

## Notice of the 28<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the Twenty Eighth (28<sup>th</sup>) Annual General Meeting ('AGM') of the Members of D. B. Corp Limited ('the Company') will be held on **Tuesday, September 3, 2024 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:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 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, 2024 together with the Report of the Auditors thereon.

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

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

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

### SPECIAL BUSINESS:

#### 3. To ratify the remuneration payable to the Cost Auditor.

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

**"RESOLVED THAT** pursuant to 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 2024-25, amounting to ₹ 33,000/- (Rupees Thirty three thousand only) per annum plus applicable taxes and reimbursement of out of pocket expenses at actuals, be and is hereby ratified and confirmed.

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

#### 4. To revise the remuneration 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and subject to such other approvals, permissions and sanctions as may be required, the approval of the members of the Company be and is hereby accorded for the revision in remuneration of Mr. Sudhir Agarwal (DIN: 00051407) as Managing Director of the Company as mentioned below, for his remaining current term i.e. till December 31, 2026:

#### Remuneration:

(a) Salary of ₹ 3,50,00,000/- (Rupees Three crore fifty lakh only) per annum with effect from October 1, 2024 with an annual increment upto 10% per annum.

(b) Perquisites:

Following perquisites over and above the salary:

- i. Company maintained car (upto two) with driver for the business of the Company as per the policy of the Company, applicable from time to time.
- ii. Club fees: Fees of club (upto three) (including admission and annual membership fee).

The value of perquisites will be determined in accordance with the Income Tax Act, 1961 and rules made thereunder, as amended from time to time.

#### Benefits:

- Leave and other benefits as per the Company's Policy, applicable from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listings Regulations, the approval of the members of the Company be and is hereby accorded for the above remuneration payable to Mr. Sudhir Agarwal, which may exceed 2.5% of the net profits of the Company as calculated under Section 198 of the Act and the aggregate annual remuneration to the Executive Directors of the Company, who are promoters, including Mr. Sudhir Agarwal, may exceed 5% of the net profits of the Company as calculated under Section 198 of the Act in any financial year during his tenure as Managing Director.

**RESOLVED FURTHER THAT** in the event of no profits or profits are inadequate in any financial year during the tenure of Mr. Sudhir Agarwal as Managing Director of the Company, Mr. Sudhir Agarwal be paid the aforesaid salary and perquisites and entitled for the aforesaid benefits in excess of the limits as prescribed under Section 197 of the Act in compliance with the provisions of Schedule V to the Act, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee be and is hereby authorized to revise the salary of Mr. Sudhir Agarwal, Managing Director, by way of increment within the above limit.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded to the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee or any one of the Directors or Company Secretary & Compliance Officer to undertake all such acts, deeds, matters and things as may be required or considered necessary, appropriate or expedient for or in connection with the resolution.”

**5. To revise the remuneration of Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the ‘SEBI Listing Regulations’) including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and other rules, regulations, guidelines, statutory notifications made by any statutory authorities and subject to such other approvals, permissions and sanctions as may be required, the approval of the members of the Company be and is hereby accorded for the revision in remuneration of Mr. Pawan Agarwal (DIN: 00465092) as Deputy Managing Director of the Company as mentioned below, for his remaining current term i.e. till July 30, 2028:

**Remuneration:**

(a) Salary of ₹ 3,00,00,000/- (Rupees Three crore only) per annum with effect from October 1, 2024 with an annual increment upto 10% per annum.

(b) Perquisites:

Following perquisites over and above the salary:

- i. Company maintained car (upto two) with driver for the business of the Company as per the policy of the Company, applicable from time to time.
- ii. Club fees: Fees of club (upto three) (including admission and annual membership fee).

The value of perquisites will be determined in accordance with the Income Tax Act, 1961 and rules made thereunder, as amended from time to time.

**Benefits:**

- Leave and other benefits as per the Company’s Policy, applicable from time to time.

**RESOLVED FURTHER THAT** pursuant to the provision Regulation 17(6)(e) of the SEBI Listings Regulations, the approval of the members of the Company be and is hereby accorded for the above remuneration payable to Mr. Pawan Agarwal, which may exceed 2.5% of the net profits of the Company as calculated under Section 198 of the Act and aggregate annual remuneration to the Executive Directors of the Company, who are promoters, including Mr. Pawan Agarwal, may exceed 5% of the net profits of the Company as calculated under Section 198 of the Act in any financial year during his tenure as Deputy Managing Director.

