DB (INTERNATIONAL) STOCK BROKERS LTD.

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

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

18th August, 2018

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Subject: E-Voting Results along with the Scrutinizer's Report

Dear Sir,

Please find enclosed E-Voting Results of the AGM conducted on 17th August, 2018 at 04:00 P.M. at the registered office of the Company duly signed by the company secretary of the Company along with the Scrutinizer's Report duly signed by the D Bansal & Associates, Company Secretaries the scrutinizer of the company.

Kindly take the above on record.

Thanking you,
Yours faithfully,
For DB (International) Stock Brokers Limited

Himanshi Mittal
Compliance Officer
Encl: As Above

Annexure I

Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements Regulation, 2015)
Ref: DB (International) Stock Brokers Limited

Date of AGM/EGM	17th August, 2018
Total number of shareholders on record date	810
No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group: Public:	 5 43
No. of shareholders attended the meeting through Video Conferencing Promoter and Promoter Group: Public:	No Video Conferencing

Agenda-wise disclosure

Item No: 1

To receive, consider and adopt the financial statements of the Company for the Year ended 31.03.2018 including the Audited Balance Sheet as on 31st March, 2018 and the statement of Profit & Loss for the year ended on that date and reports of the Director's and Auditor's thereon.

Resolution required: (Ordinary /Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

DB (International) Stock Brokers Limited New Delhi

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)-[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**10,50,5000**	**10,50,5000**	**100%**	**10,50,5000**	**NIL**	**100%**	**NIL**
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-voting	67,24,795	67,24,795	100%	67,24,795	NIL	100%	NIL
	Postal ballot (if applicable)	763	763	100%	763	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**67,25,558**	**67,25,558**	**100%**	**67,25,558**	**NIL**	**100%**	**NIL**
Total		**1,72,30,558**	**1,72,30,558**	**100%**	**1,72,30,558**	**NIL**	**100%**	NIL

Item No: 2

Re-appointment of Mr. Sachin Rathi , who retires by rotation and being eligible, offered himself for re-appointment.

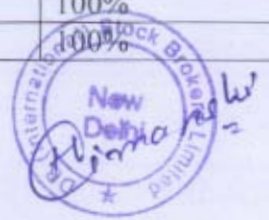
Resolution required:			**Ordinary Resolution**					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of Votes polled (2)**	**% of Votes Polled on outstanding shares (3)-[(2)/(1)]*100**	**No. of Votes _ in favour (4)**	**No. of Votes _ in against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter group	**E-voting**	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
Public-Institutions	**E-voting**	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	**E-voting**	67,24,795	67,24,795	100%	67,24,795	NIL	100%	NIL
	Postal ballot (if applicable)	763	763	100%	763	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL

	Total	67,25,558	67,25,558	100%	67,25,558	NIL	100%	NIL
Total		1,72,30,558	1,72,30,558	100%	1,72,30,558	NIL	100%	NIL

Item No: 3

Reappointment of M/S Chaudhry Vigg James & Company, Chartered Accountant , Auditor of the Company and to fix their remuneration

Resolution required: (Ordinary /Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)-[(2)/(1)]*100	No. of Votes _ in favour (4)	No. of Votes _ in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
Public-Institutions	E-voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non	E-voting	67,24,795	67,24,795	100%	67,24,795	NIL	100%	NIL
	Postal	763	763	100%	763	NIL	100%	NIL

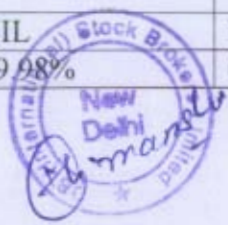


Institutions	**ballot (if applicable)**							
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**67,25,558**	**67,25,558**	**100%**	**67,25,558**	**NIL**	**100%**	**NIL**
Total		**1,72,30,558**	**1,72,30,558**	**100%**	**1,72,30,558**	**NIL**	**100%**	NIL

Item No: 4

Resolution passed for appointment of Mrs Sheetal Periwal as an Executive Vice President.

