

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

Regd. Office: Plot No: 280, Sarkhej - Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad - 380 051.

Email: dbcs@dbcpltd.com | Website: www.dbcorppltd.com | Tel. No.: 022 - 71577000

Notice of the 26th Annual General Meeting

NOTICE is hereby given that the Twenty Sixth (26th) Annual General Meeting ('AGM') of the Members of D. B. Corp Limited ('the Company') will be held on **Tuesday, September 20, 2022 at 11.30 a.m. (IST)** through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon.

2. To declare final dividend of ₹ 3/- per Equity Share of the face value of ₹ 10/- each for the Financial Year ended March 31, 2022.

3. To appoint a Director in place of Mr. Pawan Agarwal (DIN: 00465092), who retires in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

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 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Pawan Agarwal (DIN: 00465092) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director on the Board, liable to retire by rotation."

4. To re-appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants and M/s. Gupta Mittal & Co., Chartered Accountants as the Joint Statutory Auditors of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) and M/s. Gupta Mittal & Co., Chartered Accountants (Firm Registration No. 009973C) be and are hereby re-appointed as the Joint Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company (including its Committees);

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its Committees), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such

authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

5. To ratify the remuneration payable to the Cost Auditor:

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 148 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) appointed by the Board of Directors of the Company on recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the audit of the cost records of the Company in relation to its Radio business for the Financial Year 2022-23, amounting to ₹ 30,000/- (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT approval of the Company be and is hereby accorded to any one of the Directors or Company Secretary to undertake all acts, deeds, matters and things as may be necessary or expedient in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company."

6. To re-appoint Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and subject to 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 while granting such approvals, permissions and sanctions, approval of the Company be accorded to the re-appointment of Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company for a term of 5 (five) years effective from 31st July, 2023 up to 30th July, 2028 and upon the following terms and conditions including remuneration as mentioned in Point A to C:

- Period: The period of appointment is 5 (five) years w.e.f. 31st July, 2023 up to 30th July, 2028 with the liberty to either party to terminate the appointment on three months' notice in writing to the other party.
- Details of Remuneration: Remuneration of ₹ 2,00,00,000/- (Rupees Two Crore only) per annum with an annual increment @5% p. a.
- Other Terms and Conditions: For the purpose of Gratuity, Provident Fund, Performance Bonus, Leave balance and encashment, Superannuation and other like benefits, if any, the present service of Mr. Pawan Agarwal as the Deputy Managing Director will be considered.

The Nomination and Remuneration Committee of the Board

will review and recommend the remuneration payable to the Deputy Managing Director during the tenure of his appointment. The aggregate of the fixed remuneration and perquisites as aforesaid in any financial year during his tenure shall be within the limit as prescribed under Sections 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V to the said Act or any statutory modification(s) or re-enactment(s) thereof for the time being in force.

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration as aforesaid will be paid to Mr. Pawan Agarwal in accordance with the applicable provisions of Schedule V to the Act and subject to the receipt of the requisite approvals, if required.

Mr. Pawan Agarwal shall be liable to retire by rotation during his tenure as the Deputy Managing Director of the Company.

Mr. Pawan Agarwal shall not be paid any fees for attending the Meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees) be and is hereby authorised to revise the remuneration payable to Mr. Pawan Agarwal during his tenure as the Deputy Managing Director of the Company from time to time, subject to the overall compliance of the ceiling as prescribed under Section 197 of the Act to be read with Schedule V and Rules made thereunder;

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits of the Company in any financial year, the payment of remuneration to Mr. Pawan Agarwal shall be governed by Section II of Part II of Schedule V of the Act and Rules made thereunder, as amended from time to time.”

7. To appoint Ms. Paulomi Dhawan (DIN: 01574580) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof, Ms. Paulomi Dhawan (DIN: 01574580), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from July 28, 2022 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this AGM and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director of the Company, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 (two) consecutive years with effect from July 28, 2022 to July 27, 2024.”

Notes:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs has vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 5th May, 2022 (‘MCA Circulars’) and other relevant Circulars issued by the Securities and Exchange Board of India (‘SEBI’) have permitted conducting the Annual General Meeting (‘AGM’) through video conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and the MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM without physical presence of the Members at a common venue.

