



DB Corp Ltd

July 27, 2016

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.: Brief report on the Postal Ballot

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

Pursuant to Section 110 of the Companies Act, 2013 read with the Rules made thereunder, we attach herewith a certified copy of the brief report on the resolution passed by the members of the Company by means of Postal Ballot including E-voting, duly signed by the Chairman of the Company.

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

दिव्य मराठी

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DB DIGITAL

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BRIEF REPORT ON THE RESOLUTION PASSED BY MEANS OF POSTAL BALLOT BY THE MEMBERS OF D. B. CORP LIMITED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE RULES ISSUED THEREUNDER(MINUTES)**Background:**

Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Company had sent Postal Ballot Notices dated 20th May, 2016 seeking approval of the members of the Company by means of Postal Ballot (including e-voting) for the following resolution:

Resolution No.	Particulars of Resolution
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.

The Board of Directors had appointed Mr. Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Company Secretaries as a Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

In compliance with provisions of Section 108 of the Companies Act, 2013, as amended from time to time, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations'), the Company had offered remote e-voting facility to its Members through the e-voting platform provided by Karvy Computershare Private Limited ('Karvy') to enable them to cast their votes electronically from 10:00 a.m. onwards on Friday, May 27, 2016 till 5.00 p.m. on Saturday, June 25, 2016.

The Notice of Postal Ballot was sent through email to the members whose email-id's were registered with the Depositories / Company. The Notice of Postal Ballot along with the Postal Ballot form and a pre-paid self-addressed envelope in physical form was sent through permitted mode to the members whose email-id's were not available with the Depositories / Company or who had opted to receive physical copies. The dispatch of notice was completed on May 26, 2016. An advertisement to this effect was published in Financial Express (in English in all editions) and Divya Bhaskar (in Gujarati in Ahmedabad edition) on May 27, 2016.

As intimated to the members through Postal Ballot Notice:

- 1) The Postal Ballot Forms received after 5:00 p.m. on Saturday, June 25, 2016 were treated as if reply from the member(s) has not been received.
- 2) The voting rights of the Members have been reckoned in proportion to the shares held in the total paid-up equity share capital of the Company as on Friday, May 20, 2016.
- 3) Incomplete, unsigned or incorrect Postal Ballot Forms have been rejected.

After due scrutiny of all the postal ballot forms / e-voting received within the prescribed time, Mr. Makarand M. Joshi, Scrutinizer submitted his report on June 28, 2016, the summary of which is as under:

Certified True Copy

For D. B. Corp. Ltd.

Company Secretary

CHAIRMAN'S INITIALS

HELD AT		ON		TIME				
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
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'

Mr. Ramesh Chandra Agarwal, Chairman, being authorised to declare the results of the Postal Ballot reviewed the Scrutinizer's Report and announced the results on June 28, 2016. He confirmed that the resolution as set out below has been duly passed with requisite majority and that the last date of voting through postal ballot and e-voting being Saturday, June 25, 2016 shall be deemed to be taken as the date of passing of this resolution.

Resolution 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% up to an aggregate limit of 26% of the paid-up equity share capital of the Company.

"RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 read with the Ministry of Information and Broadcasting FM Radio Phase - III guidelines and Print guidelines and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to permit Foreign Investors including but not limited to Foreign Institutional Investors (FIIs), Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs) to invest, acquire and hold on their own account and / or on behalf of each of their sub-accounts the equity shares of D. B. Corp Ltd. ("the Company") upto an aggregate limit of 26% (Twenty Six Percent) of the paid-up equity share capital of the Company, provided however, that the shareholding of each of the FIIs/FPIs/NRIs/QFIs in its own account and on behalf of each of its sub-accounts in the Company shall not exceed such limits as is applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

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CHAIRMAN'S INITIALS

For D. B. Corp. Ltd.

Company Secretary

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RESOLVED FURTHER THAT the Board of Directors or a Committee of the Board constituted specially for this purpose, if any, be and is here by authorized to take such steps as may be necessary for obtaining necessary approvals - statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

Place: Bhopal
Date: 25/7/2016

Mr. Ramesh Chandra Agarwal
Chairman
DIN: 00051310

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 : 25/7/2016

Certified True Copy

For D. B. Corp. Ltd.


Company Secretary

CHAIRMAN'S INITIALS