

DB (International) Stock Brokers Ltd.

- NSE&BSE : CAPITAL MARKET, F&O & CURRENCY SEGMENTS
- NSE BSE MCX ICEX: COMMODITIES
- DEPOSITORY PARTICIPANT: CDSL IPO, MUTUAL FUND & BONDS

Office: 114, New Delhi House, 27 Barakhamba Road, New Delhi-110001

Tel.:011-43606162 Website: www.dbonline.in E-Mail: compliance@dbonline.in

CIN: L67120GJ1992PLC121278

Dated: 03rd October, 2023

| | |
|---|---|
| To, Listing Department National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, G Block Bandra Kurla Complex Bandra (E) Mumbai - 400051 NSE Symbol: DBSTOCKBRO | To, Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001 BSE Scrip Code: 530393 |
|---|---|

Sub: Regulation 30 and Regulation 44 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”)

Dear Sir,

In reference to the captioned subject, please find the following enclosed:

| Sl. No. | Particulars | Annexure |
|---------|--|---------------|
| 1 | Outcome and Proceedings of the Annual General Meeting | Annexure-I |
| 2 | Voting Results of the AGM pursuant to Regulations 44(3) of the Listing Regulations | Annexure-II |
| 3. | Scrutinizer Report | Annexure -III |

Kindly consider the above on record.

Thanking you,

Yours faithfully,

For DB (International) Stock Brokers Limited

Prachi Sharma
Company Secretary

DB (International) Stock Brokers Ltd.

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Date: 29th September, 2023

To,
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza
Bandra Kurla Complex Bandra (E)
Mumbai - 400051
NSE Symbol: DBSTOCKBRO

Department of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001
BSE Scrip Code: 530393

Sub: Outcome and Summary of Proceedings of the 31st Annual General Meeting (“AGM”) of the Shareholders of DB (International) Stock Brokers Limited (“the Company”) held on 29th September, 2023 pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the Securities and Exchange of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed summary of proceedings of the 31st Annual General Meeting of the Company held on Friday, 29th September, 2023 at 09:30 A.M. at the Registered Office of the Company at Unit No. 210/211/211A at 2nd Floor Dalal Street Commercial Co-operative Society Ltd, Block No.53, Zone 5, Gift City, Gandhinagar, Gujarat-382355.

We request you to kindly take the same on records.

Thanking You,

Yours faithfully,

For and on behalf of
DB (International) Stock Brokers Limited

Prachi Sharma
Company Secretary
Membership No.: A71389

DB (International) Stock Brokers Ltd.

- NSE & BSE : CAPITAL MARKET, F&O & CURRENCY SEGMENTS
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CIN: L67120GJ1992PLC121278

BRIEF PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING (“AGM”) OF DB (INTERNATIONAL) STOCK BROKERS LIMITED (“THE COMPANY”) HELD ON FRIDAY, 29TH SEPTEMBER, 2023 AT 09:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO. 210/211/211A AT 2ND FLOOR DALAL STREET COMMERCIAL CO-OPERATIVE SOCIETY LTD, BLOCK NO.53, ZONE 5, GIFT CITY, GANDHINAGAR, GUJARAT-382355

The 31st Annual General Meeting (“AGM”) of the Members of the DB (International) Stock Brokers Limited (“the Company”) was held on Friday, 29th September, 2023 at 09:30 A.M. at the Registered Office of the Company at Unit No. 210/211/211A at 2nd Floor Dalal Street Commercial Co-operative Society Ltd, Block No. 53, Zone 5, Gift City, Gandhinagar, Gujarat-382355.

Ms. Prachi Sharma, Company Secretary extended warm welcome to the Members, Directors, Officers and others present in the Meeting and informed that the AGM has been called, convened and conducted in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India and in compliance with the provisions of Companies Act, 2013, Secretarial Standard-2 and SEBI (LODR) Regulations, 2015.

Mr. Shiv Narayan Daga, Managing Director was elected as the Chairman of the meeting and took the Chair. He welcomed all the Members, Directors, Officers and others present in the Meeting. The quorum was present throughout the meeting. He then introduced the Board Members sitting on the dais and confirmed that the Statutory Auditors, Secretarial Auditor, Scrutinizer, Promoters/Representative of Promoter and Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee were present during the meeting. Thereafter, he delivered his speech addressing the members present and shared his thoughts about the progress of the Company.

