DB Corp Ltd

August 6, 2026

The Manager (Listing - CRD)
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai - 400 001.
Scrip Code: 533151

The Manager (Listing Department)
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.
SYMBOL: DBCORP

ISIN: INE950I01011

Sub.: Notice of the 30th Annual General Meeting of D.B. Corp Limited ('the Company')
Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Dear Sir/Madam,

This has reference to our earlier letter dated July 16, 2026, intimating about the 30th Annual General Meeting of the Company to be held on **Wednesday, September 2, 2026** at **11:30 a.m. (IST)** through Video Conferencing/Other Audio Visual Means.

In continuation to the aforesaid letter and pursuant to the SEBI Listing Regulations, please find enclosed herewith the Notice of the 30th Annual General Meeting of the Company (including e-voting instructions). The same is being sent to the members of the Company today i.e. August 6, 2026 only through electronic mode (e-mail). Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link to access the aforesaid Notice is also being sent today i.e. August 6, 2026 by post to those members of the Company whose email Ids are not registered.

The Notice is also available on the website of the Company at https://www.dbcorpltd.com/annual-reports.php.

This is for your information and records.

Thanking you,

For D.B. Corp Limited

OM PRAKASH PANDEY
Digitally signed by OM PRAKASH PANDEY
Date: 2026.08.06 12:33:11 +05'30'

Om Prakash Pandey
Company Secretary & Compliance Officer
Membership Number: F7555

Encl.: as above

D.B. CORP LIMITED

CIN: L22210GJ1995PLC047208
Registered Office*: Plot No. 280, Sarkhej - Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad - 380 051, Gujarat
Email: dbcs@dbcorp.in | **Website:** www.dbcorpltd.com | **Tel. No.:** 079 - 49088809, 0755 - 4730000

Notice of the 30th Annual General Meeting

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting ('AGM') of the members of D.B. Corp Limited ('the Company') will be held on **Wednesday, September 2, 2026 at 11:30 a.m. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt:**

    a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon; and

    b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of the Auditors thereon.

2. **To appoint a Director in place of Mr. Pawan Agarwal (DIN: 00465092), who retires by rotation and being eligible, seeks re-appointment.**

    To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution:**

    "RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Pawan Agarwal (DIN: 00465092) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To ratify the remuneration payable to the Cost Auditor.**

    To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution:**

    "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024), who are appointed by the Board of Directors of the Company on recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company in relation to its Radio business for the financial year 2026-27, amounting to ₹ 33,000/- (Rupees Thirty three thousand only) per annum plus applicable taxes and reimbursement of out of pocket expenses, be and is hereby ratified and confirmed.

    RESOLVED FURTHER THAT Mr. Sudhir Agarwal, Managing Director, Mr. Pawan Agarwal, Deputy Managing Director and Mr. Om Prakash Pandey, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to undertake all actions, deeds, matters and things as may be necessary or expedient for or in connection with the resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company."

4. **To re-appoint Mr. Sudhir Agarwal (DIN: 00051407) as Managing Director of the Company for a term of 5 years with effect from January 1, 2027 to December 31, 2031 and remuneration payable to him.**

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

    "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Act and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable rules, regulations, guidelines, circulars, notifications and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be required and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as Managing Director of the Company for a term of 5 (five) years with effect from January 1, 2027 to December 31, 2031 at a remuneration as mentioned below:

    Remuneration:

    (a) Salary of ₹ 3,67,50,000/- (Rupees Three crore sixty seven lakhs fifty thousand only) per annum with effect from January 1, 2027 with an annual increment upto 10% per annum.

*(w.e.f. August 1, 2026 the Registered office of the Company will shift to Second Floor, The Mangaldeep Capital, Opposite Gulab Residency, Near CIMS Hospital Cross Road, Science City Road, Sola, Ahmedabad – 380 060, Gujarat)

(b) Perquisites:

Following perquisites over and above the salary:

i. Company's maintained car (upto two) with driver for the business purpose, as per the policy of the Company, applicable from time to time.

ii. Club fees: Fees of club (upto three) (including admission and annual membership fee).

The value of perquisites will be determined in accordance with the Income Tax Act, 2025 and rules made thereunder, as amended from time to time.

