

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

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

Email: dbcs@dbc Corp.in | Website: www.dbcorp Ltd.com | Tel. No.: 022 - 71577000

Notice of the 27th Annual General Meeting

NOTICE is hereby given that the Twenty Seventh (27th) Annual General Meeting ('AGM') of the Members of D. B. Corp Limited ('the Company') will be held on **Tuesday, September 12, 2023 at 11.30 a.m. (IST)** through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 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, 2023 together with the Report of the Auditors thereon.

2. 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:

3. Ratification of remuneration payable to the Cost Auditor:

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), who are appointed by the Board of Directors of the Company on recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the audit of the cost records of the Company in relation to its Radio business for the Financial Year 2023-24, 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."

4. Re-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 a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Santosh Desai (DIN: 01237902), who holds office as an Independent Director up to October 20, 2023, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second consecutive term of 5 (five) years with effect from October 21, 2023 to October 20, 2028.

5. Re-appointment of Ms. Paulomi Dhawan (DIN: 01574580) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendments thereof, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Paulomi Dhawan (DIN: 01574580), who holds office as an Independent Director up to July 27, 2024, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second consecutive term of 5 (five) years with effect from July 28, 2024 to July 27, 2029.

Notes:

- The Ministry of Corporate Affairs has, vide its Circular No. 14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 ('MCA Circulars') and other relevant Circulars issued by the Securities and Exchange Board of India ('SEBI'), permitted conducting the Annual General Meeting ('AGM') through video conferencing ('VC') or other audio-visual means ('OAVM') up to 30th September, 2023. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM, without physical presence of the Members at a common venue. The Meeting shall be deemed to have been 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 Company has engaged the services of KFin Technologies Limited, Registrar & Transfer Agents of the Company, ('KFinTech') for providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM. The procedure for participating in the Meeting through VC/OAVM is explained at Note No. 15 (IV) below.

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 5 of the Notice is annexed hereto. The Board of Directors has considered and decided to include Item Nos. 4 and 5 as given above as Special Business in the forthcoming AGM as they are to be conducted to comply with all the statutory requirements in this regard. Further, the relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations read with Secretarial Standard on General Meetings (SS-2) issued by the ICSI in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.
4. 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 the Members at a common venue 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 venue are not annexed to this notice.
5. Pursuant to the above mentioned MCA Circulars, physical attendance of the Members is not required at the AGM and the attendance of the Members through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Corporate/Institutional Members are encouraged to attend and vote at the 27th AGM through VC/OAVM facility. Corporate/Institutional Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-voting as the case may be, are requested to send a certified scanned copy of the Board Resolution/ Authorisation letter to the Scrutinizer by e-mail at pcs.buchassociates@gmail.com with a copy marked to evoting@kfintech.com and dbcs@dbc Corp Ltd.

7. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the circulars issued by MCA and SEBI, the Notice of the 27th AGM along with the Annual Report 2022-23 is being sent by electronic mode to Members whose e-mail id is registered with the Company or the Depository Participants (DPs). Physical copy of the Notice of the 27th AGM along with Annual Report for the Financial Year 2022-23 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for Financial Year 2022-23 will also be available on the Company's website at www.dbcorp Ltd.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting.kfintech.com>.

Members are requested to support the Green Initiative by registering/updating their e-mail addresses with their Depository Participant (in case of Shares held in dematerialised form) or with KFintech (in case of Shares held in physical form).

8. ELECTRONIC CREDIT OF DIVIDEND:

SEBI has made it mandatory for all Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing

Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ National Electronic Fund Transfer (NEFT), etc.

9. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:

SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Further, SEBI vide its circular dated May 18, 2022 has simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.dbcorp Ltd.com.

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or KFintech for assistance in this regard.

10. NOMINATION:

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

11. UPDATION OF MEMBERS' DETAILS:

SEBI vide its Circular dated March 16, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. In case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from October 01, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.dbcorp Ltd.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents on or before September 30, 2023.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002 after December 31, 2025.

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.

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

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 7, 2016, as amended up to date, all unclaimed/ unpaid dividend

remaining unpaid or unclaimed for a period of 7 years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government.

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

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

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

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

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

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

- a) For Physical shareholders - please provide necessary details like Folio No., Name of the shareholder, scanned copy of the share certificate, self-attested scanned copy of PAN card and Aadhaar Card by email to evoting@kfintech.com or dbcs@dbc Corp.in.
- b) For Demat shareholders - please provide Demat account details (CDSL- 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, Client Master or copy of Consolidated Account Statement, self-attested scanned copy of PAN card and Aadhaar Card to evoting@kfintech.com or dbcs@dbc Corp.in.