With the permission of the members, the Notice of 31st AGM and Annual Report were taken as read. Though there were no negative qualifications/ observations in the Auditor Report, the Company Secretary read the full Standalone and Consolidated Auditors Report in order to follow good governance. The Chairman requested Statutory Auditor and Secretarial Auditor of the Company to confirm their reports. The Auditors confirmed their respective reports.

The Company Secretary informed the members that in terms of the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 & the Rules made thereunder, the Company had provided remote E-voting facility to the members to cast votes electronically on all the resolutions set out in the Notice and the same commenced at 09:00 A.M. on Tuesday, September 26, 2023 and ended at 05:00 P.M. on Thursday, September 28, 2023. She further informed that the facility for voting through ballot papers is also available at the meeting for the Members who have not casted their vote through remote e-voting.

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The Chairman informed that the Board of Directors had appointed M/s. Surya Gupta & Associates, Company Secretaries, as scrutinizer for the purpose of scrutinizing the remote e-voting and ballot process in a fair and transparent manner. The Company Secretary read the Ordinary and Special Business items proposed for approval of the members at the meeting.

The following items of business, as per the Notice of AGM dated 24th August, 2023 were transacted at the meeting:

| Item No. | Business Item | Type of Resolution |
|--------------------------|--|--------------------|
| ORDINARY BUSINESS | | |
| 1. | To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended 31 st March, 2023 and the Reports of the Board of Directors and Statutory Auditors. | Ordinary |
| 2. | To appoint a Director in place of Ms. Shikha Mundra (DIN: 06882693), who retires by rotation and being eligible offers herself for re-appointment. | Ordinary |
| SPECIAL BUSINESS | | |
| 3. | To appoint Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 36 th Annual General Meeting and to fix their remuneration. | Ordinary |
| 4. | To approve Appointment of Mr. Himanshu Malhotra (DIN: 06732164) as Non-Executive Independent Director of the Company for a term of 5 consecutive years. | Special |
| 5. | To approve Appointment of Mr. Harak Chand Sogani (DIN: 10236862) as Non-Executive Independent Director of the Company for a term of 5 consecutive years. | Special |
| 6. | To approve Appointment of Mr. Tarun Kansal (DIN: 00574554) as Non-Executive Independent Director of the Company for a term of 5 consecutive years. | Special |
| 7. | To Continue the Appointment of Mr. Shiv Narayan Daga (DIN: 00072264) as Managing Director, upon attaining the age of 70 years. | Special |
| 8. | To approve Revision of the Remuneration payable to Mr. Shiv Narayan Daga (DIN: 00072264), Managing Director of the Company. | Special |

Regd. Off.: Unit No. 210/211/211A at 2nd Floor, Dalal Street Commercial Cooperative Society Ltd,
Block No.53, Zone 5, Gift City, Gandhinagar, Gujarat-382355

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| | | |
|----|---|---------|
| 9. | To Change the terms of appointment of Ms. Shikha Mundra (DIN: 06882693), Director of the Company along with revision in the remuneration payable. | Special |
|----|---|---------|

The Company Secretary informed the members that the Statutory Registers, Proxy Registers, Annual Report and other documents were made available for inspection by the Members during the AGM.

Clarifications were provided to the queries raised by the members.

The Chairman then concluded the meeting at 12:15 P.M. with the vote of thanks to Members, Directors, Officers and other present at the meeting.

The details of the voting results (remote e-voting and ballot) on all the resolutions as set out in the Notice of AGM along with the Scrutinizers Report shall be submitted separately in due course.

This is for your information and records.

**For and on behalf of
DB (International) Stock Brokers Limited**

**Prachi Sharma
Company Secretary
Membership No.: A71389**

DB (International) Stock Brokers Ltd.

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CIN: L67120GJ1992PLC121278

03rd October, 2023

| | |
|---|--|
| To, Listing Department National Stock Exchange of India Ltd. Exchange Plaza Plot no. C/1, G Block Bandra Kurla Complex Bandra (E) Mumbai - 400051 NSE Symbol: DBSTOCKBRO | To, Department of Corporate Services BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001 BSE Scrip Code: 530393 |
|---|--|

Subject: E-Voting Results and Scrutinizer's Report.

Dear Sir,

Please find enclosed E-Voting Results of the 31st Annual General Meeting conducted on Friday, 29th September, 2023 at 09:30 A.M. at the Registered Office of the Company at Unit No. 210/211/211A at 2nd Floor Dalal Street Commercial Co-operative Society Ltd, Block No.53, Zone 5, Gift City, Gandhinagar, Gujarat-382355 along with the Scrutinizer's Report duly signed by the Surya Gupta & Associates, Practicing Company Secretaries, the Scrutinizer of the Company.