**RESOLVED FURTHER THAT** in the event of no profits or profits are inadequate in any financial year during the tenure of Mr. Pawan Agarwal as Deputy Managing Director of the Company, Mr. Pawan Agarwal be paid the aforesaid salary and perquisites and entitled for the aforesaid benefits in excess of the limits as prescribed under Section 197 of the Act in compliance with the provisions of Schedule V to the Act, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee be and is hereby authorized to revise the salary of Mr. Pawan Agarwal, Deputy Managing Director by way of increment within the above limit.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded to the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee or any one of the Directors or Company Secretary & Compliance Officer to undertake all such acts, deeds, matters and things as may be required or considered necessary, appropriate or expedient for or in connection with the resolution.”

**Notes:**

1. The Ministry of Corporate Affairs ('MCA') has, vide its Circular No. 14/2020 dated April 08 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated

September 25, 2023 ('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 September 30, 2024. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (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.

2. The Company has engaged the services of KFin Technologies Limited, Registrar & Transfer Agents of the Company, ('KFin') for providing the facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
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. 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 Director(s) seeking re-appointment / revision in the remuneration are 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 28<sup>th</sup> 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](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@kfinTech.com](mailto:evoting@kfinTech.com) and [dbcs@dbcorp.in](mailto:dbcs@dbcorp.in).
7. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 1000 members

on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.

## **8. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:**

In accordance with the MCA and SEBI Circulars, the Notice of the 28<sup>th</sup> AGM along with the Annual Report 2023-24 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 28<sup>th</sup> AGM along with Annual Report for the Financial Year 2023-24 shall be sent to those Members who request for the same. Members may note that the Notice and Annual Report for Financial Year 2023-24 will also be available on the Company's website at [www.dbcorppltd.com](http://www.dbcorppltd.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at <https://evoting.kfintech.com>.

Members are requested to register/update their e-mail addresses with their Depository Participant (in case of shares held in dematerialised form) or with KFin (in case of shares held in physical form).

## **9. ELECTRONIC CREDIT OF DIVIDEND:**

SEBI has made it mandatory for all listed 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.

## **10. 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. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 or Form ISR -5, as applicable, the formats of which are available on the Company's website at [www.dbcorppltd.com](http://www.dbcorppltd.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 KFin for assistance in this regard.

## 11. NOMINATION:

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent, KFin. In respect of shares held in dematerialised form the nomination form may be filed with the respective Depository Participant. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14.

## 12. UPDATION OF MEMBERS' DETAILS HOLDING SHARES IN PHYSICAL FORM:

SEBI vide its various Circulars issued from time to time followed by Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with SEBI Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2023/181 dated November 17, 2023 has specified Common and Simplified Norms for processing Investor's Service Requests. The members holding shares in physical form are mandatorily required to record their PAN, KYC i.e. Address with PIN Code, Mobile Number, Bank Account details, Specimen Signatures etc. along with Nomination details with the Company/ Registrar and Share Transfer Agents (RTA) of the Company. Further, the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety.

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, KFin Technologies Limited (Unit: D. B. Corp Limited), Selenium Tower-B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

- a. Through hard copies which should be self -attested and dated. **or**
- b. Through electronic mode, provided that they are sent through e-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. **or**
- c. Through web portal of our RTA, KFin Technologies Limited - <https://ris.kfintech.com>

Shareholder can download the following forms, which are uploaded on the website of the Company [www.dbcorpltd.com](http://www.dbcorpltd.com) and on the website of KFin <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details.

Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/ statement.

## 13. 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'), all unclaimed/ unpaid dividend remaining unpaid or unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's unpaid account 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 Report on Corporate Governance in the Annual Report of the Company 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.dbcorpltd.com](http://www.dbcorpltd.com) for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

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

## 14. Services by our RTA, KFin Technologies Limited:

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, KFin has developed following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA, KFin Technologies Limited, based on the SEBI Circular (SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#>Investor Services>Investor Support>.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request,

Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

#### Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com .

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

#### Online PV:

In today's ever-changing dynamic digital landscape, security, full proof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

Our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- ✓ A fully digital process, only requiring internet access and a device.
- ✓ Effectively reduces fraud for remote and unknown applicants.
- ✓ Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.
- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

#### WhatsApp:

Shareholders can use WhatsApp Number: (+91) 910 009 4099 to avail bouquet of services.

