



# DB Corp Ltd

May 29, 2019

To  
The Manager  
(Listing – CRD)  
BSE Limited  
Dalal Street,  
Mumbai - 400 001.  
(Fax: 022-22722037/38/39/41)

The Manager  
(Listing Department)  
The National Stock Exchange of India Limited  
Bandra (East),  
Mumbai - 400 051.  
(Fax: 022-26598237/38/022-26598347/48)

**Sub.: Annual Secretarial Compliance Report as per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: BSE – Scrip Code: 533151 – SYMBOL: DBCORP**  
**NSE – SYMBOL: DBCORP – Series: EQ**

Dear Sir/s,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Annual Secretarial Compliance Report for the financial year ended on 31.03.2019 submitted by M/s. Makarand M. Joshi & Co., Company Secretaries.

We request you to kindly take the same on record.

Thanking you.

Yours truly,  
For **D. B. Corp Limited**



Anita Gokhale  
Company Secretary & Compliance Officer  
Membership Number: F4836



Encl.: As above

# MAKARAND M. JOSHI & CO.

## Company Secretaries

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Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (T) 022-21678100

To,  
The Members,  
**D.B. Corp Limited**  
Plot No. 280, Sarkhej Gandhinagar Highway,  
Nr. YMCA Club, Makarba, Ahmedabad - 380 051

### **Secretarial Compliance Report of D. B. Corp Ltd. for the year ended 31 March, 2019**

We, M/s Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by D.B. Corp Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018; **(Not Applicable to the Company during the Audit Period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11<sup>th</sup> September, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Lapses in compliance of code of conduct of Insider Trading Regulations.	One instance of contra trade and one instance of trading of securities during trading window closure period under Insider Trading Regulations.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

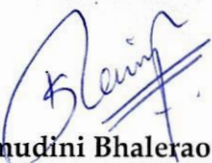
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For Makarand M. Joshi & Co.  
Practicing Company Secretaries

  
Kumudini Bhalerao  
Partner

FCS No. 6667  
CP No. 6690  
Place: Mumbai  
Date: 15 May, 2019

