

Annexure I - Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : D. B. Corp Limited
2. Quarter ending : 31st March, 2016

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.	Ramesh Chandra Agarwal	ACYPA5011F / 00051310	Chairperson	10/12/2005	N.A.	1	NIL	NIL
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	Stakeholder Committee-1
Mr.	Kailash Chandra Chowdhary	AABPC3031G / 01687337	Independent	01/04/2014	2 years	1	Audit Committee-1	Audit Committee- 1
Mr.	Piyush Pandey	ACLPP0538R / 00114673	Independent	01/04/2014	2 years	1	Audit Committee-1	NIL
Mr.	Harish Bijoor	AADPH2976H / 01640485	Independent	01/04/2014	2 years	1	NIL	NIL
Mr.	Ashwani Kumar Singhal	AAUPK3426E / 01973769	Independent	01/04/2014	2 years	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. Kailash Chandra Chowdhary	Independent - Chairperson	
	Mr. Ashwani Kumar Singhal	Independent	
	Mr. Piyush Pandey	Independent	
	Mr. Girish Agarwal	Non-Executive	
Nomination & Remuneration Committee	Mr. Kailash Chandra Chowdhary	Independent - Chairperson	
	Mr. Ramesh Chandra Agarwal	Non-Executive	
	Mr. Ashwani Kumar Singhal	Independent	
	Mr. Girish Agarwal	Non-Executive	
Risk Management Committee (if applicable)	N.A.	N.A.	
Stakeholders Relationship Committee	Mr. Girish Agarwal	Non-Executive - Chairperson	
	Mr. Pawan Agarwal	Executive	
	Mr. Sudhir 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)	
15 th October, 2015	22 nd January, 2016 & 10 th March, 2016	98 days & 47 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*
22 nd January, 2016	Yes (out of 4 members, 3 were present at the meeting (2 of whom were Independent Directors))	15 th October, 2015	98 days

*This information has to be mandatorily be 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
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities) –**N.A.**
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
Any comments/observations/advice of Board of Directors may be mentioned here:**N.A.**

Anita Gokhale

Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO

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 2015-16

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status <i>(Yes/No/N.A.) refer note below</i>	
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 <i>(Yes/No/N.A.) refer note below</i>
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 2015-16.
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)	N.A. The provisions of Regulation 21 is not applicable to the Company.
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 <i>(Yes/No/N.A.) refer note below</i>
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 doesnot 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 2015-16.
Disclosure of Shareholding by Non-Executive Directors.	26(4)	N.A.
Policy with respect to Obligations of directors and senior management.	26(2) & 26(5)	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.		
3 If the Listed Entity would like to provide any other information the same may be indicated 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>		