DB (International) Stock Brokers Ltd.

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

Corp. Office: 402, New Delhi House, 27, Barakhamba Road, New Delhi -110001
Tel.:011-43606162 Website: www.dbonline.in E-Mail: compliance@dbonline.in
CIN: L67120HR1992PLC035349

Date :-01-09-2020

To,
Sh. Sareesh Koroth
Chief Manager
Surveillance
National Stock Exchange of India Limited
Mumbai

Sub:-Movement in Price
Ref:-NSE/CM/Surveillance/9855
Dated:-14-08-2020

Dear Sir,

1. That in response to your letter dated 14-08-2020, with great respect it is submitted that we had duly complied all the provisions of the SEBI Act along with its rules and regulations including Regulation 30 of the SEBI(LODR) Regulations , 2015.
2. That all the events, information etc have a bearing on the operations/performance of the company which include all price sensitive information etc duly reported **(Marked as Exhibit no A of past two quarters).**

3. That as per your requirement we are exhibiting the latest and relevant information about the under signed company including the information and announcement for your records and reference along with the proof , that the same is being shared with the investors **(Marked as Exhibit no B)**

Hoping that you will find the same in order

Thanking You

Yours Truly

For DB (International) Stock Brokers Limited

For D. B. (International) Stock Brokers Ltd.

Managing Director

Shiv Narayan Daga
Managing Director

Place:-Delhi

GUPTA VERMA & SETHI
Chartered Accountants

304 Delhi Chamber
3453 Delhi Gate
New Delhi- 110002
Ph.: 011- 23272419
Mob: 98103-01638
Email ID: gvsksethi@gmail.com

Independent Auditor's Report on the Quarterly and Year to date Standalone Financial Results of DB (International) Stock Brokers Ltd. Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

TO THE BOARD OF DIRECTORS OF
DB (INTERNATIONAL) STOCK BROKERS LIMITED

We have audited the quarterly financial results of **DB (INTERNATIONAL) STOCK BROKERS LIMITED** for the quarter ended March 31, 2020 and the year to date results for the period April 01, 2019 to March 31, 2020, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) for Interim Financial Reporting, prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued there under; or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

GUPTA VERMA & SETHI * NEW DELHI * CHARTERED ACCOUNTANTS

i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and

ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2020 as well as the year to date results for the period from April 01, 2019 to March 31, 2020.

For Gupta Verma & Sethi
Chartered Accountants
Firm Regn. No 02605M

Krishna Sethi
Partner
Membership No. 081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

DB (International) Stock Brokers Limited
(All amounts are in Indian Rupees in Lakhs, except if otherwise stated)
STATEMENT OF AUDITED "STANDALONE" FINANCIAL RESULTS
FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020

	Particulars	Quarter ended			Year ended	
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		Audited (Note 3)	Unaudited	Audited (Note 3)	Audited	Audited
1	Income from operations					
	(a) Revenue from operations	300.95	214.42	(152.34)	975.72	183.59
	(b) Other income	-	-	13.25	-	13.25
	Total income from operations	300.95	214.42	(139.09)	975.72	196.84
2	Expenses					
	(a) Employee benefits expense	57.39	61.23	67.14	236.52	237.03
	(b) Finance costs	8.73	12.32	8.04	44.41	18.16
	(c) Depreciation and amortisation expense	7.75	7.84	6.48	31.57	27.82
	(d) Other expenses	88.37	84.81	144.23	335.39	233.63
	Total expenses	162.24	166.20	225.88	647.49	516.64
3	Profit/(Loss) from operations before execptional items and tax (1 - 2)	138.71	48.22	(364.97)	328.23	(319.80)
4	Exceptional items:					
	Loss on sale of property, plant and equipment	-	-	-	-	(55.65)
5	Profit/(Loss) from operations before tax (3 - 4)	138.71	48.22	(364.97)	328.23	(375.45)
6	Tax expense:					
	Current tax (including earlier years)	(31.22)	9.74	-	7.06	(0.19)
	Minimum alternate tax credit expense/(entitlement)	51.46	(9.74)	-	13.17	-
	Deferred tax expense/(credit)	43.82	15.31	(81.02)	98.70	(118.25)
7	Net profit/(loss) for the period after tax (5 - 6)	74.66	32.90	(283.95)	209.30	(257.01)
8	Other comprehensive income					
	Items to be reclassified to profit or loss	-	-	-	-	-
	Income tax relating to items to be reclassified to profit or loss	-	-	-	-	-
	Items not to be reclassified to profit or loss	3.09	-	1.27	3.09	1.27
	Income tax relating to items not to be reclassified to profit or loss	(0.78)	-	(0.40)	(0.78)	(0.40)
9	Total comprehensive income	76.97	32.90	(283.07)	211.61	(256.14)
10	Paid-up equity share capital (face value - ₹ 2 per equity share)	700.00	700.00	700.00	700.00	700.00
11	Other equity	-	-	-	3,392.02	3,180.41
12	Earnings per equity share (Non-annualised)	-	-	-		
	(a) Earnings/(Loss) per equity share before exceptional items (Basic and Diluted)	0.21	0.09	(0.81)	0.60	(0.62)
	(b) Earnings/(Loss) per equity share after exceptional items (Basic and Diluted)	0.21	0.09	(0.81)	0.60	(0.73)

