



20<sup>th</sup> September, 2022

To,

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

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

**Sub.: Proceedings of the 26<sup>th</sup> Annual General Meeting ("AGM") of D. B. Corp Limited ("the Company") held on 20<sup>th</sup> September, 2022**

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

Dear Sir/Madam,

In reference to our earlier letters dated 28<sup>th</sup> July, 2022 and 24<sup>th</sup> August, 2022, we request you to note that the 26<sup>th</sup> AGM of the Company was duly held today i.e. on Tuesday, 20<sup>th</sup> September, 2022 at 11.30 a.m. (IST) through Video Conferencing ("VC").

In this regard and pursuant to the aforesaid SEBI Listing Regulations, please find enclosed herewith the brief proceedings of the 26<sup>th</sup> AGM of the Company as **Annexure A.**

The disclosures pertaining to the voting results of Remote E-voting and E- voting during the 26<sup>th</sup> AGM, pursuant to provisions of Regulation 44(3) of the SEBI Listing Regulations, along with the Consolidated Scrutinizer's Report are being furnished separately.

This information is being made available on the website of the Company at <https://www.dbcorpltd.com/Investors.php>.

We request you to kindly take the same on record.

Thanking you.

Yours truly,

For **D.B. Corp Limited**

**Anita Gokhale**  
**Company Secretary**  
**Membership No.: F4836**



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**Registered Office :**

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

**Corporate Office :**

501, 5<sup>th</sup> Floor, Naman Corporate Link,  
Opp. Dena Bank, C-31, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051, Maharashtra

**D. B. Corp Limited**

CIN: L22210GJ1995PLC047208

Website: www.dbcorpltd.com

Email: ducs@dbc.in

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



## Annexure A

### Brief Proceedings of the 26<sup>th</sup> Annual General Meeting of D. B. Corp Limited

Day, Date, Time and Venue												
<b>Day and Date:</b> Tuesday, 20 <sup>th</sup> September, 2022	<b>Time:</b> Commenced at: 11.30 a.m. (IST); Concluded at: 12.40 p.m. (IST)	<b>Deemed Venue:</b> Registered Office of the Company viz. Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad – 380051										
Mode of participation in the AGM by Shareholders												
Through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)												
Proceedings in Brief												
<p>The 26<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the Members of D. B. Corp Limited (“the Company”) was held on Tuesday, 20<sup>th</sup> September, 2022, at 11.30 a.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”).</p> <p>The Company Secretary welcomed the Members to the Meeting and briefed them on few procedural aspects relating to participation at the Meeting through VC.</p> <p>❖ <b><u>Chairperson:</u></b></p> <p>Mr. Pawan Agarwal, Deputy Managing Director chaired the 26<sup>th</sup> AGM of the Company.</p> <p>❖ <b><u>Quorum:</u></b></p> <p>Considering the requisite quorum being present, Mr. Pawan Agarwal, Chairman of the 26<sup>th</sup> AGM declared the meeting to be in order.</p> <p>❖ <b><u>Present:</u></b></p> <p><b><u>Directors:</u></b></p> <table><tbody><tr><td>Mr. Pawan Agarwal</td><td>Deputy Managing Director and Chairman of AGM</td></tr><tr><td>Mr. Girish Agarwal</td><td>Non-Executive Non-Independent Director</td></tr><tr><td>Mr. Ashwani Kumar Singhal</td><td>Independent Director</td></tr><tr><td>Mr. Santosh Desai</td><td>Independent Director</td></tr><tr><td>Ms. Paulomi Dhawan</td><td>Independent Director</td></tr></tbody></table>			Mr. Pawan Agarwal	Deputy Managing Director and Chairman of AGM	Mr. Girish Agarwal	Non-Executive Non-Independent Director	Mr. Ashwani Kumar Singhal	Independent Director	Mr. Santosh Desai	Independent Director	Ms. Paulomi Dhawan	Independent Director
Mr. Pawan Agarwal	Deputy Managing Director and Chairman of AGM											
Mr. Girish Agarwal	Non-Executive Non-Independent Director											
Mr. Ashwani Kumar Singhal	Independent Director											
Mr. Santosh Desai	Independent Director											
Ms. Paulomi Dhawan	Independent Director											



