DB Corp Ltd

June 28, 2016

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

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

Dear Sir / Madam,

Sub.: D. B. Corp Ltd. - Regulation 44(3) of the SEBI (Listing Obligations & 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

We refer to the Postal Ballot Notice dated 20th May, 2016 sent to the members of D. B. Corp Ltd. (the Company) seeking their approval by way of special resolution for increase in Foreign Shareholding [including but not limited to Foreign Institutional Investors (FIIs), Non–Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs)] from existing 20% up to an aggregate limit of 26% of the paid-up equity share capital of the Company.

In this connection, we are pleased to inform you that the special resolution as aforesaid has been approved by the members of the Company with requisite majority. As mentioned in the Notice of Postal Ballot as aforesaid, the said special resolution is deemed to have been passed on Saturday, June 25, 2016 i.e. the last date of voting through postal ballot and e-voting.

The details of voting results are enclosed herewith in the prescribed format along with the Scrutinizer's Report dt. 28 June, 2016.

Kindly take the same on records.

Thanking you.

Yours faithfully,

For **D. B. Corp Limited**

Anita Gokhale
Company Secretary

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 20th May, 2016 (Voting start date: 27th May, 2016 at 10:00 a.m. Voting end date: 25th June, 2016 at 5:00 p.m.)
Total number of shareholders on record date	10598
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. **Increase in Foreign Shareholding [including but not limited to Foreign Institutional Investors (FIIs), Non–Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs)] from existing 20% up to an aggregate limit of 26% of the paid-up equity share capital of the Company.**

Resolution required: (Ordinary / Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)] *100	(7)= [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	128489737	128489737	100.00	128489737	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**128489737**	**100.00**	**128489737**	**0**	**100.00**	**0.00**
Public – Institutions	E-Voting	47678397	18239473	38.26	18239473	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		**18239473**	**38.26**	**18239473**	**0**	**100.00**	**0.00**

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Public- Non Institutions	E-Voting	7576864	866	0.01	551	315	63.63	36.37
	Postal Ballot		1509	0.02	1309	200	86.75	13.25
	Total		**2375**	**0.03**	**1860**	**515**	**78.32**	**21.68**
Total		**183744998**	**146731585**	**79.86**	**146731070**	**515**	**100.00**	**0.00**

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

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

For **D. B. CORP LIMITED**

Anita Gokhale
Company Secretary

Date: June 28, 2016
Place: Mumbai

Regd. Office: D. B. Corp Ltd., Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat)
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MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 9th Floor, Citi of Joy, J.S.D Road, Mulund (West), Mumbai – 400080

Scrutinizer'sReport

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

Dear 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.

A. Pursuant to the resolution passed by the Board of Directors of **D.B. Corp Limited**(hereinafter referred as "theCompany") on 20th May, 2016, I,MakarandJoshi, 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 20th May, 2016("**Notice**")

B. Members approval was sought on the following Special Business:

Increase in Foreign Shareholding [including but not limited to Foreign Institutional Investors (FIIs), Non–ResidentIndians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs)] from existing 20% upto anaggregate limit of 26% of the paid-up equity share capital of the Company.

C. 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 in electronic mode on 26th May, 2016to those Members whose e-mail addresses were registered with the Depositories/ Company and in physical form through permitted modes on 26th May, 2016to the Members whose e-mail addresses were not so registered.



D. The voting period commenced on Friday, May 27, 2016 at 10:00 a.m. and ended on Saturday, June 25, 2016 at 5:00 p.m.for voting through physical postal ballot form as well as through e-voting.

E. The remote e-voting facility was provided by M/s. Karvy Computershare Private Limited("**Karvy**")

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

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

H. The e-voting were unblocked on 25th June, 2016 at about 5.30 p.m. and the e-voting summary statement was downloaded from e-voting website ofKarvy.

I. All ballot forms received/ votes cast up to 5:00 p.m. on 25th June, 2016 being the last date and time fixed by the Company for said purpose, were considered for scrutiny.

J. I did not find any defaced or mutilated ballot form and all the invalid postal ballot forms were marked,segregated and not considered in counting.



K. Result of the Postal Ballot(e-voting plusvoting through Postal Ballot Forms) is as under :

Resolution Item No. 1: Special Resolution

Increase in Foreign Shareholding [including but not limited to Foreign Institutional Investors (FIIs), Non–Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs)] from existing 20% upto an aggregate limit of 26% of the paid-up equity share capital 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
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Promoter and Promoter Group	E-Voting	128489737	128489737	100.00	128489737	0	100.00	0.00
	Postal Ballot		0	0.00	00	0	0.00	0.00
	Total		**128489737**	**100.00**	**128489737**	**0**	**100.00**	**0.00**
Public – Institutional holders	E-Voting	47678397	18239473	38.26	18239473	0	100.00	0.00
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	Total		**18239473**	**38.26**	**18239473**	**0**	**100.00**	**0.00**
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	Total		**2375**	**0.03**	**1860**	**515**	**78.32**	**21.68**
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***No. of votes polled does not include'no. of votes invalid' and 'no. of votes abstained'**

L. **Conclusion**: The **SPECIAL RESOLUTION** as per Notice of Postal Ballot is **CARRIED WITH REQUISITE MAJORITY.**

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

Makarand Joshi
Partner
CP No. 3662

Place: Mumbai
Date: 28.06.2016