

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : D. B. Corp Limited

2. Quarter ending : 31st March 2019

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^S & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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.	1	Stakeholder Committee-1	NIL
Mr.	Pawan Agarwal	ADBPA7945A / 00465092	Executive	10/12/2005	N.A.	1	Stakeholder Committee-1	NIL
Mr.	Girish Agarwal	ABTPA2188D / 00051375	Non-Executive	27/10/1995	N.A.	1	Audit Committee-1 Stakeholder Committee-1 Audit Sub Committee-2	Stakeholder Committee-1
Mr.	Piyush Pandey	ACLPP0538R / 00114673	Independent	01/01/2019	5 Years	2	Audit Committee-1	NIL
Mr.	Harish Bijoor	AADPH2976H / 01640485	Independent	01/01/2019	5 Years	1	NIL	NIL
Mr.	Ashwani Kumar Singhal	AAUPK3426E / 01973769	Independent	01/01/2019	5 Years	1	Audit Committee-3	Audit Committee-1
Ms.	Anupriya Acharya	AARPA1186C / 00355782	Independent	22/06/2016	2 years 9 months 15 days	1	Audit Committee-1	NIL

§PAN number of any director would not be displayed on the website of Stock Exchange.

&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.

* 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.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)§
Audit Committee	Mr. Ashwani Kumar Singhal	Independent - Chairperson
	Mr. Piyush Pandey	Independent
	Ms. Anupriya Acharya	Independent
	Mr. Girish Agarwal	Non-Executive
Nomination & Remuneration Committee	Ms. Anupriya Acharya	Independent - Chairperson
	Mr. Ashwani Kumar Singhal	Independent
	Mr. Girish Agarwal	Non-Executive
Risk Management Committee (if applicable)	Mr. Girish Agarwal	Non-Executive - Chairperson
	Mr. Pawan Agarwal	Executive
	Mr. Lalit Jain	Member
Stakeholders Relationship Committee	Mr. Girish Agarwal	Non-Executive - Chairperson
	Mr. Pawan Agarwal	Executive
	Mr. Sudhir Agarwal	Executive
	Mr. Piyush Pandey	Independent
Corporate Social Responsibility Committee	Mr. Ashwani Kumar Singhal	Independent – Chairperson
	Ms. Anupriya Acharya	Independent
	Mr. Sudhir Agarwal	Executive
	Mr. Pawan Agarwal	Executive

& 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

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
25 th October, 2018	23 rd January, 2019	89 days

IV. Meeting of Committees (Audit Committee)

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
23 rd January, 2019	Yes (2 members were present at the meeting [all were Independent Directors])	25 th October, 2018	89 days

*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
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 Audit Committee	Yes

Note

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.
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 - **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 have been placed before Board of Directors. - **Yes**
Any comments/observations/advice of 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 1st 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.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Corporate Governance Report for the Financial Year 2018-19

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/N.A.) refer note	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/N.A.) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'.	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes. (Will be complied in the Annual Report for the FY 2018-19.)
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/N.A.) refer note below
Approval for material related party transactions.	23(4)	N.A. (There were no 'material' Related Party Transactions during the year.)
Composition of Board of Directors of unlisted material Subsidiary.	24(1)	N.A. (The Company does not have an unlisted material subsidiary.)
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes. (Will be complied in the Annual Report for the FY 2018-19.)
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note:		
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2. If status is "No" details of non-compliance may be given here.		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<p>Anita Gokhale Company Secretary / Compliance Officer</p>		