2. The Company has engaged the services of KFin Technologies Limited, Registrar & Transfer Agents of the Company, (‘KFinTech’) for providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 18(III) below.
3. In accordance with the Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India (‘ICSI’) read with Clarification/ Guidance on applicability of Secretarial Standards – 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the 26th AGM shall be deemed to be conducted at the Registered Office of the Company at Plot No. 280, Sarkhej - Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad - 380 051 which shall be the deemed venue of the AGM.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 7 of the Notice is annexed hereto. The Board of Directors has considered and decided to include Item Nos. 5 to 7 as given above, as Special Business in the forthcoming AGM, as they are unavoidable in nature. Further, the relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations read with SS-2 issued by the ICSI in respect of Directors seeking appointment/re-appointment at this AGM are also annexed to this Notice.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars and SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
6. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM and the attendance of the Members through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Corporate/Institutional Members are encouraged to attend and vote at the 26th AGM through VC/OAVM facility. Corporate/ Institutional Members intending to appoint their authorised representatives pursuant to Section 113 of the Act to attend the AGM through VC/OAVM or to vote through remote e-voting, as the case may be, are requested to send a certified scanned copy of the Board Resolution/ Authorisation Letter to the Scrutinizer by e-mail at pcs.buchassociates@gmail.com with a copy marked to evoting@kfintech.com and dbcs@dbcgrp.in.
8. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:**

In accordance with the circulars issued by MCA and SEBI, the Notice of the 26th AGM along with the Annual Report 2021-22 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 26th AGM along with Annual Report for the Financial Year 2021-22 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for Financial Year 2021-22 will also be available on the Company’s website at www.dbcorppltd.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFinTech at <https://evoting.kfintech.com>.

Members are requested to support the Green Initiative by

registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with KFintech (in case of shares held in physical form).

9. RECORD DATE AND DIVIDEND:

i. The Record date is **Tuesday, September 13, 2022** for the purpose of this AGM and for determining entitlement of Members to final dividend for the Financial Year ended March 31, 2022, if approved at the AGM.

ii. The dividend of ₹ 3/- per share (i.e. 30%) on the Equity Shares of the Company of ₹ 10/- each, as recommended by the Board of Directors, if approved by the Members at the AGM, would be paid subject to deduction of Income Tax at source ('TDS') **on or after Tuesday, September 20, 2022** to those Members:

(a) whose names appear as Beneficial Owners as at the end of the business hours on **Tuesday, September 13, 2022**, 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 as at the end of the business hours on **Tuesday, September 13, 2022**, after giving effect to valid request(s) received for transfer/transmission/transposition of shares and lodged with the Company/KFintech on or before Tuesday, September 13, 2022.

Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other permitted means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members subject to availability of postal services and /or courier services.

iii. TDS on dividend

As per the Income-tax Act, 1961 ('the Act'), as amended by the Finance Act, 2020, dividends declared or distributed or paid by a Company on or after April 1, 2020 shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from the dividend to be paid to members at the time of distribution or payment of dividend. The tax so deducted will be paid to the credit of the Central Government. The TDS rate would vary depending on the residential status of the Members and the documents submitted by them and accepted by the Company in accordance with the applicable provisions of the Act. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC, etc., to their Depository Participants in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form. Members may submit the documents on the link: <https://ris.kfintech.com/form15/default.aspx>. For the detailed process, please visit website of the Company www.dbcorpltd.com and click on the tab: Investors ---> Communications to share holders ---> 'Communication on Tax Deduction on Dividend'.

iv. Electronic credit of dividend

SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ NEFT, etc.

10. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or KFintech for assistance in this regard.

SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website under the web link at www.dbcorpltd.com.

11. NOMINATION:

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent, KFintech. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

12. UPDATION OF MEMBERS' DETAILS:

SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. With effect from January 1, 2022, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/ documents are provided to RTA. In case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from April 1, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.dbcorpltd.com.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Sections 124 and 125 of the Companies Act, 2013 ('the Act') read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules') notified by the Ministry of Corporate Affairs with effect from September 07, 2016, as amended up to date, all unclaimed / unpaid dividend remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government.

Further, pursuant to Section 124 of the Act read with the IEPF Rules all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the aforesaid IEPF Rules, the Company has regularly sent communication to all such shareholders whose dividends are lying unpaid / unclaimed against their name for seven consecutive years or more and whose shares are due for transfer to the IEPF Authority and has also published notice(s) in leading newspapers in English and regional language (Gujarati) having wide circulation.

Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer the website of the Company at www.dbcorp.ltd.com for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2019, as amended up to date.