For D. B. (International) Stock Brokers Ltd.

Managing Director

Notes:-

1 Statement of standalone assets and liabilities for the year ended March 31, 2020:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
	(Audited)	(Audited)
Assets		
Non-current assets		
Property, plant and equipment	34.27	60.86
Intangible assets	4.80	2.45
Financial assets:		
Investments	184.27	184.27
Other financial assets	284.15	84.15
Deferred tax assets (net)	20.30	132.95
Income tax assets (net)	35.71	12.22
Other non-current assets	334.42	170.67
Total Non-current assets	897.92	647.58
Current assets		
Financial assets:		
Investments	44.22	-
Trade receivables	307.13	138.32
Cash and cash equivalents	1,148.24	351.43
Bank balances other than above	3,264.10	3,334.33
Other financial assets	47.62	639.39
Current tax assets (net)	52.43	24.09
Other current assets	33.83	41.88
Total current assets	4,897.58	4,529.44
Total Assets	5,795.50	5,177.02
Equity and liabilities		
Equity		
Equity share capital	700.00	700.00
Other equity	3,392.02	3,180.41
Total equity	4,092.02	3,880.41
Liabilities		
Non-current liabilities		
Long-term provisions	29.90	31.22
Total non-current liabilities	29.90	31.22
Current liabilities		
Financial liabilities:		
Short-term borrowings	9.06	-
Trade payables:		
- to micro, small and medium enterprises	-	-
- to others	1,620.65	1,117.96
Other financial liabilities	31.91	138.07
Other current liabilities	8.98	7.88
Short-term provisions	2.98	1.48
Total current liabilities	1,673.58	1,265.38
Total Equity and liabilities	5,795.50	5,177.02

For D. B. (International) Stock Brokers Ltd.

