

August 7, 2025

**The Manager (Listing - CRD)**

**BSE Limited**

Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code:** 533151

**The Manager (Listing Department)**

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

**SYMBOL:** DBCORP

**ISIN:** INE950I01011

**Sub.: Notice of the 29<sup>th</sup> 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, 2025, intimating about the 29<sup>th</sup> Annual General Meeting of the Company to be held on **Tuesday, September 2, 2025 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 29<sup>th</sup> Annual General Meeting of the Company (including e-voting instructions). The same has been sent to the members of the Company today i.e. August 7, 2025 only through electronic mode (e-mail).

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**

**Company Secretary & Compliance Officer**

Membership Number: F7555

Encl.: as above

## D. B. CORP LIMITED

CIN: L22210GJ1995PLC047208

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

Email: dbcs@dbc Corp.in | Website: www.dbcorp Ltd.com | Tel. No.: 079 49088809, 0755 4730000

### Notice of the 29<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the Twenty Ninth (29<sup>th</sup>) Annual General Meeting ("AGM") of the members of D. B. Corp Limited ("the Company") will be held on **Tuesday, September 2, 2025 at 11.30 a.m. (IST)** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS:

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

- the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.

##### 2. To appoint a Director in place of Mr. Girish Agarwal (DIN: 00051375), 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. Girish Agarwal (DIN: 00051375) 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 of the Companies Act, 2013 and other applicable provisions, if any, 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 2025-26, amounting to ₹ 33,000/- (Rupees Thirty three thousand only) per annum plus applicable taxes and 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 appoint M/s. Makarand M. Joshi & Co., Company Secretaries as Secretarial Auditor of the Company.

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 204 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on recommendations of the Audit Committee and the Board of Directors, M/s. Makarand M. Joshi & Co., Company Secretaries (Firm Registration No: P2009MH007000) be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years, commencing from April 1, 2025 to March 31, 2030 at remuneration of ₹ 3,60,000/- (Rupees Three lakhs sixty thousand only) plus applicable taxes and out of pocket expenses for the financial year 2025-26 and for subsequent financial years at such remuneration and on such terms and conditions as may be approved by the Board of Directors (including Committee thereof).

**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."

#### Notes:

- The Ministry of Corporate Affairs ("MCA") vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other relevant circulars ("SEBI Circulars"), has permitted conducting the Annual General Meeting through video conferencing ("VC")

or other audio-visual means ('OAVM') upto September 30, 2025. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the MCA and SEBI Circulars, the 29<sup>th</sup> 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 Plot No. 280, Sarkhej - Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad - 380 051, 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 including information / disclosure pursuant to Regulation 36(5) of the SEBI Listing Regulations for business under item no. 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 Director 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 pursuant to the MCA and SEBI Circulars 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 above mentioned 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 29<sup>th</sup> 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 scanned copy of the Board resolution/ Authorisation letter to the Scrutinizer by e-mail at [pcs.buchassociates@gmail.com](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [dbcs@dbcorg.in](mailto:dbcs@dbcorg.in).
7. Members can join the AGM through VC/OAVM mode 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. ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:

In accordance with the MCA and SEBI Circulars, the Notice of the 29<sup>th</sup> AGM along with the Annual Report 2024-25 is being sent by electronic mode to members whose e-mail id is registered with the Company or the Depository Participants (DPs). Further, as per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where the Annual Report for the financial year 2024-25 is available, being sent physically to those shareholders who have not registered their email address. Physical copy of the Notice of the 29<sup>th</sup> AGM along with Annual Report FY 2024-25 will be sent to those members who request for the same. Members may note that the Notice of the AGM and Annual Report FY 2024-25 will also be available on the Company's website at [www.dbcorppltd.com](http://www.dbcorppltd.com), websites of the Stock Exchanges i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at <https://evoting.kfintech.com/>.

Members are requested to register/update their e-mail addresses with their Depository Participant (in case of shares held in dematerialised form) or with KFin (in case of shares held in physical form).

## 9. 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.

## 10. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission; and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 or Form ISR - 5, as applicable, the formats of which are available on the Company's website at [www.dbcorppltd.com/Communication\\_to\\_Shareholders.php](http://www.dbcorppltd.com/Communication_to_Shareholders.php).

In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form.

## 11. NOMINATION:

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent, KFin. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. The formats of which are available on the Company's website at [www.dbcorpltd.com/Communication\\_to\\_Shareholders.php](http://www.dbcorpltd.com/Communication_to_Shareholders.php). In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.