### **15. 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 3, 2024. Members seeking to inspect such documents can send an email to Company's investor email id: dbcs@dbcorp.in.

### **16. REMOTE E-VOTING AND E-VOTING AT THE AGM:**

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, 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 Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In addition, the facility of voting through e-voting system shall also be made available during the AGM for members of the Company participating in the AGM through VC/OAVM and who have not cast their vote by remote e-voting. The remote e-voting and e-voting facility on the date of AGM will be provided to the members by KFin for voting on all the resolutions set out in this Notice.

The remote e-voting period commences on **Thursday, August 29, 2024 (9.00 a.m. IST)** and ends on **Monday, September 2, 2024 (5:00 p.m. IST)**. During this period, members holding shares either in physical form or in dematerialized form, as on **Tuesday, August 27, 2024** 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 KFin for voting thereafter. Those members, who will be present at the 28<sup>th</sup> 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 28<sup>th</sup> AGM.

### **17. Procedure for e-voting and attending the AGM through VC/OAVM:**

#### **(A) For Individual Shareholders holding securities in Demat mode.**

In terms of SEBI circular dated December 09, 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 Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

**Login method:**

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")</p>	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>4. Click on Bank Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select "Register Online for IDeAS "Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed with completing the required fields</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon "Login" which is available under 'Shareholder/ Member' section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. Click on Bank 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.</li> </ol>	<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")</p> <p><b>A. Existing user who has opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdsliindia.com/myeasi/home/login">https://web.cdsliindia.com/myeasi/home/login</a> or <a href="http://www.cdsliindia.com">www.cdsliindia.com</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with user ID and Password</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdsliindia.com/myeasi./Registration/EasiRegistration">https://web.cdsliindia.com/myeasi./Registration/EasiRegistration</a>.</li> <li>2. Proceed with completing the required fields.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. Visit at <a href="http://www.cdsliindia.com">www.cdsliindia.com</a></li> <li>2. Provide Demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>
	<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility.</p> <p>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Bank 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>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

**(B) For shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- i. Initial password is provided in the body of the e-mail.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. Enter the login credentials i.e. User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- iv. After entering the correct details, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT i.e. D. B. Corp Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.

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

x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at [pcs.busassociates@gmail.com](mailto:pcs.busassociates@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'BFL\_EVENT No.'

xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**Instructions for e-voting during the AGM:**

- i. Only those members/shareholders, who will be present in the AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote.
- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Voting at e-AGM will be available at the end of the AGM and shall be kept open for 15 minutes. Members viewing the AGM, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage, and click on the 'Thumbs-up' icon against the company to vote.

**Instructions for members for attending the AGM:**

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for e-AGM will be available in members login, where the EVENT and the name of the Company can be selected.
- ii. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.

- iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Members may join the meeting using headphones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com/>, under the "How It Works" tab placed on top of the page.
- vii. Members who need technical assistance before or during the e-AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

**Procedure for Registration of email and mobile securities in physical mode:**

Physical shareholders are hereby notified that based on various SEBI Circulars on Common and Simplified Norms for processing Investor's Service Requests, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

Form ISR-1 can be obtained at the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

Form ISR-1 and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited (Unit D.B. Corp Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

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 [dbcsl@dbcorp.in](mailto:dbcsl@dbcorp.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](mailto:evoting@kfintech.com) for any further clarifications.

**18. SPEAKER REGISTRATION:**

Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' during the period starting from August 29, 2024 (9.00 a.m.) up to August 31, 2024 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. Alternatively, Members may also write an e-mail to the Company for registering himself/herself as speaker at [dbcsl@dbcorp.in](mailto:dbcsl@dbcorp.in) before 5.00 p.m. on August 31, 2024. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Only questions of the members holding shares as on the cut-off date will be considered.

**19. 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 of Directors to scrutinize the remote e-voting process and 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 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.dbcorpltd.com](http://www.dbcorpltd.com) or KFin's website at <https://evoting.kfintech.com> and will also be displayed on the Notice Board at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of AGM i.e September 3, 2024.

- 20. The voting rights of the members shall be in the proportion of the equity shares held in the Company as on Cut-off date, i.e. August 27, 2024.