Benefits:

Leave and other benefits as per the policy of the Company, applicable from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6)(e) of the SEBI Listing Regulations, the approval of the members of the Company be and is hereby accorded for the above remuneration payable to Mr. Sudhir Agarwal which may exceed ₹ 5,00,00,000 (Rupees Five crore only) or 2.5% of the net profits of the Company as calculated under Section 198 of the Act, whichever is higher and the aggregate annual remuneration to the Executive Directors of the Company, who are promoters, including Mr. Sudhir Agarwal, may exceed 5% of the net profits of the Company as calculated under Section 198 of the Act in any financial year during his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT in the event of no profits or inadequate profits in any financial year during his tenure as Managing Director of the Company, Mr. Sudhir Agarwal be paid the aforesaid salary and perquisites and entitled for the aforesaid benefits in excess of the limits as prescribed under Section 197 read with Schedule V of the Act, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee be and is hereby authorized to revise the salary of Mr. Sudhir Agarwal, Managing Director by way of increment within the above limit.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee or Mr. Pawan Agarwal, Deputy Managing Director or Mr. Om Prakash Pandey, Company Secretary & Compliance Officer of the Company be and are hereby authorized to undertake all such acts, deeds, matters and things as may be required or considered necessary, appropriate or expedient to give effect to the resolution."

Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 ('MCA Circulars'), has permitted conducting the Annual General Meeting through video conferencing ('VC') or other audio-visual means ('OAVM') without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act') and the MCA Circulars, the 30th Annual General Meeting ('AGM') of the Company is being held through VC/OAVM without physical presence of the members at a common venue. The AGM shall be deemed to have been conducted at the Registered Office of the Company at Second Floor, The Mangaldeep Capital, Opposite Gulab Residency, Near CIMS Hospital Cross Road, Science City Road, Sola, Ahmedabad - 380 060, Gujarat which shall be the deemed venue of the AGM.

2. The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agents of the Company, ('KFin') for providing the facility of remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.

3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under item nos. 3 and 4, forms part of this Notice. Further, the relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Directors seeking re-appointment is annexed to this Notice.

4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/ OAVM, the requirement of physical attendance of the members at a common venue has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form is not annexed to this Notice. Further, the attendance slip and route map of AGM venue are also not annexed to this Notice.

5. Pursuant to the MCA Circulars, physical attendance of the members is not required at the AGM and the attendance of the members through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Corporate/Institutional Members are encouraged to attend and vote at the 30th AGM through VC/OAVM facility. Corporate/ Institutional Members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-voting or e-voting at the AGM, as the case may be, are requested to send a certified true copy of the Board resolution/ Authorisation letter to the Scrutinizer by e-mail at pcs.buchassociates@gmail.com with a copy marked to evoting@kfintech.com and dbcs@dbcorp.in.

7. Members can join the AGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility to attend the AGM through VC/OAVM will be made available for 2000 members on first-come-first-served basis. The large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors,

Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. are allowed to attend the AGM without restriction on account of first-come-first-served basis.

8. **All the equity shares of the Company are held in dematerialised form. Accordingly, the provisions of common and simplified norms for processing investors' service requests by RTAs and norms for furnishing PAN, KYC details, nomination, etc. and interface with the Registrar and Share Transfer Agents for such service requests through ISR Forms are not applicable.**

9. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:**

In accordance with the MCA Circulars and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the Notice of the 30th AGM along with the Annual Report 2025-26 is being sent by electronic mode to all those members whose e-mail ids are registered with the Registrar and Transfer Agents or with any Depository. Further, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2025-26 is available, being sent physically to those members who have not registered their email address. Physical copy of the Notice of the 30th AGM along with Annual Report 2025-26 will be sent to those members, who request for the same. Members may note that the Notice of the AGM and Annual Report 2025-26 will also be available on the Company's website at https://www.dbcorpltd.com/annual-reports.php, websites of the Stock Exchanges i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and on the website of KFin at http://evoting.kfintech.com/. Members are requested to register/update their e-mail addresses with their Depository Participant.

10. **ELECTRONIC CREDIT OF DIVIDEND:**

SEBI has made it mandatory for all listed companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ National Electronic Fund Transfer (NEFT) etc.