Managing Director

2 Statement of standalone cash flow for the year ended March 31, 2020:

₹ in Lakhs

Particulars	For the year ended March 31, 2020 (Audited)	For the year ended March 31, 2019 (Audited)
Cash flow from operating activities:		
Net profit before taxation	328.29	(375.45)
Adjustments for:		
Depreciation and amortisation expense	31.17	27.82
(Gain)/loss on disposal of investments	-	(13.25)
Loss/(gain) on disposal of property, plant and equipment	-	55.65
Finance costs	1.27	1.69
Operating profit/(loss) before working capital changes	360.68	(303.53)
Change in operating assets and liabilities:		
Change in other financial assets (non-current)	-	(6.00)
Change in trade receivables	(168.81)	(110.89)
Change in other financial assets (current)	591.77	(497.67)
Change in other current assets	8.09	(32.87)
Change in provisions	3.27	7.71
Change in trade payables	502.70	591.04
Change in other financial liabilities	(106.16)	110.43
Change in other current liabilities	1.20	4.51
Cash generated from/(used in) operations	1,192.59	(237.28)
Direct taxes paid	(58.90)	(23.58)
Direct taxes paid under protest	(163.75)	(3.00)
Net cash inflow generated from/(used in) operating activities	969.95	(263.86)
Cash flows from investing activities:		
Net (investment in)/proceeds from property, plant and equipment and capital advances	(6.92)	500.88
Net proceeds from/ (investment in) associate company	-	15.75
Net (investment in)/ proceeds from bank deposits and other balances	(174.00)	(729.77)
Net cash (used in) investing activities	(180.92)	(213.14)
Cash flows from financing activities:		
Finance cost paid	(1.27)	(1.69)
Drawn of short term borrowings	9.06	-
Net cash (used in) financing activities	7.78	(1.69)
Cash and cash equivalents at the beginning of the financial year	351.43	830.12
Net (decrease) in cash and cash equivalents	796.81	(478.69)
Cash and cash equivalents at end of the year	1,148.24	351.43
Cash and cash equivalents include:		
Balance with bank in current accounts	1,146.36	349.71
Cash on hand	1.88	1.73
	1,148.24	351.43

3 The above Statement of Audited Standalone Financial Results for the quarter and year ended March 31, 2020 ("the Statement") has been reviewed by the audit committee and approved by the Board of Directors in its meeting held on June 24, 2020 and has been audited by the Statutory Auditors of the Company. Figures for the quarter ended March 31, 2020 and March 31, 2020 represent balancing figures between the audited figures for the full financial year and the reviewed & published year to date results upto the third quarter of respective financial year.

4 The Company has adopted the Indian Accounting Standards (Ind-AS) from April 1, 2017 as prescribed under section 133 of the Companies Act, 2013 read with relevant rules framed thereunder and other accounting principles generally accepted in India. Accordingly, the financial results for all the financial periods were also prepared in accordance with recognition and measurement principles as stated therein.

5 The previous period's figures have been re-grouped/re-arranged wherever considered necessary.

6 The quarterly financial results are available on the website of the Company at www.dbonline.in.

For D. B. (International) Stock Brokers Ltd.

Shiv Narayan Daga
Managing Director

Managing Director

Place: New Delhi
Date: June 24, 2020

GUPTA VERMA & SETHI
Chartered Accountants

304 Delhi Chamber
3453 Delhi Gate
New Delhi- 110002
Ph.: 011- 23272419
Mob: 98103-01638
Email ID: gvsksethi@gmail.com

Independent Auditor's Report on the Quarterly and Year to date Consolidated Financial Results of DB (International) Stock Brokers Ltd. Pursuant to the *Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)* Regulations, 2015

TO THE BOARD OF DIRECTORS OF
DB (INTERNATIONAL) STOCK BROKERS LIMITED

1. We have audited the accompanying Statement of Consolidated Financial Results of **DB (International) Stock Brokers Limited** ("the Parent") and its subsidiary (the Parent and its subsidiary together referred to as "the Group") for the year ended March 31, 2020 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended March 31, 2020 as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to audit/review.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been compiled from the related *consolidated financial statements which has been prepared in accordance* with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India. Our responsibility is to express an opinion on *the statement based on our audit of* such consolidated financial statements.

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

   An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate

GUPTA VERMA & SETHI NEW DELHI CHARTERED ACCOUNTANTS

in the circumstances, but not for the purpose of expressing an opinion on the Parent's internal financial control with reference to the Statement. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
   a. includes the results of the following entity:

      i. Daga Business (International) Stock Brokers (IFSC) Private Limited (a wholly owned subsidiary company)

   b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and

   c. gives a true and fair view in conformity with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated total comprehensive income (comprising of net profit and other comprehensive income) and other financial information of the Group for the year ended March 31, 2020.

