

## 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 Annual General Meeting

**NOTICE** is hereby given that the Twenty Fourth (24<sup>th</sup>) Annual General Meeting ('AGM') of the Members of D. B. Corp Limited will be held on Friday, September 25, 2020 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 consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. Pawan Agarwal (DIN: 00465092) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. 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 Section 148 of the Companies Act, 2013 (*the Act*) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Act (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment thereof for the time being in force) and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and on recommendations of the Board of Directors, the members of the Company hereby ratify the remuneration of Rs. 25,000/- plus applicable taxes and all other out-of-pocket expenses for financial year ended March 31, 2020 payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) who were appointed as Cost Auditors to audit the cost accounting records maintained by the Company in relation to its radio business for the financial year ended March 31, 2020."

#### Notes:

1. In view of the continuing outbreak of CoVID-19 pandemic and in order to ensure the social distancing norms by the Corporates at large while complying with the provisions of the Companies Act, 2013, the Ministry of Corporate Affairs vide its circular no. 20/2020 dated May 5, 2020 read with circular no. 14/2020 and no.17/2020 dated April 8, 2020 and April 13, 2020 respectively (*MCA Circulars*) has allowed to conduct the AGM through VC or OAVM during the calendar year 2020. In compliance with the applicable provisions of the Act, said MCA Circulars and Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (*SEBI Listing Regulations*), the 24<sup>th</sup> AGM of the Members of the Company is being held through VC / OAVM. Accordingly, members can attend and participate in the AGM through VC / OAVM. Considering that the AGM is being held through VC / OAVM, the venue for the AGM shall be deemed to be the registered office of the Company.

2. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business as per Item No. 3 of the Notice to be transacted at the AGM is annexed hereto.
3. **ATTENDANCE AT THE AGM:**

(a) Members who are attending the AGM through VC / OAVM will be counted for the purpose of quorum of the AGM.

(b) Pursuant to Section 105 of the Act, a member who is entitled to attend and vote at a meeting of the Company is allowed to appoint a proxy to attend the AGM and vote on behalf of the member. However, considering that the AGM is being held through VC / OAVM, physical attendance of the members at the AGM has been dispensed with. Hence, the option of appointment of a proxy would not be available to the members at this AGM. Accordingly, the proxy form and attendance slips are not annexed herewith to this Notice of AGM.

(c) Pursuant to the provisions of the Act and the MCA Circulars, the members who are Body Corporates may appoint authorised representative to participate and vote at the AGM.

(d) Since the AGM is being held through VC / OAVM, the participation of members will be on first-come-first-served basis. However, the large shareholders [shareholders holding shares more than 2%], Promoters, Directors, Key Managerial Personnel, the Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Statutory Auditors, etc. are allowed to attend the AGM without the restriction on account of first-come-first-served basis.

4. The route map of the AGM is not annexed to this Notice considering that the AGM is being held through VC / OAVM.
5. Members who are shareholders as on the cut-off date i.e. Thursday, September 17, 2020 are eligible to vote through remote e-voting or e-voting during the AGM.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, September 18, 2020 to Friday, September 25, 2020 (both days inclusive).

#### 7. DISPATCH OF ANNUAL REPORT AND AGM NOTICE:

(a) Pursuant to the MCA Circulars and SEBI Circular dated May 12, 2020, the requirement of printing and sending of the

hard copies of the Annual Report along with AGM Notice to the members has been dispensed with and the same shall be sent through electronic means to the members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depository Participants (DPs). Also it is mandated on the part of the Company to give a general newspaper notice to the shareholders informing the following:

- a statement that the AGM will be held through electronic means i.e. VC / OAVM;
- the date and time of the AGM through electronic means i.e. VC / OAVM;
- availability of the AGM notice on the website of the Company and of the Stock Exchanges;
- manner of voting through remote e-voting or e-voting during the meeting;
- manner of registering the email address with the Company;
- manner of receiving dividend, if any, directly through ECS or any other means; and
- Any other matter as prescribed.

(b) In view of the aforesaid, the Company has duly given the newspaper notice in Divya Bhaskar, Gujarati newspaper published on August 28, 2020 having wide circulation in the district of Ahmedabad and Financial Express, English newspaper published on August 28, 2020 having wide circulation all over India informing the shareholders about the aforementioned information and also requesting to update or register their valid e-mail addresses with the Company or RTA of the Company in case shares are held in physical form or with Depository Participant in case shares are held in dematerialised form.

