



September 30, 2021

To

BSE Limited

The Deputy Manager (Listing - CRD),
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001
Scrip Code: 533151

The National Stock Exchange of India Limited

The Manager (Listing Department),
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
SYMBOL: DBCORP

Sub.: Proceedings of the 25th Annual General Meeting ("AGM") of D. B. Corp Limited ("the Company") held on September 30, 2021

**Ref.: 1. Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations");
2. ISIN: INE950I01011**

Dear Sir/Madam,

In reference to our earlier letters dated August 13, 2021 and September 6, 2021, we request you to note that the 25th AGM of the Company was duly held today i.e. on September 30, 2021 at 11.30 a.m. (IST) through Video Conferencing ("VC") / Other Audit Visual Means ("OAVM").

In this regard and pursuant to the aforesaid SEBI Listing Regulations, please find enclosed herewith the brief proceedings of the 25th AGM of the Company as **Annexure A.**

The disclosures pertaining to the voting results of Remote E-voting and E- voting during the 25th AGM, pursuant to provisions of Regulation 44(3) of the SEBI Listing Regulations along with the Consolidated Scrutinizer's Report are being furnished separately.

This information is being made available on the website of the Company at www.dbcorpltd.com.

We request you to kindly take the same on record.

Thanking you.

Yours truly,

For D. B. Corp Limited

Anita Gokhale
Company Secretary

Membership Number: F4836



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

Corporate Office :
501, 5th Floor, Naman Corporate Link,
Opp. Dena Bank, C-31, G Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

CIN: L22210GJ1995PLC047208
Website: www.bhaskarnet.com
Email: dbcs@dbc Corp.in
Tel.: +91 22 7157 7000 Fax: +91 22 7157 7093



Annexure A

Brief Proceedings of the 25th Annual General Meeting of D. B. Corp Limited

| Day, Date, Time and Venue | | | | | | | | | | | | | | |
|--|---|---|-------------------|--|--------------------|-------------------|--------------------|--|----------------------|----------------------|---------------------------|----------------------|-------------------|----------------------|
| Day and Date: Thursday, September 30, 2021 | Time: Commenced at: 11.30 a.m. (IST); Concluded at: 12.37 p.m. (IST) | Deemed Venue: Registered Office of the Company viz. Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makharba, Ahmedabad – 380051 | | | | | | | | | | | | |
| Mode of participation in the AGM by Shareholders | | | | | | | | | | | | | | |
| Through Video Conferencing (“VC”) / Other Audit Visual Means (“OAVM”) | | | | | | | | | | | | | | |
| Proceedings in Brief | | | | | | | | | | | | | | |
| <p>The 25th Annual General Meeting (“AGM” or “Meeting”) of the Members of D. B. Corp Limited (“the Company”) was held on Thursday, September 30, 2021, at 11.30 a.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and other social distancing norms in view of the challenges and risk faced due to the continuing CoronaVirus (COVID-19) pandemic.</p> <p>The Company Secretary welcomed the Members to the Meeting and briefed them on few procedural aspects relating to participation at the Meeting through VC.</p> <p>❖ <u>Chairperson:</u></p> <p>Mr. Pawan Agarwal, Deputy Managing Director chaired the 25th AGM of the Company.</p> <p>❖ <u>Quorum:</u></p> <p>Considering the requisite quorum being present, Mr. Pawan Agarwal, Chairman of the 25th AGM declared the meeting to be in order.</p> <p>❖ <u>Present:</u></p> <p><u>Directors:</u></p> <table><tbody><tr><td>Mr. Pawan Agarwal</td><td>Deputy Managing Director and Chairman of AGM</td></tr><tr><td>Mr. Sudhir Agarwal</td><td>Managing Director</td></tr><tr><td>Mr. Girish Agarwal</td><td>Non-Executive Non-Independent Director</td></tr><tr><td>Ms. Anupriya Acharya</td><td>Independent Director</td></tr><tr><td>Mr. Ashwani Kumar Singhal</td><td>Independent Director</td></tr><tr><td>Mr. Santosh Desai</td><td>Independent Director</td></tr></tbody></table> | | | Mr. Pawan Agarwal | Deputy Managing Director and Chairman of AGM | Mr. Sudhir Agarwal | Managing Director | Mr. Girish Agarwal | Non-Executive Non-Independent Director | Ms. Anupriya Acharya | Independent Director | Mr. Ashwani Kumar Singhal | Independent Director | Mr. Santosh Desai | Independent Director |
| Mr. Pawan Agarwal | Deputy Managing Director and Chairman of AGM | | | | | | | | | | | | | |
| Mr. Sudhir Agarwal | Managing Director | | | | | | | | | | | | | |
| Mr. Girish Agarwal | Non-Executive Non-Independent Director | | | | | | | | | | | | | |
| Ms. Anupriya Acharya | Independent Director | | | | | | | | | | | | | |
| Mr. Ashwani Kumar Singhal | Independent Director | | | | | | | | | | | | | |
| Mr. Santosh Desai | Independent Director | | | | | | | | | | | | | |



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Key Managerial Personnel:

