

NOTICE

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of the Company will be held on Friday, the 08th day of July 2011, at 4.00 P.M, at Plot No. 280, Sarkhej - Gandhi Nagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat) - 380 051, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance-Sheet as at March 31, 2011 and the Profit and Loss Account for the financial year ended on that date together with the Report of the Directors and the Auditors thereon.
2. To declare a final dividend for the financial year ended on March 31, 2011.
3. To appoint a Director in place of Shri. Harish Bijoor, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri. Ashwani Kumar Singhal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and pass the following resolution thereof :

"RESOLVED THAT M/s S. R. Batliboi & Associates., Chartered Accountants, Mumbai and M/s Gupta Navin K. & Co, Chartered Accountants, Gwalior, be and are hereby reappointed as the Joint Statutory auditors of the company to hold office from the conclusion of the ensuing Annual General meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be determined by the Board of Directors in consultation with the auditors".

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification the following resolution as a Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of sections 269, 198, 309, 310, 311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, and pursuant to the approval of the remuneration committee of the Board and the Board of Directors at their meeting held on 18th May, 2011, approval of the Company accorded to the re-appointment of Shri. Sudhir Agarwal as Managing Director of the Company for a period of five years from January 01, 2012 to December 31, 2016 on total remuneration of Rs. 60,00,000/- (Rupees Sixty Lakhs Only), per annum.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites, to the extent specified in schedule XIII and other applicable provisions, if any, of the Act as amended from time to time.

RESOLVED FURTHER THAT where in any Financial Year during the currency of the tenure of the Managing

Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company or Company Secretary of the company be and are hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings, including any agreements related hereto, as may be necessary, proper, desirable or expedient."

Place: Mumbai
Date: May 18, 2011

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

Registered Office:-
Plot No. 280, Sarkhej Gandhi Nagar Highway,
Makarba, Ahmedabad (Gujarat) - 380 051.

K. Venkataraman
Company Secretary

NOTES:

1. (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, ON HIS / HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

(b) The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 for the Item No: 6, of the accompanying Notice, is annexed hereto.
3. The relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 11.00 a.m. and 1.00 p.m., up to the date of the ensuing Annual General Meeting.
4. Members / Proxies should bring duly-filled Attendance Slips sent herewith to attend the Meeting.
5. The Register of Members and Share Transfer Books will remain closed from July 2nd, 2011 to July 8th, 2011 (both days inclusive).
6. Dividend on equity shares, if declared at the meeting, shall be paid / dispatched on July 26, 2011, to those shareholders, whose name appears on the Register of Members as on the July 1st 2011, being the Record Date, to those persons or their mandates ;

- a) Whose names appear as Beneficial Owners at the end of the business hours on July 1st 2011, in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b) Whose names appear as members in the Register of Members of the Company after giving effect to valid share-transfers in physical form lodged with the Registrar and Share Transfer Agent on or before July 1st, 2011

7. Registrar & Share Transfer Agent (RTA):

For any assistance regarding Share Transfers, Transmissions, change of address, 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 : Plot no. 17 to 24, Vittalrao Nagar
Madhapur, Hyderabad - 500 081. (A.P)
Tel No. : 040-44655000
Fax : 040-23420814/0857
Contact person : Mr. U. S. Singh
: Mr. Sreedhara Murthy

8. For effecting changes in address / bank details/ ECS (Electronic Clearing Service) mandate etc., shareholders are requested to contact the RTA / their respective Depository Participant (DP).
9. Please also note that :
 - (a) 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.
 - (b) Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the meeting.
10. Pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the relevant details of Directors of the company, retiring by rotation and seeking re-appointment under Item No. 3 and Item No.4 and re-appointment under Item No. 6 of the Notice respectively, are furnished in the report under Corporate Governance, published elsewhere in this Report.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 of the accompanying Notice.

Item No. 6 :

Mr. Sudhir Agarwal, was appointed as Managing Director of the company, for a period of 5 years with effect from January 1, 2007, as per resolution passed by the shareholders on April, 27, 2007, on a annual salary of Rs. 3,600,000 and he is not paid any sitting fees for attending the meetings of the Board or any committees thereof. The tenure of Mr. Sudhir Agarwal as Managing Director of the company will expire on 31st December, 2011. Subject to the approval of the shareholders in the ensuing Annual General Meeting, the Board of Directors have at their meeting held on 18th May, 2011, pursuant to the approval of the remuneration committee, approved the re-appointment of Mr. Sudhir Agarwal as Managing Director of the Company for a further period of 5 years w.e.f. 01-01-2012. Mr. Sudhir Agarwal holds a bachelor's degree in science from Bhopal University, Bhopal and is having approximately 22 years of experience in the publishing and newspaper business and has been associated with our organization for all of this period. He is responsible for our long term vision and strategy and is heading many new initiatives undertaken by the company. The proposed remuneration for Mr. Sudhir Agarwal will be within overall limit of Schedule XIII of the Companies Act, 1956.

Briefly, in view of the consistently increasing business volume of the company, the terms and conditions of the re-appointment and remuneration of Mr. Sudhir Agarwal are proposed as follows :

1. He shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.
2. The re-appointment shall be for a period of 5 (Five) years w.e.f. 01-01-2012
3. Remuneration of ₹ 60,00,000/-, per annum (All inclusive).

This may also be treated as abstract as required under section 302 of the Companies Act, 1956.

Copy of the terms and conditions governing the present appointment is available for inspection by members during business hours on any working day before the date of annual general meeting.

None of the directors are interested or concerned in this resolution, except Mr. Sudhir Agarwal himself and Mr. Ramesh Chandra Agarwal, Mr. Girish Agarwal, Mr. Pawan Agarwal, being relatives of Mr. Sudhir Agarwal.

