

General information about company

Scrip code	533151
NSE Symbol	DBCORP
MSEI Symbol	NA
ISIN	INE950I01011
Name of the entity	D.B. Corp Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							No	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Sudhir Agarwal	ADBPA7951N	00051407	Executive Director	Chairperson related to Promoter	MD	20-07-1967
2	Mr	Pawan Agarwal	ADBPA7945A	00465092	Executive Director	Not Applicable		31-07-1974
3	Mr	Girish Agarwal	ABTPA2188D	00051375	Non-Executive - Non Independent Director	Not Applicable		10-07-1971
4	Mr	Ashwani Kumar Singhal	AAUPK3426E	01973769	Non-Executive - Independent Director	Not Applicable		31-10-1961
5	Ms	Anupriya Acharya	AARPA1186C	00355782	Non-Executive - Independent Director	Not Applicable		01-11-1969
6	Mr	Santosh Desai	AAFPD6722M	01237902	Non-Executive - Independent Director	Not Applicable		24-01-1963
7	Ms	Paulomi Dhawan	AADPD8643H	01574580	Non-Executive - Independent Director	Not Applicable		11-05-1957

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Notes for not providing PAN	Notes for not providing DIN
1	NA		10-12-2005	01-01-2022			1	0	1	0		
2	NA		10-12-2005	31-07-2023			1	0	1	0		
3	NA		27-10-1995	27-10-1995			1	0	3	1		
4	NA		01-04-2014	01-01-2019		114	1	1	1	1		
5	NA		22-06-2016	22-06-2021		87	1	1	1	0		
6	NA		21-10-2020	21-10-2020		35	1	1	2	0		
7	NA		28-07-2022	28-07-2022		14	2	2	4	1		

Text Block

Textual Information(1)

There is no regular Chairperson.As per Article 37 of the AoA the Chairperson shall be Mr.R.C.Agarwal and in his absence Sudhir or Girish or Pawan.Pursuant to death of Mr. R.C. Agarwal the said position has remained vacant.At every BM, Sudhir or Girish or Pawan whoever is present, is elected as the Chairperson.In case if Mr.Sudhir or Mr.Girish or Mr.Pawan are not available for BM then such Dir as appointed by the Board from amongst the Dir present at such BM shall be the Chairperson of that BM

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01973769	Ashwani Kumar Singhal	Non-Executive - Independent Director	Chairperson	28-11-2007		
2	00355782	Anupriya Acharya	Non-Executive - Independent Director	Member	31-10-2017		
3	00051375	Girish Agarwal	Non-Executive - Non Independent Director	Member	25-10-2007		
4	01237902	Santosh Desai	Non-Executive - Independent Director	Member	21-10-2020		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00355782	Anupriya Acharya	Non-Executive - Independent Director	Chairperson	20-10-2016		
2	01973769	Ashwani Kumar Singhal	Non-Executive - Independent Director	Member	12-05-2014		
3	00051375	Girish Agarwal	Non-Executive - Non Independent Director	Member	28-11-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051375	Girish Agarwal	Non-Executive - Non Independent Director	Chairperson	15-11-2006		
2	00051407	Sudhir Agarwal	Executive Director	Member	15-11-2006		
3	00465092	Pawan Agarwal	Executive Director	Member	15-11-2006		
4	01237902	Santosh Desai	Non-Executive - Independent Director	Member	21-10-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051375	Girish Agarwal	Non-Executive - Non Independent Director	Chairperson	23-01-2019		
2	00465092	Pawan Agarwal	Executive Director	Member	23-01-2019		
3	01237902	Santosh Desai	Non-Executive - Independent Director	Member	17-06-2021		
4	99999999	Lalit Jain	Chief Financial Officer	Member	23-01-2019		Textual Information(1)

Sr Text Block

Textual Information(1)

He is not a director.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01973769	Ashwani Kumar Singhal	Non-Executive - Independent Director	Chairperson	20-10-2016		
2	00355782	Anupriya Acharya	Non-Executive - Independent Director	Member	20-10-2016		
3	00051407	Sudhir Agarwal	Executive Director	Member	12-05-2014		
4	00465092	Pawan Agarwal	Executive Director	Member	12-05-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	01973769	Ashwani Kumar Singhal	Compensation Committee	Non-Executive - Independent Director	Chairperson	
2	00051375	Girish Agarwal	Compensation Committee	Non-Executive - Non Independent Director	Member	
3	01237902	Santosh Desai	Compensation Committee	Non-Executive - Independent Director	Member	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	19-05-2023				Yes	7	7	4
2		20-07-2023	61		Yes	7	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-05-2023				Yes	4	4	3	0
2	Audit Committee	20-07-2023	61			Yes	4	4	3	0
3	Risk Management Committee	20-07-2023				Yes	3	3	1	1
4	Nomination and remuneration committee	19-05-2023				Yes	3	3	2	0
5	Nomination and remuneration committee	20-07-2023	61			Yes	3	3	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Ms. Anita Gokhale
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

1	Name of signatory	Ms. Anita Gokhale
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Mr. Lalit Jain		
Designation	CFO		
Place	Bhopal		
Date	20-10-2023		

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Signatory Details

Name of signatory	Ms. Anita Gokhale
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-10-2023