Mr. P. G. Mishra
Ms. Anita Gokhale

Chief Financial Officer
Company Secretary and Compliance Officer

Joint Statutory Auditors:

Mr. Jeetendra Mirchandani

Representative of M/s. Price Waterhouse Chartered
Accountants LLP

Ms. Shilpa Gupta

Representative of M/s. Gupta Mittal Co. Chartered Accountants

Secretarial Auditor:

Mr. Vaibhav Dandawate

M/s. Makarand M. Joshi & Co., Practising Company
Secretaries

Scrutinizer:

Mr. Hitesh D. Buch

Hitesh Buch & Associates, Practising Company Secretaries

The Chairman welcomed the Members joining over Video Conferencing and requested his colleagues on the Board to introduce themselves. Mr. Girish Agarwal, Non-Executive Non-Independent Director joined the AGM at 11.55 a.m. (IST). All Directors of the Company, including the Chairperson of the Audit Committee, Chairperson of the Nomination and Remuneration Committee and Chairperson of the Stakeholders Relationship Committee attended the AGM. The Chairman informed the Members that the Chief Financial Officer, the Authorised Representatives of the Statutory Auditors and Secretarial Auditor of the Company and the Scrutinizer were attending the Meeting through Video Conference from their respective locations.

As per the attendance records, 72 Members attended the Meeting through VC/OAVM facility. Since this AGM was held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

Ms. Anita Gokhale, Company Secretary and Compliance Officer also informed the Members that all efforts feasible under the circumstances had been made by the Company to enable the Members to participate in the AGM through Video Conferencing and vote on items as proposed in the Notice of the AGM.

Further the Company Secretary elucidated the shareholders w.r.t. e-voting. It was informed to the shareholders that in pursuance of the provisions of the Companies Act, 2013 read with rules made thereunder and the relevant circulars issued by the MCA and SEBI, the Company had provided e-voting facility to the shareholders as on the cut-off date i.e. September 22, 2021.



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DB Corp Ltd

Further details were stated as under:

Remote E-voting Period:

Sunday, September 26, 2021 from 9.00 a.m. (IST) to Wednesday, September 29, 2021 till 5.00 p.m. (IST).

E-voting at the 25th AGM:

All the shareholders who did not cast their votes through remote e-voting were eligible to cast the vote at the 25th AGM through e-voting facility available at the meeting for duration of 30 minutes.

The Company Secretary informed that the Statutory Registers under the Companies Act, 2013 and other documents as referred to in the AGM Notice were available for inspection by Members through the e-AGM platform of KFinTech.

It was further informed that there were no qualifications in the Auditors' Report on the Financial Statements and the Secretarial Audit Report. The Notice, Report of Board of Directors and the Auditors' Report and Secretarial Audit Report were taken as read with members' consent.

The following items of business as laid down in the Notice of the AGM dated August 13, 2021, were transacted at the Meeting:

| Sr. no. | Business | Type of Resolution |
|---------|---|--------------------|
| 1. | To receive, consider and adopt: a. 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 b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of the Auditors thereon. | Ordinary |
| 2. | To declare final dividend of Rs. 3/- per Equity Share of the face value of Rs. 10/- each for the Financial Year ended March 31, 2021. | Ordinary |
| 3. | 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. | Ordinary |
| 4. | Ratification of the remuneration payable to the Cost Auditor. | Ordinary |
| 5. | Appointment of Mr. Santosh Desai (DIN: 01237902) as an Independent Director of the Company. | Ordinary |



DB Corp Ltd

| | | |
|----|---|---------|
| 6. | Re-appointment of Ms. Anupriya Acharya (DIN: 00355782) as an Independent Director of the Company. | Special |
| 7. | Re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as the Managing Director of the Company. | Special |
| 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. | Special |
| 9. | To consider and grant employee stock options to the employees of the present / future Holding and / or Subsidiary company/ies. | Special |

Thereafter, the Chairman delivered his speech.

The Chairman then ordered activation of e-voting window for the Members attending the AGM who had not cast their votes by remote e-voting.

Members were provided a facility to ask questions or express their views through the VC platform on the business to be transacted at the AGM. Mr. Pawan Agarwal proceeded with the Question and Answer session and invited the Speaker Members to speak/express their views on the Financial Statements and proposed Resolutions.

The Members who had registered as speakers expressed their views and raised various questions. Clarifications were provided by the Chairman to the queries raised by the Members.

The Board of Directors had appointed Mr. Hitesh Buch, Practicing Company Secretary as the Scrutinizer for the Remote E-voting and E-voting during the AGM. The Chairman authorised Ms. Anita Gokhale, Company Secretary & Compliance Officer to receive the Scrutinizer's Register, Report on e-voting and also to counter-sign the Scrutinizer's Report and declare the results of voting.

The Chairman thanked the Members for their presence and support extended to the Company.

All the resolutions as set out in the Notice of the AGM were duly approved by the members with requisite majority.

The 25th AGM commenced at 11.30 a.m. (IST) and concluded at 12.37 p.m. (IST) including the time for voting during the AGM.



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