

DB (International) Stock Brokers Ltd.

- NSE & BSE: CAPITAL MARKET, F&O & MCX, SEBI REGISTRATION NO. : INZ000179035
 - CDSL DEPOSITORY PARTICIPANT IN-DP-CDSL-266-2004
 - MUTUAL FUND DISTRIBUTOR ARN- 2116, IPO & BONDS
-

October 23, 2026

To,
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza Plot No. C/1, G Block
Bandra Kurla Complex Bandra (E)
Mumbai - 400051
Symbol: DBSTOCKBRO

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

Sub: Notice of the 1st Extra Ordinary General Meeting of the Company for the financial year 2026-27.

Sir/Madam,

Pursuant to Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Notice of the 1st Extra Ordinary General Meeting ("EGM") of the Company for the financial year 2026-27 of the Company scheduled to be held on Wednesday, November 18, 2026 at 10:00 a.m. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM").

The Notice of the EGM is also available on the website of the Company, i.e., www.dbonline.in.

Please take the same on your records.

Thanking you,

Yours faithfully,
For DB (International) Stock Brokers Limited

UTTAMA
Digitally signed by
UTTAMA
Date: 2026.10.23
16:45:37 +05'30'

Uttama
Company Secretary & Compliance Officer
M. No. A79993



DB (International) Stock Brokers Limited

CIN: L67120GJ1992PLC121278

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

Tel: +91-120-4823333; **Website:** www.dbonline.in; **E-mail ID:** compliance@dbonline.in

NOTICE

Notice is hereby given that the 1st Extra-Ordinary General Meeting (“EGM”) of the Members of DB (International) Stock Brokers Limited for the financial year 2026-27 will be held on Wednesday, November 18, 2026 at 10:00 a.m. through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) to transact the following business:

ITEM NO. 1: TO CONSIDER AND APPROVE THE PROPOSED TRANSFER OF THE COMPANY’S RETAIL CLIENT BUSINESS, EXCLUDING PROPRIETARY TRADING AND HNI CLIENT BUSINESS (BRANCH 1001), TO CHOICE EQUITY BROKING PRIVATE LIMITED AND CHOICE WEALTH PRIVATE LIMITED

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the rules made thereunder, Regulation 37A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and subject to such approvals, consents, permissions and sanctions as may be required from the Securities and Exchange Board of India (“SEBI”), the concerned stock exchange(s), depositories and other applicable statutory and regulatory authorities, and subject to such terms and conditions as may be prescribed by them, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”, which term shall include any committee thereof duly authorised by the Board and any person(s) authorised by the Board) to sell, transfer, assign and/or otherwise dispose of the Company’s retail client business, excluding the Company’s proprietary trading business and High-Net-Worth Individual (“HNI”) client business (Branch 1001), as follows:

- (a) the retail Trading Business and Depository Participant (“DP”) Business to **Choice Equity Broking Private Limited** for a consideration of ₹4,50,00,000/- (Rupees Four Crores Fifty Lakhs only); and
- (b) the Mutual Fund Distribution Business and other Financial Products Distribution Business to **Choice Wealth Private Limited** for a consideration of ₹50,00,000/- (Rupees Fifty Lakhs only),

aggregating to a total consideration of ₹5,00,00,000/- (Rupees Five Crores only), together with the relevant client relationships, contracts, rights, interests, records, data, specified assets and liabilities, employees and other properties, rights and obligations pertaining to the respective business segments, to the extent applicable and legally transferable, on such terms and conditions as may be set out in the respective Business Transfer Agreement(s) (“BTA(s)”) and other related transaction documents as may be approved by the Board, in accordance with applicable laws and regulatory requirements;

RESOLVED FURTHER THAT the proposed transfer shall be undertaken subject to compliance with the applicable provisions of the Act, SEBI LODR Regulations, applicable SEBI circulars, regulations and directions governing stock broking, depository participant, mutual fund distribution and other financial product activities, and the rules, bye-laws and requirements of the relevant stock exchange(s), depository(ies), mutual fund/asset management companies, registrars and transfer agents and other applicable regulatory and statutory authorities, including obtaining all requisite approvals, consents, permissions, no-objection certificates and client consents or authorisations, wherever applicable;

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, settle, execute and deliver the BTA(s), assignment agreements, novation agreements, deeds, undertakings, declarations, applications, forms, filings and such other agreements, documents and writings as may be necessary or expedient in connection with the aforesaid transaction, and to determine the detailed terms and conditions, manner and timing of completion, allocation of assets and liabilities and transitional arrangements, provided that such actions remain consistent with the terms of this resolution, the approval accorded by the Members and applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents as may be necessary, desirable or expedient to give effect to this resolution, and to delegate all or any of the powers conferred upon it by this resolution to any Director, Key Managerial Personnel, officer or authorised representative of the Company, as it may deem appropriate, subject to applicable laws and regulatory requirements.”