(c) Accordingly, the Annual Report and AGM Notice is being sent to the shareholders through electronic means and the same will be also available on the website of the Company at [www.dbcorppltd.com](http://www.dbcorppltd.com), websites of the Stock Exchanges viz. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ('KFintech') at <https://evoting.karvy.com>.

## 8. MEMBER'S PARTICIPATION AT AGM THROUGH VC / OAVM:

The Company has considered the time zones of different areas of the shareholders for holding the AGM through VC on September 25, 2020 at 11.30 a.m. (IST).

The Company has engaged the services of KFintech for holding the Annual General Meeting through VC and of the attendant enablers for conducting of the AGM through VC.

### i. Attendance at the AGM:

Members will be provided with a facility to attend the AGM through VC at the platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by clicking 'AGM video conference of D. B. Corp Limited'.

Members are requested to follow the below procedure to attend the AGM through VC:

- (a) Launch internet browser (Google Chrome/ Firefox/ Internet Explorer) by typing the URL: <https://emeetings.kfintech.com>;
- (b) Enter the login credentials (i.e. User ID and password for E-voting);
- (c) Post login, click on the tab of 'AGM video conference of D. B. Corp Limited'; and
- (d) Then click on camera icon appearing against AGM event of D. B. Corp Limited to attend the Meeting.

ii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

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. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis. Facility of joining AGM will be closed on expiry of 15 minutes from the scheduled time of the AGM. Up to 1000 members will be able to join the Meeting on a FIFO basis.

vi. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before Thursday, September 17, 2020 through email addressed to [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in). The same will be replied by the Company appropriately. Please note that, members' queries / questions will be responded to only if the shareholder continues to hold the shares as on the cut-off date i.e. Thursday, September 17, 2020.

vii. 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.

The 'Speaker Registration' / 'post your queries' tab will be open on Monday, September 21, 2020 at 9.00 a.m. (IST) and will close on Tuesday, September 22, 2020 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 [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in) before 5.00 p.m. on September 23, 2020. 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.

viii. 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.karvy.com> or contact at [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in) or Ms. C Shobha Anand, Deputy General Manager, KFin

Technologies Private Limited on Tel: +91 040 6716 2222 or Toll Free No.: 1800-345-4001 or send an E-mail request to [shobha.anand@kfintech.com](mailto:shobha.anand@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) for any further clarifications.

## 9. E-VOTING:

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Secretarial Standards on General Meetings and Reg. 44 of the SEBI Listing Regulations, the Company is required to give the facility of voting through electronic means.

Accordingly, your Company is pleased to offer the e-voting facility before the AGM through remote e-voting and during the AGM to its shareholders. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion as per the instructions provided in the Notice.

- b. The remote e-voting period will commence on Monday, September 21, 2020 at 9.00 a.m. (IST) and ends on Thursday, September 24, 2020 at 5.00 p.m. (IST). During this period shareholders of the Company holding shares either in physical form or in dematerialised form as on the cut-off date i.e. Thursday, September 17, 2020 may cast their vote electronically in the manner and process set out hereunder. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

### c. Instructions for Remote E-voting are as under:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and Password as mentioned in email). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with KFintech for remote e-voting, you can use your existing user ID and Password for casting your vote.
- iii. After entering these details appropriately, click on 'LOGIN'.
- iv. 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, E-mail 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. D. B. Corp Limited.
- vii. 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 'AGAINST' but the total number

in 'FOR / AGAINST' taken together shall not exceed your total shareholding as mentioned herein above. 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.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. 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 'ABSTAIN'.
- x. You may then cast your vote by selecting an appropriate option and click on 'Submit'.
- xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. to attend the AGM through VC / OAVM and vote on its behalf together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail: [pcs.buchassociates@gmail.com](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [dbcs@dbcorp.in](mailto:dbcs@dbcorp.in). The scanned image of the above mentioned documents should be in the naming format 'D. B. Corp Limited 24<sup>th</sup> AGM'.

### d. Instructions for Members for e-voting during the AGM:

- i. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM.
- ii. The e-Voting 'Thumb sign' appearing on the left hand corner of the video screen shall be activated upon instructions of the chairman during the AGM proceedings. Shareholders shall click on the same to take them to the 'instapoll' page. Click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
- iii. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the AGM.
- iv. Only those Members, who will be present in 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.

