

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L22210GJ1995PLC047208

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AACCM5772G

(ii) (a) Name of the company

D.B. CORP LIMITED

(a) Registered office address

PLOT NO. 280, SARKHEJ-GANDHINAGAR HIGHWAY, NR. YMCA CLUB ,  
MAKARBA NA  
AHMEDABAD  
Gujarat  
000000  
India

(b) \*e-mail ID of the company

dbcs@dbc corp.in

(c) \*Telephone number with STD code

02271577000

(d) Website

www.dbcorp ltd.com

(iii) Date of Incorporation

27/10/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J1	Publishing of Newspapers, Books, periodicals, etc. activities	21.75
2	J	Information and communication	J8	Other information & communication service activities	75.84

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DB CONSOLIDATED PRIVATE L	U51109GJ1985PTC051693	Holding	54.49

2	DB INFOMEDIA PRIVATE LIMITED	U74300MP2015PTC033850	Subsidiary	100
3	I MEDIA CORP LIMITED	U64202MP2006PLC018676	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	249,000,000	177,974,832	177,974,832	177,974,832
Total amount of equity shares (in Rupees)	2,490,000,000	1,779,748,320	1,779,748,320	1,779,748,320

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	249,000,000	177,974,832	177,974,832	177,974,832
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,490,000,000	1,779,748,320	1,779,748,320	1,779,748,320

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,000	0	0	0
Total amount of preference shares (in rupees)	10,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
0% Non-Convertible Redeemable Preference Share				
Number of preference shares	1,000	0	0	0
Nominal value per share (in rupees)	10,000	10,000		0
Total amount of preference shares (in rupees)	10,000,000	0	0	0

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

###### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	320	177,056,893	177057213			
<b>Increase during the year</b>	36,013	881,606	917619	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0			
v. ESOPs	0	881,606	881606			
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify Shares allotted under ESOP Scheme were pending	36,013		36013			
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	36,333	177,938,499	177974832	0	0	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE950I01011

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debtentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0		0
Partly convertible debtentures	0		0
Fully convertible debtentures	0		0
<b>Total</b>			0

**Details of debtentures**

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

**(v) Securities (other than shares and debtentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

21,277,141,630

**(ii) Net worth of the Company**

19,515,881,133

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	28,106,201	15.79	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	99,999,199	56.19	0	
10.	Others	0	0	0	
	<b>Total</b>	128,105,400	71.98	0	0

**Total number of shareholders (promoters)**

12

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	17,359,396	9.75	0	
	(ii) Non-resident Indian (NRI)	517,155	0.29	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	22,218,731	12.48	0	
7.	Mutual funds	6,762,905	3.8	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,393,164	1.34	0	
10.	Others          Alternate Investment Funds	618,081	0.35	0	
	<b>Total</b>	49,869,432	28.01	0	0

**Total number of shareholders (other than promoters)**

37,027

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

37,039

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

## VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	12	12
Members (other than promoters)	39,707	37,027
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	9.01	4.8
<b>B. Non-Promoter</b>	0	3	0	4	0	0

(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	5	9.01	4.8

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUDHIR AGARWAL	00051407	Managing Director	8,390,638	
PAWAN AGARWAL	00465092	Whole-time director	7,659,513	
GIRISH AGARWAL	00051375	Director	8,544,765	
ASHWANI KUMAR BRAHMA	01973769	Director	0	
ANUPRIYA ACHARYA	00355782	Director	0	
SANTOSH DESAI	01237902	Director	0	
PAULOMI DHAWAN	01574580	Director	0	
ANITA GOKHALE	AACPG4820A	Company Secretary	0	
PRADYUMNA GOPAL	M AECPM3633B	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PAULOMI DHAWAN	01574580	Director	28/07/2022	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	20/09/2022	42,172	48	

### B. BOARD MEETINGS

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/05/2022	6	6	100
2	28/07/2022	7	6	85.71
3	19/10/2022	7	6	85.71
4	02/02/2023	7	6	85.71
5	28/03/2023	7	6	85.71

### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	13/05/2022	4	4	100
2	Audit Committee	28/07/2022	4	3	75
3	Audit Committee	19/10/2022	4	4	100
4	Audit Committee	02/02/2023	4	3	75
5	Audit Committee	28/03/2023	4	4	100
6	Nomination an	28/07/2022	3	3	100
7	Nomination an	28/03/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	Stakeholders'	19/10/2022	4	4	100
9	Corporate Soc	13/05/2022	4	4	100
10	Corporate Soc	02/02/2023	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SUDHIR AGA	5	4	80	3	3	100	
2	PAWAN AGAR	5	5	100	6	6	100	
3	GIRISH AGAR	5	4	80	13	13	100	
4	ASHWANI KU	5	5	100	11	11	100	
5	ANUPRIYA AC	5	5	100	9	9	100	
6	SANTOSH DE	5	3	60	11	7	63.64	
7	PAULOMI DH	4	4	100	0	0	0	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUDHIR AGARWAL	MANAGING DIR	25,000,000	0	0	0	25,000,000
2	PAWAN AGARWA	DEPUTY MANA	10,000,000	0	0	0	10,000,000
	Total		35,000,000	0	0	0	35,000,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRADYUMNA GOP	GROUP CHIEF	26,675,250	0	0	0	26,675,250
2	ANITA GOKHALE	COMPANY SEC	2,650,500	0	0	0	2,650,500
	Total		29,325,750	0	0	0	29,325,750

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GIRISH AGARWAL	NON EXECUTIV	0	0	0	200,000	200,000
2	ASHWANI KUMAR	INDEPENDENT	0	0	0	605,000	605,000
3	SANTOSH DESAI	INDEPENDENT	0	0	0	375,000	375,000
4	PAULOMI DHAWA	INDEPENDENT	0	0	0	215,000	215,000
5	ANUPRIYA ACHAR	INDEPENDENT	0	0	0	575,000	575,000
	Total		0	0	0	1,970,000	1,970,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate  Fellow

Certificate of practice number

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

### C. COMMITTEE MEETINGS

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Risk Management Committee	26/07/2022	4	3	75
12	Risk Management Committee	19/10/2022	4	4	100
13	Risk Management Committee	02/02/2023	4	3	75
14	Compensation Committee	13/05/2022	3	3	100
15	Compensation Committee	19/10/2022	3	3	100