For Gupta Verma & Sethi
Chartered Accountants
Firm Regn. No 02605M

GUPTA VERMA & SETHI NEW DELHI CHARTERED ACCOUNTANTS

Krishna Sethi
Partner
Membership No. 081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

DB (International) Stock Brokers Limited
(All amounts are in Indian Rupees in Lakhs, except if otherwise stated)
STATEMENT OF AUDITED "CONSOLIDATED" FINANCIAL RESULTS
FOR THE QUARTER AND YEAR ENDED MARCH 31, 2020

	Particulars	Quarter ended			Year ended	
		March 31, 2020	December 31, 2019	March 31, 2019	March 31, 2020	March 31, 2019
		Audited	Unaudited	Audited	Audited	Audited
		(Note 3)		(Note 3)		
1	Income from operations					
	(a) Revenue from operations	321.49	242.23	(151.76)	1,055.12	184.17
	(b) Other income	1.64	-	13.09	1.64	13.09
	Total income from operations	323.12	242.23	(138.67)	1,056.76	197.26
2	Expenses					
	(a) Employee benefits expense	59.17	61.53	67.14	238.60	237.03
	(b) Finance costs	11.58	12.32	8.04	47.26	18.16
	(c) Depreciation and amortisation expense	8.48	7.84	6.48	31.91	27.82
	(d) Other expenses	90.91	89.31	147.33	348.25	236.74
	Total expenses	170.14	170.99	228.99	666.02	519.75
3	Profit/(Loss) from operations before execptional items and tax (1 - 2)	152.98	71.23	(367.66)	390.74	(322.49)
4	Exceptional items:					
	Loss on sale of property, plant and equipment	-	-	-	-	(55.65)
5	Profit/(Loss) from operations before tax (3 - 4)	152.98	71.23	(367.66)	390.74	(378.14)
6	Tax expense:					
	Current tax (including earlier years)	(35.13)	14.39	1.24	12.91	1.06
	Minimum altenate tax credit expense/(entitlement)	61.20	(14.39)	-	13.17	-
	Deferred tax expense/(credit)	28.61	22.99	(81.86)	99.54	(119.09)
7	Net profit/(loss) for the period after tax (5 - 6)	98.29	48.24	(287.04)	265.12	(260.11)
8	Other comprehensive income					
	Items to be reclassified to profit or loss	-	-	-	-	-
	Income tax relating to items to be reclassified to profit or loss	-	-	-	-	-
	Items not to be reclassified to profit or loss	3.09	-	1.27	3.09	1.27
	Income tax relating to items not to be reclassified to profit or loss	(0.78)	-	(0.40)	(0.78)	(0.40)
9	Total comprehensive income	100.60	48.24	(286.17)	267.43	(259.23)
10	Paid-up equity share capital (face value - ₹ 2 per equity share)	700.00	700.00	700.00	700.00	700.00
11	Other equity	-	-	-	3,463.78	3,174.70
12	Earnings per equity share (Non-annualised)	-	-	-		
	(a) Earnings/(Loss) per equity share before exceptional items (Basic and Diluted)	0.28	0.14	(0.82)	0.76	(0.63)
	(b) Earnings/(Loss) per equity share after exceptional items (Basic and Diluted)	0.28	0.14	(0.82)	0.76	(0.74)

For D. B. (International) Stock Brokers Ltd.

Managing Director

Notes:-

1 Statement of consolidated assets and liabilities for the year ended March 31, 2020:

₹ in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
	(Audited)	(Audited)
Assets		
Non-current assets		
Property, plant and equipment	34.27	60.86
Intangible assets	4.80	2.45
Right to use asset	18.86	-
Financial assets:		
Investments	59.27	59.27
Other financial assets	284.15	84.15
Deferred tax assets (net)	20.30	133.79
Income tax assets (net)	35.71	12.22
Other non-current assets	334.41	170.67
Total Non-current assets	791.77	523.41
Current assets		
Financial assets:		
Investments	44.22	-
Trade receivables	307.13	138.32
Cash and cash equivalents	1,197.37	360.40
Bank balances other than above	3,452.57	3,440.41
Other financial assets	86.92	642.81
Current tax assets (net)	50.53	24.09
Other current assets	35.23	41.88
Total current assets	5,173.97	4,647.92
Total Assets	5,965.74	5,171.34
Equity and liabilities		
Equity		
Equity share capital	700.00	700.00
Other equity	3,463.78	3,174.70
Total equity	4,163.78	3,874.70
Liabilities		
Non-current liabilities		
Financial liabilities:		
Long-term borrowings	75.39	-
Other financial liabilities	17.60	-
Long-term provisions	29.90	31.22
Total non-current liabilities	122.88	31.22
Current liabilities		
Financial liabilities:		
Short-term borrowings	9.06	-
Trade payables:		
- to micro, small and medium enterprises	-	-
- to others	1,620.65	1,117.96
Other financial liabilities	37.40	138.10
Other current liabilities	8.98	7.88
Short-term provisions	2.98	1.48
Total current liabilities	1,679.07	1,265.41
Total Equity and liabilities	5,965.74	5,171.34