21. 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**

**(Unit: D.B. Corp. 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/-  
**Om Prakash Pandey**  
**Company Secretary &**  
**Compliance Officer**  
Membership No.: F7555

**Place:** Bhopal

**Date:** July 16, 2024

CIN: L22210GJ1995PLC047208

Registered Office: Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat, 380051  
Tel: 0755 - 4730000  
Email: dbcs@dbcorp.in  
Website: www.dbcorpltd.com

**Additional Information with respect to Item no. 2:**

**Details of Director seeking re-appointment at the ensuing Annual General Meeting:**

In terms of the provisions of Section 152(6) of the Companies Act, 2013, Mr. Pawan Agarwal (DIN: 00465092), is liable to retire by rotation and being eligible, has offered himself for re-appointment.

The brief resume and other information/details in respect of Mr. Pawan 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.

Except Mr. Pawan Agarwal, Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested financially or otherwise in the Resolution set out at item no. 2 of the Notice. The relatives of Mr. Pawan Agarwal, Mr. Sudhir Agarwal and Mr. Girish Agarwal are deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Except, being brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors of the Company, Mr. Pawan Agarwal is not related to any other Directors or Key Managerial Personnel of the Company.

The Board of Directors recommends the Ordinary Resolution set out at item no. 2 of this Notice for the approval of the members of the Company.

**Explanatory Statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 and rules made thereunder:**

**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 22, 2024 has considered and approved the re-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 2024-25 at remuneration detailed below:

Name of the Cost Auditor	Financial Year	Audit Fees
M/s. K. G. Goyal & Associates	2024-25	₹ 33,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 3 of the Notice.

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 of Directors recommends the Ordinary Resolution set out at item no. 3 of this Notice for the approval of the members of the Company.

**Item no. 4: Revision in the remuneration of Mr. Sudhir Agarwal (DIN: 00051407) as the Managing Director of the Company:**

The members of the Company at the 25<sup>th</sup> Annual General Meeting of the Company held on September 30, 2021 had approved the re-appointment of Mr. Sudhir Agarwal as Managing Director of the Company for a period of 5 (five) years effective from January 1, 2022 up to December 31, 2026 at a remuneration of ₹ 2,50,00,000/- per annum with an annual increment at the rate of 5% per annum.

The current remuneration of Mr. Sudhir Agarwal, Managing Director is ₹ 2,75,62,500/- per annum.

The members are informed that considering the performance of the Company, the Managing Director's contribution towards the growth, his increasing responsibilities and trend in the industry, the Board of Directors of the Company at its meeting held on July

16, 2024, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing Annual General Meeting, approved the revision in the remuneration payable to Mr. Sudhir Agarwal as the Managing Director of the Company for his remaining current term i.e. till December 31, 2026, with effect from October 1, 2024.

Pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, Regulation 17(6)(e) and all other applicable provisions of the SEBI Listings Regulations, the revision in the remuneration payable to Mr. Sudhir Agarwal is now being placed before the Members at the ensuing Annual General Meeting for their approval by way of a Special Resolution.

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

## I. GENERAL INFORMATION:

- (i) **Nature of Industry:** The Company is engaged in the business of Newspaper printing and publishing, operating FM Radio channels and running Web portals and Mobile Apps (Media Industry).
- (ii) **Date or expected date of commencement of commercial production:** The Company is in operation since 1995.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- (iv) **Financial performance based on given indicators - as per Audited Financial Statement for the year ended March 31, 2024:**

Particulars	₹ in million
Total Revenue	24,803.25
Profit after tax	4,244.34
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	5,453.37
Net Worth	22,235.93

- (v) **Foreign Investments or collaborations, if any:** There are no foreign investments or collaborations by the Company. As on March 31, 2024, 13.83% of the share capital of the Company is held by foreign investors.

## II. INFORMATION ABOUT MR. SUDHIR AGARWAL:

- (i) **Background details:** Please refer Annexure I of the Notice.
- (ii) **Past remuneration paid during the Financial Year ended March 31, 2024:** ₹ 2,65,78,120/- p.a.
- (iii) **Recognition or Awards:** Nil
- (iv) **Job Profile and his suitability:** Taking into consideration the rich experience and contribution of Mr. Sudhir Agarwal to the Company, 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 hence revised the remuneration payable to Mr. Sudhir Agarwal for his remaining current term i.e. till December 31, 2026, with effect from October 1, 2024, subject to the approval of the members of the Company.