## 12. UPDATION OF MEMBERS' DETAILS HOLDING SHARES IN PHYSICAL FORM:

SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has specified common and simplified norms for processing investor's service requests. The members holding shares in physical form are mandatorily require to furnish their PAN, KYC i.e. postal address with PIN and mobile number, bank account details and specimen signature etc. along with nomination details with the Company/ Registrar and Share Transfer Agents (RTA) of the Company. Further, the security holders (holding securities in physical form), whose folio(s) do not have PAN or contact details or mobile number or bank account details or specimen signature updated, shall be eligible to lodge any grievance or avail any service only after furnishing PAN, KYC details and nomination. Further, they shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode, upon furnishing all the aforesaid details in entirety.

For the purpose of updation of KYC details against your folio, you are requested to send the details to Company's RTA, KFin Technologies Limited (Unit: D. B. Corp Limited), Selenium Tower-B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana.

- a. Through 'In Person Verification' (IPV) by furnishing the original documents; or
- b. Through post by sending hard copies at above which should be self -attested and dated; or
- c. Through electronic mode, provided that they are sent through e-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the shareholder and in case of joint holders, by first joint holder; or
- d. Through web portal of Company's RTA, KFin Technologies Limited - <https://ris.kfintech.com>.

Members can download Form ISR-1 and Form ISR-2 from the Company's website at [www.dbcorpltd.com/Communication\\_to\\_Shareholders.php](http://www.dbcorpltd.com/Communication_to_Shareholders.php) and on the website of KFin at [www.ris.kfintech.com/clientservices/isc/isrforms.aspx](http://www.ris.kfintech.com/clientservices/isc/isrforms.aspx).

Form ISR-1 duly filled in along with self-attested supporting documents for updation of KYC details. Form ISR-2 duly filled in for banker attestation of signature along with original

cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/ statement.

## 13. 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 2024-25 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](https://www.dbcorpltd.com/IEPF_Related_Matters.php).

Members whose shares and unpaid/unclaimed dividend has been transferred to the IEPF, may claim the shares or apply for refund of the unclaimed amounts as the case may be, to the IEPF Authority by making 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 amounts so transferred by the Company to the IEPF authority.

## 14. SERVICES BY RTA, KFIN TECHNOLOGIES LIMITED:

Members may kindly to 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 circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated Jun 8, 2023, 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](mailto: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 1800-309-4006 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 KFINTECH, 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.

#### **15. 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 of AGM 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, 2025. Members seeking to inspect such documents can send an email to Company's investor email id: [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in).

#### **16. 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 Master Circular no.

SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 **Friday, August 29, 2025 (9.00 a.m. IST)** and ends on **Monday, September 1, 2025 (5.00 p.m. IST)**. During this period, members holding shares either in physical form or in dematerialized form, as on **Tuesday, August 26, 2025** 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 be present at 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 November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

#### **Login method:**

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"><li>1. Open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li><li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li><li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</li><li>4. Click on Company Name or e-Voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.</li></ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"><li>1. To register, open <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile.</li><li>2. Select "Register Online for IDeAS" or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li></ol>
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	<ol style="list-style-type: none"> <li>3. Proceed with completing the required fields.</li> <li>4. Follow steps given in point A.</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section</li> <li>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.</li> <li>4. Post successful authentication, you will be requested to select the name of the Company and the e-Voting service provider name.</li> <li>5. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p><b>A. Existing user who has opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>2. Click on New System Myeasi.</li> <li>3. Login with user ID and Password.</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page.</li> <li>5. Click on e-voting service provider name to cast your vote.</li> </ol> <p><b>B. User not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>2. Proceed with completing the required fields.</li> <li>3. Follow steps given in point A.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>2. Provide Demat Account Number and PAN No.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</li> <li>4. After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>

<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ol>
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**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
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.</p>

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

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number) followed by folio number. In case of Demat Account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting 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](mailto:pcs.buchassociates@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

#### **Instructions for e-voting during the AGM:**

- i. Only those members/shareholders, 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.

- ii. Members who have voted through remote e-voting will still be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iv. 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' sign 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, Mobile devices) with Google Chrome 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](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

#### **Procedure for registration of email and mobile: securities in physical mode**

Shareholders holding shares in physical mode are hereby notified that based on SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, inter alia, on Common and Simplified Norms for processing Investor's Service Requests, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for

the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR-1 form along with the supporting documents.