Members whose shares, unclaimed dividend, application money due for refund, etc., has been transferred to the IEPF, may claim the shares or apply for refund of the unclaimed amounts as the case may be to the IEPF Authority by making an electronic application in e-Form IEPF-5 as detailed on the website of the Ministry of Corporate Affairs at the web-link: <http://www.iepf.gov.in/IEPF/refund.html>. No claim lies against the Company in respect of the shares/ unclaimed amounts so transferred by the Company to the IEPF authority.

14. SPECIAL WINDOW FACILITY FOR SHAREHOLDERS OF AGE 75 YEARS & ABOVE (SENIOR CITIZENS), FOR CLAIMING UNPAID/UNCLAIMED DIVIDEND AND SHARES FROM IEPF AUTHORITY:

Ministry of Corporate Affairs (MCA), IEPF Authority vide its notification No. F.No. AKAM/Senior-Citizen/Special Window dated June 7, 2022 has launched a 'Special Window Facility' for senior citizens of age 75 years and above ('Senior Citizen Members/Claimants') to auto-prioritize the requests in IEPF-5 for claiming unpaid/unclaimed dividend and shares from IEPF. For facilitating such claimants, IEPF Authority has established a dedicated telephone number 011-23441727 and E-mail ID – seniorcitizen.iepfa@mca.gov.in

Senior Citizens can e-mail the details of their application in e-form IEPF-5 on Company's dedicated e-mail ID dbcs@dbcorp.in after sending the physical documents to the Company/or its RTA. The Company shall prioritise the processing of such applications.

15. STANDARD OPERATING PROCEDURES FOR DISPUTE RESOLUTION UNDER THE STOCK EXCHANGE ARBITRATION MECHANISM:

Members are requested to note that SEBI vide its circular dated May 30, 2022 has framed Standard Operating Procedure (SOP) for resolving investor grievances through arbitration mechanism. For further details in this regard, kindly refer the said SEBI circular.

16. PROCESS FOR REGISTERING E-MAIL ADDRESS TO RECEIVE THIS NOTICE ELECTRONICALLY ALONG WITH CREDENTIALS FOR REMOTE E-VOTING:

Members who have not updated their email ID in the Demat Account/Folio may get their email address and mobile number temporarily registered for limited purpose of receiving the Notice of AGM and Annual report along with the Login ID and password by following the below procedure.

- a) **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate, self-attested scanned copy of PAN card and Aadhaar Card by email to einward.ris@kfintech.com / dbcs@dbcorp.in.
- b) **For Demat shareholders** - please provide Demat account details (CDSL- 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhaar Card to einward.ris@kfintech.com / dbcs@dbcorp.in.

After successful registration of E-mail address, KFintech will send by E-mail, the AGM Notice, Annual Report and e-voting user ID and password to the Members. In case of any queries, Members may write to dbcs@dbcorp.in or einward.ris@kfintech.com.

17. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their

shareholding maintained under Section 170 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 20, 2022. Members seeking to inspect such documents can send an email to Company's investor email id: dbcs@dbcorp.in.

18. PROCEDURE FOR REMOTE E-VOTING:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically through the remote e-voting services. The e-voting facility on the date of AGM will be provided to the members by KFintech for voting on all the resolutions set out in this Notice.

The remote e-voting period commences on **Thursday, September 15, 2022 (9.00 a.m. IST) and ends on Monday, September 19, 2022 (5:00 p.m. IST)**. During this period, members holding shares either in physical form or in dematerialized form, as on **Tuesday, September 13, 2022 i.e. Cut-off Date**, are entitled to avail the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. The e-voting module shall be disabled by KFintech for voting thereafter. Those members, who will be present at the 26th AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 26th AGM.

(I) The details of the process and manner for remote e-voting for individuals, non- individuals and members are explained herein below:

(A) For Individual Shareholders holding shares in demat mode:

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depository Participants and through websites of Depositories. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

(i) Shareholders logging in through Depositories (NSDL/CDSL):

NATIONAL DEPOSITORY LIMITED ('NSDL'):	SECURITIES DEPOSITORY LIMITED ('NSDL'):	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED ('CDSL'):
1. User already registered for IDeAS facility: • URL: https://eservices.nsdl.com • Click on the 'Beneficial Owner' icon under 'IDeAS' section. • On the new page, enter existing User ID and Password. Post successful authentication, click on 'Access to e-voting'. • Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote-voting period.	1. Existing user who has opted for Easi/Easiest • URL: www.cdslindia.com • Click on New System Myeasi • Login with user id and password • Option will be available to reach e-voting page without any further authentication. • Click on e-voting service provider name to cast your vote.	