- (v) **Remuneration Proposed:** ₹ 3,50,00,000/- (Rupees Three crore fifty lakh only) per annum with an annual increment upto 10% per annum and perquisites as mentioned in the resolution at item no. 4 of the Notice.
- (vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the job responsibilities and the industry benchmarks, the remuneration proposed to be paid to Mr. Sudhir Agarwal is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.
- (vii) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any:** Besides the remuneration paid/proposed to be paid to him, Mr. Sudhir Agarwal does not have any other pecuniary relationship with the Company. Except, being brother of Mr. Girish Agarwal and Mr. Pawan Agarwal, Directors of the Company, Mr. Sudhir Agarwal is not related to any managerial personnel or other directors.

## III. OTHER INFORMATION:

- (i) **Reasons of loss or inadequate profits:** The Company is a profit making entity and does not envisage any loss or inadequate profits in any financial year during the remaining current term 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 no profits or profits being inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
- (ii) **Steps taken or proposed to be taken for improvement:** The Company would continue to earn profits and hence no specific steps are required to be taken for improvement of profits, other than in the normal course of business.
- (iii) **Expected increase in productivity and profits in measurable terms:** The Company would continue to pursue and implement its strategies to strengthen its financial performance.

## IV. DISCLOSURES:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions of Directors of the Company, 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 the Annual Report. The Company has not granted any stock option to the Directors of the Company.

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

The draft of the revised Service Agreement to be entered into between Mr. Sudhir Agarwal and the Company will be available electronically for inspection by the Members during the AGM. The same 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 3, 2024. Members seeking to inspect the draft service agreement may send an email to Company's investor email id: [dbcbs@dbcorp.in](mailto:dbcbs@dbcorp.in).

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

Except Mr. Sudhir Agarwal, Mr. Pawan Agarwal and Mr. Girish Agarwal, Directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested financially or otherwise in the Resolution set out at item no. 4 of the Notice. The relatives of Mr. Sudhir Agarwal, Mr. Pawan Agarwal and Mr. Girish Agarwal are deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Except, being brother of Mr. Pawan Agarwal and Mr. Girish Agarwal, Directors of the Company, Mr. Sudhir Agarwal is not related to any other Directors or Key Managerial Personnel of the Company.

The Board of Directors recommends the Special Resolution set out at item no. 4 of this Notice for the approval of the members of the Company.

**Item no. 5: Revision in the remuneration of Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company:**

The members of the Company at the 26<sup>th</sup> Annual General Meeting of the Company held on September 20, 2022 had approved the re-appointment of Mr. Pawan Agarwal as Deputy Managing Director of the Company for a period of 5 (five) years effective from July 31, 2023 up to July 30, 2028 at a remuneration of ₹ 2,00,00,000/- per annum with an annual increment at the rate of 5% per annum.

The current remuneration of Mr. Pawan Agarwal, Deputy Managing Director is ₹ 2,00,00,000/- per annum.

The members are informed that considering the performance of the Company, the Deputy Managing Director's contribution towards the growth, his increasing responsibilities and trend in the industry, the Board of Directors of the Company at its meeting held on July 16, 2024, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at the ensuing Annual General Meeting, approved the revision in the remuneration payable to Mr. Pawan Agarwal as the Deputy Managing Director of the Company for his remaining current term i.e. till July 30, 2028, with effect from October 1, 2024.

Pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Act, Regulation 17(6)(e) and all other applicable provisions of the SEBI Listings Regulations, the revision in the remuneration

payable to Mr. Pawan Agarwal is now being placed before the Members at the ensuing Annual General Meeting for their approval by way of a Special Resolution.

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

**I. GENERAL INFORMATION:**

- (i) **Nature of Industry:** The Company is engaged in the business of Newspaper printing and publishing, operating FM Radio channels and running Web portals and Mobile Apps (Media Industry).
- (ii) **Date or expected date of commencement of commercial production:** The Company is in operation since 1995.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- (iv) **Financial performance based on given indicators - as per Audited Financial Statement for the year ended March 31, 2024:**

Particulars	₹ in million
Total Revenue	24,803.25
Profit after tax	4,244.34
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	5,453.37
Net Worth	22,235.93

- (v) **Foreign Investments or collaborations, if any:** There are no foreign investments or collaborations by the Company. As on March 31, 2024, 13.83% of the share capital of the Company is held by foreign investors.

