

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

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

E-mail Id: dbc@dbc Corp.in | Website: www.dbcorp Ltd.com | Tel. No.: 022 – 7157 7000

Notice of the Annual General Meeting

NOTICE is hereby given that the Twenty Fifth (25th) Annual General Meeting ('AGM') of the Members of D. B. Corp Limited ('DBCL/Company') will be held on **Thursday, September 30, 2021 at 11.30 a.m. (IST)** through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 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, 2021 together with the Report of the Auditors thereon.
- To declare final dividend of ₹3/- per Equity Share of the face value of ₹10/- each for the Financial Year ended March 31, 2021.
- To appoint a Director in place of Mr. Girish Agarwal (DIN: 00051375), 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. Girish Agarwal (DIN: 00051375) 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."

SPECIAL BUSINESS:

- 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 ('the Act') read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Act (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 as the Cost Auditors to conduct the audit of the cost records of the Company in relation to its Radio business for the Financial Year 2021-22, 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 actions, deeds, matters and things as may be necessary or expedient for or 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."

- To consider appointment of Mr. Santosh Desai (DIN: 01237902) as an Independent Director 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 the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, 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, Mr. Santosh Desai (DIN: 01237902) who was appointed by the Board of Directors as an Additional Director of the Company, with effect from October 21, 2020 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) years with effect from October 21, 2020 to October 20, 2023."

- To consider re-appointment of Ms. Anupriya Acharya (DIN: 00355782) 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 Section 149, 150 and 152 of the Companies Act, 2013 ('the Act') read with Schedule IV and other applicable provisions, if any, of 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 Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any amendments thereof, Ms. Anupriya Acharya (DIN: 00355782), who was appointed as an Independent Director of the Company at the 20th Annual General Meeting of the Company and holds office upto June 21, 2021 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of 5 (five) years on the Board of the Company commencing from June 22, 2021 up to June 21, 2026."

- To consider the re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as the 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 Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as the Managing Director of the Company for a term of 5 (five) years with effect from January 1, 2022 and upon the following terms and conditions including remuneration as mentioned in Point A to C:

A. Period:

The period of appointment is 5 (five) years w.e.f. January 1, 2022 to December 31, 2026 with the liberty to other party to terminate the appointment on three months' notice in writing to the other party.

B. Details of Remuneration:

Remuneration of ₹ 2,50,00,000/- (Rupees Two Crore Fifty Lakh only) per annum with an annual increment @5% p. a.

C. 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. Sudhir Agarwal as the Managing Director will be considered with the Company.

The Nomination and Remuneration Committee of the Board will review and recommend the remuneration payable to the 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 Section 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. Sudhir 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. Sudhir Agarwal shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company.

Mr. Sudhir 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 be and is hereby authorised to revise the remuneration payable to Mr. Sudhir Agarwal during his tenure as 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. Sudhir 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."

8. To consider and approve the 'D. B. Corp Limited Employee Stock Option Scheme 2021 ('DBCL ESOS 2021') to grant Stock Options to the employees 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 Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the rules framed thereunder, the provisions of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEBSE Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the circulars/guidelines issued by the Securities and Exchange Board of India, the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force from time to time (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed by the approving authority while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) and modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as an 'Administrator' to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement the D. B. Corp Limited Employee Stock Option Scheme 2021 ('DBCL ESOS 2021') and to authorise the Board to create, offer and grant from time to time, in one or more tranches, not more than 30,00,000 (Thirty Lakh Only) Stock Options under DBCL ESOS 2021 for the benefit of such person(s) who are Employees or Directors of the Company, as may be permissible under the SEBI SBEBSE Regulations (herein referred to as 'Employees') exercisable into not more than 30,00,000 (Thirty Lakh Only) equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up, in such manner and on such terms and conditions including the price as the Compensation Committee may decide in accordance with the provisions of the applicable laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of the options by the Option Grantees from time to time in accordance with DBCL ESOS 2021 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, change in capital structure and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the options granted earlier including issue of any additional equity shares by the Company to the Option Grantees and the ceiling of 30,00,000 (Thirty Lakh Only) of Stock Options / Equity Shares shall be deemed to increase to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the exercise price payable by the Option Grantees under the DBCL ESOS 2021 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Option Grantees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEBSE Regulations and any other applicable laws to the extent relevant and applicable to the said DBCL ESOS 2021.

RESOLVED FURTHER THAT the Board be and is hereby authorised:

- To administer, implement and supervise the DBCL ESOS 2021;
- To formulate, approve, evolve, modify, change, vary, alter, amend, suspend or terminate the DBCL ESOS 2021 and determine and bring into effect such terms and conditions and procedures for grant or vesting of options under DBCL ESOS 2021;
- To grant, issue, re-issue, recall, surrender, cancel and withdraw Stock Options from time to time and to determine the terms and conditions thereof;
- To take necessary steps for listing of the equity shares on the Stock Exchanges as allotted under DBCL ESOS 2021 from time to time;
- To delegate all or any of the powers conferred by this resolution to any Committee of Directors (including Compensation Committee), Director, Officer or Authorised Representative of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard;
- To do all such acts, deeds, matters and things as may be considered necessary or expedient in its absolute discretion and settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

