



# DB (INTERNATIONAL) STOCK BROKERS LTD.

• NSE-CAPITAL MARKET, F&O & CURRENCY SEGMENTS • BSE-CAPITAL MARKET, F&O & CURRENCY SEGMENTS  
• MCX-SX-CAPITAL MARKET, F&O & CURRENCY SEGMENTS • DEPOSITORY PARTICIPANT - CDSL, IPO, MATUAL FUND & BONDS

402, NEW DELHI HOUSE, 27, BARAKHAMBA ROAD, NEW DELHI-110001

TEL: 23353795,96,97, 43606162 FAX : 011-23736162

CIN L67120HR1992PLC035349

## FORM A

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	DB (International) Stock Brokers Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.

For and on Behalf of DB (International) Stock Brokers Limited

Shiv Narayan Daga  
Managing Director  
Date: 14.08.2015  
Place : New Delhi

Sanjeev Kumar Rawal  
CFO

Sanjay Kumar Mimani  
Audit Committee Chairman

Signed by Auditor of the Company

Chaudhary Vigg James & Co.  
Chartered Accountant



B. P. Chaudhary  
Partner  
Mem. No. : 14231  
Date: 14.08.2015  
Place : New Delhi

**Board of Directors**

Mr. Shiv Narayan Daga (Managing Director)  
Mr. Chandra Mohan Bahety (Director)  
Mr. Sanjay Kumar Mimani (Director)  
Mr. Brajesh Sadani (Director)  
Mr. Sachin Rath (Director)  
Mrs. Shikha Mundra (Woman Director)

**Company Secretary**

Mr. Yashwant Kumar Gupta

**Auditors**

Chaudhry Vigg James & Company  
Chartered Accountants  
New Delhi

**Bankers**

AXIS Bank Limited  
Development Credit Bank  
HDFC Bank Limited  
ICICI Bank Limited  
Indusind Bank Limited  
Oriental Bank of Commerce  
Punjab National Bank  
State Bank of Bikaner and Jaipur

**Corporate Office**

402, New Delhi House ,  
27, Barakhamba Road, New Delhi-110001  
Email : [investors@dbonline.in](mailto:investors@dbonline.in)  
[helpdesk@dbonline.in](mailto:helpdesk@dbonline.in)

**Registered Office**

756, Sector 23-A  
Gurgaon - 122017

**Registrar**

Abhipra Capital Limited  
A-387, Dilkhush Industrial Area,  
G.T. Karnal Road,  
Azadpur, Delhi-110033  
Email: [rta@abhipra.com](mailto:rta@abhipra.com)

## **DB (INTERNATIONAL) STOCK BROKERS LIMITED**

Regd. Office: 756, Sector 23A, Gurgaon - 122017

NOTICE is hereby given that the Twenty Third Annual General Meeting of DB (International) Stock Brokers Limited will be held on Monday, 14th September 2015 at 5:00 p.m. at 756, Sector 23A, Gurgaon - 122 017 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on the date and the reports of Auditors and Board of Directors thereon.
2. To appoint a director in place of Mr. Sanjay Kumar Mimani, who is liable to retire by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment.
3. To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following resolution thereof.

**RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s Chaudhry Vigg James & Company Chartered Accountants, be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this AGM upto to the conclusion of the third consecutive AGM subject to ratification of the appointment by the members at every AGM held after this AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.

### **SPECIAL BUSINESS**

4. To consider, and if thought fit, to pass the following resolution, with or without modification, as a Special Resolution.

**RESOLVED THAT**, pursuant to provisions of sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment(s) thereof, for the time being in force) and subject to the approval of the members in the general meeting and subject to the approval of the Central Government, if required, for appointment of the Managing Director of a Company, Mr. Shiv Narayan Daga be and is hereby re-appointed with effect from 6th September, 2015 for the period of five years (6th September, 2015 to 5th September, 2020) and the payment of the remuneration shall be on the existing terms and conditions which shall further be subject to the approval of the Shareholders in the next general meeting and by the Central Government, if required.

Remuneration per annum : ₹24,00,000/.

Perquisites and allowances:

- a. Medical reimbursement/allowance : Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board of Directors from time to time.
- b. Company car and telephone : Use of the Company's car, chauffeur and telephone at the residence for official purposes as per the rules of the Company.

**Resolved further that**, notwithstanding anything herein above stated, where in any financial year closing after March 31, 2015, during the tenure of Mr Shiv Narayan Daga as managing director of the company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Shiv Narayan Daga the above said existing remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

**Resolved further that**, the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

**For DB (International) Stock Brokers Limited**

**Sd/-**

**Shiv Narayan Daga**  
**Managing Director**  
**Place: New Delhi**  
**Date: 24th July, 2015**

## Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and to vote instead of himself. A proxy need not be a member of the company. The instrument of proxy in order to be effective must be deposited at the Registered/ Corporate office of the company duly completed and signed not later than 48 hours before the commencement of the meeting.
2. The register of Members and Share Transfer Book will remain closed from 10th September 2015 to 14th September, 2015 both days inclusive.
3. Members are requested to notify any change in their address, bank details/ECS (Electronic Clearing Services) immediately at the Corporate Office of the Company/ Registrar & Transfer Agent (RTA)/ Depository Participant (DP).
4. Electronic copy of the Notice convening the Twenty Third Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialised mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
5. Members may also note that the Annual Report for the financial year 2014-15 including the Notice convening the Twenty Third Annual General Meeting will also be available on the Company's website [www.dagabusiness.com](http://www.dagabusiness.com), which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Gurgaon for inspection during normal business hours on all the working days except Saturdays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the members may also send their requests to the Company's investor email id: [investors@dbonline.in](mailto:investors@dbonline.in).

## 6. Voting through Electronic Means

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Third Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

### II. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 10, 2015 (9.00 a.m.) and ends on September 14, 2015 (11.00 a.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (September 7, 2015), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on attendance slip.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant DB (International) Stock Brokers Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 7, 2015 may follow the same instructions as mentioned above for e-Voting.
  - (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
7. Members who do not have access to remote e-voting facility may send duly completed Ballot form annexed herewith to Ms. Kavita Goel, Practicing Company Secretary, (Membership No. ACS22335, CP No. 11341), at the Registered Office of the Company not later than Saturday, 12th September 2015 (5.00 p.m. IST). Any person who becomes a member of the Company after despatch of the Notice of the of the Meeting and holding shares as on the cut-off date i.e. 7th September, 2015 have the option to request for physical copy of the Ballot form by sending an email to [investors@dbonline.in](mailto:investors@dbonline.in) by mentioning their Folio No./DP ID and Client ID No. Ballot form received after Thursday, 12th September, 2015 (5.00 p.m. IST) will be treated as invalid. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid.
  8. Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations may send their request in Form SH. 13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank Form SH. 13 upon request to the Company or its RTA.
  9. A blank proxy form along with attendance slip is enclosed herewith.
  10. Members/Proxies are requested to bring attendance slip duly filled in along with copy of Annual Report at the Meeting.
  11. For any investor related queries, communication may be sent to us by email to [investors@dbonline.in](mailto:investors@dbonline.in).
  12. Shareholders who have not encashed/ received dividend for the previous financial years upto 31st March, 2012, may please approach the company and /or Registrar and transfer agent (RTA).
  13. Explanatory statement pursuant to section 102(1) of the Companies Act ,2013 with respect to the special business set out in the notice is annexed.

**For DB (International) Stock Brokers Limited**

**Sd/-**  
**Shiv Narayan Daga**  
**Managing Director**  
**Place: New Delhi**  
**Date: 24th July, 2015**

**Explanatory statement pursuant to section 102(1) of the Companies Act,2013 with respect to the special business set out in the notice.**

**ITEM NO. 4**

The Board, at its meeting held on 24th, July 2015, had approved the re-appointment of Mr Shiv Narayan Daga as a Managing Director of the Company with effect from 6th September, 2015 pursuant to Section 196, 197,198 and 203 read with schedule V and other applicable provisions if any of the CompaniesAct, 2013.

Pursuant to the provisions of Section 196,197,198 and 203 read with schedule V of the Companies Act, 2013, Mr Shiv Narayan Daga will hold office with effect from 6th September, 2015 upto 5th September, 2020.