**II. INFORMATION ABOUT MR. PAWAN AGARWAL:**

- (i) **Background details:** Please refer Annexure I of the Notice.
- (ii) **Past remuneration paid during the Financial Year ended March 31, 2024:** ₹ 1,66,66,665/- p.a.
- (iii) **Recognition or Awards:** Nil
- (iv) **Job Profile and his suitability:** Taking into consideration the rich experience and contribution of Mr. Pawan Agarwal to the Company, the Board is of the view that Mr. Pawan Agarwal's knowledge, expertise and experience has been and will continue to be of immense benefit and value to the Company and hence revised the remuneration payable to Mr. Pawan Agarwal for his remaining current term i.e. till July 30, 2028, with effect from October 1, 2024, subject to the approval of the members of the Company.
- (v) **Remuneration Proposed:** ₹ 3,00,00,000/- (Rupees Three crore only) per annum with an annual increment upto 10% per annum and perquisites as mentioned in the resolution at item no. 5 of the Notice.

**(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the job responsibilities and the industry benchmarks, the remuneration proposed to be paid to Mr. Pawan Agarwal is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

**(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any:** Besides the remuneration paid/proposed to be paid to him, Mr. Pawan Agarwal does not have any other pecuniary relationship with the Company. Except, being brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors of the Company, Mr. Pawan Agarwal is not related to any managerial personnel or other directors.

### **III. OTHER INFORMATION:**

**(i) Reasons of loss or inadequate profits:** The Company is a profit making entity and does not envisage any loss or inadequate profits in any financial year during the remaining current term Mr. Pawan Agarwal. The Company proposes to obtain approval of the Members by way of Special Resolution as a matter of abundant precaution in case no profits or profits being inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.

**(ii) Steps taken or proposed to be taken for improvement:** The Company would continue to earn profits and hence no specific steps are required to be taken for improvement of profits, other than in the normal course of business.

**(iii) Expected increase in productivity and profits in measurable terms:** The Company would continue to pursue and implement its strategies to strengthen its financial performance.

### **IV. DISCLOSURES:**

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions of Directors of the Company, 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 the Annual Report. The Company has not granted any stock option to the Directors of the Company.

Mr. Pawan Agarwal shall be liable to retire by rotation pursuant to the provisions of section 152(6) and other applicable provisions of the Act during his tenure as the Deputy Managing Director of the Company.

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

The draft of the revised Service Agreement to be entered into between Mr. Pawan Agarwal and the Company will be available electronically for inspection by the Members during the AGM. The same 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 3, 2024. Members seeking to inspect the draft service agreement may send an email to Company's investor email id: [dbcs@dbcorp.in](mailto:dbcs@dbcorp.in).

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

Except Mr. Pawan Agarwal, Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested financially or otherwise in the Resolution set out at item no. 5 of the Notice. The relatives of Mr. Pawan Agarwal, Mr. Sudhir Agarwal and Mr. Girish Agarwal are deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Except, being brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors of the Company, Mr. Pawan Agarwal is not related to any other Directors or Key Managerial Personnel of the Company.

The Board of Directors recommends the Special Resolution set out at item no. 5 of this Notice for the approval of the members of the Company.

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

Sd/-

**Om Prakash Pandey**  
**Company Secretary & Compliance Officer**  
Membership No.: F7555

**Place:** Bhopal  
**Date:** July 16, 2024

CIN: L22210GJ1995PLC047208  
Registered Office: Plot No. 280,  
Sarkhej-Gandhinagar Highway, Near YMCA Club,  
Makarba, Ahmedabad, Gujarat, 380051  
Tel: 0755 - 4730000  
Email: [dbcs@dbcorp.in](mailto:dbcs@dbcorp.in)  
Website: [www.dbcorpltd.com](http://www.dbcorpltd.com)

