

Scrutinizer's Report

(Combined Report for remote e-voting and e-voting at the AGM)

To,

The Chairman of the Twenty-Sixth (26th) Annual General Meeting of the members of D.B. Corp Limited ("the Company")

Dear Sir,

Sub: Combined report on remote e-voting and e-voting conducted at the 26th Annual General Meeting of the Company held on Tuesday, September 20, 2022 at 11:30 a.m. (IST)

1. Appointment as Scrutinizer:

The undersigned have been appointed as Scrutinizer for the remote e-voting and e-voting at the 26th Annual General Meeting (**AGM**) of the members of the Company scheduled on Tuesday, September 20, 2022 at 11:30 a.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"). Our responsibility as Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and to submit our report on the basis of the electronic data generated from the e-voting system.

2. Convening and holding of AGM:

2.1 The AGM was convened through VC/OAVM in compliance with General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022 ("**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("**SEBI Circulars**"), without the physical presence of Members at a common venue.

2.2 The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to convening and holding the meeting and voting at AGM on the resolutions contained in the Notice of the AGM dated 28th July 2022.

3. Cut-off Date:

The voting rights were reckoned as on Tuesday, September 13, 2022 being the cut-off date for the purpose of deciding the entitlements of members to vote through remote e-voting and e-voting at the AGM.

4. Voting Process:

4.1 The Company appointed KFin Technologies Limited for providing remote e-voting and e-voting facility at the AGM.

4.2 The remote e-voting period commenced at 9:00 a.m. (09:00 hours) on Thursday, September 15, 2022 and ended at 5:00 p.m. (17:00 hours) on Monday, September 19, 2022. The e-voting facility at the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM was kept open for 15 (fifteen) minutes after the conclusion of the AGM.

5. Counting of Votes:

5.1 The votes cast through remote e-voting were unblocked at 6.18 p.m. on 19th September, 2022

5.2 The votes cast through e-voting at the AGM were unblocked by the undersigned at 12.40 p.m. on 20th September, 2022.

5.3 The abstained votes are not considered in the voting results furnished hereinafter.

6. Voting Results:

We are submitting combined/consolidated report on the voting by shareholders through remote e-voting and e-voting at the AGM in respect of each of the resolution hereunder:

Item No. of the Notice, type of Resolution and subject matter	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained Votes
		Number	%	Number	%	
Item No. 1 <u>Ordinary Resolution:</u> Adoption of Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2022 and Reports of Directors and Auditors thereon.	Remote e-voting	155021674	99.9733	334	0.0002	304793
	E-voting at the AGM	41020	0.0265	3	0	
Total		155062694	99.9998	337	0.0002	304793
Item No. 2 <u>Ordinary Resolution:</u> To declare final dividend of Rs. 3/- per Equity Share of the face value of Rs. 10/- each for the Financial Year ended March 31, 2022.	Remote e-voting	155324677	99.9722	2124	0.0014	0
	E-voting at the AGM	41020	0.0264	3	0	
Total		155365697	99.9986	2127	0.0014	0

Item No. 3 <u>Ordinary Resolution:</u> To appoint a Director in place of Mr. Pawan Agarwal (DIN: 00465092), who retires in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.	Remote e-voting	152256474	97.9975	3070273	1.9761	54
	E-voting at the AGM	41020	0.0264	3	0	
Total		152297494	98.0239	3070276	1.9761	54
Item No. 4 <u>Ordinary Resolution:</u> To re-appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants and M/s. Gupta Mittal & Co., Chartered Accountants as the Joint Statutory Auditors of the Company	Remote e-voting	155323168	99.9713	3604	0.0023	29
	E-voting at the AGM	41020	0.0264	3	0	
Total		155364188	99.9977	3607	0.0023	29
Item No. 5 <u>Ordinary Resolution:</u> To ratify the remuneration payable to the Cost Auditor.	Remote e-voting	155324230	99.9720	2551	0.0016	20
	E-voting at the AGM	41020	0.0264	3	0	
Total		155365250	99.9984	2554	0.0016	20
Item No. 6 <u>Special Resolution:</u> To re-appoint Mr. Pawan Agarwal (DIN: 00465092) as the Deputy Managing Director of the Company	Remote e-voting	152274060	98.0094	3051692	1.9642	1049
	E-voting at the AGM	41020	0.0264	3	0	
Total		152315080	98.0358	3051695	1.9642	1049
Item No. 7 <u>Special Resolution:</u> To appoint Ms. Paulomi Dhawan (DIN: 01574580) as an Independent Director of the Company	Remote e-voting	155303046	99.9583	23726	0.0153	29
	E-voting at the AGM	41020	0.0264	3	0	
Total		155344066	99.9847	23729	0.0153	29

The electronic record/ data has been sent to the Company Secretary of the Company for her record.

Regards,

CS Hitesh Buch
CP No. 8195; FCS 3145
Proprietor
For Hitesh Buch & Associates
Company Secretaries
UDIN: F003145D001009777

Ahmedabad, September 21, 2022

Submitted to the Chairman
through
CS Anita Gokhale,
Company Secretary