Resolution required: (Ordinary /Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of Votes polled (2)**	**% of Votes Polled on outstanding shares (3)-[(2)/(1)]*100**	**No. of Votes _ in favour (4)**	**No. of Votes _ in against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter group	**E-voting**	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Institutions	**E-voting**	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-	**E-voting**	67,24,795	67,24,795	100%	6723255	1540	99.98%	0.02%



Non Institutions	**Postal ballot (if applicable)**	763	763	100%	763	NIL	99.98%	0.02%
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**67,25,558**	**67,25,558**	**100%**	**67,24,018**	**1540**	**99.98%**	**0.02%**
Total		**67,25,558**	**67,25,558**	**100%**	**67,24,018**	**1540**	**99.98%**	**0.02%**

Item No: 5

Resolution passed for re-appointment of Mr. Brajesh Sadani as an Independent Director of the Company.

Resolution required: (Ordinary /Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of Votes polled (2)**	**% of Votes Polled on outstanding shares (3)-[(2)/(1)]*100**	**No. of Votes _ in favour (4)**	**No. of Votes _ in against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter group	**E-voting**	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
Public-Institutions	**E-voting**	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal	NIL	NIL	NIL	NIL	NIL	NIL	NIL

	ballot (if applicable)							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	**E-voting**	67,24,795	67,24,795	100%	67,24,795	NIL	100%	NIL
	Postal ballot (if applicable)	763	763	100%	763	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**67,25,558**	**67,25,558**	**100%**	**67,25,558**	**NIL**	**100%**	**NIL**
Total		**1,72,30,558**	**1,72,30,558**	**100%**	**1,72,30,558**	**NIL**	**100%**	NIL

Item No: 6

Resolution passed for re-appointment of Mr. Chandra Mohan Bahety as an Independent Director of the Company.

Resolution required: (Ordinary /Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of Votes polled (2)**	**% of Votes Polled on outstanding shares (3)-[(2)/(1)]*100**	**No. of Votes _ in favour (4)**	**No. of Votes _ in against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter group	**E-voting**	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	10,50,5000	10,50,5000	100%	10,50,5000	NIL	100%	NIL

Public-Institutions	**E-voting**	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	**E-voting**	67,24,795	67,24,795	100%	67,24,795	NIL	100%	NIL
	Poll	763	763	100%	763	NIL	100%	NIL
	Postal ballot (if applicable)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**67,25,558**	**67,25,558**	**100%**	**67,25,558**	**NIL**	**100%**	**NIL**
Total		**1,72,30,558**	**1,72,30,558**	**100%**	**1,72,30,558**	**NIL**	**100%**	NIL

For DB (International) Stock Brokers Limited

Himanshi Mittal
Compliance Officer

D BANSAL & ASSOCIATES
(COMPANY SECRETARIES)

To,
Managing Director
DB (International) Stock Brokers Limited
402, New Delhi House,
27 Barakhamba Road
New Delhi-110001

Subject: Combined Scrutinizers report on E-voting & Voting by ballot conducted at the 26th Annual General meeting of DB (International) Stock Brokers Limited on Friday 17th day of August, 2018.

Dear Sir,

(1) As per the provisions of Section 108 of the companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 26th Annual General Meeting.

(2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 26th Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of Ballot.

(3) I, Deepika Bansal, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic Voting process. I was also appointed as scrutinizer to scrutinize the Voting by means of Ballot at the 26th Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Ballot carried out for the resolutions proposed to be passed at the 26th AGM of the Shareholders of the Company held on Friday, 17th day of August, 2018

(4) M/s Abhipa Capital Limited, the Registrar and Share Transfer Agents of the Company provided all the requisite data of Shareholders eligible for Voting.

(5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined report on the votes cast 'in favour ' or 'against' the resolutions placed before the 26th Annual General Meeting of the Company.

D BANSAL & ASSOCIATES * Company Secretaries * C.P. No. 17506 Delhi

ADDRESS: S-513, FIRST FLOOR, SCHOOL BLOCK, SHAKARPUR, DELHI-110092
Tel.: 011-43043619, Mobile: 9873248758 • E-mail : dbansalandassociates@outlook.com

(6) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on Ballot, I submit the consolidated results of the e-voting and the Ballot as under.