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

14. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and relevant documents referred to in

this Notice of AGM and Explanatory Statement will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM i.e. September 12, 2023. Members seeking to inspect such documents can send an email to Company's investor email id: dbcs@dbc Corp.in.

15. PROCEDURE FOR REMOTE E-VOTING:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 issued by SEBI in relation to e-Voting Facility, the Members are provided the facility to cast their vote electronically through the remote e-voting services. The e-voting facility on the date of AGM will be provided to the members by KFintech for voting on all the resolutions set out in this Notice.

The remote e-voting period commences on **Thursday, September 7, 2023 (9.00 a.m. IST)** and ends on **Monday, September 11, 2023 (5:00 p.m. IST)**. During this period, members holding shares either in physical form or in dematerialized form, as on **Tuesday, September 5, 2023** i.e. **Cut-off Date**, are entitled to avail the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. The e-voting module shall be disabled by KFintech for voting thereafter. Those members, who will be present at the 27th AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 27th AGM.

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

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

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

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

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

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

<p>2. User not registered for IDeAS e-services:</p> <ul style="list-style-type: none"> To register click on link: https://eservices.nsd.com (Select 'Register Online for IDeAS') or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Post completion of registration, follow the process as stated in point no.1 above 	<p>2. User not registered for Easi/ Easiest:</p> <ul style="list-style-type: none"> Option to register is available at www.cdslindia.com (Login to - Myeasi) Proceed with completing the required fields. Post completion of registration, follow the process as stated in point no.1 above
<p>3. First time users can visit the e-voting website directly and follow the process below:</p> <ul style="list-style-type: none"> URL: https://www.evoting.nsd.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 and Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress. Click on Company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

(ii) Shareholders logging in through their Depository Participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-voting facility. Once logged in, 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 and 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

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

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

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii) Enter the login credentials (i.e. User ID and Password). In case of physical folio, user ID will be EVEN Number followed by Folio Number. 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.

- iii) After entering these details appropriately, click on 'LOGIN'.
- iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, 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.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the 'EVENT' i.e., D. B. Corp Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under 'FOR / AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 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.
- viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as '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:

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

- a) 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.
- b) 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.

- c) Only those Members who will be present at the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through remote e-Voting system during the AGM.
- d) Members who have already voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- e) For any grievances connected with the facility for remote e-Voting on the day of the AGM, please contact Ms. Shobha Anand, Deputy Vice President, KFin Technologies Limited on Toll Free No.: 1800-309-4001.

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

(III) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/ she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890

If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

(IV) 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. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- 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 dbcs@dbc Corp.in or Ms. Shobha Anand, Deputy Vice President, KFin Technologies Limited on Toll Free No.: 1800-309-4001 or send an e-mail request to evoting@kfintech.com for any further clarifications.

16. SPEAKER REGISTRATION AND QUERIES:

The 'Speaker Registration'/ 'post your queries' tab will open on **Thursday, September 7, 2023 at 9.00 a.m. (IST)** and will close on **Saturday, September 9, 2023 at 5.00 p.m. (IST)**. Only those members who are registered will be allowed to express their views or ask questions during the AGM. Alternatively, Members may also write to the Company at dbcs@dbc Corp.in before 5.00 p.m. on September 9, 2023. The Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the AGM.

Further, Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' tab/ 'post your queries' tab, as the case may be, available on the screen after log in.

17. SCRUTINIZER'S REPORT AND DECLARATION OF RESULTS:

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

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

18. GENERAL GUIDELINES FOR MEMBERS:

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

and other related matters, the RTA of the Company may be contacted at the following address:

KFin Technologies Limited

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

By order of the Board of Directors

For D. B. Corp Limited
Sd/-

Anita Gokhale

Company Secretary

Membership No.: F4836

Place: Mumbai

Date: July 20, 2023

CIN: L22210GJ1995PLC047208

Registered Office: Plot No. 280, Sarkhej

Gandhinagar Highway, Near YMCA Club,

Makarba, Ahmedabad, Gujarat, 380051

Tel: +91 22 7157 7000; Fax: +91 22 7157 7093

Email: dbcs@dbcorp.in

Website: www.dbcorppltd.com

Additional Information with respect to Item No. 2:

Details of Director(s) seeking re-appointment at the forthcoming Annual General Meeting:

In terms of the provisions of Section 152(6) of the Companies Act, 2013, Mr. Girish Agarwal (DIN: 00051375), Non-Executive Director of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment.

Additional information in respect of Mr. Girish Agarwal, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) is given as part of Annexure I to this Notice.

No director, key managerial personnel or their relatives except Mr. Sudhir Agarwal, Mr. Pawan Agarwal and Mr. Girish Agarwal and their relatives is concerned or interested financially or otherwise in the Resolution set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company, if any.

Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends the resolution in relation to the re-appointment of Mr. Girish Agarwal as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

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

Item No. 3: Ratification of remuneration payable to the Cost Auditor:

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

In view of the aforesaid statutory provisions, the Board of Directors upon the recommendation of the Audit Committee at its meeting held on May 19, 2023 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 2023-24 at remuneration detailed below:

Name of the Cost Auditor	Financial Year	Audit Fees
M/s. K. G. Goyal & Associates	2023-24	₹ 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2023-24.

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

The Board recommends the Ordinary Resolution set out in the Notice under Item No. 3 in relation to the ratification of remuneration payable to the Cost Auditor for approval by the Members of the Company.

Item No. 4: Re-appointment of Mr. Santosh Desai (DIN: 01237902) as an Independent Director of the Company:

Mr. Santosh Desai was appointed as an Additional Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 by the Board, effective October 21, 2020. Further, at the 25th Annual General Meeting (AGM) of the Company held on September 30, 2021, the appointment of Mr. Desai was regularised by the Members for a term of 3 (three) years i.e. October 21, 2020 to October 20, 2023.

He holds office as an Independent Director of the Company up to October 20, 2023 ('first term' in line with the explanation to Section 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation and the rich experience of Mr. Desai in the field of Advertising, Media and Marketing Industry and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second consecutive term of 5 (five) years with effect from October 21, 2023 to October 20, 2028. The NRC has considered his diverse skills, leadership capabilities and knowledge of Media & Entertainment Industry, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr. Santosh Desai possesses the requisite skills and capabilities which would be of immense benefit to the Company and hence, it is desirable to re-appoint him as an Independent Director.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the re-appointment of Mr. Santosh Desai for the office of Independent Director of the Company. Mr. Santosh Desai has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act. 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 20th June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies, and has given his consent in writing to act as Director of the Company.

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

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Santosh Desai has confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably

anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Mr. Santosh Desai fulfils the conditions as specified in the Act and the Rules framed thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the Management.

Copy of the draft letter of appointment of Mr. Santosh Desai setting out the terms and conditions of his re-appointment is available for inspection without any fee by the Members for which a specific request can be made at dbcs@dbc Corp.in.

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

Save and except Mr. Santosh Desai and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ('KMP') of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the Notice. None of the Directors and KMP of the Company are related to him.

The Board recommends the Special Resolution set out in the Notice under Item No. 4 in relation to appointment of Mr. Santosh Desai as an Independent Director of the Company for approval by the Members of the Company.

Item No. 5: Re-appointment of Ms. Paulomi Dhawan (DIN: 01574580) as an Independent Director of the Company:

Ms. Paulomi Dhawan was appointed as an Additional Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 by the Board, effective July 28, 2022. Further, at the 26th Annual General Meeting (AGM) of the Company held on September 20, 2022, the appointment of Ms. Dhawan was regularised by the Members for a term of 2 (two) years i.e. July 28, 2022 to July 27, 2024.

She holds office as an Independent Director of the Company up to July 27, 2024 ('first term' in line with the explanation to Section 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation, the business knowledge and rich experience of Ms. Dhawan in the field of Advertising, Media and Marketing Industry and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second consecutive term of 5 (five) years with effect from July 28, 2024 to July 27, 2029. The NRC has considered her diverse skills, leadership capabilities and knowledge of Media & Entertainment Industry, Compliance and Risk Management, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Ms. Paulomi Dhawan possesses the requisite skills and capabilities

which would be of immense benefit to the Company and hence, it is desirable to re-appoint her as an Independent Director.

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

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

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

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

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

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

Save and except Ms. Paulomi Dhawan and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ('KMP') of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 5 of the Notice. None of the Directors and KMP of the Company are related to her.

The Board recommends the Special Resolution set out in the Notice under Item No. 5 in relation to appointment of Ms. Paulomi Dhawan as an Independent Director of the Company for approval by the Members of the Company.