SEC ID	FUND	MANAGER	ASSETS	COUNTRY	SEC ID	FUND	MANAGER	ASSETS	COUNTRY
1	INR32173	2003124	NAMANDA INDIA EQUITY FUND LIMITED	INDIA					
2	INR32173	2003124	47 ANHAR PARK ROAD MARKET FUND	INDIA					
3	INR32173	2003124	EMERGING MARKETS CORE EQUITY PORTFOLIO	USA					
4	INR32173	2003124	CITY OF NEW YORK GROUP TRUST	USA					
5	INR32173	2003124	GLOBAL INVESTMENT TRUST FUND	USA					
6	INR32173	2003124	PUBLIC EMPLOYEES RETIREMENT SYSTEM	USA					
7	INR32173	2003124	Mega Corp Corporate Services Ltd	CANADA					
8	INR32173	2003124	THEODORE HULLS ALICE TR	USA					
9	INR32173	2003124	THE UNIVERSITY OF TEXAS SYSTEM	USA					
10	INR32173	2003124	ACADIAN EMERGING MARKETS EQUITY FUND	USA					
11	INR32173	2003124	CHARITABLE CAPITAL VECTOR LP LIMITED	USA					
12	INR32173	2003124	NATIONAL BANKERS RETIREMENT INVESTMENT TRUST	USA					
13	INR32173	2003124	THE EMERGING MARKETS SMALL CAP SERIES	USA					
14	INR32173	2003124	DIMENSIONAL EMERGING MARKETS VALUE FUND	USA					
15	INR32173	2003124	ASUTAI INDIA FUND SEC LTD	INDIA					
16	INR32173	2003124	MONEY AUTHORITY OF SINGAPORE ACCOUNT 1	SINGAPORE					
17	INR32173	2003124	ACADIAN EMERGING MARKETS EQUITY FUND	USA					
18	INR32173	2003124	DOORSHAW INDIA FUND LP	INDIA					
19	INR32173	2003124	AMALTA CAPITAL INDIA FUND LLC	INDIA					
20	INR32173	2003124	SE INSTITUTIONAL INVESTMENTS TRUST	USA					
21	INR32173	2003124	ACADIAN EMERGING MARKETS EQUITY FUNDS	USA					
22	INR32173	2003124	BNF FINANCE TRUST	USA					
23	INR32173	2003124	FLORIDA RETIREMENT SYSTEM	USA					
24	INR32173	2003124	RUSSELL INVESTMENT COMPANY P.C.	USA					
25	INR32173	2003124	AMERICAN CENTURY EFT TRUST	USA					
26	INR32173	2003124	ALLIANCE FUND GROUP	USA					
27	INR32173	2003124	THE STATE TEACHERS RETIREMENT SYSTEM	USA					
28	INR32173	2003124	DIMENSIONAL WORLD EX U.S. CORE EQUITY	USA					
29	INR32173	2003124	OSGON PUBLIC EMPLOYEES RETIREMENT SYSTEM	USA					
30	INR32173	2003124	SE TRUST COMPANY AS TRUSTEE	USA					
31	INR32173	2003124	TEACHERS RETIREMENT SYSTEM OF THE STATE	USA					
32	INR32173	2003124	SKILL FUNDING TRUST LIMITED	USA					
33	INR32173	2003124	EMERGING MARKETS CORE EQUITY FUND	USA					
34	INR32173	2003124	EMERGING MARKETS SOCIAL CORE EQUITY	USA					
35	INR32173	2003124	CCBL EMERGING MARKETS EQUITY FUND	CANADA					
36	INR32173	2003124	ACADIAN ALL COUNTRY WORLD EX FUND	USA					
37	INR32173	2003124	ACADIAN EMERGING MARKETS MICRO-CAP	USA					
38	INR32173	2003124	NEW YORK STATE COMMON RETIREMENT FUND	USA					
39	INR32173	2003124	RUSSELL INVESTMENT COMPANY P.C.	USA					
40	INR32173	2003124	BOARD OF PENSIONERS OF THE EVANGELICAL LUTHERAN CHURCH	USA					
41	INR32173	2003124	COMMONWEALTH GLOBAL SHARE TRUST	AUSTRALIA					
42	INR32173	2003124	WORLD EX U.S. CORE EQUITY PORTFOLIO	USA					
43	INR32173	2003124	CCBL INTERNATIONAL EQUITY FUND	CANADA					
44	INR32173	2003124	EMERGING MARKETS VALUE FUND	USA					
45	INR32173	2003124	BALISA LIMITED	SINGAPORE					
46	INR32173	2003124	ACADIAN EMERGING MARKETS EQUITY FUND	USA					
47	INR32173	2003124	ALASKA PERMANENT FUND	USA					
48	INR32173	2003124	WORLD EX U.S. TARGET VALUE PORTFOLIO	USA					
49	INR32173	2003124	EMERGING MARKETS TARGET VALUE FUND	USA					
50	INR32173	2003124	CITY OF LOS ANGELES FIRE AND POLICE	USA					
51	INR32173	2003124	FIDELITY COMMON CONTRACTUAL FUND	USA					
52	INR32173	2003124	JOHN HANCOCK VARIABLE INSURANCE TRUST	USA					
53	INR32173	2003124	CCBL EMERGING MARKETS EQUITY FUNDS	CANADA					
54	INR32173	2003124	AMERICAN CENTURY EFT TRUST	USA					
55	INR32173	2003124	EMERGING MARKETS EX CHINA CORE EQUITY	USA					
56	INR32173	2003124	SE INSTITUTIONAL INVESTMENTS TRUST	USA					
57	INR32173	2003124	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	USA					
58	INR32173	2003124	CCBL INTERNATIONAL EQUITY FUND	CANADA					
59	INR32173	2003124	1399 SEIU HEALTH CARE EMPLOYEES	USA					
60	INR32173	2003124	US FIDELITY MANAGEMENT TRUST	USA					
61	INR32173	2003124	JOHN HANCOCK VARIABLE INSURANCE TRUST	USA					
62	INR32173	2003124	CCBL EMERGING MARKETS EQUITY FUNDS	CANADA					
63	INR32173	2003124	UNION OF CONCRETE CLERK & LABOR UNIONS	USA					
64	INR32173	2003124	AMERICAN CENTURY EFT TRUST	USA					
65	INR32173	2003124	CCBL INTERNATIONAL EQUITY FUND	CANADA					
66	INR32173	2003124	CCBL INTERNATIONAL SMALL CAP EQUITY FUND	CANADA					
67	INR32173	2003124	DIMENSIONAL EMERGING MARKETS VALUE	USA					
68	INR32173	2003124	COPPELL MARRIOTT INVESTMENT LIMITED	USA					
69	INR32173	2003124	DIMENSIONAL EMERGING MARKETS CORE EQUITY	USA					
70	INR32173	2003124	EMERGING MARKETS CORE EQUITY 2	USA					
71	INR32173	2003124	DIMENSIONAL WORLD EX TRUST	USA					
TOTAL									

# MAKARAND M. JOSHI & CO.

## Company Secretaries

Ecstasy, 803/804, 8<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080, (T) 022- 21678100

### Form No. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule no. 11 (2) of Companies (Management and Administration) Rules, 2014]