<p>2. User not registered for IDeAS e-services:</p> <ul style="list-style-type: none"> To register click on link: https://eservices.nsd1.com (Select 'Register Online for IDeAS') or https://eservices.nsd1.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Post completion of registration, follow the process as stated in point no.1 above. 	<p>2. User not registered for Easi/Easiest:</p> <ul style="list-style-type: none"> Option to register is available at www.cdslindia.com (Login to - Myeasi) Proceed with completing the required fields. Post completion of registration, follow the process as stated in point no.1 above.
<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <ul style="list-style-type: none"> URL: https://www.evoting.nsd1.com Click on the icon 'Login' which is available under 'Shareholder/Member' section. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. 	<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <ul style="list-style-type: none"> URL: www.cdslindia.com Provide demat account number and PAN No. System will authenticate user by sending OTP on Registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress. Click on Company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

(ii) Shareholders logging in through their Depository Participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL / CDSL Depository site after successful authentication. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User Id / Password are advised to use 'Forget User ID' and 'Forget Password' option available at above mentioned websites.

Members facing any technical issue	
NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 / 43.

(B) For Non Individual Shareholders and Shareholders holding shares in physical form:

In case of Members receiving Notice of AGM by e-mail from KFintech or Members whose e-mail Ids are registered with the Company / Depository Participant(s):

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- Enter the login credentials (i.e. User ID and Password). In case of physical folio, user ID will be EVEN Number followed by Folio No. In case of Demat Account, user ID will be your DP

ID and Client ID. However, if you are already registered with KFintech for remote e-voting, you can use your existing User ID and password to cast your vote.

- After entering these details appropriately, click on 'LOGIN'.
- You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email Id, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the 'EVENT' i.e., D. B. Corp Limited.
- On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially in 'AGAINST' but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding as mentioned therein. You may also choose the option 'ABSTAIN'. If the shareholder does not indicate either 'FOR' or 'AGAINST', it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

- Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as 'abstained'.
- You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- A confirmation window will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they confirm voting on the resolution(s).

(II) The instructions for e-voting during the AGM are as under:

Members will be provided with the facility for voting through electronic voting system during the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Members have already cast the vote through remote e-voting.

- The e-Voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM. Upon clicking the e-voting window, Members will be directed to the "Instapoll" page. An icon, "Vote", will be available at the bottom left on the Meeting Screen.
- E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- Only those Members who will be present at the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting

system during the AGM.

- d) **Members who have already voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.**
- e) **For any grievances connected with the facility for e-Voting on the day of the AGM, please contact Ms. Shobha Anand, Deputy Vice President, KFin Technologies Limited on Toll Free No.: 1800-309-4001.**

The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC / OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by KFinTech for voting 15 minutes after the conclusion of the Meeting.

(III) Joining AGM held through VC/OAVM:

- i. Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFinTech. Members are requested to login at <https://emeetings.kfintech.com> and click on the "Video Conference" tab to join the Meeting by using the remote e-voting credentials provided in the email received from KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting.
- ii. The Members can join the AGM 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. Shareholders holding 2% or more, promoters, institutional investors, directors, KMP, chairpersons of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Auditors, etc. will be allowed to attend without restriction on account of first come first serve principle.
- iii. Members may join the AGM through Desktops, Laptops or Smart phones for better experience. Further, Members will be required to allow camera and to use internet with a good speed to avoid any disturbance during the Meeting. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- iv. Please note that participants connecting from Mobile Devices or through Laptop via Mobile Hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical glitches.
- v. In case of any query and / or help in respect of attending AGM through VC / OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download section of <https://evoting.kfintech.com> or contact at dbc@dbc.in or Ms. Shobha Anand, Deputy Vice President, KFin Technologies Limited on Toll Free No.: 1800-309-4001 or send an e-mail request to evoting@kfintech.com for any further clarifications.

19. SPEAKER REGISTRATION AND QUERIES:

The 'Speaker Registration' / 'post your queries' tab will open on **Thursday, September 15, 2022 at 9.00 a.m. (IST)** and will close on **Saturday, September 17, 2022 at 5.00 p.m. (IST)**. Only those members who are registered will be allowed to express their views or ask questions during the AGM. Alternatively, Members may also write to the Company at dbc@dbc.in **before 5.00 p.m. on September 17, 2022**. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

Further, Members who would like to express their views or ask questions during the AGM may register themselves by logging

on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' tab / 'post your queries' tab, as the case may be, available on the screen after log in.