11. **NOMINATION:**

Members may avail the nomination facility by filing the prescribed nomination form with their respective Depository Participant. Members may also cancel or vary an existing nomination in accordance with the applicable procedure prescribed by their Depository Participant.

12. **TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:**

Pursuant to Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules'), all unclaimed/unpaid dividend remaining unpaid or unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Company's unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government.

Further, pursuant to Section 124 of the Act read with the IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the aforesaid IEPF Rules, the Company sends communication to all such shareholders whose dividends are lying unpaid/ unclaimed against their names for seven consecutive years or more and whose shares are due for transfer to the IEPF Authority and also publishes notice(s) in leading newspapers in English and regional language (Gujarati) having wide circulation.

Members are requested to refer to the Report on Corporate Governance in the Annual Report FY 2025-26 for information in connection with the unpaid/ unclaimed dividend liable to be transferred to IEPF administered by the Central Government. The details of unclaimed/unpaid dividends and shares transferred and due for transfer to IEPF Authority are placed on the website of the Company https://www.dbcorpltd.com/IEPF_Related_Matters.php.

Members whose shares and unpaid/unclaimed dividend has been transferred to the IEPF, can claim the shares or apply for refund of the unclaimed dividend as the case may be, to the IEPF Authority by filing an online application in e-Form IEPF-5 as available on the website of the Ministry of Corporate Affairs at http://www.mca.gov.in. No claim lies against the Company in respect of the shares/ unclaimed dividend so transferred by the Company to the IEPF authority.

13. **SERVICES BY RTA, KFIN TECHNOLOGIES LIMITED:**

Members may kindly note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, KFin has developed following applications for shareholders:

Investor Support Centre:

Members may note that our RTA, KFin Technologies Limited, based on the SEBI master circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, has created an online application which can be accessed at https://ris.kfintech.com/default.aspx# > Investor Services > Investor Support.

Members are required to register / signup, using the name, PAN, mobile no. and e-mail ID. Post registration, user can login via OTP and execute activities like, raising service request, query, complaints, check for status, KYC details, dividend, interest, redemptions, e-meeting and e-voting details.

Quick link to access the signup page:
https://kprism.kfintech.com/signup.

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for senior citizens, a dedicated cell has been newly formed to assist exclusively the senior citizens in redressing their grievances, complaints and queries. The senior citizens wishing to avail this service can send the communication with the below details to the email id: senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for senior citizens can also be accessed at 1-800-309-4006 for any queries or information.

KPRISM Mobile App:

Members may note that our RTA, KFin Technologies Limited has launched a mobile application - KPRISM. Now, members can download the mobile application and see their portfolio/holding managed by KFin, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance and query. The mobile application can be downloaded from play store and app store.

WhatsApp:

Shareholders can use WhatsApp Number: (+91) 910 009 4099 to avail bouquet of services.

14. **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and relevant documents referred to in this Notice and Explanatory Statement will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of the AGM i.e. September 2, 2026. Members seeking to inspect such documents can send an email to Company's email id: dbcs@dbcorp.in.

15. **REMOTE E-VOTING AND E-VOTING AT THE AGM:**

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and in terms of Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 issued by SEBI, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. In addition, the facility of voting through e-voting system shall also be made available during the AGM for members of the Company participating in the AGM through VC/OAVM and who have not cast their vote through remote e-voting.

The remote e-voting and e-voting facility on the date of AGM will be provided to the members by KFin for voting on all the resolutions set out in this Notice. The remote e-voting period starts on **Saturday, August 29, 2026 (9:00 a.m. IST)** and ends on **Tuesday, September 1, 2026 (5:00 p.m. IST)**. During this period, members holding shares as on **Wednesday, August 26, 2026** i.e. Cut-off date, are entitled to avail the facility of remote e-voting before the AGM as well as e-voting during the AGM. Any person who is not a member as on the Cut-off date should treat this Notice for information purpose only. The e-voting module shall be disabled by KFin for voting thereafter. Members, who will present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.

Procedure for e-voting and attending the AGM through VC/OAVM:

A. **For Individual Shareholders holding securities in demat mode.**

In terms of SEBI master circular dated January 30, 2026, 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 to access e-voting facility.