9. To consider and grant Employee Stock Options to the Employees of the present / future Holding and / or Subsidiary company/ies:

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 Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the rules framed thereunder, the provisions of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI SBEBSE Regulations') the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the circulars/guidelines issued by the Securities and Exchange Board of India, the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force from time to time (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed by the approving authority while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) and modification(s) by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as an 'Administrator' to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer and grant from time to time, in one or more tranches, Stock Options under DBCL ESOS 2021 to the employees of the present/future Holding and/or Subsidiary Company/ies, within the overall ceiling of 30,00,000 (Thirty Lakh Only) Options as mentioned in the resolution at item no. 8 above as may be permissible under the SEBI SBEBSE Regulations (herein referred to as 'Employees') exercisable into equivalent number of equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up, in such manner and on such terms and conditions including the price as the Compensation Committee may decide in accordance with the provisions of the applicable laws as may be prevailing at the relevant time."

Notes:

- In view of the global outbreak and continuation of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA'), has vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ('SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM' or the 'Meeting') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. 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 25th AGM of the Company is being held through VC/OAVM on Thursday, September 30, 2021 at 11.30 a.m. (IST).

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 25th 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.

- The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice is annexed hereto. The Board of Directors has considered and decided to include Item Nos. 4 to 9 as given above, as Special Business in the forthcoming AGM, as they are unavoidable in nature.

The relevant details pursuant to Regulations 26(4) and 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.

- 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.**
- The Company has engaged the services of KFin Technologies Private Limited ('Kfintech') for providing the facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and for e-voting during the AGM.
- Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Corporate/Institutional Members are encouraged to attend and vote at the 25th AGM through VC / OAVM facility. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Section 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting 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@dbc Corp.in.

7. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and all the relevant documents required to be placed at the AGM as per the Act will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2021. Members seeking to inspect such documents can send their requests to the Company at dbcs@dbc Corp.in.

8. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the MCA General Circulars No. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 and SEBI Circulars dated May 12, 2020 and January 15, 2021, owing to the difficulties involved in dispatching of physical copies of the Financial Statements (including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). As physical copies of the Annual Report 2020-21 will not be sent by the modes permitted under the Act, the Annual Report and the AGM Notice are made available on the Company's website at www.dbcorppltd.com for those members whose e-mail ids are not registered with the Company / Kfintech. The same may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also available on the website of Kfintech at <https://evoting.kfintech.com>

9. BOOK CLOSURE AND DIVIDEND:

i. The Register of Members and the Share Transfer Books of the Company will be closed from Monday, September 27, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of this AGM and for determining entitlement of Members to final dividend for the Financial Year ended March 31, 2021, 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 Thursday, September 30, 2021 as under:

(a) To all the Beneficial Owners as at the end of the day on **Sunday, September 26, 2021** as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

(b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on **Sunday, September 26, 2021**.

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

Pursuant to the Income-Tax Act, 1961 ('IT Act') as amended by the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders with effect from April 1, 2020 and the Company shall be required to deduct TDS from dividend paid to the Members at prescribed rates. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by **Sunday, September 19, 2021 (upto 5:00 pm)**. **Members may submit the documents on the link: <https://ris.kfintech.com/form15/>**. For the detailed process, please visit website of the Company www.dbcorppltd.com and click on the tab '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 Registrar and Transfer Agents 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 the Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT) / Real Time Gross Settlement (RTGS) / Direct Credit, etc.

Update of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following documents in original to Kfintech immediately:

- signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - Name and Branch of Bank and Bank Account type;
 - Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions;
 - 11 digits IFSC Code.
- original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- self-attested photocopy of the PAN card; and
- self-attested photocopy of any document (such as Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs immediately.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

10. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:

Pursuant to Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to dematerialise their holdings. Members may contact the Company at dbcs@dbc Corp.in for assistance in this regard or their respective Depository Participant (DP). Members are accordingly requested to get in touch with any DP having registration with SEBI to open a Demat account or alternatively, contact the nearest branch of Kfintech to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

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

a. Pursuant to Section 124 and 125 of 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, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as principal amount of debentures and deposits 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.

The details of such dividends / shares and other unclaimed moneys to be transferred to IEPF are uploaded on the website of the Company at www.dbcorppltd.com.

b. Due dates of transferring unclaimed and unpaid dividends declared by the Company for the Financial Year 2013-14 and thereafter to IEPF are as under:

Unclaimed Dividend	Date of declaration of Dividend	Date of payment of Dividend	Last date for claiming unpaid / unclaimed dividend
Final Dividend 2013-14	July 24, 2014	July 31, 2014	August 29, 2021
Interim Dividend 2014-15	January 15, 2015	February 7, 2015	February 20, 2022
Final Dividend 2014-15	August 6, 2015	August 13, 2015	September 11, 2022
Interim Dividend 2015-16	January 22, 2016	February 12, 2016	February 27, 2023
One-Time Special Dividend 2015 -16	March 10, 2016	March 29, 2016	April 15, 2023
Final Dividend 2015-16	August 17, 2016	August 24, 2016	September 22, 2023
Interim Dividend 2016-17	January 19, 2017	February 7, 2017	February 24, 2024
Final Dividend 2017-18	September 11, 2018	September 18, 2018	October 17, 2025
Interim Dividend 2018-19	January 23, 2019	February 8, 2019	February 28, 2026
Second Interim Dividend 2018-19	May 16, 2019	June 4, 2019	June 21, 2026
Interim Dividend 2019-20	October 16, 2019	November 4, 2019	November 21, 2026
Second Interim Dividend 2019 -20	January 23, 2020	February 11, 2020	February 28, 2027

The Company urges all the Members to encash / claim their respective dividend during the prescribed period. Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s) are requested to make their claim to Kfintech well in advance of the above due dates.

c. (i) Transfer of Unclaimed Dividend:

During the Financial Year 2020-21, the Company has transferred ₹1,21,636/- of unpaid / unclaimed dividend to the IEPF Authority.