We have examined the registers, records and books and papers of **D.B. Corp Limited** (hereinafter called the "Company") as required to be maintained under the Companies Act, 2013 (hereinafter called the "Act") and the rules made there under for the Financial Year ended on 31<sup>st</sup> March 2023 (hereinafter called the "Audit period"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act and Rules made there under, in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefore;
  3. filing of forms and returns as stated in **Annexure I** with the Registrar of Companies, Central Government and Investor Education and Protection Fund Authority within the prescribed time except in one instances. Further, no forms were required to be filed with the Regional Director, the Tribunal, Court or other authorities;
  4. calling/ convening/ holding meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed. Further there were no resolution passed by postal ballot;
  5. closure of Register of Members / Security holders, as the case may be; **No such event occurred during the Audit Period**
  6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; **No such event occurred during the Audit Period**

7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue and allotment of 9,17,619 equity shares pursuant to exercise of options under the DBCL ESOS - 2011 & 2021 Scheme. Further there were no such events of transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **No such event occurred.**
10. declaration and payment of interim/final dividend during the review period, as follows:-
  - a. Interim dividend of ₹ 3 per equity share having face value of ₹ 10/- each for the financial year 2022-23; and
  - b. Final dividend of ₹ 3 per equity share having face value of ₹ 10/- each for the financial year 2021-22.Further transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution, appointment, re-appointments, retirements & disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. Further there were no cessation and filling up casual vacancies during the financial year.
13. re-appointment of auditors as per the provisions of Section 139 of the Act, Further, there was no appointment or casual vacancy filled during the financial year.
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; **No such event occurred during the Audit period**
15. acceptance / renewal/ repayment of deposits; **No such event occurred during the Audit period**
16. borrowings from banks. Further, no loans from its directors, members, public financial institutions and others and no instance for creation or modification or satisfaction of charges
17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **No such event occurred during the Audit period;**

18. Alteration of provision of its Memorandum and/ or Articles of Association of the Company. **No such event occurred during the Audit period.**

**For Makarand M. Joshi & Co.  
Company Secretaries**

**Kumudini Bhalerao**

**Partner**

**FCS: 6667**

**CP: 6690**

**PR: 640/2019**

**UDIN:**

**Date:**

**Place: Mumbai**

**Draft**

## Annexure I

Sr. No.	Form	Date of Event	Purpose	Date of Filing
1.	MSME-1	31-03-2022	Form for furnishing half yearly return for the period 01-10-2021 to 31-03-2022 with the registrar in respect of outstanding payments to Micro or Small Enterprise.	21-04-2022
2.	DPT-3	31-03-2022	Return of deposits as on 31-03-2022	20-06-2022
3.	CSR-2	31-03-2022	Report on Corporate Social Responsibility	19-12-2022
4.	CRA -2	13-05-2022	Appointment Mr. Rajesh Goyal Partner of M/s. K. G. Goyal and Associates.	31-05-2022
5.	MGT-14	13-05-2022	<p>Following board resolutions were passed:-</p> <ol style="list-style-type: none"> <li>1. To consider and approve the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended on March 31, 2022 and Audit Report issued by the Statutory Auditors in respect of the Audited Financial Statements</li> <li>2. To consider, appoint and fix the remuneration of the Secretarial Auditor for the financial year 2022-23;</li> <li>3. To consider, appoint and fix the remuneration of the Internal Auditor for the financial year 2022-23;</li> <li>4. To invest the surplus funds of the Company in specified securities viz. units of AAA / AA+ rated Equity Mutual Funds (except of Unit Trust of India), Corporate Deposits and Corporate Bonds upto an amount not exceeding ₹ 200 Crore on such terms and conditions as may be deemed fit in the interest of the Company;</li> <li>5. To renew the Working Capital Facilities of ₹ 48.25 Crore on the terms and conditions as set out in the Sanction Letter received from Kotak Mahindra Bank Limited.</li> </ol>	01-06-2022
6.	PAS-3	13-05-2022	Allotment of 66,746 shares under ESOP Scheme 2011 @ ₹ 10.	01-06-2022
7.	CRA-4	28-07-2022	Cost Audit Report for Radio Division of the Company.	22-08-2022
8.	DIR-12	28-07-2022	Appointment of Ms. Paulomi Romi Dhawan as Additional Independent director till ensuring Annual General Meeting.	25-08-2022
9.	MGT-14	28-07-2022	<p>Following Board resolutions were passed:-</p> <ol style="list-style-type: none"> <li>1. To invest the surplus funds of the Company in specified securities viz. units of AAA / AA+ rated Equity Mutual Funds (except of Unit Trust of India), Corporate Deposits and Corporate Bonds upto an amount not exceeding ₹ 600 Crore on such terms and conditions as may be deemed fit in the interest of the Company;</li> <li>2. To renew the Working Capital Facilities within an overall limit of ₹ 110 Crore on the terms and conditions as set out in the Sanction Letter received from IDBI</li> </ol>	25-08-2022

