

February 10, 2025

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.: Postal ballot notice

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

Dear Sir/Madam,

This has reference to our earlier letter dated January 16, 2025 intimating about seeking approval of the shareholders of the Company through Postal ballot by way of e-voting process for the appointment of Mr. Runit Kishor Shah (DIN: 00064657) as an Independent Director for a term of three (3) consecutive years with effect from January 16, 2025 to January 15, 2028.

Accordingly, pursuant to the aforesaid SEBI Listing Regulations, we are enclosing herewith the Postal ballot notice ('the said notice') seeking approval of the shareholders of the Company for the aforesaid appointment of Mr. Runit Kishor Shah (DIN: 00064657), only by way of remote e-voting (e-voting) process. The said Notice has been sent to all the shareholders only through electronic mode (e-mail) today i.e. February 10, 2025.

This intimation is also being uploaded on the Company's website i.e. www.dbcorpltd.com.

Request you to kindly take the above on record.

Thanking you,

For **D. B. Corp Limited**

Om Prakash Pandey

Company Secretary & Compliance Officer

Membership No.: F7555

Encl.: As above

D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

Regd. Office: Plot No: 280, Sarkhej - Gandhinagar Highway, Near YMCA Club Makarba, Ahmedabad - 380 051, Gujarat, **Tel. No.:** 079 4908 8809

Head Office: Dwarka Sadan, 6, Press Complex, M.P. Nagar, Zone-I, Bhopal - 462 011, Madhya Pradesh, **Tel. No.:** 0755 - 4730000

Corporate Office: 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank, C-31, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, **Tel. No.:** 022 7157 7000

Email: dbcs@dbcpltd.in | **Website:** www.dbcorpltd.com

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the 'Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), General Circular Nos. 9/2024 dated September 19, 2024, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the special resolution as set out hereunder is proposed to be passed by members of D. B. Corp Limited ('Company') through postal ballot, only by way of remote e-voting (e-voting) process.

Pursuant to provisions of Section 108 of the Act read with the Rules, the Listing Regulations and MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Further, in compliance with the MCA Circulars, the Postal ballot notice and instructions for e-voting are being sent only through electronic mode (e-mail) to those members whose email addresses are registered with the Company / Depositories.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited ('KFin') for the purpose of providing remote e-voting facility to its members.

The voting through remote e-voting begins on **Tuesday, February 11, 2025 at 9:00 a.m. (IST)** and ends on **Wednesday, March 12, 2025 at 5:00 p.m. (IST)**. Members are requested to carefully read the instructions mentioned in this Postal ballot notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution by following the procedure as stated in the Notes forming part of this Postal ballot notice for casting votes by e-voting not later than 5:00 p.m. (IST) on Wednesday, March 12, 2025, failing which it will be considered that no reply has been received from the member. The remote e-voting facility will be disabled by KFin immediately thereafter.

SPECIAL BUSINESS:

- Appointment of Mr. Runit Kishor Shah (DIN: 00064657) as an Independent 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 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules framed thereunder, Regulations 17 and 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory amendment(s), modification(s) or re-enactment thereof, for the time being in force), the Article of Association of the Company and in consonance with the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors, Mr. Runit Kishor Shah (DIN: 00064657), who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from January 16, 2025 and who meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of three (3) consecutive years, with effect from January 16, 2025 to January 15, 2028.

RESOLVED FURTHER THAT the Board of Directors including the Committee and/or any other person(s) authorised by the Board of Directors of the Company in this regard, be and is/ are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing of the requisite forms or submission of documents with any authority for the purpose of giving effect to the resolution and for matters connected therewith, or incidental thereof."

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: January 16, 2025

Registered Office: Plot No. 280,
Sarkhej-Gandhinagar Highway, Near YMCA Club
Makarba, Ahmedabad - 380 051, Gujarat
Tel: 079-49088809
Email: dbcs@dbcpltd.in
Website: www.dbcorpltd.com

Notes:

1. The Ministry of Corporate Affairs has vide its General Circular Nos. 9/2024 dated September 19, 2024, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 ("MCA Circulars"), allowed the companies to hold General Meetings/conduct the Postal ballot process through electronic means (e-voting) only i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, in compliance with the provisions of the Act and Rules framed thereunder, Listing Regulations and MCA Circulars, the Postal ballot is being conducted through remote e-voting only.
2. An explanatory statement pursuant to Section 102 of the Act, read with Rules made thereunder setting out material facts relating to the proposed resolution and the rationale thereof is annexed to this Postal ballot notice for your consideration and forms an integral part of this notice. Further, the relevant details pursuant to Regulation 36(3) of the Listing Regulations read with SS-2 issued by the Institute of Company Secretaries of India (ICSI) in respect of Director seeking appointment is annexed to this Postal ballot notice.
3. The Postal ballot notice is being sent only by electronic mode to the members whose names appear in the Register of Members of the Company /List of Beneficial Owners as received from the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Company / Depositories as on the cut-off date i.e. **Friday, February 7, 2025**. A person who is not a member as on the cut-off date should treat this Postal ballot notice for information purpose only.
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the manner of voting on the proposed resolution is only through remote e-voting i.e., by casting votes electronically. The physical copy of the Postal ballot notice along with Postal ballot form and pre-paid business reply envelope are not being sent to the members for this Postal ballot. The assent or dissent of the members will be only through remote e-voting. The Company has engaged the services of KFin Technologies Limited ("KFin"), the authorised e-voting agency to provide the e-voting facility.
5. This Postal ballot notice will also be available on the website of the Company at www.dbcorppltd.com websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of KFin at <https://evoting.kfintech.com>.
6. All relevant documents referred to in this Postal ballot notice will be available for inspection electronically on any working day excluding Saturday and Sunday until the last date and time for e-voting i.e. upto 5.00 pm (IST) on Wednesday, March 12, 2025. Members seeking to inspect such documents can send an e-mail to dbcs@dbcorp.in.
7. The Board of Directors of the Company has appointed Mr. Hitesh D. Buch (Membership No.: FCS 3145 and CP No.: 8195), Proprietor of M/s. Hitesh Buch & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process (through e-voting) in fair and transparent manner.
8. The e-voting period begins on **Tuesday, February 11, 2025 at 9:00 a.m. (IST)** and ends on **Wednesday, March 12, 2025 at 5:00 p.m. (IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday, February 7, 2025** may cast their vote electronically. The e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members, in respect of the resolution proposed to be considered through the Postal ballot. In order to increase the efficiency of the voting process, e-voting facility is provided to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
9. The proposed resolution, if approved, by requisite majority of the members shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, March 12, 2025. The resolution passed by the members through Postal ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the members.
10. The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. **Friday, February 7, 2025**.
11. **Procedure for remote e-voting:**
 - 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ('NSDL')	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Open URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on "KFintech" under "e-Voting service providers (ESPs)" and you will be re-directed to KFintech's eVoting Platform. V. Select the Event No. for "D. B. Corp Limited" from dropdown menu and click on the "Submit" button during the remote e-Voting period to cast your vote. <p>B. User not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> I. To register, open https://eservices.nsdl.com either on Personal Computer or on a mobile. II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in Point A. <p>C. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open https://www.evoting.nsdl.com/ either on Personal Computer or on a mobile. II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), followed by Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will get message that "You will be redirected to NSDL IDeAS Portal". Click on the hyperlink "Click here to Continue". V. Click on "KFintech" under "e-Voting service providers (ESPs)" and you will be re-directed to KFintech's eVoting Platform. VI. Select the Event No. for "D. B. Corp Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')	<p>A. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com then click on "Login" on the right hand side top corner. II. Select the option on Myeasi New, then click login. III. Login with your registered user id and password. IV. you will see the e-Voting Menu. The Menu will have links of e-Voting service providers ('ESP') i.e. KFintech e-Voting portal. V. Select the Event No. for "D. B. Corp Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote. <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login II. Click on "Register". III. Proceed with completing the required fields. IV. Follow the steps given in Point A. <p>C. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit at https://evoting.cdslindia.com/Evoting/EvotingLogin II. Enter your 16 digit Demat Account Number in BOID and PAN Number on PAN, click on Submit. III. Enter the OTP received on your Registered Mobile and Email Id, registered with your Demat Account. IV. After successful authentication, select "KFin" under list of "e-Voting service providers (ESPs)", you will be re-directed to KFintech's e-Voting Platform. V. Select the event for "D. B. Corp Limited" and click on the "Submit" button during the remote e-Voting period to cast your vote.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. II. Once logged-in, you will be able to see Access to e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, you will able to see e-Voting feature. III. Click on "K-Fintech" under "e-Voting service providers (ESPs)" and you will be re-directed to KFintech's eVoting Platform. IV. Select the Event No. for "D. B. Corp Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. For shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering the correct details, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e. D. B. Corp Limited and click on "Submit".
- vii. 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.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id pcs.buchassociates@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s) and consequently the Postal ballot notice and e-voting instructions cannot be serviced, will have to follow the following process:

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 - 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>

For more information on updating the email and Mobile details for **securities held in electronic mode**, please reach out to the respective DP(s), where the DEMAT a/c is being held.