(ii) Transfer of Shares:

Adhering to the various requirements set out in the IEPF Rules as amended, the Company has, during the Financial Year 2020-21, transferred 1,039 Equity Shares of the face value of ₹10/- each to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years.

d. 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.

e. Details of unclaimed amounts on the Company's website:

Pursuant to the provisions of the IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 25, 2020 (date of the previous Annual General Meeting of the Company) on the website of the Company at www.dbcorppltd.com as well as on the website of the Ministry of Corporate Affairs at the web-link: <http://www.iepf.gov.in>.

12. NOMINATION:

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members are requested to submit the said form to their respective Depository Participants in case the shares are held in electronic form and to the Company's RTA viz. Kfintech in case the shares are held in physical form, quoting the folio number.

13. UPDATION OF MEMBERS' DETAILS:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for capturing additional details will be provided upon request to be made to Kfintech / the Company. Members holding shares in physical form are requested to submit the form duly completed to Kfintech in physical mode. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

14. 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 ('DP') and holdings should be verified from time to time.

15. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their respective DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form by sending a scanned copy of a signed letter in this regard to the RTA at einward.ris@kfintech.com or the Company at dbcs@dbcorp.in.

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

a Registration of e-mail addresses with Kfintech: The Company has made special arrangements with Kfintech for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice along with credentials for remote e-voting electronically. Eligible Members whose e-mail addresses are not registered with the Company / DPs are required to provide the same to Kfintech by following the process for registering e-mail address as mentioned below:

- Visit the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>
- Select the name of the Company viz. D. B. Corp Limited and follow the steps for registration of e-mail address.

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 evoting@kfintech.com.

b. Registration of e-mail address permanently with Company / DP: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with DBCL, in respect of physical holding, by sending a written request duly signed by the first-named shareholder. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DPs / DBCL to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

17. 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 Member has already cast the vote through remote e-voting.

18. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. **Wednesday, September 22, 2021**, shall be entitled to avail the facility of remote e-voting before the AGM as well as e-Voting during the AGM.

19. 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.

20. M/s. Hitesh Buch & Associates, Practicing Company Secretary (Membership No. FCS 3145 & 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.

21. 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 2 working days from 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.dbcorppltd.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.

22. 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.

23. The 'Speaker Registration' / 'post your queries' tab will open on Saturday, September 25, 2021 at 9.00 a.m. (IST) and will close on Monday, September 27, 2021 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@dbcorp.in before 5.00 p.m. on September 27, 2021. 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.

24. PROCEDURE FOR REMOTE E-VOTING:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended) and the MCA Circulars, Members are provided with the facility to cast their vote electronically through the e-voting services provided by Kfintech on all resolutions set forth in this Notice through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility.

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Wednesday, September 22, 2021** may cast their vote by **remote e-voting. The remote e-voting period commences on Sunday, September 26, 2021 at 9.00 a.m. (IST) and ends on Wednesday, September 29, 2021 at 5.00 p.m. (IST).** The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Kfintech upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date of Wednesday, September 22, 2021**. Subject to receipt of requisite number of votes, the resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the AGM i.e. on **Thursday, September 30, 2021**. The Notice of the AGM indicating the instructions of remote e-voting process can be downloaded from the Kfintech website <https://evoting.kfintech.com> or the Company's website www.dbcorp Ltd.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

(I) The instructions for remote e-voting:

(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 SECURITIES DEPOSITORY LIMITED ('NSDL'):	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED ('CDSL'):
<p>1. User already registered for IDeAS facility: **</p> <ul style="list-style-type: none"> 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 e-voting period. 	<p>1. Existing user who has opted for Easi / Easiest **</p> <ul style="list-style-type: none"> URL: www.cdslindia.com Click on New System Myeasi. Login with user id and password. Option will be made 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.nsdl.com (Select 'Register Online for IDeAS') or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. <p>** (Post completion of registration, follow the process as stated in point no.1 above)</p>	<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. <p>** (Post completion of registration, follow the process as stated in point no.1 above)</p>

<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.nsdl.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.
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(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 Member 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'.

x) You may then cast your vote by selecting an appropriate option and click on 'Submit'.

xi) 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:

- i. 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.
- ii. 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.
- iii. 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 remote e-Voting system during the AGM.
- iv. 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.
- v. For any grievances connected with the facility for remote e-Voting on the day of the AGM, please contact Mr. Naveen Muthyala, Deputy Manager, KFin Technologies Private Limited on Toll Free No.: 1800-309-4001.

