

## ANNEX I

**Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis**

1. Name of Listed Entity: **D.B. Corp Limited**
2. Quarter ending: **September 30, 2019**

| I. Composition of Board of Directors |                       |                       |                                                                           |                             |                        |                   |                  |               |                                                                                                         |                                                                                                                                |                                                                                                                                        |                                                                                                                                                                |
|--------------------------------------|-----------------------|-----------------------|---------------------------------------------------------------------------|-----------------------------|------------------------|-------------------|------------------|---------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title (Mr. / Ms.)                    | Name of the Director  | PAN\$ & DIN           | Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) & | Initial Date of Appointment | Date of Re-Appointment | Date of Cessation | Tenure*          | Date of Birth | No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations ) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.                                  | Sudhir Agarwal        | ADBPA7951N / 00051407 | Executive                                                                 | 10/12/2005                  |                        | N. A.             | N.A.             | 20/07/1967    | 1                                                                                                       | N.A.                                                                                                                           | Stakeholder Committee-1                                                                                                                | NIL                                                                                                                                                            |
| Mr.                                  | Pawan Agarwal         | ADBPA7945A / 00465092 | Executive                                                                 | 10/12/2005                  |                        | N. A.             | N.A.             | 31/07/1974    | 1                                                                                                       | N.A.                                                                                                                           | Stakeholder Committee-1                                                                                                                | NIL                                                                                                                                                            |
| Mr.                                  | Girish Agarwal        | ABTPA2188D / 00051375 | Non-Executive                                                             | 27/10/1995                  |                        | N. A.             | N.A.             | 10/07/1971    | 1                                                                                                       | N.A.                                                                                                                           | Audit Committee-1                                                                                                                      | Stakeholder Committee-1<br>Audit Sub Committee-2                                                                                                               |
| Mr.                                  | Piyush Pandey         | ACLPP0538R / 00114673 | Independent                                                               | 01/04/2014                  | 01/01/2019             | N.A.              | 5 Years 6 Months | 05/09/1955    | 2                                                                                                       | 2                                                                                                                              | Audit Committee-1<br>Stakeholder Committee - 1                                                                                         | NIL                                                                                                                                                            |
| Mr.                                  | Harish Bijoor         | AADPH2976H / 01640485 | Independent                                                               | 01/04/2014                  | 01/01/2019             | N.A.              | 5 Years 6 Months | 03/06/1961    | 1                                                                                                       | 1                                                                                                                              | NIL                                                                                                                                    | NIL                                                                                                                                                            |
| Mr.                                  | Ashwani Kumar Singhal | AAUPK3426E / 01973769 | Independent                                                               | 01/04/2014                  | 01/01/2019             | N.A.              | 5 Years 6 Months | 31/10/1961    | 1                                                                                                       | 1                                                                                                                              | Audit Committee-2                                                                                                                      | Audit Committee-1                                                                                                                                              |
| Ms.                                  | Anupriya Acharya      | AARPA1186C / 00355782 | Independent                                                               | 22/06/2016                  | N.A.                   | N.A.              | 3 Years 3 Months | 01/11/1969    | 1                                                                                                       | 1                                                                                                                              | Audit Committee - 1                                                                                                                    | NIL                                                                                                                                                            |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Whether Regular chairperson appointed: No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p>Whether Chairperson is related to managing director or CEO: The Company does not have regular chairperson.</p> <p>In terms of Article 37 of the AoA of the Company, the Chairman of the Board of the Company shall be Mr. Ramesh Chandra Agarwal and in his absence, Mr. Sudhir Agarwal or Mr. Girish Agarwal or Mr. Pawan Agarwal.</p> <p>In the event Mr. R. C. Agarwal, Mr. Sudhir Agarwal, Mr. Girish Agarwal or Mr. Pawan Agarwal are not available for a Board Meeting, then such Director as appointed by the Board from amongst the Directors present at such Board Meeting shall be the Chairman of such Board Meeting.</p> <p>According to the abovesaid Article 37 of the AoA of the Company, at every Board Meeting, Mr. Sudhir Agarwal or Mr. Girish Agarwal or Mr. Pawan Agarwal, whoever is present, is elected as the Chairman of the Meeting.</p> |
| <p><i>§PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i></p> <p><i>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</i></p>                                                                                                                                                                                                                                                                                                                                                 |

| <b>II. Composition of Committees</b>        |                                       |                           |                                                                        |                     |                   |
|---------------------------------------------|---------------------------------------|---------------------------|------------------------------------------------------------------------|---------------------|-------------------|
| <i>Name of Committee</i>                    | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/ independent/ Nominee) § | Date of Appointment | Date of Cessation |
| 1. Audit Committee                          | Yes                                   | Mr. Ashwani Kumar Singhal | Independent - Chairperson                                              | 28/11/2007          | N.A.              |
|                                             |                                       | Mr. Piyush Pandey         | Independent                                                            | 28/11/2007          |                   |
|                                             |                                       | Ms. Anupriya Acharya      | Independent                                                            | 31/10/2017          |                   |
|                                             |                                       | Mr. Girish Agarwal        | Non-executive                                                          | 25/10/2007          |                   |
| 2. Nomination & Remuneration Committee      | Yes                                   | Ms. Anupriya Acharya      | Independent – Chairperson                                              | 20/10/2016          | N.A.              |
|                                             |                                       | Mr. Ashwani Kumar Singhal | Independent                                                            | 12/05/2014          |                   |
|                                             |                                       | Mr. Girish Agarwal        | Non-executive                                                          | 28/11/2007          |                   |
| 3. Risk Management Committee(if applicable) | Yes                                   | Mr. Girish Agarwal        | Non-executive - Chairperson                                            | 23/01/2019          | N.A.              |
|                                             |                                       | Mr. Pawan Agarwal         | Executive                                                              | 23/01/2019          |                   |
|                                             |                                       | Mr. Lalit Kumar Jain      | Member                                                                 | 23/01/2019          |                   |
| 4. Stakeholders Relationship Committee'     | Yes                                   | Mr. Girish Agarwal        | Non-executive - Chairperson                                            | 15/11/2006          | N.A.              |
|                                             |                                       | Mr. Sudhir Agarwal        | Executive                                                              | 15/11/2006          |                   |
|                                             |                                       | Mr. Pawan Agarwal         | Executive                                                              | 15/11/2006          |                   |
|                                             |                                       | Mr. Piyush Pandey         | Independent                                                            | 23/01/2019          |                   |