Further, the Board at its meeting held on 24th July, 2015 also approved the existing remuneration (subject to the approval of members in the general meeting), to Mr. Shiv Narayan Daga with the terms and conditions as follows:

- 1. Remuneration per annum : Rs. 24,00,000/-
- 2. Perquisites and allowances:

Medical reimbursement/allowance: Reimbursement of actual expenses for self and family and / or allowance will be paid as decided by the Board of Directors from time to time.

Company car and telephone: Use of the Company's car, chauffeur and telephone at the residence for official purposes, as per the rules of the Company

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the remuneration to Mr. Shiv Narayan Daga.

No director or key managerial personnel except Mrs. Shikha Mundra Director, her relatives and Mr. Shiv Narayan Daga himself, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

**For DB (International) Stock Brokers Limited**

**Sd/-**  
**Shiv Narayan Daga**  
**Managing Director**  
**Place: New Delhi**  
**Date: 24th July, 2015**

**ANNEXURE TO ITEM NO 2 & 4 OF THE NOTICE**

S.N	Name of the directors	Sh. Shiv Narayan Daga	Sh. Sanjay Mimani
1	Date of Birth	10.01.1954	27.01.1969
2	Age	61	46
3	Date of Appointment	28.02.1992	27.08.2007
4	Permanent Account Number	ADEPD5921G	ADLPM9763G
5	Director Identification Number	00072264	00072403
6	Expertise in specified functional area	Experience in financial sector for the last 30 years	12 years Experience in front office operation in security market
7	Number of equity shares held (as on 31st March,2015)	5780000	75000
8	Qualification	B.Com Graduate	B.Com Graduate
9	List of other directorship	Daga Commodities Private Limited	
10	Membership/chairman ship of the committee of other public companies (including any audit committee and shareholder relationship committee)	-	Refer to Report on Corporate Governance
11	Relationships, if any, between directors inter se	No relation	No relation

Directors Report

To the Members

Your directors have immense pleasure in presenting Twenty Third Annual Report on the business and operations of the company together with the Audited statement of Accounts for the financial year ended 31st March, 2015.

1. Financial Results

During the year under review, the financial result of your Company are as follows :

Particulars	Period Ended 31st March, 2015 (₹ Lacs)	Period Ended 31st March, 2014 (₹ Lacs)
Gross Receipts	856.46	1195.17
Profit before Depreciation	288.97	608.71
Depreciation	(26.33)	(31.20)
Profit Before Tax	262.64	577.51
Provision for Tax	(77.91)	(111.53)
Profit After Tax	184.73	465.98
Brought Forward from previous year	2070.17	1481.34
<b>Appropriations</b>		
Adjustment for depreciation as per schedule II of Companies Act,2013	(22.51)	-
Proposed provision for dividend and dividend distribution tax added back	-	122.85
Balance Transferred to Balance Sheet	2232.39	2070.17
Earnings per share (Basic)	0.53	1.33

The company does not earn income except the above, However there will be taken the best efforts to generate more income in future.

2. DIVIDEND

No Dividend was declared for the current financial year.

3. UNCLAIMED DIVIDEND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend outstanding for more than seven years.

4. DEPOSITS

During the year under review, the company has neither invited or nor accepted any deposit from public.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

7. **RISK MANAGEMENT POLICY**  
The Company has a well-defined risk management framework in place for the company. Further, it has established procedures to periodically place before the Board, the risk assessment and management measures. The details of the risks faced by the Company and the mitigation & palliation thereof are discussed in detail in the Management Discussion and Analysis report. ( as per Annexure I to this Report).
8. **CORPORATE GOVERNANCE**  
Report on Corporate Governance pursuant the Clause 49 of the Listing Agreement is attached and forms part of this report.
9. **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**  
The Company has not developed and implemented any Corporate Social Responsibility initiatives as the criteria for applicability of the provisions of social responsibility as per section 135 of the Companies Act 2013 is not applicable to the company. The net profit of the company is below Rs.5.00 crore. The board of directors of the company are always enthusiastic for carrying on the social activities as per Companies Act by defraying the resources out of the income of the company but due to negligence of the profit as compared to preceding years, the board of directors is constrained to initiate such responsibility.
10. **LOANS, GUARANTEES OR INVESTMENTS**  
There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.
11. **CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**  
There was contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review for premises taken on lease from related party.
12. **STATUTORY AUDITORS**  
M/s Chaudhry Vigg James & Company, Chartered Accountants who are the statutory Auditors of the company , hold office , in accordance with the provisions of the Act , for a period of three years viz., from the conclusion of this AGM upto to the conclusion of the third consecutive AGM i.e. FY 2017-18 subject to ratification of the appointment by the members at every AGM held after this AGM and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.
13. **STATUTORY AUDIT & SECRETARIAL AUDIT AND ADVERSE COMMENTS BY AUDITORS.**  
There was no qualifications, reservations, adverse remarks or disclaimers made by M/s Chaudhry Vigg James & Company, Statutory Auditors, in their Audit Report. The Secretarial Auditor's report by M/S Kavita Goel & Associates, Company Secretary in Practice have been obtained and annexed as per Annexure II to this Report.
14. **DIRECTORS APPOINTMENT AND REMUNERATION**  
The policies of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Act are in place and adhered to by the Company in word and spirit.
15. **ANNUAL RETURN**  
The extracts of Annual Return in form MGT-9, pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration ) Rules, 2014 is attached to this Report. (As per Annexure III to this Report) .
16. **VIGIL MECHANISM / WHISTLE BLOWER POLICY**  
Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. More details on the vigil mechanism and the Whistle Blower Policy of your Company have been outlined in the Corporate Governance Report which forms part of this report.  
  
A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.
17. **PREVENTION OF INSIDER TRADING**  
The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated



employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

18. **BOARD MEETINGS**

The Company had Six Board meetings during the financial year under review.

19. **DIRECTORS**

During the financial year 2014-15, the Board of Directors re-appointed Mr. Sanjay Kumar Mimani who retired by rotation and also complied with the rules relating to the independent director of the company.

Sh. Shiv Narayan Daga is the chairman and managing director is the key managerial person( KMP) within the meaning of Section 203 (1) of the Act.

Mrs. Shikha Mundra, Mr. Sanjeev Kumar Rawal and Mr. Yashwant Kumar Gupta are other KMPs designated as the executive director, Chief Financial Officer and Company Secretary.

20. **DECLARATION OF INDEPENDENT DIRECTORS**

All the Non-Executive and Independent Directors have confirmed to the Board that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Section 149(6) of the Act and Clause 49(II)(B)(1) of the Listing Agreement. These confirmations have been placed before, and noted by the Board.

21. **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture except Associate Company i.e Flourishing Apartments Pvt. Ltd. Ltd and its financial performance as under :

Capital	₹ 857000/-
Reserves	₹ 37094/-
Gross Income	₹ 5500/-
Net Income	₹ 476/-
Net Income After Tax	₹ 329/-

23. **BOARD COMMITTEE**

Your Company has Three Committees of Board, viz,

- 1. Audit Committee
- 2. Investor Grievance and Share Transfer Committee
- 3. Nomination and Remuneration Committee



24. **SHARES**

a. **BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.  
The Company has not issued any Sweat Equity Shares during the year under review.

b. **BONUS SHARES**

No Bonus Shares were issued during the year under review.

c. **EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

25. **PARTICULARS OF EMPLOYEES AND RELATED INFORMATION**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has not paid remuneration to any Key managerial personnel, exceeding the limit of remuneration specified in rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence the information / comparative statement either nil or is not applicable.

The information regarding employee remuneration as required pursuant to Rule 5(2) and Rule 5(3) of the (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection by Members at the registered office of the Company between 2.00 p.m. and 4.00 p.m. on any working day (Monday to Friday), upto the date of the Twenty Third Annual General Meeting. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on such request.

26. **POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

Our policy against sexual harassment is embodied both in the Code of Conduct of the company as also in a specifically written policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2014-15, no cases in the nature of sexual harassment were reported at any workplace of the company.

