hons)
Companies in which he holds Directorship	1. D. B. Corp Limited 2. D B Power Limited 3. DB Power (Madhya Pradesh) Limited
Membership/ Chairmanship of Board Committees	**1. <u>D. B. Corp Limited:</u>** Audit Committee - Chairman Nomination & Remuneration Committee - Chairman Compensation Committee - Chairman Corporate Social Responsibility Committee - Chairman **2. <u>D B Power Limited:</u>** Audit Committee – Member Nomination & Remuneration Committee – Member **3. <u>DB Power (Madhya Pradesh) Limited:</u>** Audit Committee – Member Nomination & Remuneration Committee– Member

Shareholding	NIL
Relationship with other Directors and KMPs	NIL
Remuneration sought to be paid	The Company does not pay any remuneration to its Independent Directors

The Board recommends the **Special Resolution** set out at Item No.9 of the Notice for approval by the members.

By order of the Board of Directors
For **D. B. Corp Limited**

Place: Mumbai
Date: 19th July, 2018

Anita Gokhale
Company Secretary
Membership No. F4836

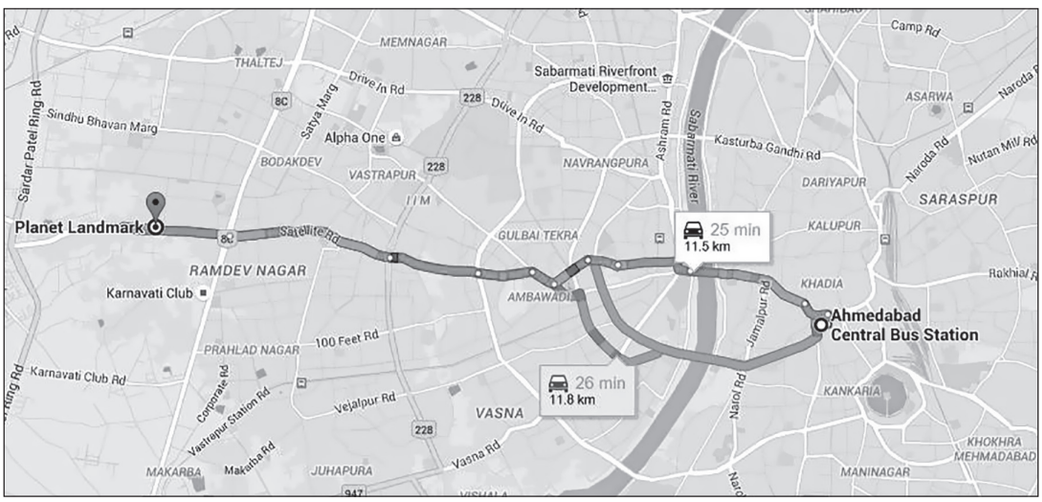
Registered Office:
Plot No. 280, Sarkhej Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380 051
CIN: L22210GJ1995PLC047208 | Website: www.bhaskarnet.com

ROUTE MAP / DIRECTION TO REACH THE AGM VENUE

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

ROAD MAP: AHMEDABAD RAILWAY STATION TO HOTEL PLANET LANDMARK

ROAD MAP: AHMEDABAD CENTRAL BUS STATION TO HOTEL PLANET LANDMARK



DB Corp Ltd

D. B. CORP LIMITED

Regd. Office: Plot No. 280, Sarkhej – Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380051.
CIN: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): _____ E-mail Id: _____

Registered address: _____

Folio No. / Client Id*: _____ DP ID* _____

** Applicable to members holding shares in electronic form.*

I/We, being the member (s) of _____shares of the above named Company, hereby appoint