(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.
- 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 Mr. Naveen Muthyala, Deputy Manager, KFin Technologies Private Limited on Toll Free No.: 1800-309-4001 or send an e-mail request to naveen.muthyala@kfintech.com or evoting@kfintech.com for any further clarifications.

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 Private 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: August 13, 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

As required by Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 9 of the accompanying Notice.

Item No. 4: To ratify the remuneration payable to the Cost Auditor

As per the provisions of 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 on the recommendation of the Audit Committee at its meeting held on June 17, 2021, 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 2021-22 at remuneration detailed below:

Name of the Cost Auditor	Financial Year	Audit Fees
M/s. K. G. Goyal & Associates	2021-22	₹ 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2021-22.

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.4 of the Notice.

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

Item No. 5: To consider appointment of Mr. Santosh Desai (DIN: 01237902) as an Independent Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Santosh Desai as an Additional and Independent Director of the Company with effect from October 21, 2020, pursuant to Section 161 of the Companies Act, 2013 (the 'Act'). The Company has received from Mr. Desai all statutory disclosures / declarations including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and (iv) a declaration that he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated June 20, 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. The Company has also received a notice under Section 160 of the Act from a Member, intending to nominate Mr. Santosh Desai to the office of Independent Director.

In the opinion of the Board, Mr. Santosh Desai is a well-respected business leader who brings a wealth of experience and financial acumen to the DBCL's Board. His vast experience in the realm of corporate governance will greatly benefit the Company. Further, he possesses integrity and relevant proficiency which will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. A copy of the draft letter for the appointment of Mr. Santosh Desai as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members for which a specific request can be made at dbc@dbc.in.

Based on the recommendation of the Nomination and Remuneration Committee and after taking into account the performance evaluation of Mr. Santosh Desai and considering his knowledge, acumen, expertise and vast experience, the Board of Directors has recommended his appointment as an Independent Director for a period of 3 years i.e. up to October 20, 2023.

The performance evaluation of Independent Director was based on various criteria, inter alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business/ activities, understanding of industry and global trends, quality of contribution to Board discussions and decisions, etc.

The Board of Directors at its Meeting held on October 21, 2020 has appointed Mr. Santosh Desai as an Additional and Independent director who holds office up to the ensuing AGM. The resolution seeks the approval of Members for the appointment

of Mr. Santosh Desai as an Independent Director of the Company up to October 20, 2023 pursuant to Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing AGM and shall be appointed as a Director by the Members. Mr. Santosh Desai's appointment is hereby placed for the approval of Members. In compliance with the MCA General Circular no. 20/2020, this item is considered unavoidable and hence placed before the Members for consideration.

No director, key managerial personnel or their relatives except Mr. Santosh Desai (to whom the resolution relates) is concerned or interested financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the said **Ordinary Resolution** set out at Item No. 5 of the Notice for approval of Members.

Item No. 6: To consider re-appointment of Ms. Anupriya Acharya (DIN: 00355782) as an Independent Director of the Company

Ms. Anupriya Acharya (DIN: 00355782) was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 (the 'Act'), read with Companies (Appointment and Qualification of Directors) Rules, 2014 by the members at the Annual General Meeting held on August 17, 2016. Ms. Anupriya Acharya holds office as an Independent Director of the Company up to June 21, 2021 ('first term' in line with the explanation to Section 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee at its Meeting held on June 17, 2021, after taking into account the performance evaluation of Ms. Anupriya Acharya during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and substantial contribution, has recommended to the Board her re-appointment for a second term of 5 (five) years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended the re-appointment of Ms. Anupriya Acharya as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from June 22, 2021 up to June 21, 2026. In accordance with the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company.

The performance evaluation of Independent Director was based on various criteria, inter alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business/ activities, understanding of industry and global trends, quality of contribution to Board discussions and decisions, etc.

Ms. Anupriya Acharya fulfils, the requirements of an Independent Director as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company has received all statutory disclosures / declarations from Ms. Anupriya Acharya including (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and (iv) a declaration 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 June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. The Company has also received a notice under Section 160 of the Act from a Member intending to nominate Ms. Anupriya Acharya to the office of Independent Director.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms. Anupriya Acharya 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.

In the opinion of the Board and based on its evaluation, Ms. Anupriya Acharya fulfils the conditions specified in the Act, Rules made thereunder and SEBI Listing Regulations for her re-appointment as an Independent Director of the Company and that she is independent of the Management of the Company. A copy of the draft letter for the re-appointment of Ms. Anupriya Acharya setting out the terms and conditions is available for inspection without any fee by the Members for which a specific request can be made at dbcs@dbc Corp.in.

The resolution seeks the approval of Members for the re-appointment of Ms. Anupriya Acharya as an Independent Director of the Company up to June 21, 2026 pursuant to Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation. In compliance with the MCA General Circular no. 20/2020, this item is considered unavoidable and hence placed before the Members for consideration.

No director, key managerial personnel or their relatives except Ms. Anupriya Acharya (to whom the resolution relates) is concerned or interested financially or otherwise in the resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the said **Special Resolution** set out at Item No. 6 of the

Notice for approval of Members.