For D. B. (International) Stock Brokers Ltd.

Managing Director

2 Statement of consolidated cash flow for the year ended March 31, 2020:

₹ in Lakhs

Particulars	For the year ended March 31, 2020 (Audited)	For the year ended March 31, 2019 (Audited)
Cash flow from operating activities:		
Net profit before taxation	390.74	(378.14)
Adjustments for:		
Depreciation and amortisation expense	31.91	27.82
(Gain)/loss on disposal of investments	-	(13.09)
Loss/(gain) on disposal of property, plant and equipment	-	55.65
Finance costs	3.54	1.69
Unrealised foreign exchange (gain)/loss on translation	21.65	-
Operating profit/(loss) before working capital changes	447.84	(306.06)
Change in operating assets and liabilities:		
Change in other financial assets (non-current)	-	(6.00)
Change in trade receivables	(168.81)	(110.89)
Change in other financial assets (current)	555.90	(504.60)
Change in other current assets	6.65	(32.87)
Change in provisions	3.27	7.71
Change in trade payables	502.70	591.04
Change in other financial liabilities	(83.10)	109.94
Change in other current liabilities	1.10	4.51
Cash generated from/(used in) operations	1,265.54	(247.22)
Direct taxes paid	(62.84)	(23.58)
Direct taxes paid under protest	(163.75)	(3.00)
Net cash inflow generated from/(used in) operating activities	1,038.95	(273.80)
Cash flows from investing activities:		
Net (investment in)/proceeds from property, plant and equipment and capital advances	(26.51)	500.88
Net proceeds from/ (investment in) associate company	-	15.75
Net (investment in)/ proceeds from bank deposits and other balances	(256.38)	(835.85)
Net cash (used in) investing activities	(282.89)	(319.22)
Cash flows from financing activities:		
Finance cost paid	(3.54)	(1.69)
Drawn of short term borrowings	9.06	-
Net proceeds from long term borrowings	75.39	-
Net cash (used in) financing activities	80.90	(1.69)
Cash and cash equivalents at the beginning of the financial year	360.40	955.12
Net (decrease) in cash and cash equivalents	836.96	(594.71)
Cash and cash equivalents at end of the year	1,197.37	360.40
Cash and cash equivalents include:		
Balance with bank in current accounts	1,195.49	358.68
Cash on hand	1.88	1.73
	1,197.37	360.40

3 The above Statement of Audited Consolidated Financial Results for the quarter and year ended March 31, 2020 ("the Statement") has been reviewed by the audit committee and approved by the Board of Directors in its meeting held on June 24, 2020 and has been audited by the Statutory Auditors of the Company. Figures for the quarter ended March 31, 2020 and March 31, 2020 represent balancing figures between the audited figures for the full financial year and the reviewed & published year to date results upto the third quarter of respective financial year.

4 The Company has adopted the Indian Accounting Standards (Ind-AS) from April 1, 2017 as prescribed under section 133 of the Companies Act, 2013 read with relevant rules framed thereunder and other accounting principles generally accepted in India. Accordingly, the financial results for all the financial periods were also prepared in accordance with recognition and measurement principles as stated therein.

5 The previous period's figures have been re-grouped/re-arranged wherever considered necessary.

6 The quarterly financial results are available on the website of the Company at www.dbonline.in.

For D. B. (International) Stock Brokers Ltd.

