



DB Corp Ltd

Details of Voting Results

Date of the AGM/EGM:	July 24, 2014
Total number of shareholders on record date	11,756 (as on Record Date i.e. 20 th June, 2014)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	13
Public:	70
No. of Shareholders who attended the meeting through Video Conferencing:	Not Arranged
Promoters and Promoter Group:	
Public:	

Agenda-wise

Incase of Poll / Postal Ballot / E-voting

The mode of voting for all resolutions was e-voting and poll conducted at the meeting.

Resolution Item No. 1: Ordinary Resolution

To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 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.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,963	30	99.9952	0.0047
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,579	30	100.0000	0.0000

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DB Corp Ltd

Resolution Item No. 2: Ordinary Resolution

To declare Final Dividend of Rs.4.25 per equity share and confirm the Interim Dividend of Rs.3.00 per equity share already paid for the financial year ended 31st March, 2014.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,63,77,204	61.0718	2,63,77,204	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,963	30	99.9952	0.0047
Total	18,35,56,295	14,87,22,380	81.0228	14,87,22,350	30	100.0000	0.0000

Resolution Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Girish Agarwal, (holding DIN - 00051375), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,40,00,740	7,19,693	97.0886	2.9113
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,70,65,609	80.1202	14,63,45,803	7,19,806	99.5106	0.4894

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DB Corp Ltd

Resolution Item No. 4: Ordinary Resolution

To appoint Statutory Auditors and to fix their remuneration.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,991	5.3637	6,36,880	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,607	80.1202	14,70,65,496	111	99.9999	0.0001

Resolution Item No. 5: Ordinary Resolution

To approve appointment of Mr. Pawan Agarwal (holding DIN - 00465092) as the Deputy Managing Director and payment of remuneration to him.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.0001

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DB Corp Ltd

Resolution Item No. 6: Ordinary Resolution

To reappoint Mr. Piyush Pandey (holding DIN - 00114673) as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding g 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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,31,55,218	53.6118	2,01,53,108	30,02,110	87.0348	12.9651
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,55,00,394	79.2674	14,24,98,171	30,02,223	97.9366	2.0634

Resolution Item No. 7: Ordinary Resolution

To reappoint Mr. Harish Bijoor (holding DIN - 01640485) as an Independent Director.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,496	113	99.9999	0.0001

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Resolution Item No. 8: Ordinary Resolution

To reappoint Mr. Kailash Chandra Chowdhary (holding DIN - 01687337) as an Independent Director.

Promoter/ Public	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)]*10 0	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.0001

Resolution Item No. 9: Ordinary Resolution

To reappoint Mr. Ashwani Kumar Singhal (holding DIN - 01973769) as an Independent Director.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.0001





DB Corp Ltd

Resolution Item No. 10 : Special Resolution

To approve borrowing limits for the Company.

Promoter/ Public	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)]*10 0	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,19,95,664	27,24,769	88.9776	11.0223
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,70,65,609	80.1202	14,43,40,727	27,24,882	98.1472	1.8528



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DB Corp Ltd

Resolution Item No. 11 : Special Resolution

To approve amendment of Articles of Association of the Company.

Promoter/ Public	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)]*10 0	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.0001

For D. B. Corp Limited



Anita Gokhale
Company Secretary



Combined Report of Scrutinizer on E-voting and Poll

To,

The Chairman

of 18th Annual General Meeting of Shareholders of

D. B. Corp Limited (hereinafter referred to as the "Company") held on Thursday, 24th July, 2014 at Ahmedabad

Dear Sir,

- A. I, Hitesh D. Buch, Practicing Company Secretary, was appointed as Scrutinizer to scrutinize the poll process and voting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 at the 18th Annual General Meeting (AGM) of D. B. Corp Limited held at Ahmedabad on Thursday, 24th July, 2014.
- B. A separate Scrutinizer's Report on electronic voting dated 21st July, 2014 has been issued by Mr. S Anand SS Rao, Company Secretary in practice, Hyderabad, which is handed over to me by the Company. .
- C. I, as Scrutinizer, appointed by the Chairman, have separately issued Scrutinizer's Report dated 24th July, 2014 on the voting by the shareholders of the Company through Poll at the AGM of the Company held at Ahmedabad on Thursday, 24th July, 2014,.
- D. I am requested by the management to submit a combined report on the voting by shareholders through electronic voting (e-voting) and through the poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results in respect of each of the resolution:



Resolution Item No. 1: Ordinary Resolution

To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 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.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,963	30	99.9952	0.0047
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,579	30	100.0000	0.0000

Resolution Item No. 2: Ordinary Resolution

To declare Final Dividend of Rs.4.25 per equity share and confirm the Interim Dividend of Rs.3.00 per equity share already paid for the financial year ended 31st March, 2014.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,63,77,204	61.0718	2,63,77,204	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,963	30	99.9952	0.0047
Total	18,35,56,295	14,87,22,380	81.0228	14,87,22,350	30	100.0000	0.0000



Resolution Item No. 3: Ordinary Resolution

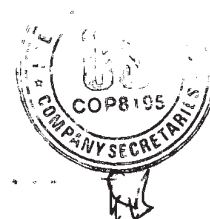
To appoint a Director in place of Mr. Girish Agarwal, (holding DIN - 00051375), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,40,00,740	7,19,693	97.0886	2.9113
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,70,65,609	80.1202	14,63,45,803	7,19,806	99.5106	0.4894

Resolution Item No. 4: Ordinary Resolution

To appoint Statutory Auditors and to fix their remuneration.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,991	5.3637	6,36,880	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,607	80.1202	14,70,65,496	111	99.9999	0.0001



Resolution Item No. 5: Ordinary Resolution

To approve appointment of Mr. Pawan Agarwal (holding DIN - 00465092) as the Deputy Managing Director and payment of remuneration to him.

Promoter/ Public	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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institutional holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.0001

Resolution Item No. 6: Ordinary Resolution

To reappoint Mr. Piyush Pandey (holding DIN - 00114673) as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of ^a Votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*1 00	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,31,55,218	53.6118	2,01,53,108	30,02,110	87.0348	12.9651
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,55,00,394	79.2674	14,24,98,171	30,02,223	97.9366	2.0634



Resolution Item No. 7: Ordinary Resolution

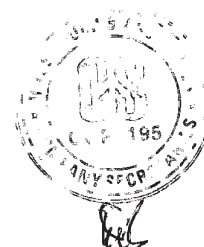
To reappoint Mr. Harish Bijoor (holding DIN - 01640485) as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)= [(5)/(2)]*1 00
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,496	113	99.9999	0.0001

Resolution Item No. 8: Ordinary Resolution

To reappoint Mr. Kailash Chandra Chowdhary (holding DIN - 01687337) as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)= [(5)/(2)]*1 00
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.0001



Resolution Item No. 9: Ordinary Resolution

To reappoint Mr. Ashwani Kumar Singhal (holding DIN - 01973769) as an Independent Director.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.00001

Resolution Item No. 10 : Special Resolution

To approve borrowing limits for the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,47,20,433	57.2358	2,19,95,664	27,24,769	88.9776	11.0223
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,880	113	99.9822	0.0177
Total	18,35,56,295	14,70,65,609	80.1202	14,43,40,727	27,24,882	98.1472	1.8528



Resolution Item No. 11 : Special Resolution

To approve amendment of Articles of Association of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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)]*1 00	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	12,84,89,737	12,17,08,183	94.7221	12,17,08,183	0	100.0000	0.0000
Public – Institution al holders	4,31,90,498	2,47,20,433	57.2358	2,47,20,433	0	100.0000	0.0000
Public- Others	1,18,76,060	6,36,993	5.3637	6,36,882	111	99.9825	0.0174
Total	18,35,56,295	14,70,65,609	80.1202	14,70,65,498	111	99.9999	0.0001

Thanking you,

Yours faithfully,



CS Hitesh D. Buch



Hitesh Buch & Associates
Company Secretaries
310, Aditya Plaza, 3rd Floor,
Jodhpur, Satellite,
Ahmedabad - 380015
CP No. 8195

Date: 26th July, 2014

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013
and

Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

of the 18th Annual General Meeting of Shareholders of D. B. Corp Limited held on Thursday,
24th July, 2014 at Ahmedabad