By the order of the Board of Directors
For DB (International) Stock Brokers Limited

Date: October 21, 2026

Place: Noida

Sd/-

Shiv Narayan Daga
Chairman & Managing Director
DIN: 00072264

NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out all material facts and reasons for the aforesaid special business is annexed hereto.
- b) This Notice of the Extra-Ordinary General Meeting (“the Meeting”/ “EGM”) is being sent to the Members whose names appear in list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Depository Participant(s), on Friday, October 16, 2026.
- c) In Compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 (issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (“SEBI circular”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), this Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Depository Participants as on the record date i.e., Friday, October 16, 2026.
- d) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the LODR Regulations, as amended, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the Central Depository Services (India) Limited (“CDSL”) for facilitating remote e-voting through electronic means.
- e) Voting Rights of the Members shall be in proportion to their shares in the Paid-up Share Capital of the Company as on Wednesday, November 11, 2026 i.e., "the Cut-off Date". A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or e-voting at the EGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
- f) The remote e-voting facility will be disabled by CDSL immediately after 5:00 p.m. IST on Tuesday, November 17, 2026 and voting will be disallowed thereafter.
- g) The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM. Further, once the vote on the Resolutions is cast by the Members, they shall not be allowed to change it subsequently.
- h) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as on the Cut-off Date, i.e., Wednesday, November 11, 2026 may obtain the login ID and password by sending a request at compliance@dbonline.in.
- i) Pursuant to the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), Companies are allowed to hold EGM through VC/OAVM, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM.
- j) Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

- k) Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
- l) In accordance with the Secretarial Standard-2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standard 2, effective from April 01, 2024 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- m) Members may note that this EGM Notice will also be available on the website of the Company viz., www.dbonline.in and on the website of CDSL at www.evotingindia.com and shall also be available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com.
- n) Members are requested to kindly mention their DP ID and Client ID in all their correspondence with the Company’s Registrar in order to enable the Company to reply to their queries promptly.
- o) **Mr, Surya Kant Gupta**, Practicing Company Secretary of **M/s Surya Gupta & Associates**, having COP No. 10828, has been appointed as Scrutinizer for scrutinizing the remote e-voting process in accordance with the law in a fair and transparent manner.
- p) The Chairman shall, at the EGM, on the resolution(s) on which voting is to be held, allow voting by use of e-voting for all those Members who are present during the EGM but have not cast their votes by availing the remote e-voting facility.
- q) The Scrutinizer will submit his report to the Chairman or any person duly authorised by him. The Chairman will, or in his absence, any Director/Company Secretary duly authorised by the Chairman, will announce the results of voting on or before Friday, November 20, 2026. The last date specified by the Company for remote e-voting, i.e., Tuesday, November 17, 2026 shall be the date on which the resolution(s) would be deemed to have been passed, if approved by the requisite majority. The Scrutinizer’s decision on the validity of the votes cast through e-voting shall be final. The results along with Scrutinizer’s Report of the e-voting will be displayed on Notice Board(s) of the Company at its Registered Office and Corporate Office, placed on the Website of the Company i.e. www.dbonline.in and on the website of CDSL i.e. www.evotingindia.com and shall simultaneously be intimated to the Stock Exchanges on which the shares of the Company are listed.
- r) In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
- s) In case the email ID and mobile number of any shareholder(s) is not registered with its Depository Participant (DP), they are requested to get the same updated.

General instructions for accessing and participating in the EGM through VC/OAVM and voting through remote e-voting:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means.

The facility of casting votes by a Member using remote e-voting as well as the e-voting system at the EGM will be provided by CDSL. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again at the EGM.

2. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	Sunday, November 15, 2026
Conclusion of remote e-voting period	Tuesday, November 17, 2026
Cut-off Date for eligibility to vote	Wednesday, November 11, 2026

3. The remote e-voting facility will be disabled by CDSL immediately after 5:00 p.m. IST on Tuesday, November 17, 2026 and voting will be disallowed thereafter.

THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Members are requested to follow the instructions below to cast their Vote through e-voting:

Step 1: Access to Depositories CDSL/NSDL e-voting system.

(A) Login method for remote e-voting in case of individual Shareholders.

In terms of SEBI circular no. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023** 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 Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting Service Provider name and you will be re-directed to e-voting Service Provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

(B)Login Method for e-voting in case of Non-Individual Shareholders:

Non-individual Shareholders are required to access CDSL e-voting system using the following steps:

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) 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,
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders other than individual shareholders holding shares in Demat mode:
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded

Bank Details or Date of Birth (DOB)	in your demat account or in the company records in order to login. 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.
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- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders 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 remote evoting 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Step 2 - Steps to cast vote on Resolution(s) through remote e-voting:

- 1) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 2) 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.
- 3) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 4) 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.
- 5) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 6) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 7) If a demat account holder has forgotten the 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.
- 8) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- 9) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting.**
 - Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution (BR) 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.
 - Alternatively, Non-Individual Shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, in either of the following ways, namely:

- A. To the Scrutinizer by e-mail to surya@cssga.in with a copy marked to helpdesk.evoting@cdslindia.com;
- B. To the Company by e-mail to Compliance@dbonline.in;
- C. To the corporate office of the Company at **WASME House, Plot No. 4, Film City, Sector-16A, Noida, U.P.- 201301.**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The Members can join the EGM in the VC/OAVM 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to 1000 Members on first come, first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the respective Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the EGM without restriction on account of first come, first serve basis
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting, i.e., Wednesday, November 11, 2026**, mentioning their name, demat account number, email id, mobile number at Compliance@dbonline.in. The Shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting, i.e., Wednesday, November 11, 2026**, mentioning their name, demat account number, email id, mobile number at Compliance@dbonline.in. These queries will be replied to by the Company suitably by email.
6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. Only those Shareholders, who are present in the EGM through VC/OAVM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
8. If any votes are cast by the Shareholders through the e-voting available during the EGM and if the same Shareholders have not participated in the meeting through VC/OAVM, then the votes cast by such Shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
9. The Shareholders/Members are required to register/update their email id & mobile no. with their respective Depository Participant, in case their particulars are not registered/ updated.

HELPPDESK FOR SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH THE FACILITY FOR VOTING BY ELECTRONIC MEANS OR ATTENDING EGM:

All grievances connected with the facility for voting by electronic means or attending EGM may be addressed to the following:

Depository	Registrar and Share Transfer Agent	Company
CDSL	Abhipra Capital Limited	DB (International) Stock Brokers Limited
Mr. Rakesh Dalvi, Sr. Manager, Address: A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 E-mail ID: helpdesk.evoting@cdslindia.com Tel.: 1800 22 55 33	Mr. Abhinav Aggarwal, Address: Abhipra Complex, A-387, Dilkhush Industrial Area, G T Karnal Road, Azadpur Delhi 110033, Email ID: rta@abhipra.com Tel.: +91-11-42390783	Ms. Uttama, Company Secretary & Compliance Officer, Address: WASME House, Plot No. 4, Film City, Sector- 16A, Noida, U.P.- 201301, Email ID: Compliance@dbonline.in Tel.: +91-120-4823333

By the order of the Board of Directors
For DB (International) Stock Brokers Limited

Date: October 21, 2026
Place: Noida

Sd/-
Shiv Narayan Daga
Chairman & Managing Director
DIN: 00072264

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions)

The Board of Directors (“Board”) of **DB (International) Stock Brokers Limited** (“Company”), at its meeting held on October 21, 2026 considered and approved the proposal for the sale, transfer and disposal of the Company's retail client business, comprising the retail Trading Business, Depository Participant (“DP”) Business, Mutual Fund (“MF”) Distribution Business and other Financial Products Distribution Business (collectively, the “Client Business”), excluding the Company's proprietary trading business and HNI client business (Branch 1001), to the respective transferees identified below, subject to the requisite approvals of the Members and the concerned statutory and regulatory authorities.