1. Name: _____ Address: _____

E-mail Id: _____ Signature:_____or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature:_____or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature:_____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company to be held on Tuesday, 11th September, 2018 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amli-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		**Optional ***	
Ordinary Business		**For**	**Against**
1.	Adoption of standalone and consolidated financial statements for the year ended March 31, 2018		
2.	To declare Final Dividend of Re. 1 per equity share for the financial year 2017-18		
3.	Appointment of Mr. Pawan Agarwal as a Director retiring by rotation		
Special Business			
4.	To pass ordinary resolution for ratification of Cost Auditor's remuneration		
5.	To pass ordinary resolution for re-appointment of Mr. Pawan Agarwal as Deputy Managing Director of the Company with remuneration, for a term of 5 years		
6.	To pass ordinary resolution to revise the remuneration payable to Mr. Sudhir Agarwal, Managing Director of the Company		
7.	To pass special resolution for re-appointment of Mr. Piyush Pandey as an Independent Director		
8.	To pass special resolution for re-appointment of Mr. Harish Bijoor an Independent Director		
9.	To pass special resolution for re-appointment of Mr. Ashwani Kumar Singhal as an Independent Director		

** it is optional to put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.*

Affix Re.1/- Revenue Stamp Here

Signed this _____day of _____2018.

_____ Signature of shareholder

_____ Signature of Proxy holder(s)

Notes:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

D. B. CORP LIMITED

Regd. Office: Plot No. 280, Sarkhej – Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380051.
CIN: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com

Despatch of Annual Report and other documents through Electronic mode

Dear Members,

As you may be aware that the Companies Act, 2013 ('Act') supports 'Green Initiative in Corporate Governance' by recognizing paperless compliances by companies through electronic mode. Under the Act, companies can now send documents and other notices to shareholders through electronic mode.

In the spirit of the same, the Annual Report for the financial year ended 31st March, 2018 and the Notice convening the 22nd Annual General Meeting is being sent in electronic mode to all shareholders who have registered their e-mail address with the Depositories / Company. The said Annual Report along with the Notice is also available on the Company's website www.bhaskarnet.com.

To all those members who have not yet registered their e-mail addresses, we once again appeal to register the same and opt for electronic delivery and contribute your small share to the noble cause of 'Green Initiative'.

If you wish to receive shareholders' communications through electronic mode, please fill the details in the form given overleaf and send it to the Company's Registrar and Transfer Agents viz. Karvy Computershare Pvt. Ltd. (Unit: D. B. Corp Limited), at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 or by way of email to dbcs@dbcorp.in.

We are sure that you would appreciate the 'Green Initiative' and your Company's desire to participate in such initiatives.

For D. B. Corp Limited

Place: Mumbai
Date: 19th July, 2018

Anita Gokhale
Company Secretary
Membership No. F4836

ATTENDANCE SLIP

D. B. CORP LIMITED

Regd. Office: Plot No. 280, Sarkhej – Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380051.
CIN: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com

22nd ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

	Name and Address:	No. of Shares held:
*DP Id No.: _____ *Client Id No.: _____ Regd. Folio No.: _____		

**Applicable to members holding shares in electronic form*

I hereby record my presence at the 22nd Annual General Meeting of D. B. Corp Limited held on Tuesday, 11th September, 2018 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amli-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380051.

_____
Signature of the Member / Proxy

D. B. CORP LIMITED

Regd. Office: Plot No. 280, Sarkhej – Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat – 380051.
CIN: L22210GJ1995PLC047208 • Website: www.bhaskarnet.com

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID & Client ID : _____

Name of First Registered Holder : _____

Name of Joint Holder(s) : _____

Registered Address : _____

_____

_____

E-mail ID (to be registered) : _____

I / We, members of D. B. Corp Limited, agree to receive all communication from the Company in electronic mode. Please register my above-mentioned e-mail address in your records for sending communication through e-mail.

Date: _____

Signature: _____
(First Holder)

Notes:

1. On registration, all the communication will be sent to the e-mail address registered for the folio.
2. Members are requested to keep the Company / Depository Participants informed as and when there is any change in the e-mail address.