



DB Corp Ltd

August 7, 2013

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 Annual General Meeting of D. B. Corp Ltd. held on 24th July, 2013 at Ahmedabad, duly signed by the Chairman of the meeting on 5th August, 2013.

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

HELD AT ON TIME

MINUTES OF THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF D. B. CORP LIMITED HELD ON WEDNESDAY, 24TH JULY, 2013 AT 4.00 P.M. AT HOTEL PLANET LANDMARK, 139/1, AMLI-BOPAL ROAD, NR. ASHOK VATIKA, OFF. S. G. ROAD, AHMEDABAD, GUJARAT - 380 051

Present:

Mr. Kailash Chandra Chowdhary
Mr. Pawan Agarwal

Director & Chairman of Audit Committee
Director & Member

Also Present:

Mr. Ashok Sodhani
Mr. Saras Sethi
Ms. Anita Gokhale

Chief General Manager (F&A)
COO - Gujarat
Company Secretary

Members present:

116 Members holding 143,485 580 equity shares (including Proxy holders and Members' Representations in terms of Section 187 of the Companies Act, 1956)

1. Chairman:

Mr. Kailash Chandra Chowdhary requested Mr. Pawan Agarwal, 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 17th Annual General Meeting.

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

The Chairman informed that the Register of Members, Register of Directors' Shareholding and other registers/ documents as required under the provision of the Companies Act, 1956 and the certificate from the Auditors regarding the ESOP schemes were available for inspection by the members.

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.

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 2012-13 and its future plans.

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

The Chairman placed before the meeting the Audited Accounts of the Company i.e. the Balance Sheet as at 31st March, 2013 and the Profit & Loss Account of the Company for the year ended 31st March, 2013 and also Directors' Report and the Auditors' Report for the Financial Year 2012-13 for consideration, approval and adoption by the Members of the Company. He then moved the **Ordinary Resolution** for approval of the said accounts which was as follows:

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date as circulated to the members and laid before the meeting be and are hereby received, approved and adopted."

P.A.

CHAIRMAN'S INITIALS

Certified True Copy

D. B. Corp. Ltd.

Company Secretary

HELD AT ON TIME

The resolution was proposed by Mr. Atul Passawala and seconded by Mr. J. C. Modi, members of the Company.

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 which were replied by the Chairman & Mr. Ashok Sodhani, CGM (F&A).

The Chairman then put the resolution to vote by show of hands. All members present at the meeting voted in favour of the resolution. The Chairman thereafter declared that the resolution was passed unanimously.

5. Declaration of Dividend:

The Chairman then took the next item on agenda which was declaration of final dividend for the year ended 31st March, 2013. He informed that the Board of Directors, at its meeting held on 16th May, 2013 had recommended a dividend of Rs. 3.50 per share i.e. 35% on the equity share of the face value Rs. 10/- for the financial year ended 31st March, 2013.

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 @ 35% i.e. Rs. 3.50 per equity share of Rs. 10/- each for the year ended 31st March, 2013 and the same be paid on 18,33,94,900 equity shares of Rs. 10/- each to those members, whose names appear on the Register of Members at the end of business hours on 16th July, 2013."

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

The Chairman then put the resolution to vote by show of hands. All members present at the meeting voted in favour of the resolution. The Chairman thereafter declared that the resolution was passed unanimously.

6. To appoint a Director in place of Mr. Kailash Chandra Chowdhary, 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. Kailash Chandra Chowdhary, 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. Kailash Chandra Chowdhary, Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed."

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

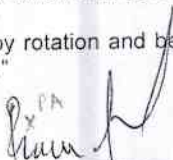
The Chairman then put the resolution to vote by show of hands. All members present at the meeting voted in favour of the resolution. The Chairman thereafter declared that the resolution was passed unanimously.

7. To appoint a Director in place of Mr. Piyush Pandey, who retires by rotation and being eligible, offers himself for re-appointment:

The Chairman informed the Members that Mr. Piyush Pandey, 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. Piyush Pandey, Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed."


CHAIRMAN'S INITIALS

HELD AT ON TIME

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

The Chairman then put the resolution to vote by show of hands. All the members present at the meeting voted in favour of the resolution. The Chairman thereafter declared that the resolution was passed unanimously.

8. Re-appointment of Statutory Auditors:

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 2013-14. 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:

"RESOLVED THAT M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Mumbai and M/s. Gupta Navin K. & Co., Chartered Accountants, Gwalior, be and are hereby re-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 and the Board of Directors be and is hereby authorised to fix their remuneration."

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

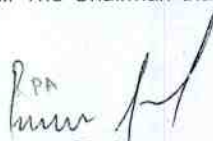
The Chairman then put the resolution to vote by show of hands. All the members present at the meeting voted in favour of the resolution. The Chairman thereafter declared that the resolution was passed unanimously.

9. Vote of Thanks:

There being no other business, the meeting concluded with a vote of thanks to the chair proposed by Mr. Arun Modi and seconded by Mr. J. C. Modi. The Chairman thanked the members for their active participation at the meeting.

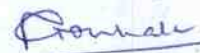
Place: BHOPAL

Date: 05/8/2013


Chairman

Certified True Copy

For D. B. Corp. Ltd.


Company Secretary

CHAIRMAN'S INITIALS