Login method:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	**A. User already registered for IDeAS facility:** 1. Open https://eservices.nsdl.com. 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". 4. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. **B. User not registered for IDeAS e-Services:** 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select "Register Online for IDeAS" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields. 4. Follow steps given in point A.

	C. By visiting the e-Voting website of NSDL: 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your 16 digit Demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will requested to select the name of the Company and the e-Voting service provider name, i.e. KFintech. 5. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	**A. Existing user who has opted for Easi/Easiest** 1. Click at https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com. 2. Click on New System Myeasi. 3. Login with user ID and Password. 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page. 5. Click on e-voting service provider name to cast your vote. **B. User not registered for Easi/Easiest** 1. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration. 2. Proceed with completing the required fields. 3. Follow steps given in point A. **C. By visiting the e-Voting website of CDSL:** 1. Visit at www.cdslindia.com. 2. Provide Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.

	4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.
Individual Shareholders login through their demat accounts/ website of Depository Participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once 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. 3. Click on options available against the 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 without any further authentication.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000.
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.

B. For Shareholders other than individual shareholders holding securities in demat mode.

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/.

ii. Enter the login credentials (i.e. User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your votes.

iii. After entering the correct details, click on LOGIN.

iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the EVEN i.e. 'D.B. Corp Limited – AGM' and click on submit.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under 'FOR/AGAINST' or alternatively, you may partially enter any number in 'FOR' and partially 'AGAINST' but the total number in 'FOR/AGAINST' taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either 'FOR' or 'AGAINST' it will be treated as 'ABSTAIN' and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on 'submit'.

xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).

xii. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at pcs.buchassociates@gmail.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'DBCL_EVENT No.'

xiii. In case of any queries/grievances, you may refer to the help and Frequently Asked Questions (FAQs) and E-voting user manual available at the 'download' section of https://evoting.kfintech.com or contact to Mr. Anandan, Senior Manager, KFin Technologies Limited at evoting@kfintech.com or call KFin toll free No. 1800 309 4001.

Shareholders whose email IDs are not registered with the Registrar and Share Transfer Agent or with any Depository, the Annual Report, Notice of AGM and e-voting instructions cannot be served and are requested to reach out to their Depository Participant, where their demat account(s) is being held to register their email IDs.

Instructions for e-voting during the AGM:

i. Only those members, who will be present in the AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote. E-voting during the AGM is integrated with the VC / OAVM platform.

ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.

iii. Voting at e-AGM will be available at the end of the AGM and shall be kept open for 15 minutes. Members viewing the AGM, shall click on the 'e-voting' icon placed on the left-hand bottom corner of the video screen. Members will be required to use the credentials, to login on the e-Meeting webpage and click on the 'Thumbs-up' icon against the Company to vote.

Instructions for members for attending the AGM:

i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of e-AGM provided by KFin at https://emeetings.kfintech.com by using their remote e-voting login credentials and by clicking on the tab 'video conference'. The link for e-AGM will be available in members login, where the EVEN and the name of the Company can be selected.

ii. Members are encouraged to join the meeting through devices (Laptops/Desktops with google chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox22), Mobile devices) for seamless experience.

iii. Further, members registered as speakers will be required to allow camera during e-AGM and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.

iv. Members may join the meeting using headphones for better sound clarity.

v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

vi. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL https://emeetings.kfintech.com/ under the "How It Works" tab placed on top of the page.

vii. Members who need technical assistance before or during the e-AGM can contact KFin at emeetings@kfintech.com or Helpline: 1800 309 4001.

In case of any query and/ or help in respect of attending AGM through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/ OAVM' user manual available at the download section of https://evoting.kfintech.com or contact to Mr. Anandan, Senior Manager, KFin Technologies Limited at evoting@kfintech.com or call KFin toll free No. 1800 309 4001 for any further clarifications.

