



DB Corp Ltd

28th May, 2022

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

The Manager (Listing Department)
The 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.: Annual Secretarial Compliance Report of D. B. Corp Limited ("the Company") for the financial year ended on 31st March, 2022

Ref.: Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir / Madam,

Pursuant to the aforesaid SEBI Listing Regulations, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2022 issued by M/s. Makarand M. Joshi & Co., Company Secretaries, the Secretarial Auditor of the Company.

We request you to take the same on record.

Thanking you.

Yours truly,

For D. B. Corp Limited



Anita Gokhale
Company Secretary
Membership Number: F4836



Encl: a/a

Registered Office :

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

Corporate Office :

501, 5th Floor, Naman Corporate Link,
Opp. Dena Bank, C-31, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051, Maharashtra

D. B. Corp Limited

CIN: L22210GJ1995PLC047208

Website: www.dbcorp.ltd.com

Email: dbcs@dbcorp.in

Tel.: +91 22 7157 7000 Fax: +91 22 7157 7093

MAKARAND M. JOSHI & CO.

Company Secretaries

803-804, 8th Floor, Ecstasy, City of Joy, JSD Road, Mulund West, Mumbai 400080 (T) 022-21678100

Secretarial Compliance Report of D.B Corp Limited for the financial year ended March 31, 2022

To
The Board of Directors,
D. B. Corp Limited
Plot No. 280, Sarkhej-Gandhinagar Highway,
Nr. YMCA Club, Makarba, Ahmedabad - 380051

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 on March 31, 2022 ('Review Period') in respect of compliance with the provisions of:
 - (i) The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "**Listing Regulations**");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the Listed entity during the Review Period**)
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Listed entity during the Review Period)**
- e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Listed entity during the Review Period)**
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as “**PIT Regulations**”);
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not applicable to the Listed entity during the Review Period)**

and circulars/ guidelines issued thereunder and SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries 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	Remarks of the Practicing Company Secretary
Regulation 17(2) and Regulation 18(2)(a) of Listing Regulations i.e. The Board and Audit Committee shall meet with a maximum time gap of one hundred and twenty days between any two meetings.	The gap between two Board and Audit Committee Meeting is more than 120 days.	There is a gap of 139 days in case of Board and Audit Committee meeting in one instance each. However, MCA had granted extension of time gap beyond 120 days vide its general circular no.

		08/2021 dt. May 03, 2021 based on which the Company held the board and audit committee meetings with a gap of more than 120 days.
Regulation 9 of PIT Regulations w.r.t. code of conduct to regulate, monitor and report trading by their designated persons and immediate relative of designated persons towards achieving compliance with these regulations.	Violation of Regulation 9 of PIT Regulation in some cases.	The Intimation of violation to stock exchange was not made promptly in some cases.

(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 <i>E.g. fines, warning letter, debarment, etc.</i>	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
1.	Regulation 30 of Listing Regulations	There has been delay by one day for disclosure under regulation 30 for receipt of the NCLT	The Management submitted disclosure about all the happenings to the Stock Exchanges	-

		Order on February 9, 2021 for the matter of initiation of CIRP by Operational Creditor namely M/s. CHD Developers Limited	under Regulation 30 of the Listing Regulations on February 11, 2021 (by delay of one day) in order to inform a complete, comprehensive and holistic picture of the happenings, including about the settlement reached and ultimate withdrawal of the CIRP application.
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**For Makarand M. Joshi & Co
Company Secretaries**

KUMUDINI DINESH BHALERAO
Digitally signed by
KUMUDINI DINESH
BHALERAO
Date: 2022.05.27
20:23:26 +05'30'

**Kumudini Bhalerao
Partner**

FCS No: 6667

CP No. 6690

Peer Review No: 640/2019

UDIN: F006667D000413216

Place: Mumbai

Date: May 27, 2022