



DB (INTERNATIONAL) STOCK BROKERS LTD.

- NSE-CAPITAL MARKET, F&O & CURRENCY SEGMENTS
- BSE-CAPITAL MARKET, F&O & CURRENCY SEGMENTS
- DEPOSITORY PARTICIPANT-CDSL • IPO, MUTUAL FUND & BONDS

402, New Delhi House, 27 Barakhamba Road, New Delhi - 110 001
TEL.: 011-43606162, Email : compliance@dbonline.in, website: www.dagabusiness.com
CIN : L67120HR1992PLC035349

11th January, 2019

To,
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001

Sub: Intimation of the Extra Ordinary General Meeting.

Dear Sir,

Please find enclosed the Notice of the Extra Ordinary General Meeting to be held on Thursday, 31st January, 2019 at the registered office of the Company at 756, Sector- 23A, Gurgaon, Haryana-122017.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For DB (International) Stock Brokers Limited



Himanshi Mittal
Compliance Officer
Encl: As Above

DB (INTERNATIONAL) STOCK BROKERS LIMITED
Regd. Office: 756, Sector 23A, Gurgaon – 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 Extra Ordinary General Meeting of DB (International) Stock Brokers Limited will be held on Thursday, 31st January, 2019 at 4:00 P.M. at the registered office of the Company at 756, Sector 23A, Haryana - Gurgaon – 122017 to transact the following business:

SPECIAL BUSINESS:

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

- 1. To increase the Borrowing Limit upto Rs. 100 Crores as per Section 180 (1) (C) of Companies Act, 2013.**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and subject to consent of the members including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”.

For DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
Managing Director
DIN: 00072264

Sd/-
Sachin Rathi
Director
DIN: 01013130

Place: New Delhi
Date: 09th January, 2019

Notes:

1. A member entitled to attend and vote at the Extra Ordinary 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. 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).
3. Electronic copy of the Notice convening the Extra Ordinary 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.
4. Members may also note that the Notice convening the Extra Ordinary General Meeting will also be available on the Company's website www.dbonline.in, which can be downloaded from the site. 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.

5. **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 Requirement) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) 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 EGM ("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 January 28th, 2019 (9:00 A.M.) and ends on January 30th, 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 (January 25th, 2019), 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 Corporates.
 - 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 favour 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. 25th January, 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.
6. Members who do not have access to remote e-voting facility may send duly completed Ballot form annexed herewith to, Deepika Bansal of D Bansal & Associates Practicing Company Secretary, (Membership No. ACS47810, CP No.17506, at the Registered Office of the Company not later than 28th January, 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. 25th January, 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 Monday, 28th January, 2019 (5:00 p.m.) 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.

7. 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.
8. A blank proxy form along with attendance slip is enclosed herewith.
9. Members/Proxies are requested to bring attendance slip duly filled at the meeting.
10. For any investor related queries, communication may be sent to us by email to investors@dbonline.in.

For DB (International) Stock Brokers Limited

Sd/-

Shiv Narayan Daga

Managing Director

Place: New Delhi

Date: 09th January, 2019

Sd/-

Sachin Rathi

Director

EXPLANATORY STATEMENT:

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 1: To increase the Borrowing Limit upto Rs. 100 Crores as per Section 180 (1) (C) of Companies Act, 2013.

As per provision of the Section 180 (1) (C) of the Companies Act, 2013 the Board of Directors of a Company cannot Borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders of the General Meeting. As the business of the Company is growing and to require more working capital in the company, the Debts may exceed the Paid up Capital and Free Reserves of the Company and further the company may avail further loans from the Banks/ Financial Institutions or any other Lenders for business purposes, hence, it is considered necessary to fix the borrowing limits of the Board of Directors to Rs. 100,00,00,000/- (Rupees Hundred Crores).

The Resolution set out at Item No.1 of the notice is put forth for consideration of the members as a Special Resolution pursuant to Section 180 (1) (C) of the Companies Act, 2013, authorising the Board of Directors to borrow upto a sum of Rs. 100 Crores.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

For DB (International) Stock Brokers Limited

Shiv Narayan Daga
Managing Director
DIN:00072264

Sachin Rathi
Director
DIN: 01013130

Place: New Delhi
Date: 09th January, 2019

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional attendance slip on request.

Ledger Folio No.: DP ID/CLIENT ID	No. of Shares held :
Name :	
Address :	

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Thursday, 31st January, 2019 at 4:00 P.M at 756, Sector -23A, Gurgaon- 122017, the registered office of the Company.

Signature of Shareholder/Proxy :

DB (INTERNATIONAL) STOCK BROKERS LIMITED
Registered Office: 756, Sector -23A, Gurgaon - 122017
Phone: 011-43606162
Email: investors@dbonline.in
CIN No: L67120HR1992PLC035349

PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(1) of the Companies (Management and Administration) Rules, 2014}

I / We holdingno of shares being a member of DB (International) Stock Brokers Limited hereby appoint of or failing him of as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf on Thursday, the 31st day of January, 2019 at 4:00 P.M. at 756, Sector -23A, Gurgaon- 122017, the registered office of the Company or at any adjournment hereof.

