



DB (International) Stock Brokers Ltd.

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

SEBI REGISTRATION NO. : INZ000179035 (BROKING), IN-DP-CDSL-266-2004 (DEPOSITORY)

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

Tel.:011-43606162 Website: www.dbonline.in; E-Mail: compliance@dbonline.in

CIN: L67120GJ1992PLC121278

Dated: 30th May, 2024

To,

Listing Department
National Stock Exchange of India Ltd. Exchange
Plaza Plot no. C/1, G Block
Bandra Kurla Complex Bandra (E)
Mumbai 400 051
NSE Symbol: DBSTOCKBRO

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001
Scrip Code: 530393

Sub: Submission of Annual Secretarial Compliance Report as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Year ended on 31st March, 2024.

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 Annual Secretarial Compliance Report issued by Practicing Company Secretary for the Financial Year 2023-24.

You are requested to take the above information on records.

Thanking you

Yours faithfully,

For DB (International) Stock Brokers Limited

Prachi Sharma
Company Secretary

Encl: As Above



Secretarial Compliance Report of DB (International) Stock Brokers Limited for the financial year ended 31st March, 2024

We, M/s. **Surya Gupta & 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 Report.

for the financial year ended 31st March, 2024 (“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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;- **NOT APPLICABLE**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;- ;- **NOT APPLICABLE**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;- ;- **NOT APPLICABLE**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- **NOT APPLICABLE**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable

and circulars/ guidelines issued thereunder;

and based on the above examination, 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:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Stock Brokers) Regulations, 1992	NSE (Capital Market) Trading Regulations, 1994	As per Annexure-I	National Stock Exchange of India Limited	(Advisory/ Fine/ Warning)	As per Annexure-I	Monetary penalty of ₹ 55,800/- (plus GST)	The penalty for the observation raised in Regular Inspection.	The Management had paid the Monetary penalty of ₹ 55,800/- (Rupees Fifty Five Thousand Eight Hundred only) (plus GST).	No Prosecutions have been initiated against or show cause notices received by the Company for alleged offences under the Act and no fines and penalties or any other punishment imposed has been imposed on the Company during the half year under review, under the Act. Whereas the penalty for the observation raised in Regular Inspection.
2.	The listed entity shall first disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information as soon as reasonably possible and not later than twenty four hours from the occurrence of event or information	Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosures Requirements) (LODR) Regulations, 2015.	Change in Director/KMP is not disclosed to Exchange within 24 Hours.	BSE	Clarification	Query received from BSE- "Additional Details Required under SEBI Circular dated September 09, 2015, for Corporate Announcement filed under Regulation 30 of SEBI (LODR) Regulations, 2015. - As per	-	Delay in furnishing disclosure to Stock Exchange regarding resignation of Company Secretary of the Company (resigned with effect from 16 th June, 2023)	The Company had submit their prompt clarification to the exchange that the required details under SEBI Circular no. CIR/CFD/CMD/4/2015 dated 09 September 2015 is already mentioned in Annexure-I attached to Intimation made to stock exchange by Company. Further, the Company inform the reason of delay to stock exchange that there was some internal technical glitch, after the event occurred on 16 th June, 2023 and after that Saturday, Sunday	The Exchange had acknowledged the clarification, and no further queries or communications have been received regarding the same.

					Sch III of LODR, change in Director/ KMP is not disclosed to Exchange within 24 Hours.”			were non-working days. Hence, the Company had made the intimation as soon as possible in the first-half of the first working day after 16 June, 2023 i.e. 19th June, 2023.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and Actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA						

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	NO
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES	NO
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/ information under a separate section on the website ● 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 	YES	NO
4.	<p>Disqualification of Director:</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	NO
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	YES	THE COMPANY HAS NO MATERIAL SUBSIDIARY

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p>Preservation of Documents:</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	NO
7.	<p>Performance Evaluation:</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	NO
8.	<p>Related Party Transactions:</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	ALL THE RELATED PARTY TRANSACTION WERE ENTERED IN ORDINARY COURSE OF BUSINESS AND AT ARM'S LENGTH PRICE
9.	<p>Disclosure of events or information:</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	NO
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NO
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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 (or)</p> <p>The actions taken against the listed entity/ its promoters/</p>	YES	NO

	directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column		
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities</p>	YES	NO
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	THE COMPANY HAS COMPLIED WITH ALL THE APPLICABLE LAWS, RULES AND REGULATIONS MADE THEREUNDER.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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**

**Place: New Delhi
Date: 29.05.2024**

**Suryakant Gupta
FCS No.: 9250
CP No. : 10828
UDIN: F009250F000486122
PR No.: 907/2022**

Annexure-I

Sr. No	Exchange Findings	Exchange's Decision
1	Incorrect data submission for weekly Client Level Holding Statement and Bank Account Balances	Advice
2	Use for client bank account for the purposes other than specified	Warning
3	Pay-out of funds to clients in excess of their available balances	Monetary penalty Rs. 25,000/-
4	SMS & Email intimation to clients at the time of running account settlement of funds not sent	Warning
5	Incorrect margin reported to the Exchange	Monetary penalty Rs. 17,800/-
6	Inadequate systems to ensure that the margin requirement/ payable in derivative segment is in proportion to the income proof/ declared by client	No Action
7	Mapping of common email id and mobile number to multiple clients + Contract note sent to multiple clients on the same mail id	Monetary penalty Rs. 3000/-
8	Daily Margin Statement to clients not sent	Advice
9	DB (International) Stock had not undertaken inspection of branches/Registered Authorized persons as defined by exchange	Warning
11	CTCL ID available in Exchange record but was not available in Backoffice	No Action
12	Incorrect data submission of Risk Based Supervision (RBS)	Monetary penalty Rs. 10,000/-
13	Incorrect data submission of weekly monitoring of client funds	Advice