**Procedure for registering the E-mail addresses and obtaining the AGM Notice, Annual Report and e-voting user ID and password by the members whose E-mail addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with RTA (in case of Members holding shares in physical form):**

- i. Those Members who have not yet registered their

E-mail addresses are requested to get their E-mail addresses registered by following the procedure given below:

- a) Members holding shares in demat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - b) Members holding shares in physical form may register their E-mail address and mobile number with Company's RTA by sending an E-mail request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with signed scanned copy of the request letter providing the E-mail address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate.
- ii. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFinTech for registration of E-mail addresses of the Members in terms of the MCA Circulars. Eligible members who have not submitted their E-mail address to the Depository Participant or KFinTech are required to provide their E-mail address to KFinTech, on or before 5:00 p.m. (IST) on Thursday, September 17, 2020 by following the procedure as under:
- a) Visit the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/)
  - b) Select the Company name viz. D. B. Corp Limited
  - c) Enter the DP ID & Client ID / Physical Folio Number
  - d) Enter the PAN details
  - e) Enter your E-mail address and Mobile Number
  - f) The system will then confirm the E-mail address for receiving this AGM Notice.
- iii. 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.

## 10. INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, a certificate from the Auditors of the Company certifying that the Employee Stock Option Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution/s passed by the shareholders at General Meeting/s and other relevant documents referred to in the Notice, if any, will be available electronically for inspection by the members during the AGM.

Every shareholder is eligible to inspect all the documents referred to in the Notice without any fee from the date of circulation of this Notice up to the date of AGM. For inspection, members may please write an email to [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in).

## 11. GENERAL GUIDANCE TO SHAREHOLDERS:

- (a) Members holding shares in electronic form may note that bank particulars registered against their respective Depository Accounts are used by the Company for payment of any dividend, whenever declared. The Company or its Registrar and Transfer Agents viz. KFin Technologies Private Limited ('RTA') cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such

changes are to be advised by the members only to the Depository Participant.

- (b) Members holding shares in electronic form are requested to intimate immediately about any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or RTA.
- (c) 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 Private Limited  
Selenium Tower B, Plot No. 31 & 32, Financial District,  
Nanakramguda, Serilingampally Mandal, Hyderabad,  
Telangana - 500032  
Tel. : 040 - 67161500 / 67162222 / 1800-345-4001  
Fax : 040 - 23001153 / 23420814  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
- (d) Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signatures duly attested by their Bank immediately to the Company / RTA.
- (e) Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company / RTA along with the proof thereof.
- (f) Nomination Facility: As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form SH-14. Members holding shares in physical form are requested to submit the forms to the Company / RTA. Members holding shares in dematerialised form are requested to submit their forms to their DPs.
- (g) Pursuant to the amendment in Regulation 40 of the SEBI Listing Regulations, SEBI has disallowed the transfer of shares in physical form with effect from April 1, 2019. Therefore members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for ease in portfolio management. The said amendment is not applicable for the cases relating to transmission and transposition. Members holding multiple folios are requested to consolidate their holdings in the Company.
- (h) Updation of Members' Details: The format of the Register of Members prescribed by the Ministry of Corporate

Affairs under the Act requires the Company to record additional details of Members including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company and Members holding shares in electronic form are requested to submit the same to their respective DPs.

- (i) **Green Initiative:** To support the 'Green Initiative', the Members who have not yet registered their e-mail addresses are requested to register the same with the RTA / DPs. Members who want to receive hard copies of all the communication have to make a specific request to the Company by sending a scanned copy of a signed letter in this regard to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or the Company at [dbcs@dbc corp.in](mailto:dbcs@dbc corp.in). Members may note that this Notice and the Annual Report 2019-20 will also be available on the website of the Company viz. [www.dbcorppltd.com](http://www.dbcorppltd.com).

12. Pursuant to the provisions of Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 on 'General Meetings' issued by The Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Director/s of the Company seeking re-appointment along with details of other Directorships, memberships / chairmanships of Board Committees, shareholding, relationships amongst Directors inter-se, remuneration and other prescribed details are set out in the Explanatory Statement annexed to this Notice.

13. **TRANSFER OF UNCLAIMED / UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:**

The Members are requested to note that pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, all dividends remaining unclaimed / unpaid for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund ('IEPF').

Further, as per Section 124(6) of the Act read with the IEPF Rules, as amended from time to time, the shares in respect of which such dividend has remained unpaid / unclaimed for seven consecutive years or more, are also liable to be transferred to IEPF Suspense Account.

Hence, Members are requested to claim their dividend/s within the stipulated timeline. They are requested to correspond with the RTA at aforementioned co-ordinates or the Company Secretary at Corporate Office of the Company.