16. **SPEAKER REGISTRATION:**

Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL https://emeetings.kfintech.com and login through the User ID and password. On successful login, click on the tab 'Speaker Registration' during the period starting from August 26, 2026 (9:00 a.m.) (IST) upto August 29, 2026 (5:00 p.m.) (IST). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. Alternatively, members may also write an e-mail to the Company for registering himself/herself as speaker at dbcs@dbcorp.in before 5:00 p.m. on August 29, 2026. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Only questions of the members holding shares as on the cut-off date will be considered.

Post your Question: Members who would like to post their questions prior to the meeting can do the same by visiting the URL https://emeetings.kfintech.com and login through the User ID and password. On successful login, click on the tab 'Post Your Question' option during the period starting from August 26, 2026 (9:00 a.m.) (IST) upto August 29, 2026 (5:00 p.m.) (IST).

17. **SCRUTINIZER'S REPORT AND DECLARATION OF RESULTS:**

Mr. Hitesh D. Buch, Proprietor of M/s. Hitesh Buch & Associates, Practicing Company Secretaries (Membership No. FCS 3145 and CP No. 8195) has been appointed as the Scrutinizer by the Board of Directors to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than two days of the conclusion of the AGM. The voting results declared along with the Scrutinizer's Report shall be submitted to the stock exchanges on which the Company's shares are listed i.e., BSE and NSE and will also be displayed on the Company's website at www.dbcorpltd.com and KFin's website at https://evoting.kfintech.com and will also be displayed on the Notice Board at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of AGM i.e. September 2, 2026.

18. The voting rights of the members shall be in the proportion of the number of equity shares held in the Company as on Cut-off date, i.e. August 26, 2026.

19. For any assistance regarding non-receipt of annual report, dividends or any matters related to shares, the RTA of the Company may be contacted at the following address:

KFin Technologies Limited
(Unit: D.B. Corp Limited)
Selenium Building, Tower-B,
Plot No. 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad - 500 032, Telangana
Toll Free No.: 1800 309 4001
E-mail: einward.ris@kfintech.com

By order of the Board of Directors
For D.B. Corp Limited

Om Prakash Pandey
Company Secretary & Compliance Officer
Membership No.: F7555

Place: Bhopal
Date: July 16, 2026

Registered Office:
Plot No. 280,
Sarkhej Gandhinagar Highway,
Near YMCA Club,
Makarba, Ahmedabad - 380 051, Gujarat
Tel: +079 4908 8809
CIN: L22210GJ1995PLC047208
Email: dbcs@dbcorp.in
Website: www.dbcorpltd.com

Additional Information with respect to Item no. 2:

Details of Director seeking re-appointment at the Annual General Meeting:

In terms of the provisions of Section 152(6) of the Act, Mr. Pawan Agarwal (DIN: 00465092) is liable to retire by rotation and being eligible, has offered himself for re-appointment.

The brief resume and other information/details of Mr. Pawan Agarwal, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) are given in Annexure I to this Notice.

Except Mr. Pawan Agarwal, Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested financially or otherwise in the Resolution set out at item no. 2 of the Notice. The relatives of Mr. Pawan Agarwal, Mr. Sudhir Agarwal and Mr. Girish Agarwal are deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Except, being brother of Mr. Sudhir Agarwal and Mr. Girish Agarwal, Directors of the Company, Mr. Pawan Agarwal is not related to any other Directors or Key Managerial Personnel of the Company.

The Board of Directors recommends the ordinary resolution set out at item no. 2 of the Notice for the approval of the members of the Company.

Explanatory Statement for the proposed resolutions pursuant to Section 102 of the Act and rules made thereunder:

Item no. 3: Ratification of remuneration payable to the Cost Auditor:

Pursuant to Section 148 of the Act read with Rule 14 of the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of cost accounting records of its Radio business by a Cost Accountant in practice and remuneration payable to the Cost Auditor shall be duly recommended by the Audit Committee to the Board of Directors for its consideration and approval. Also, the remuneration payable to the Cost Auditor will be subject to ratification by the members.

The Board, upon the recommendation of the Audit Committee at its meeting held on May 11, 2026 has considered and approved the re-appointment of M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) as the Cost Auditors of the Company to conduct the audit of the cost records in relation to the Radio business for the financial year 2026-27 at a remuneration detailed below:

Name of the Cost Auditor	Financial Year	Audit Fees
M/s. K.G. Goyal & Associates, Cost Accountants	2026-27	₹ 33,000/- per annum plus applicable taxes and reimbursement of out of pocket expenses.

