



September 3, 2024

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

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

**ISIN:** INE950I01011

**Sub.: Proceedings of the 28<sup>th</sup> Annual General Meeting ("AGM") of D. B. Corp Limited ("the Company") held on September 3, 2024**

**Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/Madam,

In compliance with Regulation 30 and Schedule III of the SEBI Listing Regulations, please find enclosed brief proceedings of the 28<sup>th</sup> Annual General Meeting (AGM) of the Company held on **Tuesday, September 3, 2024 at 11.30 a.m. (IST)** through Video Conferencing/ Other Audio Visual Means (as Annexure A).

The disclosures pertaining to the voting results of Remote E-voting and E- voting during the 28<sup>th</sup> AGM, pursuant to provisions of Regulation 44(3) of the SEBI Listing Regulations, along with the Consolidated Scrutinizer's Report will be submitted separately.

The said information is also being made available on the Company's website at <https://www.dbcorpltd.com/Investors.php>.

This is for your information and records.

Thanking you,

For **D.B. Corp Limited**

**Om Prakash Pandey**  
**Company Secretary & Compliance Officer**  
Membership Number: **F7555**

**Encl.: as above**



## Annexure A

### Brief Proceedings of the 28<sup>th</sup> Annual General Meeting of D. B. Corp Limited

Day, Date, Time and Venue														
<b>Day and Date:</b> Tuesday, September 3, 2024	<b>Time:</b> Commenced at: 11.30 a.m. (IST) Concluded at: 12.34 p.m. (IST)	<b>Deemed Venue:</b> Registered Office of the Company viz. Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad, Gujarat- 380051												
Mode of participation in the AGM by Shareholders														
Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")														
Proceedings in Brief														
<p>The 28<sup>th</sup> Annual General Meeting ("AGM" or "Meeting") of the Members of D. B. Corp Limited ("the Company") was held on Tuesday, September 3, 2024 at 11.30 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). The Company has adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") and the applicable provisions of the Companies Act, 2013 and rules made thereunder for calling, convening and conducting the Meeting.</p> <p>Mr. Om Prakash Pandey, Company Secretary &amp; Compliance Officer welcomed the Members to the Meeting and briefed them on few procedural aspects relating to participation at the Meeting through VC/OAVM including e-voting.</p> <p>❖ <b><u>Chairman:</u></b></p> <p>Mr. Pawan Agarwal, Deputy Managing Director chaired the 28<sup>th</sup> AGM of the Company as per Article 29.3 read with Article 37 of the Articles of Association of the Company.</p> <p>❖ <b><u>Quorum:</u></b></p> <p>Considering the requisite quorum being present, Mr. Pawan Agarwal, Chairman of the 28<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. Sudhir Agarwal</td><td>Managing Director</td></tr><tr><td>Mr. Girish Agarwal</td><td>Non-Executive Non-Independent Director</td></tr><tr><td>Mr. Santosh Desai</td><td>Independent Director</td></tr><tr><td>Ms. Anupriya Acharya</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. Sudhir Agarwal	Managing Director	Mr. Girish Agarwal	Non-Executive Non-Independent Director	Mr. Santosh Desai	Independent Director	Ms. Anupriya Acharya	Independent Director	Ms. Paulomi Dhawan	Independent Director
Mr. Pawan Agarwal	Deputy Managing Director and Chairman of AGM													
Mr. Sudhir Agarwal	Managing Director													
Mr. Girish Agarwal	Non-Executive Non-Independent Director													
Mr. Santosh Desai	Independent Director													
Ms. Anupriya Acharya	Independent Director													
Ms. Paulomi Dhawan	Independent Director													

**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. PNB Bank, C-31, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051, Maharashtra

**D. B. Corp Limited**

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. Lalit Jain  
Mr. Om Prakash Pandey

Chief Financial Officer  
Company Secretary & Compliance Officer

**Scrutinizer:**

Mr. Hitesh Buch

M/s. Hitesh Buch & Associates, Practicing Company  
Secretaries

The Chairman welcomed the Members joining over Video Conferencing and introduced all Directors present at the AGM to the Members through VC/OAVM. All Directors of the Company were present at the Meeting through VC/OAVM. Ms. Anupriya Acharya, Chairperson of the Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee and Mr. Girish Agarwal, Chairperson of the Stakeholders Relationship Committee and Risk Management Committee were present at the Meeting through VC/OAVM. The Chairman informed the Members that Mr. Lalit Jain, Chief Financial Officer and Mr. Prasoon Pandey, Head-Investor Relations were also present at the Meeting through VC/OAVM.

Mr. Jeetendra Mirchandani, Mr. Bhavesh Ratanghayra and Mr. Umang Modi representing Price Waterhouse Chartered Accountants LLP, Joint Statutory Auditors, Ms. Shilpa Gupta representing Gupta Mittal & Co., Chartered Accountants, Joint Statutory Auditors, Mr. Abhishek Gupta representing M/s. Makarand M. Joshi & Co. Practising Company Secretaries, Secretarial Auditors and Mr. Hitesh Buch, Scrutinizer were also present at the Meeting through VC/OAVM from their respective locations.

As per the attendance records, Fifty Nine (59) Members were present in the Meeting through VC/OAVM.

The compliance with all the applicable provisions of the Companies Act, 2013 and rules made thereunder, Secretarial Standard on General Meeting issued under Section 118 (10) of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable circulars of MCA and SEBI with respect to calling, convening and conducting this 28<sup>th</sup> Annual General Meeting was confirmed. Further, it was also confirmed that all efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the Meeting.