Form ISR-1 can be obtained at the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

Form ISR-1 and the supporting documents can be provided by any one of the following modes:-

- Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFin Technologies Limited (Unit D. B. Corp Limited)
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India

- Through electronic mode, provided that they are sent through e-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the shareholder and in case of joint holders, by first joint holder; or
- Through web portal of Company's RTA, KFin Technologies Limited - <https://ris.kfintech.com>.

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>.

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 at [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in) or Ms. Shobha Anand, Deputy Vice President, KFin Technologies Limited on Toll Free No.: 1800-309-4001 or send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com) for any further clarifications.

## 17. 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 clicking on the tab 'Speaker Registration' during the period starting from August 28, 2025 (9.00 a.m.) (IST) upto August 30, 2025 (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@dbc Corp.in](mailto:dbcs@dbc Corp.in) before 5.00 p.m. on August 30, 2025. 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.

## 18. 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.dbcorp Ltd.com](http://www.dbcorp Ltd.com) or 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, 2025.

- The voting rights of the members shall be in the proportion of the equity shares held in the Company as on Cut-off date, i.e. August 26, 2025.
- For any assistance regarding share transfers, transmissions, change of address or bank mandates, non-receipt of dividends, duplicate/ missing share certificates and other related matters, 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 - 500032, Telangana  
Toll Free No.: 1800 309 4001  
E-mail: [einward.ris@kfintech.com](mailto: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, 2025

Registered Office:  
Plot No. 280,  
Sarkhej Gandhinagar Highway,  
Near YMCA Club,  
Makarba, Ahmedabad - 380 051, Gujarat  
Tel: +079 4908 8809  
CIN: L22210GJ1995PLC047208  
Email: [dbcs@dbc Corp.in](mailto:dbcs@dbc Corp.in)  
Website: [www.dbcorp Ltd.com](http://www.dbcorp Ltd.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. Girish Agarwal (DIN: 00051375), is liable to retire by rotation and being eligible, has offered himself for re-appointment.

The brief resume and other information/details of Mr. Girish 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. Girish Agarwal, Mr. Sudhir Agarwal and Mr. Pawan 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. Girish Agarwal, Mr. Sudhir Agarwal and Mr. Pawan 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. Pawan Agarwal, Directors of the Company, Mr. Girish 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 8, 2025 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 2025-26 at remuneration detailed below:

Name of the Cost Auditor	Financial Year	Audit Fees
M/s. K. G. Goyal & Associates, Cost Accountants	2025-26	₹ 33,000/- per annum plus applicable taxes and out of pocket expenses

Accordingly, consent 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: Appointment of M/s. Makarand M. Joshi & Co., Company Secretaries as Secretarial Auditor of the Company:

The members are informed that pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, every listed entity is required to carry out the Secretarial Audit for every financial year by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary in practice.

The members are further informed that as per amended Regulation 24A (1) of SEBI Listing Regulations, a listed entity shall appoint or re-appoint:

1. an individual as Secretarial Auditor for not more than one term of five consecutive years; or
2. a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, on the basis of recommendation of the Audit Committee, the Board of Directors, in its meeting held on May 8, 2025, approved and recommended the appointment of M/s. Makarand M. Joshi & Co., Company Secretaries ('MMJC'), Firm Registration No. P2009MH007000, as Secretarial Auditors of the Company to carry out secretarial audit for a term of five (5) consecutive financial years, commencing from April 1, 2025 to March 31, 2030.

MMJC has given their consent for the appointment as Secretarial Auditors and confirmed their eligibility and are not disqualified for the proposed appointment as Secretarial Auditors. They hold a valid certificate of peer review issued by the Institute of Company Secretaries of India.

MMJC is a leading firm of Practicing Company Secretaries with over 25 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits, etc.

The proposed remuneration to be paid to MMJC for secretarial audit for the financial year 2025-26 is ₹ 3,60,000/- (Rupees Three lakh sixty thousand only) plus applicable taxes and out of pocket expenses. Besides the secretarial audit services, the Company may also obtain Secretarial compliance report, Employee stock option scheme compliance certificate and other reports and certificates from MMJC as required and permitted under various statutory/regulatory laws and other permissible non-secretarial audit services, as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors on recommendation of the Audit Committee.

The Board of Directors, on recommendation of the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with MMJC.

Based on the recommendation of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility

of MMJC, the qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and the Company's previous experience based on the evaluation of the quality of audit work done by them in the past as Secretarial Auditors.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at item no. 4 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. 4 of the Notice.