			<p>Bank Limited;</p> <p>3. Approval of the Directors Report including annexures for the Financial Year ended March 31, 2022;</p> <p>4. To consider and approve the appointment / re-appointment of Internal Auditors at some locations for the Quarter 1 of Financial Year 2022-23 and approve the revision in Internal Audit fees.</p> <p>5. Approval of the Cost Audit Report for Radio Division of the Company for the Financial Year ended March 31, 2022 along with statements and annexures</p> <p>6. Approval of re-appointment of Mr. Pawan Agarwal as the Deputy Managing Director of the Company for a term of 5 years w.e.f. July 31, 2023 and remuneration to be paid to him and recommend the same to the Members for their approval at the ensuing Annual General Meeting.</p>	
10.	IEPF-7	23-08-2022	Statement of amounts credited to IEPF on account of shares transferred to the fund. Dividend amount of ₹ 12,420 on shares transferred to IEPF	06-09-2022
11.	PAS-3	26-08-2022	Allotment of 1,815 shares under ESOP Scheme 2011 @ ₹ 10.	08-09-2022
12.	IEPF-1	27-09-2022	Statement of amounts credited to Investor Education and Protection Fund for Final dividend declared for the financial year 2014-2015.	27-09-2022
13.	ADT-1	20-09-2022	Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants and M/s. Gupta Mittal & Co., Chartered Accountants as the Joint Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2027.	29-09-2022
14.	DIR-12	20-09-2022	Appointment of Ms. Paulomi Romi Dhawan as Independent Director (change in designation).	04-10-2022
15.	AOC-4	20-09-2022	Form filed for Financial Year 2021-22 in respect of financial statement and other documents with the Registrar.	18-10-2022
16.	MGT-7	20-09-2022	Annual Return for the financial year 2021-22	10-11-2022
17.	MGT-15	20-09-2022	Report on Annual General Meeting through Video Conferencing/Other Audio Visual Means.	29-09-2022
18.	MGT-14	20-09-2022	<p>Following shareholders resolutions were passed:-</p> <p>1. Adoption of:-</p> <p>(a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon; and</p> <p>(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon.</p> <p>2. Declaration of final dividend of ₹ 3 per Equity Share of the face value of ₹ 10 each for the Financial Year ended March 31, 2022.</p>	04-10-2022

			<p>3. Appointment of 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.</p> <p>4. Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants and M/s. Gupta Mittal &amp; Co., Chartered Accountants as the Joint Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2027.</p> <p>5. Ratification of the remuneration payable to the Cost Auditor for the financial year 2022-23.</p> <p>6. Re-appointment of Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company for a term of 5 years effective from July 31, 2023 up to July 30, 2028.</p> <p>7. Appointment of Ms. Paulomi Dhawan (DIN: 01574580) as an Independent Director of the Company to hold office for a term of 2 consecutive years with effect from July 28, 2022 to July 27, 2024.</p>	
19.	IEPF-2	20-09-2022	Statement of unclaimed and unpaid amount	10-11-2022
20.	IEPF-7	27-09-2022	Statement of amounts credited to IEPF on account of shares transferred to the fund. Dividend amount of ₹ 12,420 on shares transferred to IEPF	04-10-2022
21.	MSME 1	30-09-2022	Form for furnishing half yearly return for the period 01-04-2022 to 30-09-2022 with the registrar in respect of outstanding payments to Micro or Small Enterprise.	21-10-2022
22.	IEPF - 4	12-10-2022	Statement of shares transferred to the IEPF for the FY 2014-15.	17-10-2022
23.	MGT-14	19-10-2022	Board Resolution was passed to consider and approve the appointment / re-appointment of Internal Auditors at some locations for the Quarter 2 of Financial Year 2022-23 and approve the revision in Internal Audit fees.	11-11-2022
24.	PAS-3	19-10-2022	Allotment of 64,727 shares under ESOP Scheme 2011 @ ₹ 10.	11-11-2022
25.	PAS-3	25-11-2022	<p>1. Allotment of 4,800 shares under ESOP Scheme 2011 @ ₹ 10;</p> <p>2. Allotment of 7,43,518 shares under ESOP Scheme 2021 @ ₹ 10</p>	06-01-2023
26.	IEPF -1	10-03-2023	Statement of amounts credited to Investor Education and Protection Fund for Interim dividend declared for the financial year 2015-2016.	10-03-2023
27.	PAS-3	16-03-2023	Allotment of 36,013 shares under ESOP Scheme 2011 @ ₹ 10.	30-03-2023