Shiv Narayan Daga
Managing Director

Managing Director

Place: New Delhi
Date: June 24, 2020

ANNUAL
REPORT 2020

Global in VISION
Rooted in INDIAN VALUES

DB (International)
Stock Brokers Ltd.

BOARD OF DIRECTORS

Mr. Shiv Narayan Daga (Managing Director)	DIN: (00072264)
Mr. Chandra Mohan Bahety (Independent Director)	DIN: (01013741)
Mr. Milap Chand Bothra (Independent Director)	DIN: (00269198)
Mr. BrajeshSadani (Independent Director)	DIN: (00072425)
Mr. Sachin Kumar Rathi (Director)	DIN: (01013130)
Ms. ShikhaMundra (Woman Director)	DIN: (06882693)

Chief Financial Officer
Mr. Vishnu Kumar Sharma

Company Secretary
*Ms. Divya Saluja
**Ms. Himanshi Mittal

*Ms. Divya Saluja Company Secretary and Compliance Officer appointed by the Company on June 24, 2020.
** Ms. Himanshi Mittal Resigned from the post of Company Secretary and Compliance officer of the Company on January 20, 2020

Statutory Auditors
Gupta Verma &Sethi
Chartered Accountants
New Delhi

Bankers
AXIS Bank Limited
Development Credit Bank Limited
HDFC Bank Limited
Indusind Bank Limited
Punjab National Bank

Corporate Office
402, New Delhi House
27, Barakhamba Road,
New Delhi-110001
Email: investors@dbonline.in,
compliance@dbonline.in

Registered Office
70, Housing Board Colony (old)
Near Mini Secretariat, Rewari
Gurugram, Haryana -123401

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

DB (INTERNATIONAL) STOCK BROKERS LIMITED
Regd. Office: 70, Housing Board Colony (old), Near Mini Secretariat,Rewari, Haryana - 123401
Corporate Office: 402, New Delhi House, 27 Barakhamba Road, New Delhi - 110001
CIN: L67120HR1992PLC035349
Website: www.dbonline.in
Email Id: compliance@dbonline.in
Tel No: 011-43606162

NOTICE is hereby given that the Twenty Eighth (28) Annual General Meeting of DB (International) Stock Brokers Limited will be held on Monday, September 14, 2020 at 04:00 P.M. (IST) at 70, Housing Board Colony (old), Near Mini Secretariat, Rewari, Haryana- 123401 to transact the following business:

ORDINARY BUSINESS:

Item 1. To receive, consider and adopt the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon;

Item 2. To appoint a Director in place of Mr. Sachin Kumar Rathi who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item 3. To re-appoint Mr. Shiv Narayan Daga as Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s)or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Shiv Narayan Daga (DIN:00072264) as a Whole Time Director, designated as Managing Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from September 5, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit;

The details of the existing remuneration are as follows:

1. Remuneration per annum: Upto ₹ 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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"**RESOLVED THAT** subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Haryana to Gujarat.

RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

"II. The Registered Office of the Company will be situated in the State of Gujarat"

RESOLVED FURTHER THAT upon the approval of the Regional Director, the registered office of the Company be shifted from the State of Haryana to Gujarat.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Director of the company, be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as Mr. Shiv Narayan Daga, Managing Director may in his sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

Item 5. To appoint Mr. Mukesh Chander Agarwal as an Executive Director (Finance) and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Mukesh Chander Agarwal as a Whole Time Director, designated as Executive Director (Finance), for a period of 5 (five) years i.e., with effect from September 14, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

The details of the existing remuneration are as follows:

1. Remuneration per annum: Upto ₹ 42,00,000/-

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board
DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
Managing Director
DIN: 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN: 01013130

Place: Gurugram
Date: 31st July, 2020

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

3. The Instrument appointing the proxy, duly completed shall be deposited at the Company's registered office address not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

5. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice.

6. In terms of Section 152 of the Act, Mr. Sachin Kumar Rathi, Director, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend their respective re-appointments.

7. Details of Directors retiring by rotation/seeking appointment/ re-appointment at the ensuing Meeting are provided in the "Annexure-1" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

8. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed and copy(ies) of their Annual Report.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements maintained under Section 170 & 189 respectively of the Companies Act, 2013, will be available for inspection by the members at the AGM.

11. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 08, 2020 to Monday September 14, 2020 (both days inclusive).

12. The Company's Registrar and Share Transfer Agents, Abhipra Capital Limited A-387, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi-110033, Email: rta@abhipra.com

13. 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). With a view to use natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.

14. Electronic copy of the notice convening the Twenty Eighth 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 in the permitted mode The Annual Report 2019-20, the Notice of the 28thAGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

15. Members may also note that the Notice of the 28thAGM and the Annual Report 2019-20 will be available on the Company's website **www.dbonline.in.** The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: **investors@dbonline.in.**

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, M/s. Abhipra Capital Limited, A-387, Dilkhush Industrial Area, G.T. Karnal Road, Azadpur, Delhi-110033, Email: rta@abhipra.com.

17. M/s Vikas Verma & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

18. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.

19. A member who has not received the Ballot Form may request the Company for a duplicate form. The Ballot Form/duplicate Ballot Form duly completed in all respects, enclosed in self addressed, postage pre-paid envelop should reach the Scrutinizer before 05:00 P.M on Sunday September 13, 2020. The Ballot received after the said date will be treated as not having been received.

20. Route map & landmark of venue of AGM is enclosed with Notice.

21. Voting through ElectronicMeans

I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 28th 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 asunder:**

i. The voting period begins on September11, 2020 (9:00 a.m.) and ends on September 13, 2020 (5:00 p.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 07, 2020) of Record Date, 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**

iv. Click onShareholders/Member.

v. Now enter your userID

a. For CDSL: 16 digits beneficiaryID,

b. For NSDL: 8 Character DP ID followed by 8 digits clientID,

c. Members holding shares in physical form should enter folio number registered with theCompany.

vi Enter the image verification as displayed and click onlogin.

vii If you are holding shares in demat form and had logged on to www.evotingindia.comnd 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 givenbelow:

	For members holding shares in demat form and physical form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax department (applicable for both demat shareholders as well as physical shareholders) ⌘ Members who have not updated their PAN with the Company/ Depository participant are requested to use 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. ⌘ 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.

Dividend Bank Details or Date of Birth (DOB)	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. ☐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).

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 where in 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 of "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 "RESOLUTION 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 a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii. If a demat account holder has forgotten the changed login 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. Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xx. 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** and register themselves as Corporate.
- ⌘ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com.**
- ⌘ After receiving the login details a compliance user should be created using the admin login and pass- word. The compliance user would be able to link the account(s) for which they wish to voteon.

- ⌘ The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast theirvote.
- ⌘ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi. 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 07, 2020 may follow the same instructions as mentioned above for e-voting.

xxii. 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, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

22. Members who do not have access to remote e-voting facility may send duly completed Ballot for annexed herewith to, Mr. Vikas Verma of Vikas Verma & Associates, Practicing Company Secretaries, (Membership No. F9192, CP No.10786, at the registered office of the Company not later than September 13, 2020 (5:00 P.M. IST). Any person who becomes a member of the Company after the dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. September 07, 2020 have the option to request for physical copy of the ballot form by sending an email to **investors@dbonline.in** by mentioning their Folio No./DPID and client ID No. Ballot form received after Sunday, September 13, 2020 (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 asinvalid.

23. 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 Shares Transfer Agents (RTA) of the Company. Members may obtain a blank form SH-13 upon request to the Company or its RTA.

24.A blank proxy form along with attendance slip is enclosedherewith.

25. Members/Proxies are requested to bring attendance slip duly filled in along with the copy of annual report at the meeting.

26. For any investor related queries, communication may be sent to us by email to**investors@dbonline.in**.

27. Shareholders who have not encashed/received dividend for the previous Financial Year upto March 31, 2014, and whose shares are not transferred to IEPF account may please approach the Company or Registrar and Transfer Agent (RTA).

INSTRUCTIONS

1. GENERAL INSTRUCTIONS

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 bye-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, Mr. Vikas Verma, Practicing Company Secretary, 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 authorization, with the specimen signature(s) of the authorized 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. IST on September13, 2020 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 **investors@dbonline.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. IST on September 13, 2020.