Item No. 7: To consider the re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as the Managing Director of the Company

On the recommendation of the Board of Directors, the Members had approved the appointment of Mr. Sudhir Agarwal as the Managing Director of the Company from January 1, 2017 to December 31, 2021 at an annual remuneration of ₹ 90,00,000/- (₹ Ninety Lakh only) at the 20th Annual General Meeting ('AGM') of the Company held on August 17, 2016.

The Members further approved the revision in his remuneration to ₹ 1,50,00,000/- (₹ One Crore and Fifty Lakh only) at the 22nd Annual General Meeting of the Company held on September 11, 2018.

Mr. Sudhir Agarwal will cease to be the Managing Director of the Company upon completion of his tenure on December 31, 2021.

A notice in writing under Section 160 of the Companies Act, 2013 (the 'Act'), has been received from a Member proposing the candidature of Mr. Sudhir Agarwal for the office of Managing Director of the Company.

Mr. Sudhir Agarwal satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Mr. Sudhir Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Sudhir Agarwal is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India or any other authority.

The terms and conditions including remuneration payable to Mr. Sudhir Agarwal are contained in the draft Service Agreement proposed to be entered into by the Company with Mr. Sudhir Agarwal, main terms of which are set out in the resolution at Item No. 7 of the accompanying Notice.

The draft of the said Service Agreement to be executed between Mr. Sudhir Agarwal and the Company is available for inspection without any fee by the Members for which a specific request can be made at dbcs@dbc Corp.in.

Information as required under Section II of Part II of Schedule V to the Act is provided at Annexure 1 to this Notice.

Further details relating to Mr. Sudhir Agarwal as required to be provided pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and SS - 2 (Secretarial Standards on General Meetings) are provided at Annexure 2 to this Notice. In compliance with the MCA General Circular no. 20/2020, this item is considered unavoidable and hence placed before the Members for consideration.

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, except to the extent of their shareholding in the Company, if any.

Taking into considering the rich experience and contribution of Mr. Sudhir Agarwal to the Company for over a decade, the Board is of the view that Mr. Sudhir Agarwal's knowledge, expertise and experience has been and will continue to be of immense benefit and value to the Company and therefore, the Board recommends approval for re-appointment Mr. Sudhir Agarwal as the Managing Director for a further term of five years w.e.f. January 1, 2022 to December 31, 2026.

The Board recommends the said **Special Resolution** set out at Item No. 7 of the Notice for approval of Members.

Item No. 8: To consider and approve the 'D. B. Corp Limited Employee Stock Option Scheme 2021' ('DBCL ESOS 2021') to grant Stock Options to the employees of the Company: and

Item No. 9: To consider and grant Employee Stock Options to the employees of the present / future Holding and / or Subsidiary Company/ies of the Company:

The Company appreciates the role of its Employees (including the employees of its Holding and Subsidiary Companies) who play a pivotal role in the organisational growth. It strongly feels that the value created by its people should be shared by them.

At the Extra-Ordinary General Meeting of the Company held on March 24, 2011, the Members had approved and adopted the DBCL ESOS 2011 Scheme with a total ESOP pool of 30,00,000 Options to be granted to the eligible employees as defined under the said Scheme. However, the pool of Stock Options available for grant / issuance under the said ESOP Scheme is about to get over and therefore there is a need to introduce and approve new scheme and grant Stock Options to the employees of the Company under the said Scheme in accordance with the guidelines of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as may be amended, replaced, restated from time to time ('SEBI SBEBSE Regulations').

Based on the approval of the Board of Directors ('the Board') and subject to the approval of the Members, it is proposed that the 'DBCL ESOS 2021' be introduced to provide for suitably rewarding the employees of the Company in line with the current market price of the Company. The said Scheme shall be administrated by the Compensation Committee of the Board of Directors.

In view of the above, approval of Members is sought by way of a Special Resolution for Item No. 8 and 9 of the accompanying Notice, for authorising the Board to approve and enforce the said Scheme and do all such acts, deeds, matters and things and to take all steps and to do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the introduction of the 'DBCL ESOS 2021'.

Details of the key highlights of the 'DBCL ESOS 2021' are as given below:

Stock Options have long been recognised internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders' value.

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, has been granting Stock Options pursuant to the approval of its Members.

Accordingly, the Compensation Committee of the Board of Directors and the Board of Directors of the Company at their respective meetings held on August 13, 2021 have approved the introduction of D. B. Corp Limited Employee Stock Option Scheme 2021 ('DBCL ESOS 2021'), subject to Members' approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the SEBI SBEBSE Regulations, the Company seeks your approval by way of special resolution/s as regards the implementation of DBCL ESOS 2021 and grant of options thereunder to the eligible employees of the Company as decided from time to time as per provisions of the said DBCL ESOS 2021 read with SEBI SBEBSE Regulations.

a. Brief description of the Scheme:

The Company proposes to introduce the DBCL ESOS 2021 primarily with a view to attract, retain, incentivise and motivate the best available talent. The Scheme contemplates grant of options to the eligible employees (including Directors) of the Company and/or its Holding Company (ies) and/or Subsidiary Company (ies) (present and/or future), if any, as may be permissible in due compliance of SEBI SBEBSE Regulations and provisions of the DBCL ESOS 2021. After vesting of options, the eligible employees earn a right (but not an obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising therefrom. The DBCL ESOS 2021 shall be implemented and administered directly by the Company by way of new issue of shares.