Kindly consider the above on record.

Thanking you,
Yours faithfully,

For DB (International) Stock Brokers Limited

Prachi Sharma
Company Secretary
Encl: As Above

Voting Results of the 31st Annual General Meeting dated 29th September, 2023

| | |
|--|--|
| Date of the AGM | 29th September, 2023 |
| Total number of shareholders on record date | 4402 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 6 |
| Public: | 59 |
| No. of Shareholders attended the meeting through Video Conferencing | Nil |
| Promoters and Promoter Group: | Nil |
| Public | Nil |

Agenda- wise disclosure

AGENDA NO.1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND STATUTORY AUDITORS THEREON.

| Resolution required: (Ordinary/ Special) | | | Ordinary | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public-Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979537 | 7 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981594 | 7 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20834059 | 7 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MS. SHIKHA MUNDRA (DIN: 06882693), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT.

| Resolution required: (Ordinary/ Special) | | | Ordinary | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public-Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979445 | 99 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Total | 22357284 | 8981601 | 40.173 | 8981502 | 99 | 99.999 | 0.001 | Nil | Nil | |
| Total | | 35000000 | 20834066 | 59.526 | 20833967 | 99 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO.3: TO APPOINT STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS AGM TILL THE CONCLUSION OF 36TH ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION.

| Resolution required: (Ordinary/ Special) | | | Ordinary | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public-Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979445 | 99 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981502 | 99 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20833967 | 99 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO.4: TO APPROVE APPOINTMENT OF MR. HIMANSHU MALHOTRA (DIN: 06732164) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public- Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979537 | 7 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981594 | 7 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20834059 | 7 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO.5: TO APPROVE APPOINTMENT OF MR. HARAK CHAND SOGANI (DIN: 10236862) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public- Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979537 | 7 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981594 | 7 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20834059 | 7 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO.6: TO APPROVE APPOINTMENT OF MR. TARUN KANSAL (DIN: 00574554) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 CONSECUTIVE YEARS.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public-Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979537 | 7 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981594 | 7 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20834059 | 7 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO.7: TO CONTINUE THE APPOINTMENT OF MR. SHIV NARAYAN DAGA (DIN: 00072264) AS MANAGING DIRECTOR, UPON ATTAINING THE AGE OF 70 YEARS.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public-Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979445 | 99 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981502 | 99 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20833967 | 99 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO.8: TO APPROVE REVISION OF THE REMUNERATION PAYABLE TO MR. SHIV NARAYAN DAGA (DIN: 00072264), MANAGING DIRECTOR OF THE COMPANY.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public-Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979445 | 99 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981502 | 99 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20833967 | 99 | 99.999 | 0.001 | Nil | Nil |

AGENDA NO.9: TO CHANGE THE TERMS OF APPOINTMENT OF MS. SHIKHA MUNDRA (DIN: 06882693), DIRECTOR OF THE COMPANY ALONG WITH REVISION IN THE REMUNERATION PAYABLE.

| Resolution required: (Ordinary/ Special) | | | Special | | | | | | | |
|---|--------------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|---------------|-----------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | Yes | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid | Votes Abstained |
| Promoter and Promoter Group | E-Voting | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 12642716 | 11852465 | 93.749 | 11852465 | Nil | 100 | Nil | Nil | Nil |
| Public- Institutions | E-Voting | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Poll | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Non Institutions | E-Voting | 22357284 | 8979544 | 40.164 | 8979537 | 7 | 99.999 | 0.001 | Nil | Nil |
| | Poll | | 2057 | 0.009 | 2057 | Nil | 100 | Nil | Nil | Nil |
| | Postal Ballot (if applicable) | | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | Total | 22357284 | 8981601 | 40.173 | 8981594 | 7 | 99.999 | 0.001 | Nil | Nil |
| Total | | 35000000 | 20834066 | 59.526 | 20834059 | 7 | 99.999 | 0.001 | Nil | Nil |

For DB (International) Stock Brokers Limited

Prachi Sharma
Company Secretary
Membership No. A71389



SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairman,
Thirty- First (31st) Annual General Meeting of Equity Shareholders,
M/s DB (International) Stock Brokers Limited,
Unit No. 210/211/211A at 2nd Floor Dalal Street, Commercial
Co-operative Society Ltd, Block No.53,
Zone 5, Gift City, Gandhinagar, Gujarat-382355