The Register of Directors and KMP and their shareholding; Register of Contracts or Agreements in which Directors are interested; Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024; Independent Auditor Reports on the Audited Standalone and Consolidated Financial Statements of the Company; Secretarial Audit Report for the financial year ended March 31, 2024; Certificate of Secretarial Auditor on implementation of D.B. Corp Limited - Employee Stock Option Scheme 2011 and D.B. Corp Limited - Employee Stock Option Scheme 2021 as required under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Draft Revised Service Agreements/Addendums to the Service Agreements to be entered with Mr. Sudhir Agarwal, Managing Director and Mr. Pawan Agarwal, Deputy Managing Director and Memorandum and Articles of Association of the Company were open for inspection in electronic mode during the Meeting.



The members were informed that the Company has extended the facility to exercise their right to vote by electronic means through remote e-voting. The remote e-voting period began on Thursday, August 29, 2024 at 9:00 a.m. (IST) and ended on Monday September 2, 2024 at 5:00 p.m. (IST). Further, the facility for voting through e-voting system is also available for all those members, who are present in the Meeting and did not cast their votes by remote e-voting and otherwise not barred from doing so. Members, who have already cast their votes through remote e-voting are not entitled to vote again and vote, if any, cast in the Meeting shall be treated as invalid. Mr. Hitesh Buch, Company Secretary, Proprietor of M/s. Hitesh Buch & Associates., Practising Company Secretaries, has been appointed by the Board of Directors as Scrutinizer to scrutinize the remote e-voting and e-voting in the Meeting.

Thereafter, the members were informed that the Notice of the AGM along with the Annual Report FY 2023-24 has been uploaded on the website of the Company and the websites of the Stock Exchanges i.e BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and the Company's Registrar and Transfer Agent, KFin Technologies Limited.

The members were informed that the Auditors' Reports for the financial year ended March 31, 2024 do not contain any qualification, reservation, adverse remark or disclaimer and also the Secretarial Audit Report for the financial year ended March 31, 2024 do not contain any qualification, reservation, adverse remark or disclaimer. Therefore, with the consent of the Members, the Notice of the AGM, Statutory Auditors' Reports and Secretarial Audit Report were taken as read.

The following five (5) items of business as set out in the Notice convening the 28<sup>th</sup> AGM were transacted at the Meeting:

#### **Ordinary Business:**

##### **1. Item No. 1: As Ordinary Resolution**

Adoption of:

- 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 Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of Auditors thereon.

Since Mr. Pawan Agarwal, Chairman of the Meeting was interested, directly or indirectly in the item no. 2 pertains to his re-appointment as Director, item no. 4 pertains to revision in the remuneration of Mr. Sudhir Agarwal, Managing Director and item no. 5 pertains to revision in his remuneration as Deputy Managing Director. Hence, Ms. Paulomi Dhawan, Independent Director chaired the Meeting and conducted the proceedings in respect of remaining business item nos. 2, 3, 4 and 5.

##### **2. Item No. 2: As Ordinary Resolution**

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



**Special Business:**

3. Item No. 3: As Ordinary Resolution

To ratify the remuneration payable to the Cost Auditor.

4. Item No. 4: As Special Resolution

To revise the remuneration of Mr. Sudhir Agarwal (DIN: 00051407) as the Managing Director of the Company.

5. Item No. 5: As Special Resolution

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

Thereafter, the members were explained in detail the provisions of the applicable law, rationale, objective and implication of each items of business and the underlying resolutions to be moved.

Mr. Pawan Agarwal, resumed the Chair for the remaining proceedings of the Meeting. Thereafter, the Chairman delivered his speech briefing the Members present on the performance of the Company during the financial year 2023-24 and future prospects as regards to various business segments.

The members were informed that who have registered themselves as speakers upon having sent their request as such in advance as per the procedure prescribed in the Notice of the Meeting will be invited to ask questions and offer their view/comments related to any item of the business of the Meeting. Thereafter, one-by-one speaker members asked their question/queries. The queries raised by the speaker members were replied by Mr. Pawan Agarwal, Chairman of the Meeting.

The Chairman thanked the Members for their presence and support extended to the Company. He also thanked the other Directors, Auditors, Scrutinizer and other participants for joining the Meeting.

Thereafter, the Chairman ordered activation of e-voting window for the members attending the AGM and who had not cast their votes by remote e-voting and otherwise not barred from doing so. The members were also informed that the voting will be allowed till 15 minutes after the conclusion of the Meeting. The Chairman authorised Mr. Om Prakash Pandey, Company Secretary & Compliance Officer to complete the necessary formalities in respect of receiving the Scrutinizer's Report and other related documents, declaring the result of e-voting and submission of the said Report along with result to various regulatory authorities.

The 28<sup>th</sup> AGM commenced at 11.30 a.m. (IST) and concluded at 12.34 p.m. (IST) including the extra time of 15 minutes given for e-voting after the conclusion of all the agenda of the AGM.

For **D.B. Corp Limited**

**Om Prakash Pandey**  
**Company Secretary & Compliance Officer**  
Membership Number: **F7555**



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501, 5<sup>th</sup> Floor, Naman Corporate Link,  
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**D. B. Corp Limited**

CIN: L22210GJ1995PLC047208  
Website: [www.dbcorppltd.com](http://www.dbcorppltd.com)  
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