

DB (INTERNATIONAL) STOCK BROKERS LIMITED
Regd. Office: 756, Sector 23A, Gurugram Haryana-122017
Corporate Office: 402, New Delhi House, 27 Barakhamba Road, New Delhi - 110001
CIN: L67120HR1992PLC035349
Website: www.dbonline.in
Email Id: compliance@dbonline.in
Tel No: 011-43606162

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of DB (International) Stock Brokers Limited will be held on Friday, September 27, 2019 at 4:00 P.M. at the registered office of the Company at 756, Sector 23A, Gurugram, Haryana – 122017 to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended March 31, 2019 together with the reports of Board of Directors and Auditors thereon.
- 2 To appoint Statutory Auditor of the Company to hold office from the conclusion of this AGM till the conclusion of 32nd Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under, and pursuant to the proposal of the audit committee and recommendation of the Board, M/s Gupta Verma & Sethi, Chartered Accountants, be and are hereby appointed as the Statutory Auditor of the Company in place of M/s Chaudhry Vigg James & Co. as their tenure has been completed, to hold office from the conclusion of this AGM till the conclusion of the 32nd Annual General Meeting subject to ratification of the appointment by the members at ensuing AGM and the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the auditor, and that such remuneration may be paid on progressive billing basis to be agreed upon between the auditors and the Board of Directors.

“**RESOLVED FURTHER THAT** any one of the director of the company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.

SPECIAL BUSINESS:

1. **Change of Registered Office of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 12 read with Rule 27 of Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and subject to consent of the members of the Company, registered office of the Company propose to shift within same state and ROC Jurisdiction from 756, Sector 23A, Gurugram, Haryana-122017 to House No. 70, Housing Board Colony (old) Near Mini Secretariat, Rewari, Haryana-123401

“**RESOLVED FURTHER THAT** any one of the director of the company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.

For DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
Managing Director
DIN: 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN: 01013130

Place: New Delhi
Date: August 13, 2019

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and to vote instead of himself. A proxy need not be a member of the Company, the instrument of proxy in order to be effective must be deposited at the Registered/ Corporate office of the Company duly completed and signed not later than 48 hours before the commencement of the meeting.
2. The register of Members and Share Transfer Book will remain closed from September 23, 2019 to September 27, 2019 both days inclusive.
3. Members are requested to notify any change in their address, bank details/ ECS (Electronic Clearing Services) immediately at the Corporate Office of the Company/ Registrar Transfer Agent (RTA)/ Depository Participant (DP).
4. Electronic copy of the notice convening the Twenty Seventh Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
5. Members may also note that the Annual Report for the financial year 2018-19 including the notice convening the Twenty Seventh Annual General Meeting will also be available on the Company's website **www.dbonline.in**, which can be downloaded from the website. The physical copies of the aforesaid documents will also be available at the Company's registered office in Gurugram for inspection during normal business hours on all the working days except Saturday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the members may also send their requests to the Company's investor email id: **investors@dbonline.in**.

6. Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Seventh Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

II. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on September 24, 2019 (9:00 a.m.) and ends on September 26, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (September 20, 2019) of Record Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website **www.evotingindia.com**
- iv. Click on Shareholders/ Member.
- v. Now enter your user ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits client ID,
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- vi. Enter the image verification as displayed and click on login.
- vii. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For members holding shares in demat form and physical form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/ Depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on attendance slip. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the dividend bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id/folio number in the dividend bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on 'SUBMIT' tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii. Click on the EVSN of "DB (International) Stock Brokers Limited" on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the changed login password then enter the user ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non-individual Shareholders and Custodians
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 20, 2019 may follow the same instructions as mentioned above for e-voting.
- xxii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
7. Members who do not have access to remote e-voting facility may send duly completed Ballot form annexed herewith to, Ms. Deepika Bansal of D Bansal & Associates, Practicing Company Secretary, (Membership No. A47810, COP No.17506, at the registered office of the Company not later than September 24, 2019 (5:00 p.m. IST). Any person who becomes a member of the Company after the dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. September 20, 2019 have the option to request for physical copy of the ballot form by sending an email to investors@dbonline.in by mentioning their Folio No./DP ID and client ID No. Ballot form received after Tuesday, September 24, 2019 (5:00 p.m. IST) will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the ballot form shall be treated as invalid.
8. Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations may send their request in form SH.13 in duplicate to the Registrars and Shares Transfer Agents (RTA) of the Company. Members may obtain a blank form SH-13 upon request to the Company or its RTA.
9. A blank proxy form along with attendance slip is enclosed herewith.
10. Members/Proxies are requested to bring attendance slip duly filled in along with the copy of annual report at the meeting.
11. For any investor related queries, communication may be sent to us by email to investors@dbonline.in.
12. Shareholders who have not encashed/received dividend for the previous Financial Year upto March 31, 2013, and whose shares are not transferred to IEPF account may please approach the Company or Registrar and Transfer Agent (RTA).

For DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
Managing Director
DIN: 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN: 01013130

Place: New Delhi
Date: August 13, 2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The registered office of the company is situated in Gurugram, Haryana. The Board is of the view that the business of the company may be carried on more efficiently, economically and advantageously if the registered office of the company is shifted from Gurugram to Rewari.

In view of the above, it is recommended that registered office of the company to be shifted from Gurugram to Rewari.

As per the provisions of section 12 of the companies Act, 2013, a company may shift its registered office from Gurugram to Rewari by passing a special resolution in the General Meeting of the company. Therefore the Board of Directors recommends item no. 1 as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed Special resolution.

For DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
Managing Director
DIN: 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN: 01013130

Place: New Delhi
Date: August 13, 2019