12. The Scrutinizer will submit his Scrutinizer's Report to Mr. Sudhir Agarwal, Managing Director or any other person authorised by him for declaration of result, after scrutiny of the votes cast, through remote e-voting within two working days from the last date of e-voting for postal ballot. The Scrutinizer's decision on the validity of votes cast will be final.
13. The result of the Postal ballot declared along with the Scrutinizer's Report shall be placed on the Company's website www.dbcorpltd.com and on the website of KFin <https://evoting.kfintech.com> immediately after declaration of the result and the same will be communicated to the Stock Exchanges, i.e., BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'), where the equity shares of the Company are listed. The result shall also be displayed on the notice board of the Company at its Registered Office at Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad - 380 051, Gujarat.

Explanatory Statement for the proposed resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder:

The Board of Directors at its Meeting held on January 16, 2025 has, based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, appointed Mr. Runit Kishor Shah (DIN: 00064657) as an Additional Director (Non-Executive, Independent) of the Company with effect from January 16, 2025 for a first term of three (3) consecutive years i.e. upto January 15, 2028.

Regulation 17 (1C) of Listing Regulations provides that the Company ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, Regulation 25 (2A) of Listing Regulations provides that the appointment of an Independent Director shall be subject to the approval of shareholders by way of a special resolution.

Accordingly, the approval of the members of the Company is sought by way of passing special resolution through Postal ballot, for the appointment of Mr. Runit Kishor Shah as Independent Director of the Company for a term of three (3) consecutive years with effect from January 16, 2025 to January 15, 2028, not liable to retire by rotation.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Runit Kishor Shah for the office of Independent Director of the Company.

Mr. Runit Kishor Shah has given his consent in writing to act as a Director of the Company and has furnished necessary declaration(s) to the Board of Directors. Further, as per the declaration received by the Company, he is not disqualified to be appointed as a Director in terms of Section 164(2) of the Act. He meets the criteria of independence as provided under Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He declare that he is not debarred from holding the office of director by virtue of any Order issued by the Securities and Exchange Board of India or any other such authority.

Mr. Shah's background and experience are aligned to skill, knowledge, experience and expertise identified by the Board of Directors, in the context of Company's business and sector for it to function effectively and that he is eligible for appointment as an Independent Director. Mr. Shah has deep knowledge and experience in diverse areas such as business operations & strategy, digital marketing, wealth management and real estate development. He has also experience of serving on the Board of few companies and performs multiple leadership roles.

A brief profile of Mr. Shah proposed to be appointed as Independent Director including nature of his expertise and shareholding in the Company, etc. is mentioned in Annexure-A to the Postal ballot notice pursuant to the provisions of the Listing Regulations and SS-2.

Mr. Shah will bring diversity in the Board in terms of his knowledge and expertise and the Board is of view that the association of Mr. Runit Kishor Shah will be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Therefore, the Board of Directors

recommend the resolution as set out in this Notice to be passed as special resolution by the members of the Company.

A copy of the draft letter of appointment of Mr. Shah setting out the terms and conditions of his appointment is available for electronic inspection without any fee by the member from the date of sending of this Notice upto the last date of e-voting i.e. Wednesday, March 12, 2025. Members seeking to inspect the draft letter of appointment may send an email to Company's at dbcs@dbc Corp.in. A copy of draft letter of appointment of Independent Director, setting out the general terms and conditions of appointment is available on the website of the Company at: www.dbcorp Ltd.com.

