

# DB (International) Stock Brokers Ltd.

- NSE & BSE : CAPITAL MARKET, F&O & CURRENCY SEGMENTS
- MCX ICEX: COMMODITIES
- DEPOSITORY PARTICIPANT: CDSL IPO, MUTUAL FUND & BONDS

Office: 114, New Delhi House, 27 Barakhamba Road, New Delhi-110001

Tel.:011-43606162 Website: [www.dbonline.in](http://www.dbonline.in) E-Mail: [compliance@dbonline.in](mailto:compliance@dbonline.in)

CIN: L67120GJ1992PLC121278

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Date: 26<sup>th</sup> May, 2023

To, Listing Department, <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, Plot no. C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai - 400 051  <b>NSE Symbol: DBSTOCKBRO</b>	To, Department of Corporate Services, <b>BSE Limited,</b> Phiroze Jeejeebhoy Towers Dalal Street 28th Floor, Dalal Street, Mumbai- 400001  <b>Company Code: 530393</b>
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**Sub: Submission of Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Year ended on 31<sup>st</sup> March, 2023.**

Dear Sir/Ma'am,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 as amended, we are submitting herewith Secretarial Compliance Report dated 24<sup>th</sup> May, 2023 issued by Practicing Company Secretary for the Financial Year 2022-23 .

This is for your information and records.

Thanking You.

Yours Faithfully,

**For & on behalf of  
DB (International) Stock Brokers Limited**

**Pragya Singh  
Company Secretary & Compliance Officer  
Encl: As above**



**Annual Secretarial Compliance Report of DB (International) Stock Brokers Limited for the Financial Year ended 31<sup>st</sup> March, 2023.**

We, **Surya Gupta and Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by DB (International) Stock Brokers Limited (“**the listed entity**”).
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March,2023 (“Review Period”) in respect of compliance with the provisions of :
  - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, Include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011

We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: - **N.A.**, as the Company has complied with all the applicable laws during the period under review.

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</b>	<b>Regulation/ Circular No.</b>	<b>Deviations</b>	<b>Action Taken by</b>	<b>Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>	<b>Management Response</b>	<b>Remarks</b>
1.										
2.										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **N.A.**, as the reports earlier issued did not contain any observations

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</b>	<b>Regulation/Circular No.</b>	<b>Deviations</b>	<b>Action Taken by</b>	<b>Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations/Remarks of the Practicing Company Secretary</b>	<b>Management Response</b>	<b>Remarks</b>
1.										
2.										

**Additional affirmations by Practicing Company Secretaries in Annual Secretarial Compliance Report (“ASCR”) in terms of the BSE Notice No. 20230316-14 and NSE Circular Ref No: NSE/CML/2023/21 both dated 16<sup>th</sup> March, 2023**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	YES	
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES	
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/information under a separate section on the website</li> <li>● Web-links provided in Annual Corporate Governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	YES	
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	

5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	The Company does not have any material subsidiary
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year/during the financial year as prescribed in SEBI Regulations.</p>	YES	
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	NA	The Company has not entered into related party transactions during the period under review.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	

11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	- The Company has complied with all the applicable laws, rules and regulations made thereunder.

**For Surya Gupta & Associates  
Company Secretaries**

**Suryakant Gupta**  
**Prop.**  
**M. No.: F9250**  
**COP No.: 10828**  
**UDIN: F009250E000364704**  
**Peer Review: 907/2020**

**Date: 24.05.2023**  
**Place: Delhi**



**ANNEXURE TO SECRETARIAL COMPLIANCE REPORT**

To,  
The Members  
**DB (INTERNATIONAL) STOCK BROKERS LIMITED**  
U.No 210/211/211A, 2nd floor, Dalal Street Commercial Co-operative Society Ltd,  
Block No 53, Zone5, Gift City Gandhinagar-382355

**Our report of even date into is read along with this letter.**

1. Compliance of the applicable laws and ensuring the authenticity of documents & information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness & appropriateness of financial records and books of accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Surya Gupta & Associates  
Company Secretaries**

**Suryakant Gupta  
Prop.  
M. No.: F9250  
COP No.: 10828  
UDIN: F009250E000364704  
Peer Review: 907/2020**

**Date: 24.05.2023  
Place: Delhi**