20. SCRUTINIZER'S REPORT AND DECLARATION OF RESULTS:

M/s. Hitesh Buch & Associates, Practicing Company Secretary (Membership No. FCS 3145 and CP No. 8195) has been appointed as the Scrutinizer by the Board to scrutinize remote e-voting process before the AGM as well as remote e-voting during the AGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than two working days of the conclusion of the AGM. The voting results declared along with the Scrutinizer's Report shall be communicated to the stock exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.dbcorp.ltd.com, on KFinTech's website at <https://evoting.kfintech.com> and will also be displayed on Notice Board at the Registered Office of the Company.

21. GENERAL GUIDELINES FOR MEMBERS:

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password' or 'Physical User Reset Password' option available on <https://evoting.kfintech.com> to reset the password.
- ii. For any assistance regarding share transfers, transmissions, change of address or bank mandates, non-receipt of dividends, duplicate / missing share certificates and other related matters, the RTA of the Company may be contacted at the following address:

KFin Technologies Limited

Selenium Tower B, Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally Mandal, Hyderabad,
Telangana - 500032
Tel.: 1800-309-4001 | E-mail: einward.ris@kfintech.com

By order of the Board of Directors

For D. B. Corp Limited
Sd/-

Anita Gokhale

Company Secretary

Membership No.: F4836

Place: Mumbai

Date: July 28, 2022

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4: Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants and M/s. Gupta Mittal & Co., Chartered Accountants as the Joint Statutory Auditors of the Company

M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) and M/s. Gupta Mittal & Co., Chartered Accountants (Firm Registration No. 009973C), (hereinafter referred to as M/s. Price Waterhouse and M/s. Gupta Mittal) were appointed as the Joint Statutory Auditors of the Company at the 21st Annual General Meeting (AGM) held on September 4, 2017 to hold office from the conclusion of the said Meeting till the conclusion of the 26th AGM to be held in the year 2022.

In terms of the provisions of Section 139 of the Companies Act, 2013 ('the Act'), the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years. M/s. Price Waterhouse and M/s. Gupta Mittal are eligible for re-appointment for a further period of five years.

Considering the evaluation of the past performance, experience and expertise of M/s. Price Waterhouse and M/s. Gupta Mittal and based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on July 28, 2022, *inter alia*, approved the re-appointment of M/s. Price Waterhouse and M/s. Gupta Mittal as the Joint Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing 26th AGM until the conclusion of the 31st AGM to be held in the year 2027. The re-appointment is subject to approval of the Members of the Company.

Pursuant to the recommendations of the Audit Committee, the Board of Directors at its aforesaid meeting has also approved an overall annual remuneration/ fee of an amount of ₹ 98 Lakh and ₹ 11 Lakh respectively (plus out of pocket expenses, outlays and taxes at the applicable rates) to M/s. Price Waterhouse and M/s. Gupta Mittal, depending on the scope of work undertaken by each of them for the purpose of audit of the Company's Standalone and Consolidated Financial Statements and subject to the approval of the Members.

The Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Proposed statutory audit fees payable to the Joint Statutory Auditors	₹ 98 Lakh and ₹ 11 Lakh respectively (plus out of pocket expenses, outlays and taxes at the applicable rates) to M/s. Price Waterhouse and M/s. Gupta Mittal.
Term of Re-appointment	The term of re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016) and M/s. Gupta Mittal & Co., Chartered Accountants (Firm Registration No. 009973C), the Joint Statutory Auditors shall be for a period of five consecutive years from the conclusion of the ensuing 26 th AGM until the conclusion of the 31 st AGM to be held in the year 2027.
Material change in fee payable to the new Joint Statutory Auditors	No material change in fee.
Basis of recommendation and Auditor credentials	<p>The recommendations made by the Audit Committee and the Board of Directors of the Company are in fulfillment of the eligibility criteria prescribed under the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.</p> <p>Brief Profile of the Joint Statutory Auditors:</p> <p>(a) M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants</p> <p>Price Waterhouse Chartered Accountants LLP (the 'Firm') having a Firm Registration No. 012754N/N500016, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ('ICAI'). The Firm was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The Firm has ten branch offices in various cities in India. The Firm is primarily engaged in providing auditing and other assurance services to its clients and is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the ICAI having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of eleven separate, distinct and independent Indian chartered accountant firms, each of which is registered with the ICAI. The Firm has a valid peer review certificate and audits various companies listed on stock exchanges in India.</p> <p>(b) M/s. Gupta Mittal & Co., Chartered Accountants</p> <p>M/s. Gupta Mittal & Co. Chartered Accountants is a Firm of Chartered Accountants with a professional standing of more than 21 years, established in the year 2000.</p>