Resolution No. 1: Ordinary Resolution :

Adoption of audited financial statements including consolidated financial statements of the Company for the financial year ended 31st March, 2018 and Reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received.	No. of votes cast	% of votes cast.	No.of Ballots /Response received.	No. of votes cast .	% of votes cast.	No.of Ballot/ Response.	No. of shares / Votes
E-voting	1,72,29,795	1,72,29,795	100	NIL	NIL	NIL	NIL	NIL
Ballot	763	763	100	NIL	NIL	NIL	NIL	NIL
Combined	1,72,30,558	1,72,30,558	100	NIL	NIL	NIL	NIL	NIL

Resolution No. 2: Ordinary Resolution

Re- appointment of a Director Mr Sachin Rathi (holding DIN: 01013130) who retires from office by rotation, and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received.	No. of votes cast	% of votes cast.	No.of Ballots /Response received.	No. of votes cast .	% of votes cast.	No.of Ballot/ Response.	No. of shares / Votes
E-voting	1,72,29,795	1,72,29,795	100	NIL	NIL	NIL	NIL	NIL
Ballot	763	763	100	NIL	NIL	NIL	NIL	NIL
Combined	1,72,30,558	1,72,30,558	100	NIL	NIL	NIL	NIL	NIL

D. BANSAL & ASSOCIATES * Company Secretaries * C.P. No. 17506 Delhi

Resolution 3 Ordinary Resolution

Re- appointment of the Auditors of the Company M/S Chaudhry Vigg James & Co and to fix their remuneration

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received.	No. of votes cast	% of votes cast.	No.of Ballots /Response received.	No. of votes cast .	% of votes cast.	No.of Ballot/ Response.	No. of shares / Votes
E-voting	1,72,29,795	1,72,29,795	100	NIL	NIL	NIL	NIL	NIL
Ballot	763	763	100	NIL	NIL	NIL	NIL	NIL
Combined	1,72,30,558	1,72,30,558	100	NIL	NIL	NIL	NIL	NIL

Resolution 4 Special resolution

Appointment of Mrs. Sheetal Periwal as an Executive Vice President of the Company on a salary of upto Rs. 24,00,000(Rupees Twenty Four Lacs only).

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received.	No. of votes cast	% of votes cast.	No.of Ballots /Response received.	No. of votes cast .	% of votes cast.	No.of Ballot/ Response.	No. of shares / Votes
E-voting	67,23,255	67,23,255	99.98%	1540	1540	0.02%	NIL	NIL
Ballot	763	763	100	0	0	0	NIL	NIL
Combined	67,24,018	67,24,018	100	1540	0	0	NIL	NIL

Resolution 5 Special Resolution

Re-appointment of Mr Chandra Mohan Bahety, DIN: 01013741 as an Independent Director of the Company with effect from April 1, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received.	No. of votes cast	% of votes cast.	No.of Ballots /Response received.	No. of votes cast .	% of votes cast.	No.of Ballot/ Response.	No. of shares / Votes
E-voting	1,72,29,795	1,72,29,795	100	NIL	NIL	NIL	NIL	NIL
Ballot	763	763	100	NIL	NIL	NIL	NIL	NIL
Combined	1,72,30,558	1,72,30,558	100	NIL	NIL	NIL	NIL	NIL

Resolution 6 Special Resolution

Re-appointment of Mr Brajesh Sadani, DIN: 00072425 as an Independent Director of the Company with effect from April 1, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/Response received.	No. of votes cast	% of votes cast.	No.of Ballots /Response received.	No. of votes cast.	% of votes cast.	No.of Ballot/ Response.	No. of shares / Votes
E-voting	1,72,29,795	10570638	100	NIL	NIL	NIL	NIL	NIL
Ballot	763	763	100	NIL	NIL	NIL	NIL	NIL
Combined	1,72,30,558	1,72,30,558	100	NIL	NIL	NIL	NIL	NIL

Thanking you,

Yours Sincerely,

Deepika Bansal
Company Secretary in Practice
Membership No: 47810
C. P. No.: 17506

Place: New Delhi
Date: 18th August, 2018

D BANSAL & ASSOCIATES
(COMPANY SECRETARIES)

FORM NO.: MGT – 13
REPORT OF SCRUTINIZER
[Pursuant to section 109 of Companies Act 2013 and Rule 21(2) of the companies (Management and Administration) rules, 2014]

To,
The Chairman,
DB (International) Stock Brokers Limited
756, Sector- 23A,
Gurgaon - Haryana-122017

26th Annual General Meeting of the Equity shareholders of **DB (International) Stock Brokers Limited**held on Friday 17th August, 2018 at the registered office of the Company at 756, Sector-23A, Gurgaon, Haryana-122017.