Dear Sir,

We, Mr. Hitesh D. Buch, Practicing Company Secretary and Mr. Prakash H. Patel Shareholder of D. B. Corp Ltd. (hereinafter referred to as the "Company") appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolutions at the 18th Annual General Meeting of the Shareholders of the Company held on Thursday, 24th July, 2014 at Hotel Planet Landmark, 139/1, Aml-Bopal Road, Near Ashok Vatika, Off S. G. Road, Ahmedabad, Gujarat – 380 051 submit our report as under:

- A. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were marked by identification mark placed on them.
- B. The sealed ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (M/s Karvy Computershare Private Limited) and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- C. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and record for the same was maintained.
- D. The result of the Poll is as under:

1. Resolution Item No. 1 : Ordinary Resolution

To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March 2014 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.

- i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	123873383	99.999%

- ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	30	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

2. Resolution Item No. 2 : Ordinary Resolution

To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 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.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
37	125530154	99.999%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	30	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
15	1609137

3. Resolution Item No. 3 : Ordinary Resolution

To appoint a Director in place of Mr. Girish Agarwal, (holding DIN - 00051375) who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	123873381	99.999%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

4. Resolution Item No. 4 : Ordinary Resolution

To appoint Statutory Auditors and to fix their remuneration.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	123873381	99.999%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	30	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
17	3265910

5. Resolution Item No. 5 : Ordinary Resolution

To approve appointment of Mr. Pawan Agarwal (holding DIN - 00465092) as the Deputy Managing Director and payment of remuneration to him.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	123873383	99.999%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	30	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

6. Resolution Item No. 6 : Ordinary Resolution

To reappoint Mr. Piyush Pandey (holding DIN - 00114673) as an Independent Director.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	123873381	99.999%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

7. Resolution Item No. 7 : Ordinary Resolution

To reappoint Mr. Harish Bijoor (holding DIN - 01640485) as an Independent Director.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
35	123873381	99.999%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	32	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

8. Resolution Item No. 8 : Ordinary Resolution

To reappoint Mr. Kailash Chandra Chowdhary (holding DIN - 01687337) as an Independent Director.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	123873383	99.999%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	30	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

9. Resolution Item No. 9 : Ordinary Resolution

To reappoint Mr. Ashwani Kumar Singhal (holding DIN - 01973769) as an Independent Director.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	123873383	99.999%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	30	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

10. Resolution Item No. 10 : Special Resolution

To approve borrowing limits for the Company

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	121708479	98.252%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	2164934	1.748%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

11. Resolution Item No. 11 : Special Resolution

1

To approve amendment of Articles of Association of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
36	123873383	99.999%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
1	30	0.001%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16	3265908

E. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

F. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



CS Hitesh D. Buch

Hitesh Buch & Associates
CP No.
Company Secretaries
310, Aditya Plaza, 3rd Floor,
Jodhpur, Satellite,
Ahmedabad - 380015

Place: Ahmedabad
Date: 24th July, 2014

Pawan Agarwal
Chairman of the AGM

Name:

Address:

PRAKASH S. PATEL
36, Vaidhyanagar Bungalows
Nr. Gulab Tower
Sola Road
Ahmedabad - 61
DP ID IN 300343
Client ID 10110233
No of Shares 2



S ANAND SS RAO

M.Com., LL.B., F.C.S

COMPANY SECRETARY IN PRACTICE

511, KANCHANJUNGA, ADITYA ENCLAVE
AMEERPET, HYDERABAD - 500038.
MOBILE : 092461 53677
099480 99994
PHONE : 040 - 2 37 38 39 8
040 - 2 37 38 39 1
FAX : 040 - 2 37 38 39 8
E-mail : anandssrao@gmail.com
website : www.anandssrao.com

SCRUTINIZER'S REPORT

21st July, 2014

To,
The Chairman,
of Eighteenth Annual General Meeting of Shareholders of D. B. Corp Limited to be held
on Thursday, 24th July, 2014 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

Dear Sir,

**Re: Scrutinizer's Report on voting through electronic means in terms of
Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the
Companies (Management & Administration) Rules, 2014**

I, **Mr. S. ANAND SS RAO**, Practicing Company Secretary have been appointed by the
Board of Directors of **D. B. Corp Limited** as Scrutinizer to conduct the voting by way of
electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act')
read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules,
2014.