	The Firm is engaged in providing services namely: Auditing services, Tax consultancy services, Management Consultancy services and Transaction & Structuring services. Their clients include listed public limited companies and unlisted public and private limited companies and LLPs having more than 70 locations across the country.
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The approval of Members of the Company is sought pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Act and the relevant Rules thereunder, for the appointment of M/s. Price Waterhouse and M/s. Gupta Mittal, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as the Statutory Auditors in terms of Section 141 of the Act and applicable Rules, as the Joint Statutory Auditors of the Company, to hold office from conclusion of 26th AGM till conclusion of the 31st AGM, with power to the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard), to do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental for giving effect to the said appointment of the Joint Statutory Auditors, including but not limited to determination of roles and responsibilities/ scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contracts or documents in this regard, alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, without being required to seek any further consent or approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 4 in relation to the re-appointment of M/s. Price Waterhouse and M/s. Gupta Mittal as the Joint Statutory Auditors of the Company for approval by the Members of the Company.

ITEM NO. 5: Ratification of remuneration payable to the Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time ('said statutory provisions'), the Company is required to have the audit of cost accounting records of its Radio business by a Cost Accountant in Practice and remuneration payable to the Cost Auditor shall be duly recommended by the Audit Committee to the Board of Directors for its consideration and approval. Also, the remuneration payable to the Cost Auditor will be subject to ratification by the Members.

In view of the aforesaid statutory provisions, the Board of Directors upon the recommendation of the Audit Committee at its meeting held on May 13, 2022, has considered and approved the appointment of M/s. K. G. Goyal & Associates (Firm Registration No. 000024) as the Cost Auditor of the Company to conduct the audit of its cost records in relation to its Radio business for the Financial Year 2022-23 at remuneration detailed below:

Name of the Cost Auditor	Financial Year	Audit Fees
M/s. K. G. Goyal & Associates	2022-23	₹ 30,000/- plus applicable taxes and reimbursement of actual travel and out-of-pocket expenses.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2022-23.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the Resolution set out at Item No.5 of the Notice.

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 5 in relation to the ratification of remuneration payable to the Cost Auditor for approval by the Members of the Company.

ITEM NO. 6: Re-appointment of Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company

On the recommendation of the Board of Directors, the Members of the Company had approved the appointment of Mr. Pawan Agarwal as the Deputy Managing Director of the Company from July 31, 2013 to July 30, 2018 at an annual remuneration of ₹ 48,00,000/- p.a. at the 18th Annual General Meeting ("AGM") of the Company held on July 24, 2014.

The Members of the Company at the 20th AGM held on August 17, 2016 had approved the revision in the remuneration payable to Mr. Pawan Agarwal from ₹ 48,00,000/- p.a. to ₹ 60,00,000/- p.a. with effect from April 1, 2016 for the remainder of his term of office.

Further, the Members of the Company at the 22nd AGM held on September 11, 2018 had approved the re-appointment of Mr. Pawan Agarwal as the Deputy Managing Director of the Company for a further period of five years effective from July 31, 2018 up to July 30, 2023 on total remuneration of ₹ 1,00,00,000/- p.a.

Considering the performance of the Company, the Deputy Managing Director's contribution towards the growth, his increasing responsibilities and trend in the industry, the Board of Directors of the Company at its meeting held on July 28, 2022, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing Annual General Meeting, approved the re-appointment and the remuneration payable to Mr. Pawan Agarwal as the Deputy Managing Director of the Company with effect from July 31, 2023 for a period of 5 (five) years.

Pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act, the re-appointment and remuneration payable to Mr. Pawan Agarwal is now being placed before the Members at the ensuing Annual General Meeting for their approval by way of a Special Resolution.