Except Mr. Runit Kishor Shah, Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested financially or otherwise in the special resolution set out in the Postal ballot notice. The relatives of Runit Kishor Shah are deemed to be interested in the special resolution to the extent of their shareholding, if any, in 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: January 16, 2025

Registered Office: Plot No. 280,
Sarkhej-Gandhinagar Highway, Near YMCA Club
Makarba, Ahmedabad - 380 051, Gujarat
Tel: 079-49088809
Email: dbcs@dbc Corp.in
Website: www.dbcorp Ltd.com

Annexure-A

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. Runit Kishor Shah
DIN	00064657
Date of Birth/Age	July 16, 1978 (46 years)
Date of appointment / first appointment on the Board	January 16, 2025
Qualifications & Experience (including nature of expertise in specific functional areas)/brief resume	<p>Mr. Runit Kishor Shah is an entrepreneur, angel investor and financial advisor with extensive experience in diverse areas such as business operations & strategy, digital marketing, wealth management and real estate development.</p> <p>During his tenor in the United States of America, Mr. Runit Kishor Shah has received his Bachelor's Degree from the Purdue University in Industrial Engineering and worked at General Motors Detroit headquarters as a Competitive Operations Engineer. He continued his education at Thunderbird School of Global Management, where he has received his Masters of Business Administration in International Business. He has also completed certificate courses in Investor Adviser as well as Mutual Fund Distributor from National Institute of Securities Markets, Mumbai.</p> <p>Mr. Runit Kishor Shah foray in the angel investing came about in 2011 when he joined the Mumbai Angels. Simultaneously, he went on to co-found an online jewellery marketplace by the name of Velvetcase. The company raised private and institutional capital from marquee investors such as O3 Capital, Anupam Mittal, Mohandas Pai, Jerry Rao, K Raheja Corp, Patni Family Office to name a few.</p> <p>Currently, Mr. Runit Kishor Shah is on the Board of few privately held companies and performs multiple leadership roles. He is also a partner in few LLPs. He heads a Star Export House Garment Manufacturing & Export business which was established in 1979. In Pune, Runit is jointly developing 1.5 million sq. ft of Residential as well as Commercial Development. He is currently an active investor at the Indian Angel Network and a Limited Partner to renown VC Funds.</p> <p>He is an active member at the Rotary Club of Bombay where he chairs the "Adult Literacy for Women" project committee. In the last 2 years of his chairmanship, the committee has successfully educated more than 95,000 women in rural Maharashtra. Runit is a proud recipient of the Rotarian of the Year and Best Project of the Year (Adult Literacy for Women) awards in 2023-24.</p>
Qualifications	<ul style="list-style-type: none"> i. Bachelor's Degree in Industrial Engineering ii. MBA (International Business)
Directorship held in other Companies (including LLPs)	<ul style="list-style-type: none"> i. Novie Agro Investments Private Limited ii. Crystalline Exports Private Limited
Listed entities from which he/she resigned in the past three years	Nil
Membership/ Chairmanship of Committees of other public companies	Nil
Shareholding in the Company including shareholding as a beneficial owner	Own : Nil For other persons on a beneficial basis: Nil
Disclosure of relationships between Directors/ Key Managerial Personnel inter-se	No Relation
Remuneration last drawn by such person from the Company and remuneration sought to be paid	Mr. Runit Kishor Shah will be paid only sitting fees for attending the each meeting of Board of Directors and its Committee(s), in which he may be member from time to time.
Terms and conditions of re- appointment/ appointment	Appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of three (3) consecutive years with effect from January 16, 2025 to January 15, 2028.
The number of meetings of the Board attended during the financial year	1

Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The background and experience of Mr. Runit Kishor Shah are aligned to skill, knowledge, experience and expertise identified by the Board of Directors, in the context of Company's business and sector for it to function effectively and that he is eligible for appointment as an Independent Director. Mr. Runit Kishor Shah has deep knowledge and experience in diverse areas such as business operations & strategy, digital marketing, wealth management and real estate development. He has also experience of serving on the Board of few companies and performs multiple leadership roles.
Justification for appointment	To broad-base the composition of the Board of Directors of the Company and bring diversity in the Board in terms of knowledge, experience and expertise: The Nomination and Remuneration Committee after evaluating the skills, knowledge, experience and expertise identified by the Board of Directors in the context of Company's business and sector for it to function effectively and those possessed by the present Directors on the Board and the skills, knowledge, experience and expertise of Mr. Runit Kishor Shah and his ability to devote sufficient time and attention to professional obligations as an Independent Director, has approved and recommended his candidature for appointment as an Independent Director on the Board of Directors of the Company for a term of 3 (three) consecutive years. The Board of Directors on recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Runit Kishor Shah as Additional Director (Non-Executive, Independent) subject to the approval of 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: January 16, 2025

Registered Office: Plot No. 280,
Sarkhej-Gandhinagar Highway, Near YMCA Club
Makarba, Ahmedabad - 380 051, Gujarat
Tel: 079-49088809
Email: dbcs@dbc Corp.in
Website: www.dbcorp Ltd.com