|                                                                                                                                                                                                                                                                                                                                              |                                                            |                                           |                                                 |                                                                    |                                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|-------------------------------------------|-------------------------------------------------|--------------------------------------------------------------------|----------------------------------------------------------------------------|
| <i>&amp;Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</i>                                                                                                                                                         |                                                            |                                           |                                                 |                                                                    |                                                                            |
| <b>III. Meeting of Board of Directors</b>                                                                                                                                                                                                                                                                                                    |                                                            |                                           |                                                 |                                                                    |                                                                            |
| <i>Date(s) of Meeting (if any) in the previous quarter</i>                                                                                                                                                                                                                                                                                   | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Whether requirement of Quorum met*</i> | <i>Number of Directors present*</i>             | <i>Number of independent directors present*</i>                    | <i>Maximum gap between any two consecutive (in number of days)</i>         |
| May 16, 2019                                                                                                                                                                                                                                                                                                                                 | July 18, 2019                                              | Yes                                       | All the 7 directors were present.               | 4                                                                  | 62 days                                                                    |
| <i>* to be filled in only for the current quarter meetings</i>                                                                                                                                                                                                                                                                               |                                                            |                                           |                                                 |                                                                    |                                                                            |
| <b>IV. Meetings of Committees (Audit Committee)</b>                                                                                                                                                                                                                                                                                          |                                                            |                                           |                                                 |                                                                    |                                                                            |
| <i>Date(s) of meeting of the committee in the relevant quarter</i>                                                                                                                                                                                                                                                                           | <i>Whether requirement of Quorum met (details)*</i>        | <i>Number of Directors present*</i>       | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| July 18, 2019                                                                                                                                                                                                                                                                                                                                | Yes                                                        | All the 4 directors were present          | 3                                               | May 16, 2019                                                       | 62 days                                                                    |
| <i>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional</i>                                                                                                                                                                                                 |                                                            |                                           |                                                 |                                                                    |                                                                            |
| <i>**to be filled in only for the current quarter meetings</i>                                                                                                                                                                                                                                                                               |                                                            |                                           |                                                 |                                                                    |                                                                            |
| <b>V. Related Party Transactions</b>                                                                                                                                                                                                                                                                                                         |                                                            |                                           |                                                 |                                                                    |                                                                            |
| <b>Subject</b>                                                                                                                                                                                                                                                                                                                               |                                                            |                                           | <b>Compliance status (Yes/No/NA)</b>            |                                                                    |                                                                            |
|                                                                                                                                                                                                                                                                                                                                              |                                                            |                                           | <i>refer note below</i>                         |                                                                    |                                                                            |
| Whether prior approval of audit committee obtained                                                                                                                                                                                                                                                                                           |                                                            |                                           | Yes                                             |                                                                    |                                                                            |
| Whether shareholder approval obtained for material RPT                                                                                                                                                                                                                                                                                       |                                                            |                                           | N.A.                                            |                                                                    |                                                                            |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee                                                                                                                                                                                                                                   |                                                            |                                           | Yes                                             |                                                                    |                                                                            |
| <b>Note:</b>                                                                                                                                                                                                                                                                                                                                 |                                                            |                                           |                                                 |                                                                    |                                                                            |
| 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |                                                            |                                           |                                                 |                                                                    |                                                                            |
| 2 If status is "No" details of non-compliance may be given here.                                                                                                                                                                                                                                                                             |                                                            |                                           |                                                 |                                                                    |                                                                            |

## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. **YES**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - **YES**
  - b. Nomination & Remuneration Committee - **YES**
  - c. Stakeholders Relationship Committee - **YES**
  - d. Risk Management Committee (applicable to the top 100 listed entities) - **YES**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **YES**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **YES**
6. Any comments/observations/advice of the board of directors may be mentioned here – **NIL**

**Anita Gokhale**

**Company Secretary / Compliance Officer**

### **Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.*

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year**

| <b>Affirmations</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                             |                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------------------|
| <b>Broad heading</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>Regulation Number</b>                    | <b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b> |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>                                                                                                                                                                                                                                                                                                                                                                    | 46(2)                                       | YES                                                             |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 18(1)(d)                                    | YES                                                             |
| <i>Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                | 19(3)                                       | YES                                                             |
| <i>Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 20(3)                                       | YES                                                             |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <i>34(3) read with para C of Schedule V</i> | YES                                                             |
| <p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> |                                             |                                                                 |
| <p><b>Anita Gokhale</b></p> <p><b>Company Secretary / Compliance Officer</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                             |                                                                 |