Dear Sir,

| | |
|--------------|---|
| Ref : | 31st Annual General Meeting of the Members of DB (International) Stock Brokers Limited held (“the Company”) on Friday, the 29th day of September, 2023 at 09.30 A.M. (IST) at the Registered Office of the Company at Unit No. 210/211/211A at 2nd floor, Dalal Street Commercial Co-operative Society Ltd, Block No.53, Zone 5, Gift City, Gandhinagar, Gujarat-382355. |
| Sub : | Scrutinizer’s Report on Passing of resolution(s) through remote e- voting and ballot papers voting at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended |

I, Suryakant Gupta, Practicing Company Secretary (FCS: 9250, CP No.: 10828), have been appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on July 28, 2023 for the purpose of scrutinizing the remote e-voting process and ballot papers voting through physical mode conducted at the 31st Annual General Meeting (AGM) of the Company.

My responsibility as a Scrutinizer was to ensure that the entire voting process was conducted in a fair and transparent manner and ascertaining the requisite majority on the voting carried out on the resolutions as set out in the Notice of AGM, through remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and as amended and ballot papers voting through physical mode pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with applicable Circulars.

(1) I submit my report as under:

- 1.1. The Company engaged the services of Central Depository Services (India) Limited (“CDSL”) for providing the facility of remote e-voting. CDSL had provided a system for recording the votes of the Members electronically on all the resolutions as set out in the Notice of AGM.
- 1.2. Abhipra Capital Limited the Registrar and Share Transfer Agents (“RTA”) of the Company.
- 1.3. The cut-off date for dispatch of the Notice of AGM and the Annual Report for the Financial Year 2022-23 through electronic mode was 22nd day of September, 2023. The Notice of AGM and the Annual Report for the Financial Year 2022-23 were sent to those Members whose email addresses were registered with the Company/ Depository Participants in compliance with the Applicable Circulars. The Notice of AGM and the Annual Report were also uploaded on the website of the Company at https://www.dbonline.in/Admin/Pdf/1231083428DB_ANNUAL%20REPORT%20FY%202022-23.pdf, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, NSE Limited www.nseindia.com and on the website of the CDSL at www.evotingindia.com.
- 1.4. The email sent to the Members contained the detailed procedure to be followed by the Members for casting of votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the applicable circulars.
- 1.5. The cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions as set out in the Notice of AGM for approval of the Members of the Company was 22nd September, 2023.
- 1.6. As prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company also published an advertisement in English in Business Standard-Ahmedabad Edition newspaper and in Gujarati in Financial Express-Ahmedabad Edition on 05th September, 2023 The advertisement contained all the required information as specified in Sub-Rule 4(v) of the said Rule 20.
- 1.7. The remote e-voting period commenced on Tuesday, 26th September, 2023 at 9.00 A.M. and ends on Thursday, 28th September, 2023 at 5.00 P.M. At the end of remote e-voting period, the voting portal provided by CDSL was blocked forthwith.
- 1.8. The Company had also provided the facility for voting through ballot papers at the AGM to the Members present who had not cast their vote through remote e-voting.
- 1.9. After completion of ballot papers voting during the AGM, the votes cast through remote e-voting and ballot papers conducted at the AGM were unblocked by me on 29th September, 2023, in the presence of Ms. Prachi Vij and Ms. Tanya Garg who are not the employees of the Company, and who acted as witnesses to the unblocking of votes, as prescribed under Sub-Rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014.

1.10. The votes cast electronically together with ballot papers voting were duly scrutinized and the shareholding was matched /confirmed with the records maintained by the RTA of the Company as on the cut-off date i.e. 22nd September, 2023.

(2) The results of the remote e-voting together with ballot papers voting conducted during the AGM for each of the resolutions as set out in the Notice of AGM are as under:

(1) Resolution No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (Including the Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2023 together with the Reports of Board of Directors and Auditors thereon.

| | No. of Members who cast their votes through remote e-voting (A) | No. of votes cast through remote e-voting (B) | No. of Members who cast their votes through ballot papers at the AGM (C) | No. of votes cast through Ballot papers at the AGM (D) | Total valid confirmations of remote e-voting and Ballot papers at the AGM (A+C) | Total votes cast (B+D) | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-----------------------------------|---|
| Votes cast in favor of the resolution | 101 | 20832002 | 59 | 2057 | 160 | 20834059 | 99.99 |
| Votes cast against the resolution | 2 | 7 | 0 | 0 | 2 | 7 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

(2) Resolution No. 2 –Ordinary Resolution

To appoint a Director in place of Ms. Shikha Mundra (DIN: 06882693) who retires by rotation and being eligible offers herself for re-appointment.