Dear Sir,

I, CSDeepikaBansal, Practicing Company Secretary having office at S-513, First Floor, School Block, Shakarpur, Delhi -110092 have been appointed by the Board of Directors of DB (International) Stock Brokers Limited as a scrutinizers for the purpose of Scrutinizing the poll taken on the below mentioned resolution(s) on poll carried out as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice of the AGM of the shareholders of the Company held on Friday August 17, 2018 at 756, Sector-23A,Gurgaon , Haryana- 122017 at the registered office of the Company to submit our report as under :-

1. After the time fixed for closing of the poll by the Chairman, one (1) Ballot box kept for polling was locked in my presence with due identification marks placed by us.

2. The locked and sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. None of the poll papers were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Result of the poll is as under:-

Item No. 1

D. BANSAL & ASSOCIATES C.P. No. 17506 Delhi Company Secretaries

ADDRESS: S-513, FIRST FLOOR, SCHOOL BLOCK, SHAKARPUR, DELHI-110092
Tel.: 011-43043619, Mobile: 9873248758 • E-mail : dbansalandassociates@outlook.com

Adoption of audited financial statements including consolidated financial statements of the Company for the financial year ended 31st March, 2018and Reports of the Board of Directors and Auditors thereon.

Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	763	100%

(ii) Voted against the resolution(out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members (in person or by proxy)whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Item No. 2

Re- appointment of a Director Mr. Sachin Rathi (holding DIN: 01013130) who retires from office by rotation, and being eligible, offers himself for re-appointment.

D. BANSAL & ASSOCIATES * Company Secretaries * C.P. No. 17506 Delhi

D. BANSAL & ASS * Compan C.P. No. 17 Delh

Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	763	100%

(ii) Voted against the resolution(out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members (in person or by proxy)whose votes	Number of votes cast by them
NIL	NIL

Item No. 3

Re- appointment of the Statutory Auditors of the Company M/S Chaudhry Vigg James & Co. and to fix their remuneration.

Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	763	100%

D. BANSAL & ASSOCIATES ★ Company Secretaries ★ C.P. No. 17506 Delhi

(ii) Voted against the resolution(out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Item No. 4

Appointment of Mrs. Sheetal Periwal as an Executive Vice President of the Company on a salary of upto Rs. 24,00,000(Rupees Twenty Four Lacs only).

Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	763	100%

(ii) Voted against the resolution(out of valid votes cast):

D. BANSAL & ASSOCIATES * Company Secretaries * C.P. No. 17506 Delhi

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Number of members (in person or by proxy)whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Item No. 5

Re-appointment ofMr. Chandra Mohan Bahety, DIN: 01013741as an Independent Director of the Company with effect from April 1,2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	763	100%

(ii) Voted against the resolution(out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

D. BANSAL & ASSOCIATES * Company Secretaries * C.P. No. 17506 Delhi

(iii) Invalid Votes:

Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

Item No. 6

Re-appointment of Mr.BrajeshSadani, DIN: 00072425 as an Independent Director of the Company with effect from April 1,2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation

Detail of votes cast:

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	763	100%

(ii) Voted against the resolution(out of valid votes cast):

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

D. BANSAL & ASSOCIATES ★ Company Secretaries ★ C.P. No. 17506 Delhi

(iii) Invalid Votes:

Number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

Thanking you,

Yours Faithfully,

DeepikaBansal
(Practicing Company Secretary)
Membership No: 47810
C.P No:17506
Place: New Delhi
Date: 18th August, 2018

D BANSAL & ASSOCIATES
(COMPANY SECRETARIES)

Scrutinizer's Report

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman of Annual General Meeting of the members of **DB (International) Stock Brokers Limited ("The Company")** to be held on Friday the **17th day of August, 2018 at 04:00 P.M. at 756, Sector-23A, Gurgaon- Haryana- 122017 at the Registered office of the Company.**

Dear Sir,

I, CS Deepika Bansal, Practicing Company Secretary having office at S-513, First Floor, School Block, Shakarpur, Delhi -110092, have been appointed by the Board of Directors of **DB (International) Stock Brokers Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the e-voting pattern carried out as per the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice of the Annual General Meeting (AGM) of the members of the Company dated **26th May, 2018,** to be held on Friday, the 17th August, 2018 at 04:00 P.M. at the Registered office of the Company, at 756, Sector 23A, Gurgaon, Haryana-122017.