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 18th Annual General Meeting of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour / against the resolutions stated above, based on the reports generated from the e-voting system provided by the Karvy Computershare Private Limited, the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The members of the company as on cut-off date i.e, 20th June, 2014 were entitled to vote on the resolutions (as set out in the notice of 18th Annual General Meeting of the company)
3. The e-voting period commenced on Friday, 18th July, 2014 (9.00 a.m.) and ended on Sunday, 20th July, 2014 (6.00 p.m.)
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 20th July, 2014, the KCPL portal was blocked for voting.

5. The votes cast were unblocked on Monday, 21st July, 2014 in the presence of two witnesses Ms.C.SWATHI and Mr. T.VENKATA RAVI CHANDRA who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms.C.SWATHI

Name: Mr.T.VENKATA RAVI CHANDRA





Signature:

Signature:

6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. The details containing, *inter alia*, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com/> and based on such reports generated, the result of the e-voting is as under:

Sr. No.	Resolution No. as given in the Notice of 18 th Annual General Meeting		Particulars of e-Votes Cast			Result Declared
			Members e-Voting			
			No. of members e-voted	No. of e-votes Cast by them	% of total no. of e-votes cast	
	Ordinary Business					
1.	To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 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.	Votes Cast in Favour	47	23192196	100%	Approved by Requisite Majority
		Votes Cast Against	0	0	0%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	



2.	To declare Final Dividend of Rs. 4.25 per equity share and confirm the interim dividend of Rs. 3.00 per equity share already paid for the financial year ended 31st March, 2014	Votes Cast in Favour	47	23192196	100%	Approved by Requisite Majority
		Votes Cast Against	0	0	%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	
3.	To appoint a Director in place of Mr. Girish Agarwal, (holding DIN - 00051375), who retires by rotation and being eligible, offers himself for re-appointment.	Votes Cast in Favour	44	22472422	96.90%	Approved by Requisite Majority
		Votes Cast Against	3	719774	3.10%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	
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:	Votes Cast in Favour	46	23192115	99.999%	Approved by Requisite Majority
		Votes Cast against	1	81	0.001%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	
	Special Business					
5.	To approve appointment of Mr. Pawan Agarwal (holding DIN - 00465092) as the Deputy Managing Director and payment of remuneration to him and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution .	Votes Cast in Favour	46	23192115	99.999%	Approved by Requisite Majority
		Votes Cast against	1	81	0.001%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	0%	

6.	To reappoint Mr. Piyush Pandey (holding DIN - 00114673) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution .	Votes Cast in Favour	13	18624790	80.31%	Approved by Requisite Majority
		Votes Cast against	18	3002191	12.95%	
		Votes Cast Invalid	16	1565215	6.74%	
		Total	47	23192196	100%	
7.	To reappoint Mr. Harish Bijoor (holding DIN - 01640485) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution .	Votes Cast in Favour	46	23192115	99.999%	Approved by Requisite Majority
		Votes Cast against	1	81	0.001%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	
8.	To reappoint Mr. Kailash Chandra Chowdhary (holding DIN - 01687337) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution .	Votes Cast in Favour	46	23192115	99.999%	Approved by Requisite Majority
		Votes Cast against	1	81	0.001%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196		
9.	To reappoint Mr. Ashwani Kumar Singhal (holding DIN - 01973769) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution .	Votes Cast in Favour	46	23192115	99.999%	Approved by Requisite Majority
		Votes Cast against	1	81	0.001%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	

10.	To approve borrowing limits for the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution .	Votes Cast in Favour	37	22632248	97.59%	Approved by Requisite Majority
		Votes Cast against	10	559948	2.41%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	
11.	To approve amendment of Articles of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution .	Votes Cast in Favour	46	23192115	99.999%	Approved by Requisite Majority
		Votes Cast against	1	81	0.001%	
		Votes Cast Invalid	0	0	0%	
		Total	47	23192196	100%	

Thanking You Sir

Signature

S. Anand SS Rao

(S.ANAND SS RAO)
COMPANY SECRETARY IN PRACTICE,
C.P.NO.5687