27. **ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

**For DB (International) Stock Brokers Limited**

**Sd/-**

**Shiv Narayan Daga**

**Managing Director**

**Place: New Delhi**

**Date: 29th May, 2015**

**Annexure “I”**  
**DB (International) Stock Brokers Limited**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**1. Operating Results & Financial Performance:**

The DB (International) Stock Brokers Limited is a Listed Company. The Company is engaged in single line of business i.e. stock broking and depository participant services of CDSL. The company's total income for the year under review is ₹ 184.73 lakhs. During the year under review Profit before tax amounts to ₹ 262.64 lakhs.

**Industry Trend and Business Analysis:**

**2.** The trend in the stock market remain bullish but the retails investors were reluctant to participate in secondary market because the market value of the Shares have increased too much that they were avoiding purchase of well performed Company's shares keeping in mind that effect of the government policies are yet to be reflected on ground. Your Company endeavored to mobilize high net worth investors for secondary market and accordingly company was able to be in profits.

**3. Opportunities and Threats:**

With the globalization and electronic age, Indian stock market has changed over the past decade. The developments of high-tech and transparent markets with an increasingly wide geographic footprint have increased the number of trading avenues offering diverse pools of liquidity.

Capital Markets around the globe have been going through somewhat uncertain times due to European Sovereign Debt crises. The international global crisis has lesser impact on our financial markets. Therefore, the Indian growth story is intact in spite of all these odds over the long term.

**4. Future Prospects and Outlook:**

The Company's present business operations are stock broking and depository participant services of CDSL which forms part of financial services and there is no other segment apart from the main one. The management is optimistic about the future outlook of the Company.

The industry witnessed testing times with global economic slowdown and weakening profitability and tightening of financial conditions, still the Company has demonstrated its ability to withstand the challenges posed by the current environment.

**5. Risks and concerns:**

The Company like any other Company is exposed to specific risks that are particular to its business and the environment within which it operates. The company is exposed to the market risk, which inter alia includes economic/business cycle, interest rate volatility, and credit risk.

While the Indian economy has shown sustained growth over the years, the Company is confident of managing these risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

**6. Internal control system and their adequacy:**

The Company has proper and adequate system of internal controls to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition of assets and that the transactions are properly recorded.

The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

Besides, the Audit Committee reviews the internal controls at periodic intervals.

**7. Human Resources:**

The company has adequate human resources, which is in commensurate with the current volume of activity. Company's management had always contributed to the promotion of the employees by enhancing their skills and efficiency by arranging regular training to the new and existing employees.

**8. Cautionary Statement:**

Statements in this 'Management's Discussion and Analysis' describing the company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in the Government regulations, tax regimes, economic developments and other factors such as litigation etc.

**Annexure II**  
**SECRETARIAL AUDIT REPORT**  
**For the Financial Year ended 31st March, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,**  
**The Members,**  
**DB (International) Stock Brokers Limited**  
**756, Sector -23A, Gurgaon -122017**

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DB (International) Stock Brokers Limited (CIN : L67120HR1992PLC035349) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the DB (International) Stock Brokers Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I/we have examined the Secretarial compliance based on books, papers, minute books, forms and returns filed and other records maintained by DB (International) Stock Brokers Limited for the financial year ended on 31st March, 2015, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (c) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the companies Act and dealing with clients.
2. We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited.
3. During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.
4. We further report that, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof, the Company has complied with the following Regulation applicable specifically to the Company which is as follows: SEBI (Stock Brokers and Sub Brokers) regulation 1992.
5. We further report that since the Secretarial Standards issued by the Institute of Company Secretaries of India were not notified by 31st March, 2015, We have not commented on the compliance of the same.
6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- were in our opinion, not attracted during the financial year under report:
  - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; / The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009.
  - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008
  - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
  - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
7. The provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder in relation to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not attracted during the financial year under report.

8. We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The Change in the composition of the Board of Directors of the Company which took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation in the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by the member of the Board of Directors during the period under review.

9. We have relied on the representations made by the Company and its officers for the compliance of various applicable laws, rules, regulations and guidelines and after examining the system and mechanism followed by the Company for compliances we report that there are adequate systems and process in the Company commensurate with the size and operations of the Company to monitor and ensure the compliance of applicable laws, rules, regulations and guidelines.

10. We further report that during the audit period the Company has

- a) Not allotted any Shares/ Debentures.
- b) Not created any charge on the Company's Assets/ Properties.
- c) Not made any redemption/ Buy Back of Securities
- d) Not entered into Mergers/Amalgamations / Reconstruction ect
- e) Not entered into Foreign Technical Collaboration

**For Kavita Goel & Associates**  
**Company Secretaries**

**Sd/-**  
**Proprietor**  
**Name : Kavita Goel**  
**Membership No: ACS22335**  
**CP No: 11341**  
**Date: 29.05.2015**  
**Place: New Delhi**

This report is to be read with our letter of even date which is annexed as Annexure "A" and forms an integral part of this report.

**ANNEXURE A**  
**To the Secretarial Audit Report of DB (International)**  
**Stock Brokers Limited for the financial year ended 31st March, 2015.**

**To,**  
**The Members,**  
**DB (International) Stock Brokers Limited**  
**756, Sector -23A, Gurgaon - 122017**

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed, provide reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. In respect of filling of forms/ returns by the Company, related to the period under audit, we have not observed any material non compliance, which can have bearing on the financials of the Company and have not reported in our audit report.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Kavita Goel & Associates**  
**Company Secretaries**

**Sd/-**  
**Proprietor**  
**Name : Kavita Goel**  
**Membership No: ACS22335**  
**CP No: 11341**  
**Date: 29.05.2015**  
**Place: New Delhi**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2015**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L67120HR1992PLC035349
2	Registration Date	28.02.1992
3	Name of the Company	<b>DB (International) Stock Brokers Limited</b>
4	Category/Sub-category of the Company	Limited by shares/ Non –Government Company
5	Address of the Registered office & contact details	756, Sector 23A , Gurgaon – Haryana- 122017
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Abhipra Capital Limited A-387, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi-110033

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Security and commodity contracts brokerage	66110	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Flourishing Apartments Pvt. Ltd	U93000DL1988PTC033082	Associate	41.42	2(6)



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	10,505,000	-	10,505,000	30.01%	10,505,000	-	10,505,000	30.01%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	0	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	10,505,000	-	10,505,000	30.01%	10,505,000	-	10,505,000	30.01%	0.00%
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>		-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	10,505,000	-	10,505,000	30.01%	10,505,000	-	10,505,000	30.01%	0.00%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	500	500	0.00%	-	500	500	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	-	500	500	0.00%	-	500	500	0.00%	0.00%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	18,971,523	13,000	18,984,523	54.24%	18,971,523	13,000	18,984,523	54.24%	0.00%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	242,220	502,410	744,630	2.13%	242,220	502,410	744,630	2.13%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3,848,349	-	3,848,349	11.00%	3,848,349	-	3,848,349	11.00%	0.00%
c) Others -HUF	915,929	-	915,929	2.62%	915,929	-	915,929	2.62%	0.00%
Non Resident Indians	570	-	570	0.00%	570	-	570	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	499	-	499	0.00%	499	0	499	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	23,979,090	515,410	24,494,500	69.99%	23,979,090	515,410	24,494,500	69.99%	0.00%
<b>Total Public (B)</b>	23,979,090	515,910	24,495,000	69.99%	23,979,090	515,910	24,495,000	69.99%	0.00%
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	34,484,090	515,910	35,000,000	100.00%	34,484,090	515,910	35,000,000	100.00%	0.00%

**(ii) Shareholding of Promoter**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Shiv Narayan Daga	5,780,000	16.51%	-	5,780,000	16.51%	-	0.00%
2	Mrs. Sharda Daga	1,423,000	4.07%	-	1,423,000	4.07%	-	0.00%
3	Mrs. Shikha Mundra	650,000	1.86%	-	650,000	1.86%	-	0.00%
4	Shiv Narayan Daga HUF	1,275,000	3.64%	-	1,275,000	3.64%	-	0.00%
5	Mrs. Sheetal Periwal	752,000	2.15%	-	752,000	2.15%	-	0.00%
6	Mrs. Manisha Elhance	625,000	1.79%	-	625,000	1.79%	-	0.00%