**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 Director	Mr. Sudhir Agarwal	Mr. Pawan Agarwal
DIN	00051407	00465092
Date of Birth/Age	July 20, 1967 (56 years)	July 31, 1974 (49 years)
Date of appointment / first appointment on the Board	December 10, 2005	December 10, 2005
Brief resume/experience/expertise in specific functional areas	<p>Mr. Sudhir Agarwal has been on the Board of the Company since December, 2005. Mr. Sudhir Agarwal has close to 33 years of experience in the printing and publishing of newspaper business. He is responsible for the long-term vision and monitoring the D. B. Corp's ('the Company') performance and devising the overall business strategies.</p> <p>Under his dynamic leadership &amp; clear future vision, the Company has progressed to become largest newspaper group of the country, with pan India presence, in 3 languages and has expanded from 1 state in 1997 to 12 states in 2022, from 4 editions to 61 Editions. Mr. Sudhir Agarwal conceived and implemented the innovative door to door contact launch process, which has enabled the Company to achieve status of no.1 from day 1 across its all launch markets on which case studies were done by world repute management institutes like Indian Institute of Management Ahmedabad (IIM A), Indian Institute of Management Bangalore (IIM B) and Harvard Business Review (HBR).</p>	<p>Mr. Pawan Agarwal has been on the Board of the Company since December, 2005. He holds a B.A. degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He has total 28 years of experience and heads Production and Information Technology departments along with the Radio and DB Digital Business within the Group. He has been awarded by the Prime Minister of India for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia Pacific, 2010.</p>
Qualifications	Bachelor's Degree in Science	Bachelor's Degree in Industrial Engineering, USA
Directorship held in other Companies (including LLPs)	i. Delicious Foods & Beverages Private Limited ii. Bhaskar Publications & Allied Industries Private Limited iii. Writers and Publishers Private Limited iv. DB Consolidated Private Limited v. I Media Corp Limited vi. Bhaskar Industries Private Limited vii. Soul Full Healthcare Private Limited viii. BFP Enterprises Private Limited ix. Ishan Mall LLP x. Shashwat Homes LLP xi. Divya Consolidated LLP xii. Agarwal Vision LLP xiii. SGP Real Infra LLP	i. I Media Corp Limited ii. DB Infomedia Private Limited iii. Herbal Investment Private Limited iv. D B Power Limited v. DB Power (Madhya Pradesh) Limited vi. Diligent Power Private Limited vii. D B Microfinance Private Limited viii. Bhaskar Industries Private Limited ix. Writers and Publishers Private Limited x. Decore Thermal Power Private Limited xi. DB Consolidated Private Limited xii. Digital News Publishers Association xiii. Matriswa Exim Limited xiv. BFP Traders Private Limited xv. Ishan Mall LLP xvi. Shashwat Homes LLP xvii. SGP Real Infra LLP
Listed entities from which he/she resigned in the past three years	Nil	Nil
Membership/Chairmanship of Committees of other public companies	Nil	<p><b>Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>• D B Power Limited - Chairperson</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• D B Power Limited – Chairperson</li> </ul> <p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• D B Power Limited – Member</li> </ul>

Name of Director	Mr. Sudhir Agarwal	Mr. Pawan Agarwal
Shareholding in the Company including shareholding as a beneficial owner	Own : 61,61,000 equity shares For other persons on a beneficial basis: Nil	Own : 61,61,000 equity shares For other persons on a beneficial basis: Nil
Disclosure of relationships between directors/ Key Managerial Personnel inter-se	Brother of Mr. Pawan Agarwal, Deputy Managing Director and Mr. Girish Agarwal, Non-executive Non-independent Director.	Brother of Mr. Sudhir Agarwal, Managing Director and Mr. Girish Agarwal, Non-executive Non-independent Director.
Remuneration received from the Company in the F.Y. 2023-24	₹2,65,78,120/- paid to Mr. Sudhir Agarwal for the Financial Year ended March 31, 2024.	₹ 1,66,66,665/- paid to Mr. Pawan Agarwal for the Financial Year ended March 31, 2024.
Terms and conditions of re-appointment/ appointment along with details of remuneration sought to be paid	The current term of appointment as Managing Director is till December 31, 2026. Further, he will not be liable to retire by rotation. Remuneration payable as detailed in the resolution at item no. 4 of this Notice.	The current term of appointment as Deputy Managing Director is till July 30, 2028. Further, he will be liable to retire by rotation. Remuneration payable as detailed in the resolution at item no. 5 of this Notice.
The number of meetings of the Board attended during the F.Y. 2023-24	4 (out of 4 meetings held)	4 (out of 4 meetings held)

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

Sd/-  
Om Prakash Pandey  
Company Secretary & Compliance Officer  
Membership No.: F7555

**Place:** Bhopal  
**Date:** July 16, 2024

CIN: L22210GJ1995PLC047208  
Registered Office: Plot No. 280,  
Sarkhej-Gandhinagar Highway, Near YMCA Club,  
Makarba, Ahmedabad, Gujarat, 380051  
Tel: 0755 - 4730000  
Email: dbcs@dbcorp.in  
Website: [www.dbcorpltd.com](http://www.dbcorpltd.com)