The proposed transaction contemplates the transfer of the retail Trading Business and DP Business to Choice Equity Broking Private Limited and the transfer of the MF Distribution Business and other Financial Products Distribution Business to Choice Wealth Private Limited, on the terms and conditions to be set out in the relevant Business Transfer Agreement(s) (“BTA”) and other definitive transaction documents.

The proposed transfer is intended to facilitate the strategic realignment of the Company's business operations, enabling it to focus on proprietary trading and algorithmic trading in derivatives, catering to High-Net-Worth Individual (HNI) clients (Branch 1001). The Company also intends to strengthen and expand its presence in the institutional business segment as part of its long-term business strategy.

The proposed transaction shall be undertaken subject to the provisions of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and other applicable laws, rules, regulations, circulars and guidelines, as well as the requisite approvals, consents and permissions from the concerned stock exchanges, depositories and other regulatory authorities.

The following explanatory statement sets out the material particulars, rationale, principal terms and regulatory disclosures relating to the proposed transaction.

1. OBJECT OF THE PROPOSED TRANSFER

The primary object of the proposed transaction is to:

1. Transfer the major Client Business excluding HNIs (Branch 1001) (Trading, DP, MF and other Financial Products) along with related client relationships, contracts, rights, records, data, specified assets and liabilities and transferable licences/registrations to the Transferee, in an efficient and legally compliant manner;
2. Enable strategic restructuring of the Company's business portfolio, so that the Client Business is operated under a dedicated entity with appropriate capital, infrastructure, risk management, and regulatory focus;
3. Facilitate regulatory compliance and governance by aligning the business structure with evolving SEBI, stock exchange, depository, and mutual fund regulatory requirements;
4. Create a clear ownership and operational structure for the client-facing businesses, improving transparency for investors, regulators, and clients;
5. To focus on proprietary trading and algorithmic trading in derivatives, catering to High-Net-Worth Individuals (HNIs) clients (Branch 1001). The Company also intends to strengthen and expand its presence in the institutional business segment as part of its long-term business strategy.

2. COMMERCIAL RATIONALE FOR THE TRANSFER

The Board is of the view that the proposed transfer is in the long-term interests of the Company and its stakeholders, having regard to the Company's intended business strategy and future growth plans.

The proposed transfer is expected to facilitate a more focused business structure by separating the major retail client-facing business segments from the Company's retained business activities. It is also intended to enable the Company to deploy its managerial and financial resources towards its strategic priorities, including proprietary trading, algorithmic trading in derivatives and the development of its institutional business.

The transaction may also facilitate operational streamlining and a clearer allocation of the business activities, client relationships, contractual rights and obligations associated with the transferred business segments, subject to the applicable regulatory framework and the terms of the definitive transaction documents.

The proposed transfer shall be undertaken for an aggregate consideration of ₹5,00,00,000/- (Rupees Five Crores only), allocated between the respective transferees and business segments in accordance with the terms of the relevant Business Transfer Agreement.

The consideration has been determined on the basis of an independent valuation report dated October 01, 2026 issued by CA Gunjan Agarwal, taking into account the relevant commercial and financial considerations associated with the business proposed to be transferred.

The proceeds arising from the proposed transfer are intended to be utilised towards strengthening the Company's financial position, supporting its retained business operations, funding future growth opportunities and meeting general corporate requirements, as may be determined by the Board in the best interests of the Company and subject to applicable laws.

3. **BRIEF DETAILS OF THE TRANSFEREE**

Name	Choice Equity Broking Private Limited	Choice Wealth Private Limited
Date of incorporation & Registered Office address	09-01-2010 Sunil Patodia Tower, Plot No. 156-15 J.B. Nagar, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400099	20-12-1996 Sunil Patodia Tower, Plot No. 156-158 J.B. Nagar, Andheri (East), Mumbai City, Mumbai, Maharashtra, India, 400099
Nature of Business	Choice Equity Broking Private Limited is a private company incorporated under Companies Act, 1956 having CIN U65999MH2010PTC198714. The company is registered with the Securities and Exchange Board of India (SEBI) as a stock broker under Registration No. INZ000160131 and is a member of recognized stock exchanges, including the National Stock Exchange of India Limited and BSE Limited. Its activities include facilitating securities transactions for retail and institutional clients, providing access to equity and derivatives markets, and offering related trading and investment-market services	Choice Wealth Private Limited is a private company incorporated under Companies Act, 1956 having CIN U67120MH1996PTC104655. The company provides wealth-related solutions designed to help individuals and investors to manage their financial assets in line with their financial objectives, investment horizon, liquidity requirements and risk profile. Its activities include the distribution of mutual funds and other investment products, along with related wealth-planning and investment-support services. The company is registered with the Association of Mutual Funds in India (AMFI) as a mutual fund distributor.
Whether the transaction is a related party transaction:	No	No