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

No change

**(iv) Shareholding Pattern of top ten Shareholders***(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Sharma Gandhi Hire Purchase Ltd	3,571,106	10.20%	3,571,106	10.20%
2	Guru Kirpa Finvest Ltd	4,427,784	12.65%	4,430,091	12.66%
3	Shanker Credits Ltd	1,688,901	4.83%	1,602,192	4.58%
4	Shreyans Finlease Pvt. Ltd	1,042,921	2.98%	1,492,921	4.27%
5	Dhanleela Investment & Trading Company Ltd	1,182,252	3.38%	1,182,252	3.38%
6	IL And Fs Securities Services Ltd/ Securities Services Ltd	380,000	1.09%	757,769	2.17%
7	P S Global Ltd	551,435	1.58%	551,435	1.58%
8	Rector Investment Pvt Ltd	415,000	1.19%	415,000	1.19%
9	Veritas India Ltd	500,000	1.43%	500,000	1.43%

**(v) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Shiv Narayan Daga	5,780,000	16.51%	5,780,000	16.51%

**V. INDEBTEDNESS****VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Name	Shikha Mundra	
		Designation	Managing Director	(Rs/Lac)
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,00,000.00	8,00,000.00	2,300,000.00
2	Others, Employer provident contribution	180,000.00	96,000.00	276,000.00
	Total (A)	1,680,000.00	896,000.00	2,576,000.00
	Ceiling as per the Act	Within the permissible limit under section 198 of the Act		

B. Remuneration to other Directors

None

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration		Name of Key Managerial Personnel		Total Amount
	Name	Sanjeev Rawal	Yashwant Gupta	(Rs/Lac)	
	Designation	CFO	CS		
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,350,000.00	1,200,000.00	2,550,000.00	
	Total	1,350,000.00	1,200,000.00	2,550,000.00	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

None

for and on behalf of the Board of Directors

Place;      Delhi

Dated    29.05.2015

Sd/-

Shiv Narayan Daga

Managing Director

## REPORT ON CORPORATE GOVERNANCE

### Pursuant to Clause 49 of the Listing Agreement with the Bombay Stock Exchange and National Stock Exchange of India Limited

#### **Company's Philosophy**

Corporate governance represents the value framework rules, practices by which a company conducts its business activities and evaluates the performances and working of the company . Corporate governance essentially involves balancing the interest of many stakeholders in a company which include its shareholders , Management , Customers , Bank vendors and the Regulators .

The Company's core philosophy on the code of Corporate Governance is to ensure:

- Fair and transparent business practices.
- Accountability for performance.
- Compliance of applicable Statute.
- Transparent and timely disclosure of financial and management information.
- Effective management control and monitoring of executive performance by the Board.
- Adequate representation of promoter, executive and independent directors on the Board.

#### **Board of Directors**

The composition and category of Board of Directors are as follows:

S.No.	Name	Designation	DIN	Category
1.	Shri Shiv Narayan Daga	Managing Director	00072264	Non Independent Whole-time Director
2.	Shri C. M. Bahety	Director	01013741	Independent Non Executive Director
3.	Shri Sanjay Kumar Mimani	Director	00072403	Independent Non Executive Director
4.	Shri Brajesh Sadani	Director	00072425	Independent Non Executive Director
5.	Shri Sachin Rathi	Director	01013130	Independent Non Executive Director
6.	Mrs. Shikha Mundra	Woman Director	06882693	Non Independent Executive Director

#### **Remuneration to Directors**

The Company does not pay any remuneration/compensation to the Non-executive Directors.

Shri Shiv Narayan Daga, Managing Director drew a remuneration of Rs. 15,00,000/- during the year and also entitled for Employers contribution to Provident fund Rs. 1,80,000/-. His terms as managing director will expire on 5th September, 2015.

During the year, the Board of Directors met 6 times on 04.04.2014, 30.05.2014, 25.06.2014, 25.07.2014, 17.10.2014, 13.02.2015. Attendance of each director at the meetings of the Board of Directors held during the year and the last Annual General Meeting and Directorship held by them in other Companies is indicated below:

Name	No. of Board Meetings Attended	Whether attended last AGM	Directorship in other Companies	Committee Membership	Status in Committee
Shri Shiv Narayan Daga	6	Yes	Daga Commodities Private Limited	--	--
Mrs. Shikha Mundra	6	Yes		--	--
Shri Chandra Mohan Bahety	4	No	MPA Financial Services Private Limited	Audit Committee	Member
			MPA Finsecurities Private Limited		
			MPA Insurance Brokers Limited	Remuneration Committee	Member
			Balaji Nirman Private Limited		
Shri Sanjay Kumar Mimani	4	No		Share Transfer & Investors grievance Committee	Chairman
				Audit Committee	Chairman
Shri Brajesh Sadani	4	No		Share Transfer & Investors Grievance Committee	Member
				Audit Committee	Member
				Remuneration Committee	Chairman
Shri Sachin Rathi	5	Yes	Daga Commodities Private Limited	Remuneration Committee	Member

## **Audit Committee**

In Compliance with Clause-49 of the Listing Agreement and Section 292A of the Companies Act, 1956, the Board of Directors has constituted an Audit Committee comprising the following Directors:

- |   |          |
|---|----------|
| • Mr. Sanjay Kumar Mimani (Independent Non-Executive Director)  | Chairman |
| • Mr. Chandra Mohan Bahety (Independent Non-Executive Director) | Member   |
| • Mr. Brajesh Sadani (Independent Non-Executive Director)       | Member   |

During the year Committee met four times on 30.05.2014, 25.07.2014, 17.10.2014 and 13.02.2015.

## **Remuneration Committee**

The remuneration Committee comprises of following Directors:

- |   |          |
|---|----------|
| • Mr. Brajesh Sadani (Independent Non-Executive Director)       | Chairman |
| • Mr. Sachin Rathie (Independent Non-Executive Director)        | Member   |
| • Mr. Chandra Mohan Bahety (Independent Non-Executive Director) | Member   |

During the year Remuneration Committee met once on 25.07.2014.

## **Share Transfer & Investors Grievance Committee**

The Committee comprises of following Directors:

- |  |          |
|--|----------|
| • Mr. Sanjay Kumar Mimani (Independent Non-Executive Director) | Chairman |
| • Mr. Brajesh Sadani (Independent Non-Executive Director)      | Member   |

During the year, the committee met 2 (Two) times on 30.05 2014, and 10.06.2014.

During the year, no complaint was received from investors. The requests received for share transfer upto 31.03. 2014 has been completed within the time frame prescribed by the statutory authorities as well as Listing Agreement.

## **General Body Meetings**

The details of General Meeting of the Shareholders conducted in last three years are as follows:

<b><u>Year</u></b>	<b><u>Date</u></b>	<b><u>Time</u></b>	<b><u>Location</u></b>
2011-2012	13.08.2012	10:00 a.m.	Children Park, Near 756, Sector 23A, Gurgaon-122017 (Haryana)
2012-2013	30.09.2013	05.00.p.m.	756, Sector 23A, Gurgaon-122017 (Haryana)
2013-2014	28.07.2014	05.00.p.m.	756, Sector 23A, Gurgaon-122017 (Haryana)

## **Disclosures**

- The Company has not entered into any transaction of a material nature with the Promoters, Directors or the Management, their relatives etc. that may have potential conflict with the interest of the Company.
- No penalties have been imposed on the Company by the Stock Exchange, SEBI or other Statutory Authorities on any matter related to capital markets during last three years.

## **Means of Communication**

As per Clause 41 of the Listing Agreement, the financial results of the Company were published in the "Business Standard" (English) and "Veer Arjun" (Hindi) during the year.

- Pursuant to clause 51 of listing agreement, information like quarterly and half yearly statement and shareholding pattern are regularly updated on BSE's & NSE's website i.e. [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com).



- Management discussion & analysis report has been included in the annual report, which forms part of the Annual Reporting being sent to the shareholders of the Company.