The additional information as required by Schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

- (i) **Nature of Industry:** The Company is engaged in the business of Newspaper printing and publishing, operating FM Radio channels and running Web portals and Mobile Apps (Media Industry).
- (ii) **Date or expected date of commencement of commercial production:** The Company is in operation since 1995.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- (iv) **Financial performance based on given indicators - as per Audited Financial Statement for the year ended March 31, 2022:**

Particulars	₹ in million
Gross Turnover & Other Income	17,883.79
Net profit as per Statement of Profit & Loss (After Tax)	1,424.41
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	1,975.67
Net Worth	18,871.58

- (v) **Foreign Investments or collaborations, if any:** Nil

II. INFORMATION ABOUT THE APPOINTEE:

- (i) **Background details:** Please refer Annexure I.
- (ii) **Past remuneration during the Financial Year ended March 31, 2022:** ₹ 1,00,00,000/- p.a.
- (iii) **Recognition or Awards:** Nil
- (iv) **Job Profile and his suitability:** Taking into consideration the

rich experience and contribution of Mr. Pawan Agarwal to the Company, the Board is of the view that Mr. Pawan Agarwal's knowledge, expertise and experience has been and will continue to be of immense benefit and value to the Company.

- (v) **Remuneration Proposed:** ₹ 2,00,00,000/- (Rupees Two Crore only) per annum with an annual increment @5% p. a.
- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the job responsibilities and the industry benchmarks, the remuneration proposed to be paid to Mr. Pawan Agarwal is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

- (vii) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any:** Besides the remuneration proposed to be paid to him, Mr. Pawan Agarwal does not have any other pecuniary relationship with the Company or relationship with the managerial personnel or other directors.

III. OTHER INFORMATION:

- (i) **Reasons of loss or inadequate profits:** The Company is a profit making entity and does not envisage any loss or inadequate profits in any financial year during the tenure of appointment of Mr. Pawan Agarwal. The Company proposes to obtain approval of the Members by way of Special Resolution as a matter of abundant precaution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
- (ii) **Steps taken or proposed to be taken for improvement:** On a consolidated basis the Company would continue to earn profits and hence no specific steps are required to be taken for improvement of profits, other than in the normal course of business.
- (iii) **Expected increase in productivity and profits in measurable terms:** The Company would continue to pursue and implement its strategies to strengthen its financial performance.

IV. DISCLOSURES:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance-linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Report on Corporate Governance which is a part of this Annual Report.

Details about Mr. Pawan Agarwal are provided in the 'Annexure I' to the Notice pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India.

No director, key managerial personnel or their relatives except Mr. Sudhir Agarwal, Mr. Pawan Agarwal and Mr. Girish Agarwal and their relatives is concerned or interested financially or otherwise, in the Resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out in the Notice under Item No. 6 in relation to the re-appointment of Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company for approval by the Members of the Company.

ITEM NO. 7: Appointment of Ms. Paulomi Dhawan (DIN: 01574580) as an Independent Director of the Company

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has appointed

Ms. Paulomi Dhawan (DIN: 01574580) as an Additional Director (under the category of Independent Directors) of the Company with effect from July 28, 2022. Ms. Paulomi Dhawan holds office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ('the Act') and Article 147 of the Articles of Association of the Company.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Ms. Paulomi Dhawan for the office of Director of the Company. Ms. Paulomi Dhawan has confirmed that she is not disqualified from being appointed as a Director under Section 164 of the Act. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies, and has given her consent in writing to act as Director of the Company.

The Company has also received necessary declarations from Ms. Paulomi Dhawan stating that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as presently applicable.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Paulomi Dhawan has confirmed that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Ms. Paulomi Dhawan fulfils the conditions as specified in the Act and the Rules framed thereunder and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the Management.

The Nomination and Remuneration Committee has considered her diverse skills, leadership capabilities, and knowledge of Media & Entertainment Industry, Compliance & Risk Management, as being key requirements for this role. In view of the above, the Nomination and Remuneration Committee and the Board are of the view that Ms. Paulomi Dhawan possesses the requisite skills and capabilities which would be of immense benefit to the Company and hence, it is desirable to appoint her as an Independent Director of the Company. Therefore, the Board recommends her appointment as an Independent Director to the Members of the Company for a term of 2 (two) consecutive years on the Board of Directors of the Company commencing from July 28, 2022 to July 27, 2024.

Copy of the draft letter of appointment of Ms. Paulomi Dhawan setting out the terms and conditions of her appointment is available for inspection without any fee by the Members for which a specific request can be made at dbcsc@dbcsc.in.

Details of Ms. Paulomi Dhawan are provided in the 'Annexure I' to the Notice pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India.

Save and except Ms. Paulomi Dhawan and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ('KMP') of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 7 of the Notice. None of the Directors and KMP of the Company are related to her.

The Board recommends the Special Resolution set out in the Notice under Item No. 7 in relation to appointment of Ms. Paulomi Dhawan as an Independent Director of the Company for approval by the Members of the Company.