Annexure I

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

Name of the Director	Mr. Girish Agarwal	Mr. Santosh Desai	Ms. Paulomi Dhawan
DIN	00051375	01237902	01574580
Date of Birth/Age	July 10, 1971 (52 years)	January 24, 1963 (60 years)	May 11, 1957 (66 years)
Date of appointment / first appointment on the Board	October 27, 1995	October 21, 2020	July 28, 2022
Expertise in specific functional areas	<p>Mr. Girish Agarwal is a Non-Executive Non-Independent 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 28 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.</p>	<p>Mr. Santosh Desai is the CEO of Future Brands Consulting. Previously, he was the President of McCann Erickson, one of India's premier advertising agencies. A post graduate from IIMA, Mr. Desai's principal area of interest is examining the evolving nature of consumer culture in India. He is currently on the boards of Think9 Consumer Technologies Pvt. Ltd., and a Trustee on the Board of Breakthrough. He is also a member of the Governing Councils of Mudra Institute of Communication, Ahmedabad and Praxis Business School, Kolkata. He has his own weekly column in the Times of India and is the author of the bestseller 'Mother Pious Lady: Making Sense of Everyday India' a book that examines how the everyday life of middle class India has evolved.</p>	<p>Ms. Paulomi Dhawan is a Brand builder, Media Marketing Communications Advisor, Social Impact Strategist with 40 years of media, marketing and brand communications experience. She has played an integral role in shaping the brand equity of many leading Indian brands, be it FMCG, durable, services, media, person, NGO. Ms. Paulomi Dhawan has been a Strategic Advisor to CMD / CEO / Board members on perception image management, media investments, marketing, brand communications. She has been recognised for her deep understanding of the efficiency and efficacy of various media platforms and her strategic vision in the area of management of media investments. Ms. Paulomi Dhawan believes in giving - she is now on the board of NGOs - Make-A-Wish Foundation of India, SHED India. She was the President of Inner Wheel Club of Bombay Queen's Necklace (2017-18), where she initiated socially impactful projects - 'Adopt a Village'. Her focus was to bring transformation from the grass root level. Ms. Paulomi Dhawan is Independent Director on Boards of Mukta Arts, Whistling Woods, Indian Society of Advertisers and NGOs like SHED and Make-A-Wish Foundation, India.</p>
Qualifications	Commerce Graduate	PGDM (MBA) - IIM, Ahmedabad, BA (Hons.) - M. S. University, Vadodara	B.Com, D.B.M.
Directorship held in other companies	<ul style="list-style-type: none"> • Delicious Foods & Beverages Private Limited • Matriswa Exim Limited • Bhaskar Publications & Allied Industries Private Limited • Writers And Publishers Private Limited • DB Power (Madhya Pradesh) Limited • Dilligent Power Private Limited • Decore Thermal Power Private Limited • D B Power Limited • DB Consolidated Private Limited • Bhaskar Industries Private Limited • The Indian Newspaper Society 	<ul style="list-style-type: none"> • Papadmalji Agro Foods Private Limited • Bidada Foods Private Limited • Think9 Consumer Technologies Private Limited 	<ul style="list-style-type: none"> • Mukta Arts Limited • The Indian Society of Advertisers • Mukta A2 Cinemas Limited • Whistling Woods International Limited
Listed entities from which he/she resigned in the past three years	Nil	Nil	Nil

Name of the Director	Mr. Girish Agarwal	Mr. Santosh Desai	Ms. Paulomi Dhawan
Membership/ Chairmanship of Committees of other public companies	Audit Committee • DB Power (Madhya Pradesh) Limited	Nil	Audit Committee • Mukta Arts Limited • Whistling Woods International Limited • The Indian Society of Advertisers Nomination and Remuneration Committee • Mukta Arts Limited • Whistling Woods International Limited Stakeholders Relationship Committee • Mukta Arts Limited
Shareholding in the Company including shareholding as a beneficial owner	Own : 76,59,513 equity shares For other persons on a beneficial basis: Nil	Own : Nil For other persons on a beneficial basis: Nil	Own : Nil For other persons on a beneficial basis: Nil
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	Brother of Mr. Sudhir Agarwal, Managing Director and Mr. Pawan Agarwal, Deputy Managing Director.	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.
Remuneration received from the Company in the F.Y. 2022-23	Sitting Fees for attending meeting/s of the Board as approved by the Board from time to time.	Sitting Fees for attending meeting/s of the Board and its Committees as approved by the Board from time to time.	Sitting Fees for attending meeting/s of the Board and its Committees as approved by the Board from time to time.
Terms and conditions of re-appointment/ appointment along with details of remuneration sought to be paid	Liable to retire by rotation	Re-appointment as an Independent Director for a second consecutive term of 5 (five) years from October 21, 2023 to October 20, 2028.	Re-appointment as an Independent Director for a second consecutive term of 5 (five) years commencing from July 28, 2024 to July 27, 2029.
The number of meetings of the Board attended during the F.Y. 2022-23	4 (out of 5 meetings held)	3 (out of 5 meetings held)	4 (out of 4 meetings held in her tenure)

For D. B. Corp Limited
Sd/-
Anita Gokhale
Company Secretary
Membership No.: F4836

Place: Mumbai

Date: July 20, 2023

CIN: L22210GJ1995PLC047208

Registered Office: Plot No. 280, Sarkhej
Gandhinagar Highway, Near YMCA Club,
Makarba, Ahmedabad, Gujarat, 380051

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Website: www.dbcorp Ltd.com