#### Information for General Shareholders

- A. 23rd Annual General Meeting : Will be held on Monday the 14th Sept., 2015 at 5.00 p.m. at 756 Sector-23A , Gurgaon-122017 (Haryana).
- B. Financial Calendar : 01.04. 2014 to 31.03. 2015
- C. Book Closure Date : 10.09. 2015 to 14.09.2015 (Both days inclusive)
- E. Listing on Stock Exchange : The Shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange and the Annual Listing Fee for the year 2014-2015 have been paid.
- F. Market Price Data : in ₹

MONTH	BSE		NSE	
	Highest Price	Lowest Price	Highest Price	Lowest Price
April, 2014	85.90	78.65	85.95	78.60
May, 2014	78.80	77.05	78.80	71.00
June, 2014	77.20	69.35	77.20	66.65
July, 2014	69.50	65.50	71.00	65.00
August, 2014	79.00	52.70	65.90	65.05
September, 2014	78.50	52.50	69.45	62.40
October, 2014	78.30	64.95	65.50	65.00
November, 2014	65.45	65.05	69.70	65.05
December, 2014	65.40	59.95	65.45	59.90
January, 2015	60.35	53.05	60.35	52.40
February, 2015	62.70	48.85	53.30	45.75
March, 2015	49.00	47.40	49.00	47.30

- G. NSE SYMBOL : DBSTOCKBRO (National Stock Exchange)  
BSE CODE : 530393 (Bombay Stock Exchange)
- H. Registrar & Share Transfer agent : Abhipra Capital Limited  
A - 387, Dilkhush Industrial Area  
G.T. Karnal Road, Azadpur Delhi-110033  
Email : rta@abhipra.com

- I. ISIN : INE921B01025
- J. Share Trading/ Transfer : Trading in equity shares of the Company on NSE & BSE is permitted in dematerialized mode only. The Shares received in physical form for transfers are normally processed within a period of 30 days, provided all the formalities are completed

K. **Distribution Schedule as on 31.03. 2015**

Shareholding of Nominal Value of Rs		No. of Shareholders	No. of Shares
Upto	2500	792	273412
2501	5000	61	115682
5001	10000	49	177053
10001	20000	27	208744
20001	30000	6	84527
30001	40000	6	113094
40001	50000	5	116394
50001	100000	4	159789
100001	& above	68	33751305
TOTAL		1018	35000000
Category		No. of shares	% of Shareholding
Promoters		9753000	27.87
Other		25247000	72.13
Total		35000000	100.00

- L. **Dematerialization of Shares :** 34483590 Equity Shares representing 98.52% of Total paid up Capital in Dematerialized Form and 519910 Equity Shares representing 1.48% of Total paid up Capital in Physical Form as on 31.03.2015.

- M. **Address for Correspondence:** Shareholders' correspondence may be addressed to the Company Secretary DB (International) Stock Brokers Limited at its corporate office at 402, New Delhi House, 27, Barakhamba Road, New Delhi-110001 Email id: investors@dbonline.in

**On behalf of the Board of Directors  
For DB (International) Stock Brokers Limited**

**Place : New Delhi**  
**Date : 29th May, 2015**

**Sd/-  
Shiv Narayan Daga  
(Managing Director)**

**Sd/-  
Sachin Rathi  
(Director)**

## CEO/CFO CERTIFICATION

### Certificate of Managing Director on Financial Statement under Clause 49 of the Listing Agreement

I, Sanjeev Kumar Rawal, Chief Financial Officer hereby certify that :

- a. I have reviewed financial statement and the cash flow statement of the financial year ended 31.03.2015 and that to the best of my knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;.
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct.
- c. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness or internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit Committee that:
  - i) there have been no significant changes in internal control over financial reporting during the year.
  - ii) there have been no significant changes in accounting policies during the year; and
  - iii) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place : New Delhi**  
**Date: 29th May,2015**

**Sd/-**  
**Sanjeev Kumar Rawal**  
**(Chief Financial Officer)**

### **DB (INTERNATIONAL) STOCK BROKERS LIMITED**

Regd. Office: 756, Sector-23A Gurgaon-122017  
CIN- L67120HR1992PLC035349  
Phone : +91 11 43606162

### **Declaration of compliance with 'Code of Conduct for Directors and Key Managerial Personnel' of the Company**

I, Shiv Narayan Daga, Managing Director of the Company, do hereby confirm that all the members of Board and the Key Managerial Personnel of the Company have complied with the 'Code of Conduct for the Directors and Key Managerial Personnel', during the financial year 2014-2015.

This declaration is based on and is in pursuance of the individual affirmations received in writing from the members of Board and the Key Managerial Personnel of the Company.

**Place: New Delhi**  
**Date: 29th May, 2015**

**Sd/-**  
**Shiv Narayan Daga**  
**(Managing Director)**  
**DIN: 00072264**  
**Address: B-146, Surajmal Vihar**  
**Delhi-110032**

**Chaudhry Vigg James & Co**  
**CHARTERED ACCOUNTANTS**  
**Z 8, Hauz Khash**  
**New Delhi-110016**

**Auditor's Certificate**

To

The Members

DB (International) Stock Brokers Limited

We have examined the compliance conditions of corporate governance by DB (International) Stock Brokers Limited (hereinafter referred as “the company”) for the year ended March 31, 2015 as stipulated in clause 49 of the listing agreement of the said company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implement thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR CHAUDHRY VIGG JAMES & CO**  
**Chartered Accountants**  
**Firm Regn. No. 000949N**

**Sd/-**  
**B B Chaudhry**  
**Partner**  
**Membership No: 014231**

**Place : New Delhi**  
**Date: 29.05.2015**

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of**  
**DB (INTERNATIONAL) STOCK BROKERS LTD.**  
**756, Sector 23A**  
**GURGAON - 122017**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of DB (INTERNATIONAL) STOCK BROKERS LTD ('the Company'), which comprise the balance sheet as at March 31, 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:

- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act; and
- (f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Chaudhry Vigg James & Co**  
**Chartered Accountants**  
**Firm Regn. No. 000949N**

**Sd/-**  
**B B Chaudhry**  
**Partner**  
**Membership No.014231**

**New Delhi**  
**Dated 29.05.2015**



## Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) The Company is a service company, primarily rendering share brokerage service. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable.
- (iii) The Company has not granted any loans to the bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty or excise.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, service tax, cess and other material statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
- c) The amount of to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under has been transferred to such fund within time.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For Chaudhry Vigg James & Co**  
**Chartered Accountants**  
**Firm Regn. No. 000949N**

**B B Chaudhry**  
**Partner**  
**Membership No.014231**

**New Delhi**  
**Dated 29.05.2015**

**ACCOUNTING POLICIES AND NOTE TO ACCOUNTS**  
**STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

**a. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

- i. The company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis.
- ii. Financial statements are prepared under the historical cost convention. These costs are not adjusted to reflect the impact of changing value in the purchasing power of money.
- iii. These financial statements have been prepared in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year

**b. USE OF ESTIMATES**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**c. FIXED ASSETS AND DEPRECIATION**

- i. **FIXED ASSETS**  
Fixed Assets are stated at cost, less accumulated depreciation & impairment loss, if any. All costs till commencement of their use including pre-installation charge attributable to fixed assets are capitalized.
- ii. **DEPRECIATION & AMORTISATION**
  - a) Depreciation has been provided on Written down Value Basis based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.
  - b) Depreciation on addition is provided on pro rata basis from the date of such addition.
  - c) Depreciation on assets sold, discarded or demolished during the year is being provided at their rates up to the date on which such assets are sold, discarded or demolished.

**d. INTANGIBLE ASSETS**

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets are carried at cost less accumulated depreciation / amortization and accumulated impairment losses.

Intangible assets are depreciated on a Written Down Value Basis.

Gains or losses arising from derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss when the assets is derecognized.