The Board of Directors recommends the ordinary resolution set out at item no. 4 of the 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, 2025

Registered Office:  
Plot No. 280,  
Sarkhej Gandhinagar Highway,  
Near YMCA Club,  
Makarba, Ahmedabad - 380 051, Gujarat  
Tel: +079 4908 8809  
CIN: L22210GJ1995PLC047208  
Email: [dbcs@dbc corp.in](mailto:dbcs@dbc corp.in)  
Website: [www.dbcorp ltd.com](http://www.dbcorp ltd.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. Girish Agarwal
DIN	00051375
Date of Birth/Age	July 10, 1971 (54 years)
Date of appointment / first appointment on the Board	October 27, 1995
Brief resume/experience/expertise in specific functional areas	<p>Mr. Girish Agarwal is a Non-executive Director of the Company and has been on the Board since October 1995. He is also a promoter of the Company. He has approximately 30 years of experience in the publishing business and has been with the organization for same number of years. He provides inputs on strategic aspects of sales and marketing functions of the Company. He is also an active member of Indian Newspaper Society (INS). He holds the distinction of being the youngest Chairman of INS for Madhya Pradesh region. He has also been awarded the Entrepreneur of the Year, for the year 2006 in the Media &amp; Entertainment category by Ernst &amp; Young. Further, he is also the award recipient for "Outstanding Entrepreneur" in APEA (Asia Pacific Entrepreneur awards).</p> <p>Under the guidance of Mr. Agarwal, Dainik Bhaskar Group initiated various innovative marketing strategies and successfully launched campaigns like Zidd Karo Duniya Badlo, Dainik Bhaskar Bihar' Doosra and several other 360 degree initiatives which were lauded at the industry's highest platforms like the Abbys, ICMA and The Economic Times Shark Awards. Mr. Agarwal tailored and led the campaign "Print Media is Growing" with other print stalwarts. He aggressively evangelized the power of the print medium through presentations and roadshows across the country.</p>
Qualification	Commerce Graduate
Directorship held in other companies (including designated partnership held in LLPs)	<ol style="list-style-type: none"> <li>i. Delicious Foods &amp; Beverages Private Limited</li> <li>ii. Bhaskar Publications &amp; Allied Industries Private Limited</li> <li>iii. Writers and Publishers Private Limited</li> <li>iv. DB Power (Madhya Pradesh) Limited</li> <li>v. DB Consolidated Private Limited</li> <li>vi. Decore Thermal Power Private Limited</li> <li>vii. D B Power Limited</li> <li>viii. Bhaskar Industries Private Limited</li> <li>ix. Matriswa Exim Limited</li> <li>x. Dolby Builders Private Limited</li> <li>xi. The Indian Newspaper Society</li> <li>xii. Audit Bureau of Circulation</li> <li>xiii. Bombay Chamber of Commerce and Industry</li> <li>xiv. Ishan Mall LLP</li> <li>xv. SGP Real Infra LLP</li> </ol>
Listed entities from which he/she resigned in the past three years	Nil
Membership/ Chairmanship of Committees of other public companies	<p><b>Project Management Committee</b></p> <ul style="list-style-type: none"> <li>• D B Power Limited – Chairperson</li> <li>• DB Power (Madhya Pradesh) Limited – Chairperson</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>• DB Power (Madhya Pradesh) Limited – Chairperson</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>• DB Power (Madhya Pradesh) Limited – Chairperson</li> </ul> <p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• DB Power (Madhya Pradesh) Limited – Member</li> </ul> <p><b>Technology &amp; Modernization Committee</b></p> <ul style="list-style-type: none"> <li>• The Indian Newspaper Society – Member</li> </ul> <p><b>Industrial Relations &amp; Legal Affairs Committee</b></p> <ul style="list-style-type: none"> <li>• The Indian Newspaper Society – Member</li> </ul>
Shareholding in the Company including shareholding as a beneficial owner	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. Sudhir Agarwal, Managing Director and Mr. Pawan Agarwal, Deputy Managing Director.
Remuneration received from the Company in the FY 2024-25	₹ 4,00,000/- paid to Mr. Girish Agarwal as sitting fees for attending the meetings of the Board for the financial year ended March 31, 2025.
Terms and conditions of re- appointment/ appointment along with details of remuneration sought to be paid	Re-appointment as a Director liable to retire by rotation and eligible for sitting fees for attending the meetings of the Board.
The number of meetings of the Board attended during the FY 2024-25	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, 2025

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Website: [www.dbcorp Ltd.com](http://www.dbcorp Ltd.com)