Pursuant to Rule 5(8) of the IEPF Rules as amended upto date, the Company has uploaded the information in respect of the unclaimed dividends, as on March 31, 2019 on the website of IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company viz. [www.dbcorppltd.com](http://www.dbcorppltd.com). Members may refer the same for information pertaining to their unclaimed dividends.

Further, the Company has also uploaded the information in respect of the shareholders whose shares were due for transfer to the IEPF Suspense Account and whose shares have already been transferred to IEPF on their respective due dates on its website [www.dbcorppltd.com](http://www.dbcorppltd.com).

The Company has been sending notice/s to all such Members whose dividends are lying unclaimed against their name for seven consecutive years or more and in view of which their shares are liable to be transferred to IEPF by the Company. Hence such Members are requested to immediately claim their unclaimed dividend amount from the Company / RTA. In case the dividends are not claimed by the Members, necessary action will be initiated by the Company on due date/s to transfer such shares to IEPF in the prescribed manner.

The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-5 available on its website viz. [www.iepf.gov.in](http://www.iepf.gov.in). Members can file only one consolidated claim in a financial year as per the IEPF Rules.

The following table provides the due dates for the transfer of unpaid / unclaimed dividend by the Company as on March 31, 2020:

Unclaimed Dividend	Date of declaration of Dividend	Due date for Transfer
Final Dividend 2012-13	July 24, 2013	August 29, 2020
Interim Dividend 2013-14	January 16, 2014	February 21, 2021
Final Dividend 2013-14	July 24, 2014	August 29, 2021
Interim Dividend 2014-15	January 15, 2015	February 20, 2022
Final Dividend 2014-15	August 6, 2015	September 11, 2022
Interim Dividend 2015-16	January 22, 2016	February 27, 2023
One-Time Special Dividend 2015 -16	March 10, 2016	April 15, 2023
Final Dividend 2015-16	August 17, 2016	September 22, 2023
Interim Dividend 2016-17	January 19, 2017	February 24, 2024
Final Dividend 2017-18	September 11, 2018	October 17, 2025
Interim Dividend 2018-19	January 23, 2019	February 28, 2026
Second Interim Dividend 2018-19	May 16, 2019	June 21, 2026
Interim Dividend 2019-20	October 16, 2019	November 21, 2026
Second Interim Dividend 2019 -20	January 23, 2020	February 28, 2027

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

**Place:** Mumbai  
**Date:** August 13, 2020

Anita Gokhale  
Company Secretary  
Membership No.: F4836

**Registered Office:** Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat - 380 051.  
**CIN:** L22210GJ1995PLC047208 **Website:** [www.dbcorppltd.com](http://www.dbcorppltd.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**  
**WITH RESPECT TO SPECIAL BUSINESS**

**Item No. 3:**

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 Division 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 Board of Directors, on the recommendation of the Audit Committee at its meeting held on June 23, 2020, 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 Division for the financial year 2020-21 at remuneration detailed below:

<b>Name of the Cost Auditor</b>	<b>Financial Year</b>	<b>Audit Fees</b>
M/s. K. G. Goyal & Associates	2020-21	Rs. 25,000/- plus taxes and out of pocket expenses at actuals

Accordingly consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2020-21.

None of the Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested financially or otherwise in the Resolution set out at item No. 3 of the Notice.

The Board recommends the said **Ordinary Resolution** for ratification by the Members.

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

**Place:** Mumbai

**Date:** August 13, 2020

Anita Gokhale  
Company Secretary  
Membership No.: F4836

**Registered Office:** Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club,  
Makarba, Ahmedabad, Gujarat - 380 051 **CIN:** L22210GJ1995PLC047208 **Website:** [www.dbcorpltd.com](http://www.dbcorpltd.com)