**e. IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS**

The company assesses at each reporting date whether there is an indication that an assets may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

f. **INVESTMENTS**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment bases. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

g. **CASH & CASH EQUIVALENTS**

Cash and cash equivalents in the cash flow statement comprise cash at bank, cash in hand and fixed deposit with banks.

h. **REVENUE RECOGNITION**

The company recognizes income on accrual basis. Revenue is recognised to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- i. Interest Income, Brokerage Income, Income from Depository Participants is recognized as & when accrued.
- ii. Dividend income is accounted for during the year in which it is declared whereby a right to receive is established.

i. **EMPLOYEES' BENEFIT**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

All other payments related to employees' benefit shall be made on due basis.

j. **INCOME TAXES**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e, the period for which MAT credit is allowed to be carried forward in the which the company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of minimum alternative tax under the income tax Act, 1961, and the asset is created by way of credit to the statement of profit and loss and shown as "Mat credit entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

**k. EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the number of equity shares outstanding during the period.

**l. PROVISIONS**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**m. CONTINGENT LIABILITIES & CONTINGENT ASSETS**

A Contingent liability is a possible obligation that arises from past event whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that can not be recognized because it can not be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements

Contingent assets are neither recognized nor disclosed in the financial statements.

**n. SEPARATE REPORTABLE SEGMENTS**

There are no separate reportable segments as per Accounting Standard 17 as the entire operations of the company relate to one segment viz. Share Broker.

**o. FOREIGN CURRENCY TRANSACTIONS**

There are no transactions denominated in foreign currency and/or income /expenses on account of difference either on settlement or on translation to be recognized in the statement of profit and loss as of even date.

**p. LEASES**

Operating lease payments are recognised as an expense in the Profit and Loss account on a straight line basis over the lease term.

**DB (INTERNATIONAL ) STOCK BROKERS LIMITED**  
**BALANCE SHEET AS ON 31st MARCH,2015**

Particulars	Notes to Account	AS ON 31.03.2015	AS ON 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	<b>70,000,000</b>	70,000,000
(b) Reserves and surplus	2	<b>327,887,522</b>	311,665,491
<b>2 Non-current liabilities</b>			
Deferred tax liabilities (Net)	11	<b>302,610</b>	1,045,344
<b>3 Current liabilities</b>			
(a) Trade Payable		<b>220,232,065</b>	132,702,016
(b) Other current liabilities	3	<b>1,510,990</b>	1,049,890
(c) Short-term provisions	4	<b>6,441,280</b>	11,554,695
<b>TOTAL</b>		<b>626,374,467</b>	<b>528,017,436</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	5		
(i) Tangible assets		<b>3,313,913</b>	8,058,995
(ii) Intangible assets		<b>278,750</b>	418,104
(b) Non current investments	6	<b>6,177,400</b>	6,177,400
(c) Long term loans & advances	7	<b>57,717,365</b>	59,658,927
<b>2 Current assets</b>			
(a) Inventories		<b>—</b>	70,167,153
(b) Trade receivables	8	<b>4,216,105</b>	2,460,178
(c) Cash and cash equivalents	9	<b>538,178,453</b>	361,939,228
(d) Other current assets	10	<b>16,492,481</b>	19,137,451
<b>TOTAL</b>		<b>626,374,467</b>	<b>528,017,436</b>

Significant Accounting Policies  
and Notes to Accounts

As per our Report of even date attached

For & On behalf of Board of Directors

**For Chaudhry Vigg James & Co**  
**Chartered Accountants**  
**Firm Regn. No. 000949N**

**Sd/-**  
**Shiv Narayan Daga**  
**Managing Director**

**Sd/-**  
**Sachin Rathi**  
**Director**

**Sd/-**  
**Yashwant Gupta**  
**Company Secretary**

**Sd/-**  
**B B Chaudhry**  
**Partner**  
**M.No. 014231**

**Date : 29.05.2015**  
**Place : New Delhi**

**DB (INTERNATIONAL ) STOCK BROKERS LIMITED**  
**Profit and loss Statement for the Year ended 31st March, 2015**

PARTICULARS		For the year ended 31.03.15	For the year ended 31.03.14
<b>I. Revenue from operations</b>	12	<b>85,646,326</b>	95,566,557
II. Other income	13	-	23,950,917
<b>III. Total Revenue (I + II)</b>		<b>85,646,326</b>	<b>119,517,474</b>
<b>IV. Expenses:</b>			
Employee benefits expense	14	<b>17,506,097</b>	16,739,249
Depreciation and amortization expense	15	<b>2,633,507</b>	3,120,102
Other expenses (Admin & Other Expenses)	16	<b>39,242,720</b>	41,907,031
Total expenses		<b>59,382,324</b>	<b>61,766,382</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>26,264,002</b>	57,751,092
VI. Exceptional items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		<b>26,264,002</b>	57,751,092
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII- VIII)</b>		<b>26,264,002</b>	57,751,092
<b>X. Tax expense:</b>			
(1) Current Tax		<b>(8,533,776)</b>	(11,645,370)
MAT Credit transferred from MAT Credit Entitlement		<b>2,092,496</b>	90,675
MAT Credit adjusted against Current Tax		<b>(2,092,496)</b>	(90,675)
Current Tax		<b>(8,533,776)</b>	(11,645,370)
(2) Deferred Tax Liability (-)/ Credit		<b>742,734</b>	492,553
<b>XI. Profit (Loss) for the period from continuing operations (IX-X)</b>		<b>18,472,960</b>	46,598,275
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
<b>XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>XV. Profit (Loss) for the period (XI + XIV)</b>		<b>18,472,960</b>	<b>46,598,275</b>
XVI. Earnings per equity share:			
Basic		<b>0.53</b>	1.33

Significant Accounting Policies  
and Notes to Accounts

As per our Report of even date

**For Chaudhry Vigg James & Co**  
**Chartered Accountants**  
**Firm Regn. No. 000949N**

**Sd/-**  
**B B Chaudhry**  
**Partner**  
**Membership No: 014231**  
**Date : 29.05.2015**  
**Place : New Delhi**

**Sd/-**  
**Shiv Narayan Daga**  
**Managing Director**

**Sd/-**  
**Sachin Rathi**  
**Director**

**Sd/-**  
**Yashwant Gupta**  
**Company Secretary**

**For & On behalf of Board of Directors**



DB (INTERNATIONAL ) STOCK BROKERS LIMITED

NOTES ON ACCOUNT

1 Share Capital

Share Capital	As at 31st March 2015		As at 31st March 2014	
	Number	₹	Number	₹
<b>Authorised</b> Equity Shares of ₹ 2 each	50,000,000	100,000,000	50,000,000	100,000,000
<b>Issued</b> Equity Shares of ₹ 2 each	35,000,000	70,000,000	35,000,000	70,000,000
<b>Subscribed &amp; Paid up</b> Equity Shares of ₹ 2 each fully paid	35,000,000	70,000,000	35,000,000	70,000,000
<b>Total</b>	<b>35,000,000</b>	<b>70,000,000</b>	<b>35,000,000</b>	<b>70,000,000</b>

Terms/Rights Attached to Equity Shares

The company has only one class of equity share having a par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees.

During the year ended 31st March,2015 , no dividend is recognised as distributable to the equity shareholders

(Details of Shareholders Holding more than 5% Shares in the company.