The Compensation Committee of the Company shall act as an Administrator for administration of DBCL ESOS 2021. All questions of interpretation of the DBCL ESOS 2021 shall be determined by the said Committee and such determination shall be final and binding upon all persons having an interest in DBCL ESOS 2021.

b. Total number of Options to be granted:

Total Stock Options up to 30,00,000 (Thirty Lakh only) convertible into 30,00,000 (Thirty Lakh only) equity shares of the face value of ₹10/- each fully paid-up would be available for being granted under the DBCL ESOS 2021. Each option when exercised would be converted into one equity share of ₹10/- each fully paid-up.

Vested options lapsed due to non-exercise and/or unvested options which get cancelled due to separation of the Employees would be available for being re-granted at a future date. The Committee is authorised to re-grant such lapsed / cancelled options as per DBCL ESOS 2021.

In case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, change in capital structure and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 30,00,000 (Thirty Lakh only) of options/ Equity Shares shall be deemed to increase to the extent of such additional Equity Shares issued.

c. Identification of class/es of employees entitled to participate in DBCL ESOS 2021:

All the permanent employees (including a Director, whether whole-time or not) of the Company, Holding and Subsidiary Company(ies) (present and/or future), working in India or outside India shall be eligible to participate in the DBCL ESOS 2021.

Provided however that the following persons shall not be eligible to participate in DBCL ESOS 2021:

1. an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations; or
2. a Director who either by himself or through his relatives or through any Body Corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company.

d. Requirements of vesting and period of vesting:

All the options granted on any date shall vest not earlier than 1 year and not later than a maximum of 7 years from the date of grant of options as may be determined by the Administrator i.e. Compensation Committee. The Compensation Committee may extend, shorten or otherwise vary the vesting period from time to time for

each Tranche of grant subject to these minimum and maximum vesting periods. The vesting dates in respect of the options granted under the DBCL ESOS 2021 shall be determined by the Compensation Committee and may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment / service as per requirement of SEBI SBEBSE Regulations.

The Compensation Committee may at its discretion, lay down certain performance metrics and market linked metrics on the achievement of which the granted options would vest, the detailed terms and conditions for which will be finalised by the Compensation Committee.

e. Exercise price or pricing formula:

Exercise price shall be the price determined by the Administrator i.e. Compensation Committee provided such Exercise Price shall not be less than 10% of the Closing Market Price per share on that Stock Exchange where maximum volume of trade is registered on the previous trading day of the grant date or such other minimum price required by applicable laws.

f. Exercise period and the process of Exercise:

The Exercise period would commence from the date of vesting and will expire on completion of maximum 7 years from the date of respective grant or such period as may be decided by the Compensation Committee from time to time.

The vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Compensation Committee from time to time. The option may also lapse under certain circumstances as determined by the Compensation Committee even before expiry of the specified exercise period.

g. Appraisal process for determining the eligibility of employees under DBCL ESOS 2021:

The appraisal process for determining the eligibility shall be decided from time to time by the Compensation Committee at its own absolute discretion. The broad criteria for appraisal and selection may include parameters like tenure or association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

h. Lock-in period:

The shares issued and allotted pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under any policy of the Company on disposal of Company securities and provisions of applicable laws as on the relevant date.

i. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of options that may be granted to any specific employee in any financial year and in aggregate may exceed 1% of the issued shares of the Company at the time of grant of Options. However, specific approval needs to be sought from the Members of the Company for granting Stock Options exceeding 1% of the issued shares of the Company at the time of grant, to the identified employees.

j. The conditions under which option vested in employees may lapse:

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

k. Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Scheme:

The Scheme contemplates fresh/new issue of shares by the Company.

m. Accounting and Disclosure Policies:

The Company shall comply with the disclosure and accounting policies prescribed by SEBI Regulations and any other authorities concerned, from time to time. The difference between the fair value of the options on the date of grant and the exercise price will be borne by the Company as an expense and amortized over the vesting period.

n. Method of option valuation:

The Company shall adopt fair valuation model as prescribed under IND-AS. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of SEBI SBEBSE Regulations, the approval of the Members is sought by way of Special Resolution for the approval of the DBCL ESOS 2021. As per SEBI SBEBSE Regulations, a separate resolution is required to be passed if benefits of the DBCL ESOS 2021 are to be extended to the employees of the present/future Holding and/or Subsidiary/ies of the Company and hence the resolutions at Item no. 8 and 9 are being proposed for approval of the Members.

The draft of the proposed 'DBCL ESOS 2021' is available for inspection without any fee by the Members for which a specific request can be made at dbcs@dbcrcorp.in.

In compliance with the MCA General Circular no. 20/2020, this item is considered unavoidable and hence placed before the Members for consideration.

The Board recommends the said **Special Resolutions** set out at Item Nos. 8 and 9 of the Notice for approval of Members.

No director, key managerial personnel or their relatives are in any way concerned or interested financially or otherwise in the resolutions except to the extent of their shareholding in the Company, if any.