**Details of Director seeking Re-appointment at the forthcoming AGM of the Company**

*[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India]*

<b>Name of the Director</b>	<b>Mr. Pawan Agarwal</b>
Designation	Dy. Managing Director
DIN	00465092
Date of Birth / Age	July 31, 1974 / 46 years
Date of original appointment	December 10, 2005
Terms and conditions of appointment	To be re-appointed as Dy. Managing Director without any change in the remuneration already approved by the Members at the time of his original appointment and liable to retire by rotation.
Areas of Expertise	He has been on the Board 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 for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia Pacific, 2010.
Educational Qualifications	B. A. Degree in Industrial Engineering
Companies in which he holds Directorship as on March 31, 2020	1. Regency Agro Products Private Limited; 2. I Media Corp Limited; 3. India Interactive Technologies Limited; 4. D B Power Limited; 5. DB Power (Chhattisgarh) Limited; 6. DB Power (Madhya Pradesh) Limited 7. Bhaskar News Media Limited; 8. Delight Minings Private Limited; 9. Dynamic Infraventure Private Limited; 10. Diligent Power Private Limited; 11. D B Microfinance Private Limited; 12. Bhaskar Industries Private Limited; 13. Writers And Publishers Private Limited; 14. Decore Thermal Power Private Limited; 15. DB Consolidated Private Limited; and 16. Digital News Publishers Association

Other listed Companies in which he holds Directorship as on March 31, 2020	Nil
Membership / Chairmanship of Board Committees as on March 31, 2020	<p><b>D. B. Corp Limited:</b></p> <ol style="list-style-type: none"> <li>Stakeholders Relationship Committee Member</li> <li>Risk Management Committee Member</li> <li>Corporate Social Responsibility Committee Member</li> <li>Compensation Committee Member</li> <li>Executive Committee Member</li> </ol> <p><b>D B Power Limited:</b></p> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee Chairperson</li> <li>Nomination and Remuneration Committee Chairperson</li> </ol> <p><b>Diligent Power Private Limited:</b></p> <p>Corporate Social Responsibility Committee Chairperson</p> <p><b>Bhaskar Industries Private Limited:</b></p> <p>Corporate Social Responsibility Committee Chairperson</p> <p><b>Writers And Publishers Private Limited:</b></p> <p>Corporate Social Responsibility Committee Chairperson</p>
Shareholding	78,95,513 Equity Shares
Relationship with other Directors and KMPs	Mr. Pawan Agarwal is the son of (Late) Mr. Ramesh Chandra Agarwal and brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal. Except the aforesaid, none of the other Directors or KMPs is related to Mr. Pawan Agarwal.
No. of Board Meetings attended during FY 2019-20	4 out of 4
Remuneration last drawn	Rs. 1,00,00,000/- (Rs. One Crore for FY 2019-20). [Please refer remuneration details in Annexure C to the Board's Report - Extract of Annual Return]
Remuneration to be paid	As per existing approved terms and conditions.

## D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

**Regd. Office:** Plot No. 280, Sarkhej - Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat - 380 051.  
Telephone: 022 7157 7000 | **Website:** [www.dbcorpltd.com](http://www.dbcorpltd.com) | **E-mail:** [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in)

### Dispatch of Annual Report and other documents through Electronic mode

Dear Members,

As you may be aware that the Companies Act, 2013 ('Act') supports 'Green Initiative in Corporate Governance' by recognising paperless compliances by companies through electronic mode. Under the Act, companies can now send documents and other notices to shareholders through electronic mode.

In the spirit of the same, the Annual Report for the financial year ended March 31, 2020 and the Notice convening the 24th AGM is being sent in electronic mode to all the shareholders who have registered their e-mail address with the Depositories / Company. The said Annual Report along with the Notice is also available on the Company's website [www.dbcorpltd.com](http://www.dbcorpltd.com).

To all those Members who have not yet registered their e-mail addresses, we once again appeal to register the same and opt for electronic delivery and contribute your small share to the noble cause of 'Green Initiative'.

If you wish to receive shareholders' communications through electronic mode, please fill the details in the form given overleaf and send it to the Company's Registrar and Share Transfer Agents viz. KFin Technologies Pvt. Ltd., Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana 500032, India or alternatively on email [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by way of email to [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in).

We are sure that you would appreciate the 'Green Initiative' and your Company's desire to participate in such initiatives.

For **D. B. Corp Limited**

**Place:** Mumbai  
**Date:** August 13, 2020

Anita Gokhale  
Company Secretary  
Membership No.: F4836

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CIN: L22210GJ1995PLC047208

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### E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID & Client ID : .....

Name of First Registered Holder : .....

Name of Joint Holder(s) : .....

Registered Address : .....

E-mail ID (to be registered) : .....

I / We, Members of D. B. Corp Limited, agree to receive all communication from the Company in electronic mode. Please register my above mentioned e-mail address in your records for sending communication through e-mail to

Date: .....

Signature:.....

(First Holder)

#### Notes:

1. On registration, all the communication will be sent to the e-mail address registered for the Folio.
2. Members are requested to keep the Company / Depository Participants informed as and when there is any change in the e-mail address.