Name of Shareholders	As at 31st March 2015		As at 31st March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shiv Narayan Daga	5,780,000	16.51	5,780,000	16.51
Sharma Gandhi Hire Purchase Limited	3,571,106	10.20	3,571,106	10.20
Guru Kirpa finvest Limited	4,330,091	12.37	4,427,784	12.65

2. Reserve & Surplus

(in ₹)

Reserves & Surplus	As at 31st March 2015	As at 31st March 2014
<b>a. Securities Premium Account</b>		
Opening Balance	76,000,000	76,000,000
Closing Balance	<b>76,000,000</b>	<b>76,000,000</b>
<b>b. Other Reserves (General Reserve)</b>		
Opening Balance	28,648,432	28,648,432
Closing Balance	<b>28,648,432</b>	<b>28,648,432</b>
<b>c. Surplus</b>		
Opening balance	207,017,059	148,134,309
(+) Net Profit/(Net Loss) for the current year	18,472,960	46,598,275
(-) Adjust for depreciation as per provisions of Schedule II of companies act 2013	(2,250,929)	-
(+) Provisions for Proposed dividend and corporate dividend tax written back	-	12,284,475
Closing Balance	<b>223,239,090</b>	<b>207,017,059</b>
<b>Total (a + b + c)</b>	<b>327,887,522</b>	<b>311,665,491</b>

3. Other Current Liabilities

(in ₹)

Other Liabilities	As at 31st March 2015	As at 31st March 2014
Liabilities for Expenses	1,020,666	494,075
TDS Payable	131,454	103,395
NSE Charges payable	358,870	452,420
<b>Total</b>	<b>1,510,990</b>	<b>1,049,890</b>

4. Provisions

(in ₹)

Short Term Provisions	As at 31st March 2015	As at 31st March 2014
<b>Others</b>		
Provision for Income Tax	6,441,280	11,554,695
<b>Total</b>	<b>6,441,280</b>	<b>11,554,695</b>

## 5. Fixed Assets

### Tangible Assets

(in ₹)

	Computer	Electrical Equipment	Furniture & Fixtures	Generator	Office Equipment	Vehicles	Air Conditioner	Total
<b>Gross Block</b>								
At 31st March 2014	28,780,740	4,295,874	1,173,114	1,524,312	561,110	1,250,787	1,540,195	39,126,132
Additions	-	-	-	-	-	-	-	-
Adjustment for provision of schedule II of Componies Act 2013	25,720,132	-	193,394	66,550	561,110	-	-	26,541,186
At 31st March 2015	3,060,608	4,295,874	979,720	1,457,762	-	1,250,787	1,540,195	12,584,946
<b>Depreciation</b>								
At 31st March 2014	25,845,908	2,028,465	646,346	635,217	480,941	743,334	686,926	31,067,137
Charge for the Year	493,677	1,195,574	213,397	182,300	-	206,787	202,4187	2,494,153
Adjustment for Depreciation	23,544,243	-	194,615	70,458	480,941	-	-	24,290,257
At 31st March 2015	2,795,342	3,224,039	665,128	747,059	-	950,121	889,344	9,271,033
<b>Net Block</b>								
At 31st March 2015	265,266	1,071,835	314,592	710,703	-	300,666	650,851	3,313,913
At 31st March 2014	2,934,832	2,267,409	526,768	889,095	80,169	507,453	853,269	8,058,995

### Intangible Assets

(in ₹)

	Computer Software							Total
<b>Gross block</b>								
At 31st March 2014	2,286,786							2,286,786
Purchase	-							-
At 31st March 2015	2,286,786							2,286,786
<b>Depreciation</b>								
At 31st March 2014	1,868,682							1,868,682
Charge for the Year	139,354							139,354
Disposals	-							-
At 31st March 2015	2,008,036							2,008,036
<b>Net Block</b>								
At 31st March 2015	278,750							278,750
At 31st March 2014	418,104							418,104

6. Non current Investments

(in ₹)

	As at 31st March 2015	As at 31st March 2014
(a) Investment in Equity instruments	6,177,400	6,177,400
Less : Provision for diminution in the value of Investments	-	-
<b>Total</b>	<b>6,177,400</b>	<b>6,177,400</b>

(in ₹)

Particulars	As at 31st March 2015	As at 31st March 2014
Aggregate Market value of quoted investments	273,895,400	493,691,000
Aggregate amount of unquoted investments	355,000	355,000

7. Long Term Loans and Advances

(in ₹)

Particulars	As at 31st March 2015	As at 31st March 2014
National Stock Exchange of India	5,000,000	5,000,000
Bombay Stock Exchange of India	1,125,000	1,125,000
Deposits for membership of F&O	800,000	800,000
Leased Line Security Deposits	440,000	440,000
MCX -SX MEMBER DEPOSIT	2,000,000	2,000,000
Security deposit for Rent	231,000	315,000
Additional Base Capital (Cash NSE & BSE)	600,000	36,720,000
Advances for properties	46,471,365	10,111,431
Security Deposits with Exchanges	1,050,000	1,050,000
Telephone Security Deposit	-	5,000
MAT Credit Entitlement	-	2,092,496
<b>Total</b>	<b>57,717,365</b>	<b>59,658,927</b>

8. Trade Receivables

(in ₹)

	As at 31st March 2015	As at 31st March 2014
Trade receivables outstanding for a period less than six months from the date they are due for payment Unsecured, considered good	4,107,851	2,359,999
Less: Provision for doubtful debts	-	-
	<b>4,107,851</b>	<b>2,359,999</b>
Trade receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	108,254	100,179
Less: Provision for doubtful debts	-	-
	<b>108,254</b>	<b>100,179</b>
<b>Total</b>	<b>4,216,105</b>	<b>2,460,178</b>

9. Cash & Cash Equivalents

(in ₹)

	As at 31st March 2015	As at 31st March 2014
a. Balances with banks	59,460,683	38,100,635
b. Bank Fixed deposits*	478,572,804	323,643,926
c. Cash in hand	144,966	194,667
* Includes maturing after twelve months from the end of the year Rs.46250000/- (Nil)	538,178,453	361,939,228

10. Other Current Assets

(in ₹)

	As at 31st March 2015	As at 31st March 2014
1. Income tax refundable	2,206,734	2,418,991
2. Tax Deducted at source	6,034,667	7,786,441
3. NSE/BSE/MCX /ILFS Receivable	297,939	331,743
4. Advance Income tax	2,800,000	4,000,000
5. Stamp in Hand	-	12,980
6. Service Tax Recoverable	583,697	101,890
7. Accrued Interest	2,101,779	1,865,050
8. Prepaid Expenses	2,467,665	2,620,356
	16,492,481	19,137,451

11. Deferred Tax Liabilities

(in ₹)

	As at 31st March 2015	As at 31st March 2014
Deferred Tax Liability related to Depreciation		
Opening Balance	1,045,344	1,537,897
Deferred Tax Liabilities / (Credit) During the year	(742,734)	(492,553)
Carried to Balance Sheet as on date	302,610	1,045,344

12. Revenue from Operations

(in ₹)

	As at 31st March 2015	As at 31st March 2014
Operating revenues	85,646,326	95,566,557
Total	95,566,557	95,566,557

13. Other Income

(in ₹)

	As at 31st March 2015	As at 31st March 2014
Net gain/loss on sale of investments	-	23,564,775
Other non-operating income	-	386,142
Total	-	23,950,917

14. Employee Benefit Expenses

(in ₹)

	As at 31st March 2015	As at 31st March 2014
Staff Salary	14,618,565	14,769,947
EPS (Employer`s Contribution)	104,308	75,084
ESI (Employer`s Contribution)	5,410	4,571
Staff Welfare expenses	201,814	209,647
Directors` Remuneration	2,576,000	1,680,000
Total	17,506,097	16,739,249

15. Depreciation and Amortization Expense

(in ₹)

	As at 31st March 2015	As at 31st March 2014
Depreciation of tangible assets	2,494,153	2,911,081
Amortization of intangible assets	139,354	209,021
Total	2,633,507	3,120,102



16. Other Expenses

(in ₹)

	As at 31st March 2015	As at 31st March 2014
Auditors Remuneration	30,000	30,000
Annual Maintenance Charges	1,076,482	890,551
Bank Charges	9,473,040	8,360,325
Computer Exp.	552,796	309,509
Conveyance	125,446	124,931
Depository Expenses	465,370	282,495
Electricity Charges	1,287,544	1,293,351
Fees & Taxes	6,601,317	7,999,780
Securities Transaction Tax	11,381,131	15,232,030
Pref. Issue Expenses Written Off	-	114,500
Insurance Premium	14,436	11,059
Legal & Professional charges	656,340	726,750
Listing Fees	190,033	48,404
Misc Exp.	28,869	31,833
Office Maintenance	302,230	713,083
Publication Expenses	49,528	149,305
Postage ,Telegram & Courier	197,905	91,067
Printing & Stationary	210,285	149,454
Rent	1,788,160	1,125,842
Telephone & Communication Exp.	265,663	341,858
Client Introduction Charges	2,235,875	1,377,219
Vehicle Running Exp.	255,281	228,801
VSAT & Lease Line Expenses	2,054,989	2,086,671
Expenses on Exempted Income	-	188,213
	<b>39,242,720</b>	<b>41,907,031</b>

17. Earnings Per Share (EPS)

The following reflects the profit and share data used in the basic EPS computations: (in ₹)

	As at 31st March 2015	As at 31st March 2014
EBDTA	28,897,509	60,871,194
Less : Depreciation	2,633,507	3,120,102
EBTA	26,264,002	57,751,092
Tax expense:		
(1) Current tax	(8,533,776)	(11,645,370)
(2) Deferred tax	742,734	492,553
Profit after Tax	<b>18,472,960</b>	<b>46,598,275</b>
Earnings per equity share: Basic	<b>0.53</b>	<b>1.33</b>

18. Payment to Auditors

(in ₹)

Particulars	2014-15	2013-14
(i) Audit Fees	15,000	15,000
(ii) Tax Audit Fees	5,000	5,000
(iii) Certification Charges	10,000	10,000
	<b>30,000</b>	<b>30,000</b>

19. Employees Benefit

An amount of Rs.1423491/-has been ascertained by the management in respect of the gratuity and other employee's benefit . As given in the accounting policy of the company, all such payments shall be made on due basis, hence is not provided for in the books of account.