Accordingly, approval of the members is sought for passing an ordinary resolution as set out at item no. 3 of the Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at item no. 3 of the Notice.

The Board of Directors recommends the ordinary resolution set out at item no. 3 of the Notice for the approval of the members of the Company.

Item no. 4: Re-appointment of Mr. Sudhir Agarwal (DIN: 00051407) as Managing Director of the Company for a term of 5 years with effect from January 1, 2027 to December 31, 2031 and remuneration payable to him:

The members of the Company at the 25th Annual General Meeting held on September 30, 2021 had approved the re-appointment of Mr. Sudhir Agarwal as Managing Director of the Company for a term of 5 (five) years, with effect from January 1, 2022 to December 31, 2026. Thereafter, the members of the Company at the 28th Annual General Meeting held on September 3, 2024 had approved and revised the remuneration payable to Mr. Sudhir Agarwal for his remaining term i.e. till December 31, 2026, with effect from October 1, 2024. The current term of Mr. Sudhir Agarwal will complete on December 31, 2026. Accordingly, taking into consideration the rich experience and significant contribution of Mr. Sudhir Agarwal in the overall growth of the Company, the Board is of the view that Mr. Sudhir Agarwal's knowledge, expertise and experience has been and will continue to be of immense benefit and value to the Company and therefore the Board at its meeting held on May 11, 2026, on recommendation of the Nomination and Remuneration Committee and subject to the approval of the members at the ensuing Annual General Meeting has approved the re-appointment of Mr. Sudhir Agarwal as Managing Director of the Company for a term of 5 (five) years with effect from January 1, 2027 to December 31, 2031 at a remuneration as mentioned in the resolution set out at item no. 4 of this Notice.

The Company has received a notice in writing from a member in terms of Section 160 of the Act proposing the candidature of Mr. Sudhir Agarwal for the office of Managing Director of the Company, to be appointed as such under the provisions of Section 196 of the Act.

Mr. Sudhir Agarwal has given his consent in writing to act as Managing Director of the Company and has furnished necessary declaration(s) to the Board of Directors. Further, as per the declarations received by the Company, he is not disqualified to be re-appointed as a Director in terms of Section 164(2) of the Act. He also fulfills the conditions as specified under Section 196 and Part I of Schedule V of the Act.

Pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule V of the Act and Regulations 17 of the SEBI Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the re-appointment of Mr. Sudhir Agarwal and remuneration payable to him is now being placed before the members in the Annual General Meeting for their approval by way of special resolution.

The additional information as required by Schedule V of the Act are given below:

I. GENERAL INFORMATION:

(i) **Nature of Industry:** The Company is engaged in the business of Newspaper printing and publishing, operating FM Radio channels and running Web portals and Mobile Apps (Media Industry).

(ii) **Date or expected date of commencement of commercial production:** The Company is in operation since 1995.

(iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

(iv) **Financial performance based on given indicators - as per Audited Financial Statement for the year ended March 31, 2026:**

Particulars	₹ in million
Total Revenue	24,401.23
Profit after tax	3,316.47
Computation of Net Profit in accordance with Section 198 of the Companies Act, 2013	4,462.95
Net Worth	24,307.25

(v) **Foreign Investments or collaborations, if any:** There are no foreign investments or collaborations by the Company. As on March 31, 2026, 12.74% of the share capital of the Company is held by foreign investors.

II. INFORMATION ABOUT MR. SUDHIR AGARWAL:

(i) **Background details:** Please refer Annexure I of the Notice.

(ii) **Past remuneration paid during the financial year ended March 31, 2026:** ₹ 3,50,00,000/- p.a.

(iii) **Recognition or Awards:** Nil

(iv) **Job Profile and his suitability:** Mr. Sudhir Agarwal is responsible for the long term vision and monitoring the Company performance and devising the overall business strategies. Taking into consideration the rich experience and contribution of Mr. Sudhir Agarwal to the Company, the Board is of the view that Mr. Sudhir Agarwal's knowledge, expertise and experience has been and will continue to be of immense benefit and value to the Company and hence shall be reappointed as Managing Director of the Company for a term of 5 (five) years with effect from January 1, 2027 to December 31, 2031, subject to the approval of the members of the Company.