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

Sd/-
Anita Gokhale
Company Secretary
Membership No.: F4836

Place: Mumbai
Date: August 13, 2021

Annexure - 1

Information for the Members pursuant to Section II of Part II of Schedule V to the Companies Act, 2013:

I. General Information:

- Nature of Industry:** The Company is engaged in the business of Newspaper print and publishing.
- Date or expected date of commencement of commercial production:** The Company is in operation since 1995.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial Performance based on given indicators:**

Particulars	₹ in Crore
Gross Turnover & Other Income	1,522.15
Net profit as per Statement of Profit & Loss (After Tax)	141.33
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	195.41
Net Worth	1,827.71

II. Information about Mr. Sudhir Agarwal:

- Background Details:** As stated in Annexure 2 of this Notice
- Past remuneration:** ₹1.50 Crore per annum
- Recognition and Awards:** Nil

d. Job Profile and his suitability:

Taking into considering the rich experience and contribution of Mr. Sudhir Agarwal to the Company for over a decade, the Board is of the view that Mr. Sudhir Agarwal's knowledge, expertise and experience has been and will continue to be of immense benefit and value to the Company. He has been the Managing Director of the Company since 2017.

e. Remuneration proposed:

Details of remuneration proposed are given in the resolution in the accompanying Notice.

f. 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 profile, knowledge, skills and responsibilities shouldered by Mr. Sudhir Agarwal, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

g. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration proposed to be paid to him and his shareholding, Mr. Agarwal does not have any other pecuniary relationship with the Company or relationship with the other managerial personnel.

III. Other Information:

a. 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. Sudhir 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.

b. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

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.

c. 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.

Annexure-2

Details of Directors retiring by rotation/ seeking Appointment/ Re-appointment at the ensuing AGM of the Company

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

Name of the Director	Mr. Girish Agarwal	Mr. Santosh Desai	Ms. Anupriya Acharya	Mr. Sudhir Agarwal
Director Identification Number (DIN)	00051375	01237902	00355782	00051407
Nationality	Indian	Indian	Indian	Indian
Designation	Non-Executive Non – Independent Director	Independent Director	Independent Director	Managing Director
Date of Birth / Age	July 10, 1971 (50 years)	January 24, 1963 (58 years)	November 1, 1969 (51 years)	July 20, 1967 (54 years)
Date of original appointment	27/10/1995	21/10/2020	22/06/2016	10/12/2005
Terms and conditions of appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Appointment as a Non-Executive Independent Director	Re-appointment as a Non-Executive Independent Director	Re-appointment as Managing Director

Profile, Experience and Expertise in specific functional areas	Mr. Girish Agarwal is a Non-Executive Director of the Company. He has been on the Board of the Company since October 1995. He heads the marketing and related operations of the Dainik Bhaskar Group. He has approximately 25 years of experience in the publishing business and has been with the organisation for the same number of years. He is also an active member of Indian Newspaper Society (INS). He holds the distinction of being the youngest Chairman of INS for Madhya Pradesh region. He has also been awarded the 'Entrepreneur of the Year' for the year 2006 by Ernst & Young. Further, he was also an award recipient for "Outstanding Entrepreneur" in Asia Pacific Entrepreneurship Awards (APEA). Under his visionary leadership qualities, Divya Bhaskar, the leading Gujarati Newspaper was the only regional newspaper of India to win 'Best in Print' (Bronze), an honour bestowed by IFRA Asia Pacific Awards held in Chennai.	Presently, Mr. Santosh Desai is the Managing Director and CEO of Future Brands Limited. Before this, he was the President of McCann- Erickson, one of India's premier advertising agencies. He spent 21 years in Advertising and was strategically involved in building key brands for a range of local and multinational clients. He has been a guest lecturer at various national & international universities and has addressed the global management boards of several multinationals including Microsoft, Philips, Hershey's, Unilever, Coke and Reckitt Benckiser. His principal area of interest lies in studying the relationship between culture and brands. An academic at heart, he writes regularly on contemporary Indian society and on subjects related to Marketing. Recently he published his book on India titled "Mother Pious Lady".	Ms. Anupriya Acharya, CEO-Publicis Media India, is an eminent media professional with 25+ years of experience in media agencies across India and Singapore. Prior to this, she has also held positions of Group CEO - Zenith Optimedia, CEO-Aegis Media Singapore, Leader-Team Unilever, South Asia at Mindshare and President - The Media Edge, India. Ms. Anupriya is a Jury member on key media industry awards in India and APAC, and speaks frequently at key industry events. She has been felicitated by Forbes India as 'W-Power' Trailblazer 2018 and featured in India's list of Top 50 "Most Powerful Women in Business" in 2018. She has also featured amongst the Top 10 on Impact's list of '50 Most Influential Women in Advertising, Media and Marketing Industry' in 2018 and 2019.	Mr. Sudhir Agarwal has close to 28 years of experience in the publishing and newspaper business and has been a part of the organisation for the same number of years. He is responsible for its long-term vision, business planning and performance monitoring. Under his dynamic leadership and clear vision, the Company has progressed to encompass multiple states, three new languages and a Pan-India presence. Under his leadership, the Company's door-to-door contact launch process has helped its newspapers become No. 1 from day one in launch markets. His aggressive leadership qualities have led the Company to become largest print media Group of India.
Educational Qualifications	Commerce Graduate	PGDM (MBA) - IIM, Ahmedabad BA (Hons.) - M.S. University, Vadodara	Post Graduate in Chemistry from IIT - Roorkee	Bachelor's degree in Science
Directorship held in other Companies as on March 31, 2021	<ol style="list-style-type: none"> 1. Surge Developers Private Limited 2. Bhaskar Publications & Allied Industries Private Limited 3. Writers and Publishers Private Limited 4. DB Power (Madhya Pradesh) Limited 5. DB Power (Chhattisgarh) Limited 6. Deligent Hotel Corporation Private Limited 7. DB Consolidated Private Limited 8. Deligent Power Private Limited 9. Decore Thermal Power Private Limited 10. DB Power Limited 11. DB Buildcon Private Limited 12. Bhaskar Industries Private Limited 13. The Advertising Standards Council of India 14. The Indian Newspaper Society 	<ol style="list-style-type: none"> 1. Future Brands Limited 2. Future Consumer Products Limited 3. Oxfam India 4. Bidada Foods Private Limited 5. Papadmalji Agro Foods Private Limited 	<ol style="list-style-type: none"> 1.Brandmap Communications Private Limited 2. Ecosys OOH Advertising Private Limited 3. Convonix Systems Private Limited 4. Watermelon Healthcare Communications Private Limited 5. Law & Kenneth Saatchi & Saatchi Private Limited 6. Broadcast Audience Research Council 7. TLG India Private Limited 8. Orchard Advertising Private Limited 9. George John Advertising Private Limited 10.Publicis Communications Private Limited 11.Beehive Communications Private Limited 12.Twenty Twenty Media Private Limited 13.Marketgate Dimensions Research India Private Limited 14.Saatchi and Saatchi Private Limited 	<ol style="list-style-type: none"> 1. Vista Natural Resources Private Limited 2. Bhaskar Publications & Allied Industries Private Limited 3. Writers and Publishers Private Limited 4. DB Power (Chhattisgarh) Limited 5. Dolby Mining & Power Private Limited 6. DB Consolidated Private Limited 7. Deligent Hotel Corporation Private Limited 8. I Media Corp Limited 9. Bhaskar Industries Private Limited
Other listed Companies in which he holds Directorship as on March 31, 2021	Nil	Nil	Nil	Nil