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through Ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 100 | 20831910 | 59 | 2057 | 159 | 20833967 | 99.99 |
| Votes cast against the resolution | 3 | 99 | 0 | 0 | 3 | 99 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

(3) Resolution No. 3 - Ordinary Resolution

To Appoint Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 36th Annual General Meeting and to fix their remuneration.

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 100 | 20831910 | 59 | 2057 | 159 | 20833967 | 99.99 |
| Votes cast against the resolution | 3 | 99 | 0 | 0 | 3 | 99 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

(4) Resolution No. 4 - Special Resolution

To appoint Mr. Himanshu Malhotra (DIN: 06732164) as Non-Executive Independent Director of the Company for a term of 5 consecutive years

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 101 | 20832002 | 59 | 2057 | 160 | 20834059 | 99.99 |
| Votes cast against the resolution | 2 | 7 | 0 | 0 | 2 | 7 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

(5) Resolution No. 5 - Special Resolution

To appoint Mr. Harak Chand Sogani (DIN: 10236862) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 101 | 20832002 | 59 | 2057 | 160 | 20834059 | 99.99 |
| Votes cast against the resolution | 2 | 7 | 0 | 0 | 2 | 7 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

(6) Resolution No. 6 - Special Resolution

To Appoint Mr. Tarun Kansal (DIN: 00574554) as Non-Executive Independent Director of the Company for a term of 5 consecutive years:

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 101 | 20832002 | 59 | 2057 | 160 | 20834059 | 99.99 |
| Votes cast against the resolution | 2 | 7 | 0 | 0 | 2 | 7 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

(7) Resolution No. 7 - Special Resolution

To pass resolution for continuation of the Appointment of Mr. Shiv Narayan Daga (DIN: 00072264) as Managing Director, upon attaining the age of 70 years.

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 100 | 20831910 | 59 | 2057 | 159 | 20833967 | 99.99 |
| Votes cast against the resolution | 3 | 99 | 0 | 0 | 3 | 99 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

(8) Resolution No. 8 - Special Resolution

To pass a resolution for Revision of the Remuneration payable to Mr. Shiv Narayan Daga (DIN: 00072264),
Managing Director of the Company.

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 100 | 20831910 | 59 | 2057 | 159 | 20833967 | 99.99 |
| Votes cast against the resolution | 3 | 99 | 0 | 0 | 3 | 99 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

(9) Resolution No. 9 - Special Resolution

To pass a resolution for change in the terms of appointment of Ms. Shikha Mundra (DIN: 06882693), Director of the Company along with revision in the remuneration payable.

| | No. of Members who cast their votes through remote e-voting | No. of votes cast through remote e-voting | No. of Members who cast their votes through ballot papers at the AGM | No. of votes cast through ballot papers at the AGM | Total valid confirmations of remote e-voting and Ballot papers at the AGM | Total votes cast | Percentage of total votes cast (%) |
|---------------------------------------|--|--|---|---|--|-------------------------|---|
| | (A) | (B) | (C) | (D) | (A+C) | (B+D) | |
| Votes cast in favor of the resolution | 101 | 20832002 | 59 | 2057 | 160 | 20834059 | 99.99 |
| Votes cast against the resolution | 2 | 7 | 0 | 0 | 2 | 7 | 0.01 |
| Total | 103 | 20832009 | 59 | 2057 | 162 | 20834066 | 100 |

Above resolution has been passed **with requisite majority**.

All the Nine (9) resolutions as set out in the Notice of AGM as per the details above stand **PASSED with Requisite Majority** and hence deemed to be passed as on the date of AGM i.e. 29th September, 2023.

I hereby confirm that I am maintaining the electronic data and all other relevant records relating to remote e-voting and ballot papers voting conducted at the AGM by the Members of the Company. All the electronic data and other relevant records are in my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the minutes of the 31st Annual General Meeting.

**Thanking you,
Yours faithfully,**


**Suryakant Gupta
Practicing Company Secretary
Scrutinizer
FCS No – 9250
COP No – 10828
UDIN: F009250E001149345**


**Place: Delhi
Date: 30.09.2023**

For DB (International) Stock Brokers Limited

**Ms. Prachi Sharma
Company Secretary**

The following were the witnesses to the unblocking of the votes cast through remote e-voting and ballot papers-voting at the AGM.


Prachi Vij
(Witness – 1)


Tanya Garg
(Witness – 2)