4. **DESCRIPTION OF THE BUSINESS BEING TRANSFERRED**

The "Client Business" proposed to be transferred comprises the following:

1. **Trading Business:** Equity, derivatives, currency and commodity broking activities conducted through the Company's memberships with the relevant stock exchanges, together with the related client accounts, contracts, rights, obligations and records;
2. **Depository Participant (DP) Business:** DP operations undertaken by the Company through NSDL/CDSL, including related client demat accounts, transaction records and associated rights and obligations;
3. **Mutual Fund Distribution Business:** Distribution of mutual fund schemes of various Asset Management Companies (AMCs), including related client relationships, applicable registrations, trail commissions and records;
4. **Other Financial Products Business:** Distribution of other financial products undertaken by the Company, together with the related client relationships, contracts, records, rights and obligations.
5. **Employees:** Employees associated with the transferred business shall be transferred to the respective transferee(s) in accordance with the mutually agreed terms and the definitive Business Transfer

Agreement(s). The remaining employees shall continue to be employed by the Company, and their existing terms and conditions of employment shall remain unaffected by the proposed transfer.

5. CONSIDERATION AND USE OF PROCEEDS

- **Aggregate Consideration:** ₹5,00,00,000/- (Rupees Five Crores only) comprising ₹4,50,00,000/- (Rupees Four Crore Fifty Lakh only) payable by Choice Equity Broking Private Limited towards the transfer of the retail Trading Business excluding HNIs (Branch 1001) and Depository Participant Business, and ₹50,00,000/- (Rupees Fifty Lakh only) payable by Choice Wealth Private Limited towards the transfer of the Mutual Fund Distribution Business and other Financial Products Distribution Business, in accordance with the terms of the relevant transaction documents.
- **Basis of Valuation:** The valuation has been undertaken using the Market Approach – Comparable Companies Multiple Method, based on revenue multiples of selected comparable listed companies and relevant transaction benchmarks. After considering the business profile and applicable adjustments, a revenue multiple of 1.70x has been applied to the normalised transferable revenue to determine the Fair Value of the Retail Business.
- **Use of Proceeds:** The proceeds from the transaction are proposed to be utilised for:
 - Strengthening the Company's capital base and reducing debt;
 - Funding growth and expansion in the Company's remaining businesses;
 - General corporate purposes; and/or
 - Any other purpose as may be decided by the Board from time to time, in the best interest of the Company.

6. COMPLIANCE WITH REGULATION 37A OF SEBI LODR REGULATIONS

Pursuant to Regulation 37A of the SEBI LODR Regulations, the Company has ensured the following disclosures in this Explanatory Statement:

1. **Object of the disposal:** As detailed in Section 1 above.
2. **Commercial rationale:** As detailed in Section 2 above.
3. **Additional disclosures** (as applicable and to the extent not already covered):
 - **Amount and percentage of revenue contributed by the Client Business in the last financial year:** 30.48% of revenue of last FY ended March 31, 2026;
 - **Expected date of completion of the transfer:** on or before February 28, 2027
 - **Brief details of the Transferee and relationship with the Company:** As provided in Section 3.
 - **Whether the transaction is a related party transaction and if at arm's length:** No, the transaction doesn't fall under related party transaction.
 - **Confirmation that the transfer is outside a Scheme of Arrangement and compliant with Regulation 37A:** Yes.

The Company shall make all requisite filings and disclosures with the stock exchange(s) and SEBI in accordance with the LODR Regulations and applicable circulars.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 1 of the Notice, as it is considered to be in the best interests of the Company and its shareholders.

By the order of the Board of Directors
For DB (International) Stock Brokers Limited

Sd/-

Date: October 21, 2026
Place: Noida

Shiv Narayan Daga
Chairman & Managing Director
DIN: 00072264