Signed this day of2019

Signature of Shareholder: _____

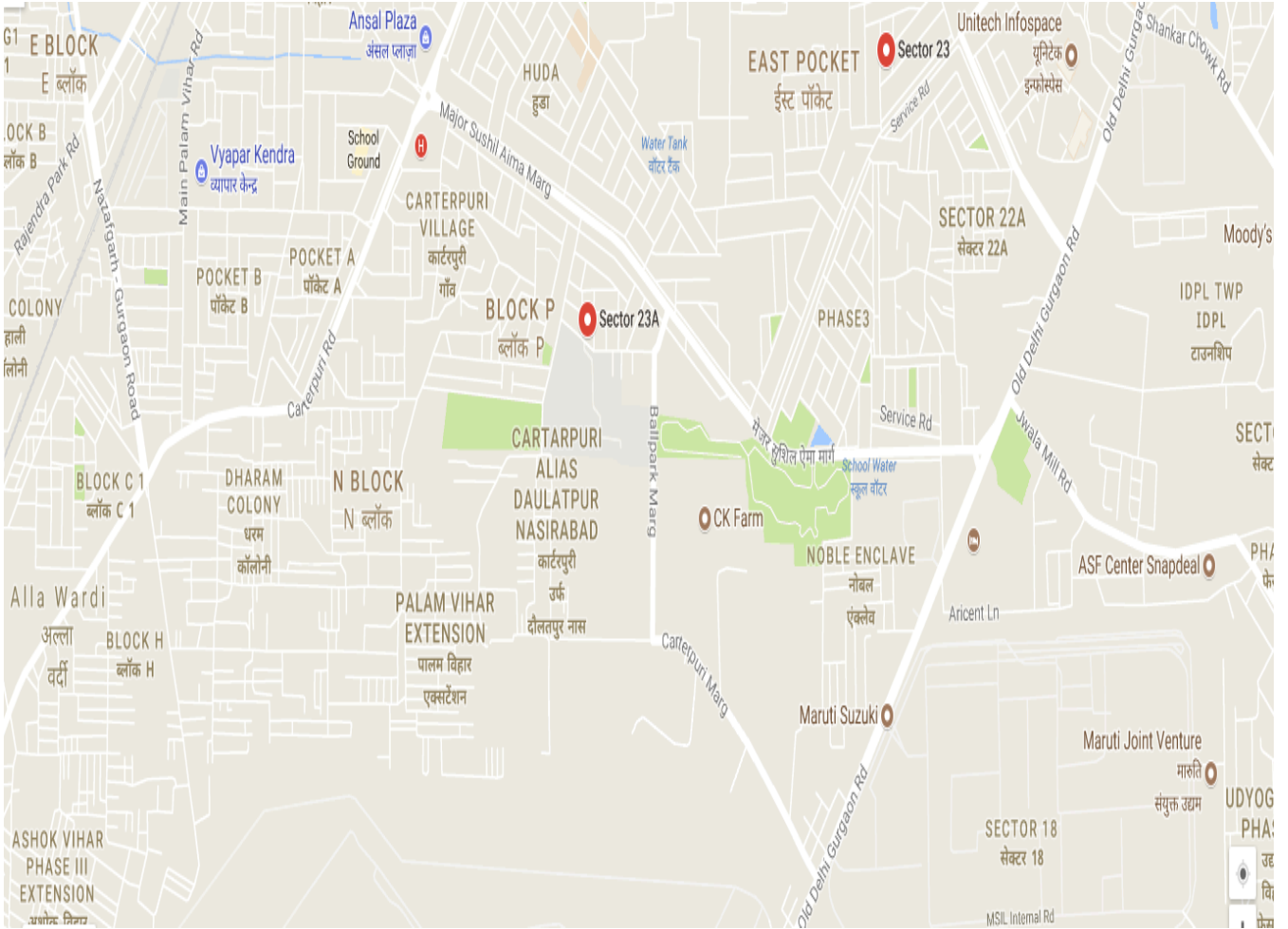
Signature of Proxy holder(s) : _____

Affix Revenue Stamp of Rs. 1/-

Ledger Folio No.:	No. of Shares held :
Name :	
Address :	

NOTE:

- a) The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped, completed and signed, at least 48 hours before the time for holding of the meeting.
- b) The Proxy form should be signed across the stamp as per specimen signature registered with the Company.



DB (INTERNATIONAL) STOCK BROKERS LIMITED

Registered Office: 756, Sector -23A, Gurgaon - 122017

Phones: 43606162

Email: investors@dbonline.in

CIN No: L67120HR1992PLC035349