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CIN: L22210GJ1995PLC047208

Website: www.dbcorp.ltd.com

Email: dbcs@dbcorp.in

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



**Key Managerial Personnel:**

Mr. P. G. Mishra  
Ms. Anita Gokhale

Group Chief Financial Officer  
Company Secretary & Compliance Officer

**Joint Statutory Auditors:**

Mr. Jeetendra Mirchandani

Representative of M/s. Price Waterhouse Chartered  
Accountants LLP

Ms. Shilpa Gupta

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

**Secretarial Auditor:**

Mr. Omkar Dindorkar

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

**Scrutinizer:**

Mr. Hitesh D. Buch

Hitesh Buch & Associates, Practising Company Secretaries

The Chairman welcomed the Members joining over Video Conferencing and requested his colleagues on the Board to introduce themselves. All Directors of the Company except Mr. Sudhir Agarwal, Managing Director and Ms. Anupriya Acharya, Independent Director were present at the Meeting. The Chairperson of the Audit Committee and Stakeholders Relationship Committee were present at the Meeting and Mr. Ashwani Kumar Singhal, Member of Nomination and Remuneration Committee [NRC] represented the Chairperson of NRC. The Chairman informed the Members that the Chief Financial Officer, the Authorised Representatives of the Statutory Auditors and Secretarial Auditor of the Company and the Scrutinizer were attending the Meeting through Video Conference from their respective locations (Bhopal and Mumbai).

As per the attendance records, 48 Members attended the Meeting through VC/OAVM facility. Since this AGM was held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

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

Further the Company Secretary elucidated the shareholders w.r.t. e-voting. It was informed to the shareholders that in pursuance of the provisions of the Companies Act, 2013 read with rules made thereunder and the relevant circulars issued by the MCA and SEBI, the Company had provided e-voting facility to all those shareholders who were registered members of the Company as on the cut-off date i.e. 13<sup>th</sup> September, 2022.



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Further details were stated as under:

**Remote E-voting Period:**

Thursday, 15<sup>th</sup> September, 2022 from 9.00 a.m. (IST) to Monday, 19<sup>th</sup> September, 2022 till 5.00 p.m. (IST).

**E-voting at the 26<sup>th</sup> AGM:**

All the shareholders who did not cast their votes through remote e-voting were eligible to cast the vote at the 26<sup>th</sup> AGM through e-voting facility available at the meeting for duration of 15 minutes.

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

It was further informed that there were no qualifications in the Statutory Auditors' Report on the Financial Statements and three observations listed in the Secretarial Audit Report do not have any material adverse effect on the functioning of the Company. The Notice, Report of Board of Directors and the Auditors' Report and Secretarial Audit Report were taken as read with members' consent.

The following items of business as laid down in the Notice convening the 26<sup>th</sup> AGM, were transacted at the Meeting:

Sr. no.	Business	Type of Resolution
1.	To receive, consider and adopt:  a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 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, 2022 together with the Report of the Auditors thereon.	Ordinary
2.	To declare final dividend of Rs. 3/- per Equity Share of the face value of Rs. 10/- each for the Financial Year ended March 31, 2022.	Ordinary
3.	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.	Ordinary



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# DB Corp Ltd

4.	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	Ordinary
5.	Ratification of the remuneration payable to the Cost Auditor.	Ordinary
6.	Re-appointment of Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company.	Special
7.	Appointment of Ms. Paulomi Dhawan (DIN: 01574580) as an Independent Director of the Company.	Special

Thereafter, the Chairman delivered his speech briefing the Members present on the performance of the Company during FY 2021-22 and future prospects as regards various business segments.

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

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

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

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

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

The 26<sup>th</sup> AGM commenced at 11.30 a.m. (IST) and concluded at 12.40 p.m. (IST) including the time for voting during the AGM.



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