(v) **Remuneration Proposed:** ₹ 3,67,50,000/- (Rupees Three crore sixty seven lakhs fifty thousand only) per annum with an annual increment upto 10% per annum and perquisites as mentioned in the resolution at item no. 4 of the Notice.

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the job responsibilities and the industry benchmarks, the remuneration proposed to be paid to Mr. Sudhir Agarwal is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

(vii) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any:** Besides the remuneration paid/proposed to be paid to him, Mr. Sudhir Agarwal does not have any other pecuniary relationship with the Company. Except, being brother of Mr. Girish Agarwal and Mr. Pawan Agarwal, Mr. Sudhir Agarwal is not related to any managerial personnel or other directors.

III. OTHER INFORMATION:

(i) **Reasons of loss or inadequate profits:** The Company is a profit-making entity and does not envisage any loss or inadequate profits in any financial year. However, as a matter of abundant precaution, the Company proposes to obtain the approval of the members by way of a special resolution to enable it to pay the managerial remuneration as set out in the resolution, in the event that the Company has no profits or its profits are inadequate in any financial year during his tenure as Managing Director.

(ii) **Steps taken or proposed to be taken for improvement:** The Company is a profit making entity and would continue to earn profits and will take all steps that require to be in profits.

(iii) **Expected increase in productivity and profits in measurable terms:** The Company would continue to pursue and implement its strategies to strengthen its financial performance.

IV. DISCLOSURES:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, stock options, pensions of Directors of the Company, details of fixed components and performance-linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Report on Corporate Governance which is a part of the Annual Report. The Company has not granted any stock option to the Directors of the Company.

Mr. Sudhir Agarwal shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof.

The draft of the Service Agreement to be entered into between Mr. Sudhir Agarwal and the Company will be available electronically for inspection by the members during the AGM. The same will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of the AGM i.e. September 2, 2026. Members seeking to inspect the draft service agreement may send an email to Company's investor email id: dbcs@dbcorp.in.

The brief resume and other information/details of Mr. Sudhir Agarwal, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) are given in Annexure I to this Notice.

Except Mr. Sudhir Agarwal, Mr. Pawan Agarwal and Mr. Girish Agarwal, Directors, none of the other Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested financially or otherwise in the resolution set out at item no. 4 of the Notice. The relatives of Mr. Sudhir Agarwal, Mr. Pawan Agarwal and Mr. Girish Agarwal are deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Except, being brother of Mr. Pawan Agarwal and Mr. Girish Agarwal, Directors of the Company, Mr. Sudhir Agarwal is not related to any other Directors or Key Managerial Personnel of the Company.

The Board of Directors recommends the special resolution set out at item no. 4 of this Notice for the approval of the members of the Company.

By order of the Board of Directors
For D.B. Corp Limited

Om Prakash Pandey
Company Secretary & Compliance Officer
Membership No.: F7555

Place: Bhopal
Date: July 16, 2026

Registered Office:
Plot No. 280,
Sarkhej Gandhinagar Highway,
Near YMCA Club,
Makarba, Ahmedabad - 380 051, Gujarat
Tel: +079 4908 8809
CIN: L22210GJ1995PLC047208
Email: dbcs@dbcorp.in
Website: www.dbcorpltd.com

Annexure I

Information as required under Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings ('SS-2') is given hereunder:

Name of Director	Mr. Sudhir Agarwal	Mr. Pawan Agarwal
DIN	00051407	00465092
Date of Birth/Age	July 20, 1967 (58 years)	July 31, 1974 (51 years)
Date of appointment / first appointment on the Board	December 10, 2005	December 10, 2005
Brief resume/experience/expertise in specific functional areas	Mr. Sudhir Agarwal has been on the Board of the Company since December, 2005. Mr. Sudhir Agarwal has close to 35 years of experience in the printing and publishing of newspaper business. He is responsible for the long-term vision and monitoring the D.B. Corp's ('the Company') performance and devising the overall business strategies. Under his dynamic leadership & clear future vision, the Company has progressed to become largest newspaper group of the country, with pan India presence, in 3 languages and has expanded from 1 state in 1997 to 12 states in 2022, from 4 editions to 61 editions. Mr. Sudhir Agarwal conceived and implemented the innovative door to door contact launch process, which has enabled the Company to achieve status of no.1 from day 1 across its all launch markets on which case studies were done by world repute management institutes like Indian Institute of Management Ahmedabad (IIM A), Indian Institute of Management Bangalore (IIM B) and Harvard Business Review (HBR).	Mr. Pawan Agarwal has been on the Board of the Company since December, 2005. He holds a B.A. degree in Industrial Engineering from Purdue University, USA and has also attended a programme on Leadership's Best Practices at Harvard University. He has approximately 30 years of experience, and heads the production and information technology departments along with the radio and digital business within the Group. He has been awarded by the Prime Minister of India for his contribution to Indian language journalism and also by Enterprise Asia as one of the outstanding entrepreneurs of Asia Pacific, 2010.
Qualification	Bachelor's Degree in Science	Bachelor's Degree in Industrial Engineering, USA
Directorship held in other companies (including partner/designated partnership held in LLPs)	i. Bhaskar Publications & Allied Industries Private Limited ii. Writers and Publishers Private Limited iii. DB Consolidated Private Limited iv. I Media Corp Limited v. Bhaskar Industries Private Limited vi. Soul Full Healthcare Private Limited vii. Bhaskar Savitt Industries Private Limited viii. Ishan Mall LLP ix. SGP Real Infra LLP x. Kusharya Reality LLP xi. Shashwat Homes LLP	i. I Media Corp Limited ii. DB Infomedia Private Limited iii. D B Power Limited iv. DB Power (Madhya Pradesh) Limited v. Bhaskar Industries Private Limited vi. Writers and Publishers Private Limited vii. Decore Thermal Power Private Limited viii. DB Consolidated Private Limited ix. Digital News Publishers Association x. Bhaskar Savitt Industries Private Limited xi. Bajaj Capital Limited xii. SGP Real Infra LLP xiii. Kusharya Reality LLP xiv. Shashwat Homes LLP xv. Ishan Mall LLP
Listed entities from which he/she resigned in the past three years	Nil	Nil

Membership/ Chairmanship of Committees of other public companies	Nil	**Corporate Social Responsibility Committee** • D B Power Limited - Chairperson **Nomination and Remuneration Committee** • D B Power Limited - Chairperson • Bajaj Capital Limited - Member **Audit Committee** • D B Power Limited - Member • Bajaj Capital Limited - Member
Shareholding in the Company including shareholding as a beneficial owner	Own : 66,22,795 equity shares For other persons on a beneficial basis: Nil	Own : 65,23,000 equity shares For other persons on a beneficial basis: Nil
Disclosure of relationships between Directors/Key Managerial Personnel inter-se	Brother of Mr. Pawan Agarwal, Deputy Managing Director and Mr. Girish Agarwal, Non-Executive Director.	Brother of Mr. Sudhir Agarwal, Managing Director and Mr. Girish Agarwal, Non-Executive Director.
Remuneration received from the Company in the FY 2025-26	₹ 3,50,00,000/- paid to Mr. Sudhir Agarwal for the financial year ended March 31, 2026.	₹ 3,00,00,000/- paid to Mr. Pawan Agarwal for the financial year ended March 31, 2026.
Terms and conditions of re-appointment/ appointment along with details of remuneration sought to be paid	Re-appointment as Managing Director for a term of 5 (five) years with effect from January 1, 2027 to December 31, 2031. Further, he will not be liable to retire by rotation. Remuneration payable as detailed in the resolution at item no. 4 of this Notice.	Re-appointment as a Director liable to retire by rotation. He shall be entitled to remuneration as approved by the Members/ Board from time to time.
Number of meetings of the Board attended during the FY 2025-26	4 (out of 4 meetings held)	4 (out of 4 meetings held)

By order of the Board of Directors
For D.B. Corp Limited

Om Prakash Pandey
Company Secretary & Compliance Officer
Membership No.: F7555

Place: Bhopal
Date: July 16, 2026

Registered Office:
Plot No. 280,
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