Annexure I

Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings ('SS-2') is given hereunder:

Name of Directors	Mr. Pawan Agarwal	Ms. Paulomi Dhawan
DIN	00465092	01574580
Date of Birth/Age	July 31, 1974 (47 years)	May 11, 1957 (65 years)
Date of appointment / first appointment on the Board	December 10, 2005	July 28, 2022
Expertise in specific functional areas	Mr. Pawan Agarwal has been on the Board of the Company since December, 2005. He holds a B.A. degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He heads production and the information technology department along with the radio and DB Digital Business within the Group. He has been awarded by the Prime Minister of India for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia Pacific, 2010.	Ms. Paulomi Dhawan has been a Brand builder, Media Marketing Communications Advisor, Social Impact Strategist with 40 years of media, marketing and brand communications experience. She has played an integral role in shaping the brand equity of many leading Indian brands, be it FMCG, durable, services, media, person, NGO. Ms. Paulomi Dhawan has been a Strategic Advisor to CMD / CEO / Board Members on perception image management, media investments, marketing, brand communications. She has been recognised for her deep understanding of the efficiency and efficacy of various media platforms and her strategic vision in the area of management of media investments. Ms. Paulomi Dhawan believes in giving - she is an advisor to NGOs like SHED India. She was the President of Inner Wheel Club of Bombay Queen's Necklace (2017-18), where she initiated socially impactful projects - 'Adopt a Village'. Her focus was to bring transformation from the grass root level. Ms. Paulomi Dhawan is Independent Director on Boards of Mukta Arts, Whistling Woods, Indian Society of Advertisers and NGOs like SHED and Make-A-Wish Foundation, India.
Qualifications	Bachelor's Degree in Industrial Engineering, USA	B.Com, D.B.M

Directorship held in other companies	<ul style="list-style-type: none"> • I Media Corp Limited • DB Infomedia Private Limited • Herbal Investment Private Limited • Bhaskar Foods Private Limited • D B Power Limited • DB Power (Madhya Pradesh) Limited • Delight Minings Private Limited • Diliigent Power Private Limited • D B Microfinance Private Limited • Bhaskar Industries Private Limited • Writers and Publishers Private Limited • Decore Thermal Power Private Limited • DB Consolidated Private Limited • Regency Agro Products Private Limited • Digital News Publishers Association • Shashwat Homes LLP • Ishan Mall LLP 	<ul style="list-style-type: none"> • Mukta Arts Limited • The Indian Society of Advertisers • Mukta A2 Cinemas Limited • Whistling Woods International Limited
Listed entities from which he/she resigned in the past three years	Nil	Nil
Membership/ Chairmanship of Committees of other public companies	<p>Corporate Social Responsibility Committee</p> <ul style="list-style-type: none"> • D B Power Limited - Chairperson • Diliigent Power Private Limited - Chairperson <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> • D B Power Limited - Chairperson 	<p>Audit Committee</p> <ul style="list-style-type: none"> • Mukta Arts Limited - Member • Whistling Woods International Limited - Member • The Indian Society of Advertisers - Member <p>Nomination and Remuneration Committee</p> <ul style="list-style-type: none"> • Mukta Arts Limited - Member • Whistling Woods International Limited - Member <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> • Mukta Arts Limited - Member
Shareholding in the Company including shareholding as a beneficial owner	Own : 78,95,513 equity shares For other persons on a beneficial basis: Nil	Own : Nil For other persons on a beneficial basis: Nil
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	Brother of Mr. Sudhir Agarwal, Managing Director and Mr. Girish Agarwal, Non-Executive Non-Independent Director.	Not related to any other Director or Key Managerial Personnel of the Company.
Remuneration received from the Company in the F.Y. 2021-22	₹ 1,00,00,000/- paid to Mr. Pawan Agarwal for the Financial Year ended March 31, 2022.	Not Applicable
Terms and conditions of re-appointment/ appointment along with details of remuneration sought to be paid	Liable to retire by rotation	Appointed as an Additional Director with effect from July 28, 2022 and to hold office up to the date of forthcoming AGM of the Company and thereafter subject to the approval of the Members at the said AGM, to hold office as an Independent Director for a term of 2 (two) consecutive years commencing from July 28, 2022 to July 27, 2024.
The number of meetings of the Board attended during the F.Y. 2021-22	4 (out of 4 meetings held)	Not Applicable (Since her appointment on the Board is effective from July 28, 2022).