

Annexure - XI

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: D. B. Corp Limited
 Quarter Ending on: December 31, 2014

BSE Scrip Code: 533151
 BSE Scrip Id: DBCORP
 NSE Symbol: DBCORP

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	
(D) Other provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	YES	
VI. Risk Management	49 (VI)	YES	The provisions of Sub clause (C), (D) and (E) of Clause 49(VI) are not applicable to the Company.
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	There were no 'material' Related Party Transactions during the quarter.
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	The Company follows all the accounting treatment prescribed by Accounting Standard.
(C) Remuneration of Directors	49 (VIII C)	YES	Will be complied with in the Annual Report for the F.Y. 2014-15.
(D) Management	49 (VIII D)	YES	(1) will be complied with in the Annual Report for the F.Y. 2014-15.
(E) Shareholders	49 (VIII E)	YES	(1) and (2) will be complied with in the Annual Report for the F.Y. 2014-15.

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	Not Applicable since there are no proceeds from any issues during the reporting period therefor.
IX. CEO/CFO Certification	49 (IX)	YES	Will be complied with in the Annual Report for the F.Y. 2014-15.
X. Report on Corporate Governance	49 (X)	YES	(A) will be complied with in the Annual Report for the F.Y. 2014-15.
XI. Compliance	49 (XI)	YES	Will be complied with in the Annual Report for the F.Y. 2014-15.

Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For **D. B. Corp Limited**

Anita Gokhale
Company Secretary & Compliance Officer