

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of D. B. Corp Limited will be held on Thursday, 6th August, 2015 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Aml-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380 051, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt 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 thereon.
2. To declare a Final Dividend of Rs. 4.25 per equity share and confirm the Interim Dividend of Rs. 3.50 per equity share already paid for the financial year ended 31st March, 2015.
3. 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.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**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.”

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

Place: Mumbai
Date: May 14, 2015

Anita Gokhale
Company Secretary

Registered Office:

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

Notes:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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 so to inspect is given to the Company.
- 3) Members who hold shares in electronic form are requested to mention their DP ID and 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 Annual General Meeting.
- 4) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 25th July, 2015 to Thursday, 6th August, 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the Meeting.

- 5) Dividend on equity shares, if declared at the meeting, shall be paid to those members who hold shares:
- 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 Friday, 24th July, 2015.
 - In dematerialized mode, as per the list of beneficial owners furnished by NSDL/CDSL, as at the close of business hours on Friday, 24th July, 2015.
- 6) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Transfer Agents, viz. Karvy Computershare Private Limited (“Karvy”) 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 only to the Depository Participant by the members.
- 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 at the following address may be contacted:
- 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
- 7) Pursuant to the provisions of Clause 49 of the Listing Agreement, a brief note on the background and the functional expertise of the Director of the Company retiring by rotation and seeking re-appointment along with the details of other Directorships, memberships / chairmanships of Board Committees, shareholding and relationships amongst directors *inter-se* are set out in the Corporate Governance Report forming part of the Annual Report. It may please be read in conjunction with this note.
- 8) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 9) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 10) 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 SEBI Guidelines and in accordance with the resolution/s passed by the shareholders at General Meeting/s will be available for inspection by members at the Meeting.
- 11) 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. Members are requested to note that dividends not claimed within 7 years will be transferred to the Investor Education and Protection Fund as prescribed under the Companies Act, 2013.
- The Company has consistently paid dividend since its IPO and accordingly prescribed details in respect of each of such dividends are uploaded on the website of the Company before the due date as prescribed.
- 12) The Securities and Exchange Board of India (SEBI) has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company / RTA.
- 13) The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
- To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with Registrar/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 this regard to the RTA or the Company.
- 14) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, 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 Friday, July 31, 2015, to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice (the “remote e-voting”). The remote e-voting commences on Monday, August 3, 2015 (9:00 a.m.) and ends on Wednesday, August 5, 2015 (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.

- 15) In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 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 ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but can not 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 Friday, July 31, 2015.
- 16) The results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company 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.
- 17) 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 the BSE Limited and the 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: May 14, 2015

Anita Gokhale
Company Secretary

Registered Office:
Plot No. 280, Sarkhej Gandhinagar Highway,
Makarba, Ahmedabad (Gujarat) – 380 051.
CIN: L22210GJ1995PLC047208
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D. B. CORP LIMITED
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Despatch of Annual Report and other documents through Electronic mode

Dear Members,

As you may be aware, as a part of its “Green Initiative in Corporate Governance”, the Ministry of Corporate Affairs (MCA), Government of India, vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively, had allowed Companies to send official documents including Annual Reports to their shareholders electronically. Further, the Companies Act, 2013 and rules made thereunder also recognize communication with shareholders in electronic mode. Since 2011, your Company has been sending the Annual Reports to its shareholders, who have registered their e-mail address with the Depositories/Company, on e-mail every year. Others, who have not registered their e-mail address, have been sent the Annual Reports in physical copy and have always been appealed to register their e-mail address and opt for receiving all the communication through e-mail. On the same lines, the Annual Report for the financial year ended 31st March, 2015 and the Notice convening the 19th Annual General Meeting are also sent in electronic mode to such shareholders.

Kindly note that physical copies of the Annual Report for the financial year ended 31st March, 2015 and the Notice convening the 19th Annual General Meeting are sent to those members who have specifically intimated the Company in this regard and also to those members who have not yet registered their e-mail addresses for such electronic delivery.

We had appealed to those members who have not yet registered their e-mail address with the Depositories/Company, to register one vide our letter dated 1st April, 2015. We once again appeal all members who have not registered their e-mail addresses to register it and opt for electronic delivery and contribute their small share to the noble cause of “Green Initiative”. Kindly fill up the form given herebelow 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.

The said Annual Report for the year ended 31st March, 2015 and Notice convening the 19th Annual General Meeting are also available on the Company’s website www.bhaskarnet.com in “Our Investors” section.

For D. B. Corp Limited

Place: Mumbai
Date: May 14, 2015

Anita Gokhale
Company Secretary

E-COMMUNICATION REGISTRATION FORM

(As per circular nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs and the enabling provisions of the Companies Act, 2013 and rules made thereunder)

Folio No. / DP ID & Client ID:

Name of First Registered Holder:

Name of Joint Holder(s):

Registered Address:

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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 id 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 id 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.



D. B. CORP LIMITED
 Regd. Office: Plot No. 280,
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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):

Registered address:

E-mail Id:

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 19th Annual General Meeting of the Company, to be held on Thursday, 6th August, 2015 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amlī-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 **	
		For	Against
1	Adoption of financial statements for the year ended March 31, 2015.		
2	Declaration of Final Dividend and confirmation of the Interim Dividend already paid.		
3	Appointment of Mr. Ramesh Chandra Agarwal as a Director retiring by rotation.		
4	Appointment of Joint Statutory Auditors for FY 2015-16 and fixing their remuneration.		

*** 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.*

Signed this day of 2015

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix ₹ 1/-
Revenue
Stamp
Here

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.



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ATTENDANCE SLIP

19th 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 19th Annual General Meeting of D. B. Corp Limited held on Thursday, 6th August, 2015 at 2.30 p.m. at Hotel Planet Landmark, 139/1, Amlī-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380051.

.....
Signature of the Member / Proxy