Memberships / Chairmanships of committees of other companies (excluding foreign companies)	Chairman of Audit Sub-Committee: 1. D B Power Limited 2. DB Power (Madhya Pradesh) Limited Chairman of Project Management Committee: 1. D B Power Limited 2. DB Power (Madhya Pradesh) Limited Chairman of Nomination and Remuneration Committee: DB Power (Madhya Pradesh) Limited Chairman of Corporate Social Responsibility Committee: DB Power (Madhya Pradesh) Limited	Nil	Chairperson of Corporate Social Responsibility Committee: 1. TLG India Private Limited 2. Beehive Communications Private Limited 3. Convonix Systems Private Limited 4. Law & Kenneth Saatchi & Saatchi Private Limited 5. Orchard Advertising Private Limited 6. Publicis Communications Private Limited 7. Twenty Twenty Media Private Limited 8. Saatchi And Saatchi Private Limited	Nil
Shareholding	78,95,513 equity shares of the Company in his own name.	Nil	Nil	78,95,513 equity shares of the Company in his own name.
Inter-se relationship with other Directors and Key Managerial Personnel	Brother of Mr. Sudhir Agarwal and Mr. Pawan Agarwal.	-	-	Brother of Mr. Girish Agarwal and Mr. Pawan Agarwal.
Remuneration to be paid	Sitting Fees as approved by the Board from time to time.	Sitting Fees as approved by the Board from time to time	Sitting Fees as approved by the Board from time to time	₹ 2.50 Crore p.a. with increase @ 5% every year (proposed).

Note: For other details such as number of meetings of the Board attended during FY 2020-21 and remuneration paid to Mr. Girish Agarwal, Mr. Santosh Desai, Ms. Anupriya Acharya and Mr. Sudhir Agarwal in FY 2020-21, please refer to the Corporate Governance Report which forms part of this Annual Report.

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

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

E-mail Id: dbcs@dbcorg.in | Website: www.dbcorpltd.com | Tel. No.: 022 – 7157 7000

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 Members through electronic mode.

In the spirit of the same, the Annual Report for the Financial Year ended March 31, 2021 and the Notice convening the 25th AGM is being sent in electronic mode to all the Members who have registered their e-mail address with the Depositories / Company. The said Annual Report along with the Notice is also available on the respective Stock Exchange's websites at <https://www.bseindia.com/>, <https://www.nseindia.com/> and on Company's website at 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 below and send it to the Company's Registrar and Share Transfer Agents viz. KFin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or alternatively on e-mail to einward.ris@kfintech.com or by way of e-mail to dbcs@dbcorg.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

Anita Gokhale

Company Secretary

Membership No.: F4836

Place: Mumbai

Date: August 13, 2021

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D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

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

E-mail Id: dbcs@dbcorg.in | Website: www.dbcorpltd.com | Tel. No.: 022 – 7157 7000

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.

Date:

Signature:

(First Holder)

Notes:

1. On registration, all the communication will be sent to the e-mail address registered against 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.