1. The management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to voting through electronic means on the resolutions contained in the Notice of the **Annual General Meeting (AGM)** of the members of the Company dated 26th May, 2018. My responsibility as the Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast on the resolutions as set out in the notice to the AGM, based on the reports generated from the e-voting platform provided by **Central Depository Services (India) Limited**, the authorized agency to provide e-voting facilities, engaged by the Company.

2. Further to the above, I submit my report as under:-

   i. The e-voting period remained open from Tuesday, the 14th August, 2018 at 9:00 a.m. till Thursday, the 16th August 2018 at 5:00 p.m.

   ii. The members of the Company as on the "cut-off' date i.e. **10th August, 2018** were entitled to vote on the resolutions (Items no. 1 to 6 as set out in the notice of the AGM of the Company dated 26th May, 2018).

   iii. The votes cast were unblocked on **18th August, 2018** in the presence of two witnesses, **Ms. Pragya Singh r/o D-9 Acharya Nikatan Mayur Vihar Phase -I and Ms. Charul Chandna r/o 9/15 South Patel Nagar – 110008 Near Radha Krishan Mandir** who are not in the employment of the

ADDRESS: S-513, FIRST FLOOR, SCHOOL BLOCK, SHAKARPUR, DELHI-110092
Tel.: 011-43043619, Mobile: 9873248758 • E-mail : dbansalandassociates@outlook.com

Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness 1: Ms. Pragya Singh

Witness 2: Ms. Charul Chandna

iv. The total paid-up equity share capital of the Company as on **10th August, 2018** were Rs. **7,00,00,000/- divided into 3,50,00,000 equity shares of Rs.2/- each**

v. Thereafter, the details containing *inter-alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions contained in the notice of the AGM dated **26th May, 2018** that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e. www.evotingindia.co.in and based on such reports generated, the result of the e-voting is as under:

Item No. 1

Adoption of audited financial statements including consolidated financial statements of the Company for the financial year ended 31st March, 2018 and Reports of the Board of Directors and Auditors thereon.

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
22	1,72,29,795	22	1,72,29,795	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	1,72,29,795	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 2

Re- appointment of a Director Mr Sachin Rathi (holding DIN: 01013130) who retires from office by rotation, and being eligible, offers himself for re-appointment.

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
22	1,72,29,795	22	1,72,29,795	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	1,72,29,795	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 3

Re- appointment of the Auditors of the Company M/S Chaudhry Vigg james & Co and to fix their remuneration.

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
22	1,72,29,795	22	1,72,29,795	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	1,72,29,795	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

D. BANSAL & ASSOCIATES
C.P.No. 17506
Delhi
Company Secretaries

Item No. 4

Appointment of Mrs. Sheetal Periwal as an Executive Vice President of the Company on a salary of upto Rs. 24,00,000(Rupees Twenty Four Lacs only).

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
17	67,24,795	17	67,24,795	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	67,23,255	99.98%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1540	0.02%

Item No. 5

Re-appointment of Mr Chandra Mohan Bahety, DIN: 01013741 as an Independent Director of the Company with effect from April 1,2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
22	1,72,29,795	22	1,72,29,795	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	1,72,29,795	100%

(ii) Voted against the resolution (out of valid votes cast):

D. BANSAL & ASSOCIATES * Company Secretaries * C.P. No. 17506 Delhi

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	Not Applicable

Item No. 6

Re-appointment of Mr Brajesh Sadani, DIN: 00072425 as an Independent Director of the Company with effect from April 1, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
22	1,72,29,795	22	1,72,29,795	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
22	1,72,29,795	100%

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NA

Thanking you,

Yours Sincerely,

Deepika Bansal
Company Secretary in Practice
Membership No: 47810
C. P. No.: 17506

Place: New Delhi
Date: 18th August, 2018