20. Related Party Disclosure required as per Accounting Standard (AS-18) on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as below:

Name of Related parties and description of relationship with whom transactions have taken place during the year:-

- (a) Key Management Personnel :  
Sh. Shiv Narayan Daga (Managing Director)
- (b) Relative of Key Management Personnel :  
Mrs. Sharda Daga  
Mrs. Shikha Mundra

The Company's related party transactions during the year as at 31st March, 2015 are as below :

Nature of Transaction	Key Management Personnel		Relative of Key Management Personnel	
	2014-15	2013-14	2014-15	2013-14
Expenses				
Rent	-	-	174,000	174,000
Managerial Remuneration	2,576,000	1,680,000		900,000

21. a) Contingent Liabilities not provided for in respect of :Guarantee issued by banks ₹ 72.50 Crores (PreviousYear ₹ 67.00 Crores)
- b) Loans and Advances, Debtors, Security Deposit and other assets have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.
- c) The expenses incurred by branches have been incorporated in the respective heads of account.
- d) The previous year figures have been reworked, regrouped, rearranged, reclassified wherever necessary. Amounts and other disclosures for preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amount and other disclosures relating to the current year.
- e) There is unpaid amount of ₹ 4,60,535/- outstanding against Dividend declared for the financial year 2009-10,2010-2011 and 2011-12. The said balance is lying in titled " Indusind Dividend Account" with Indusind Bank. The said unpaid dividend is not reflected in the current liability and Bank balance in the figure of Current & previous Financial year.

- f) Figures have been rounded off to the nearest rupee.
- g) Note from 1 to 21 form an integral part of the accounts.

As per our Report of even date attached

**For & On behalf of Board of Directors**

**For Chaudhry Vigg James & Co**  
**Chartered Accountants**  
**Firm Regn. No. 000949N**

**Sd/-**  
**Shiv Narayan Daga**  
**Managing Director**

**Sd/-**  
**Sachin Rathi**  
**Director**

**Sd/-**  
**Yashwant Gupta**  
**Company Secretary**

**Sd/-**  
**B B Chaudhry**  
**Partner**  
**M.No. 014231**

**Date : 29.05.2015**  
**Place : New Delhi**

**DB( INTERNATIONAL) STOCK BROKERS LIMITED**  
**Cash Flow Statement for The Year 2014- 2015**

(₹ in 000)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b><u>A. Cash Flow from Operating Activity:</u></b>		
Net Profit Before Taxes and Extraordinary Item.	26,264	57,751
<b>Adjustment for</b>		
Depreciation	2,634	3,120
Preliminary Public issue Expenditure W/off	-	115
 <b>Operating profit before working capital changes</b>	 28,898	 60,986
Adjustment for:		
Inventories	70,167	(70,167)
Debtors	(1,756)	(498)
Other Current Assets	2,645	5,132
Loan & Advances	-	457
Security Deposits	(151)	(32,529)
Current Liabilities	87,991	112,372
 <b>TOTAL</b>	 158,896	 14,767
 <b>Cash Generated from Operations</b>	 <hr/> 187,794	 <hr/> 75,753
Tax Paid	(11,555)	(16,261)
 <b>Net Cash Flow from Operating Activity</b>	 <hr/> 176,239	 <hr/> 59,492
 <b><u>B. Cash Flow from Investing Activity</u></b>		
Investment	-	978
 <b>Net Cash Flow from Investing Activity</b>	 <hr/> -	 <hr/> 978
 <b><u>C. Cash Flow from Financing Activities</u></b>		
 <b>Net Cash used in Financing Activities</b>	 <hr/> -	 <hr/> -
Net Increase/(decrease) in cash and cash Equivalents	176,239	60,470
Opening Balance of Cash and cash equivalents	361,939	301,469
Closing Balance of Cash and cash equivalents	538,178	361,939

**For & On behalf of Board of Directors**

<b>Date : 29-05-2015</b> <b>Place: New Delhi</b>	<b>Sd/-</b> <b>Shiv Narayan Daga</b> <b>Managing Director</b>	<b>Sd/-</b> <b>Sachin Rathi</b> <b>Director</b>	<b>Sd/-</b> <b>Yashwant Gupta</b> <b>Company Secretary</b>
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**Auditors Certificate**

We have verified the above Cash Flow Statement for the year ended 31st March, 2015 of DB (International) Stock Brokers Limited with the Books and Records of the Company and according to the information and explanation given to us, found the same to be in accordance therewith.

**For Chaudhry Vigg James & Co**  
**Chartered Accountants**  
**Firm Regn. No. 000949N**

**Sd/-**  
**B B Chaudhry**  
**Partner**  
**M.No. 014231**

**Date : 29.05.2015**  
**Place : New Delhi**

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**INTENTIONALLY**

### ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional attendance slip on request.

<b>Ledger Folio No.:</b> <b>DP ID/CLIENT ID</b>	<b>No. of Shares held :</b>
<b>Name :</b>	
<b>Address :</b>	

I hereby record my presence at the 23rd Annual General Meeting of the Company to be held on Monday, 14th day of September, 2015 at 5.00 P.M at 756, Sector -23A, Gurgaon- 122017, the registered office of the Company.

<b>Signature of Shareholder/Proxy :</b>
---

Electronic Voting Particulars		
EVEN (E Voting Event Number)	User ID	Password

Note: Please refer to the Instructions printed under the Notes to the Notice of the 23rd Annual General Meeting. The e-voting period starts from September, 10, 2015 ( 9.00 a.m.) and ends on September 14,2015 (11.00 a.m.)

### PROXY FORM

{Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(1) of the Companies (Management and Administration) Rules, 2014}

I / We ..... holding .....no of shares being a member of DB (International) Stock Brokers Limited hereby appoint ..... of ..... or failing him ..... of ..... as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf on Monday, the 14th day of September, 2015 at 5.00 P.M at 756, Sector -23A, Gurgaon- 122017, the registered office of the Company or at any adjournment hereof.

Signed this ..... day of .....2015

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

**Affix Revenue  
Stamp of Rs.1/-**

<b>Ledger Folio No.:</b>	<b>No. of Shares held :</b>
<b>Name :</b>	
<b>Address :</b>	

**NOTE:**

- a) The Proxy in order to be effective must be deposited at the Registered Office of the Company duly stamped, completed and signed, at least 48 hours before the time for holding of the meeting.
- b) The Proxy form should be signed across the stamp as per specimen signature registered with the Company.







## INSTRUCTIONS

### 1. GENERAL INFORMATION

- a. There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a. Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Kavita Goel & Associates, Practicing Company Secretaries, at 402, New Delhi House 27, Barakhamba Road, New Delhi-110001. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- c. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- d. Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. on Saturday, 12th day of September, 2015. Postal Ballot Forms received after this date will be considered invalid.
- e. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- f. A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company at 402, New Delhi House 27, Barakhamba Road New Delhi-110001 or to the e-mail ID [compliance@bdonline.in](mailto:compliance@bdonline.in). Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. on Saturday, 12th day of September, 2015.
- g. Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.