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 extra newspaper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

For and on behalf of the Board
DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
Managing Director
DIN: 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN: 01013130

Place: Gurugram
Date: 31st July, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE NOTICE:

ITEM NO. 3: The Board of Directors of the Company ("the Board"), at its meeting held on JULY 31, 2020 has, subject to approval of members, re-appointed Mr. Shiv Narayan Daga (DIN: 00072264), as a Whole-time Director, designated as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e., with effect from September 5, 2020, on terms and conditions including remuneration as recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board. Member's approval is sought for the re-appointment of and remuneration payable to Mr. Shiv Narayan Daga, as a Whole-time Director, designated as Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act"). Broad particulars of the terms of reappointment of and remuneration payable to Mr. Shiv Narayan Daga are as under:

1. Remuneration per annum: Upto ₹ 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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 4: As per provisions of Section 12(5) of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any city, town or village requires approval of shareholders by way of **Special Resolution.**

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, approved the proposal for shifting the registered office to Gujarat. The proposed location is outside the local limits of states where the registered office of the Company is situated and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be shifted to Gujarat.

None of the Directors or key managerial personnel is concerned or interested in the resolution.

The Directors recommend the approval of the special resolution.

ITEM NO. 5: Mr. Mukesh Chander Agarwal aged 55 years has 25 years of Experience in the field of capital and commodity markets. He has rich and vast experience in dealing with Stock exchanges, regulatory bodies and legal framework. He is well versed with all procedures, systems, practices, laws, inspection, compliances and surveillance in respect of cash, derivatives and currency segments of stock and commodity exchanges.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 152 read with Schedule V and any other applicable provisions of the Act and the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015, Mr. Mukesh Chander Agarwal, shall be appointed as an Executive Director (Finance) of the Company.

The Board is of the view that the appointment of Mr. Mukesh Chander Agarwal on the Company's Board as director is desirable and would be beneficial to the Company.

Disclosure as per Secretarial Standard- 2 to the extent not covered above

Age	55 Years
Qualification	M.Com (Hons), F.C.A., NISM (Capital Derivatives and Commodity)
Experience	25 years
Date of Appointment on the Board	14th September, 2020
Relationship with other Directors/Manager/ KMP	NA
No. of Meeting of Board attended during the year	NA
Directorship	Directorship in other Companies- 1. B P marketing limited 2. Alankit ifsc limited 3. Alankit assignments limited 4. Alankit imaginations limited 5. Alankit finsec limited
Shareholding in the Company	Nil

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members as a **Special Resolution.**

The documents related to the aforesaid transaction, shall be open for inspection (in physical or electronic form) by the Members at the Corporate Office of the Company during normal business hours on all working up to the date of the Annual General Meeting.

For and on behalf of the Board
DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
Managing Director
DIN: 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN: 01013130

Place: Gurugram
Date: 31st July, 2020

DB (INTERNATIONAL) STOCK BROKERS LIMITED
Regd. Office: 70, Housing Board Colony (old) Near Mini Secretariat, Rewari, Haryana - 123401
Corporate Office: 402, New Delhi House, 27 Barakhamba Road, New Delhi - 110001
CIN: L67120HR1992PLC035349
Website: www.dbonline.in
Email Id: compliance@dbonline.in
Tel No: 011-43606162

BOARD'S/ DIRECTOR'S REPORT

To the Members

Your directors have immense pleasure in presenting Twenty Eighth (28) Annual Report on the business and operations of thecompany together with the Audited statement of Accounts for the financial year ended March 31, 2020.

1. Financial Results

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

(₹ Lacs)

Particulars	Consolidated		Standalone	
	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
Gross receipts	1056.76	197.26	975.72	196.84
Profit before tax	390.74	(378.14)	382.23	(375.45)
Provision for tax	26.08	1.06	20.23	(0.19)
Deferred tax liability/(assets)	99.54	(119.09)	98.70	(118.25)
Profit before share of profit of associate	265.12	(260.11)	209.30	(257.01)
Share of profit in associate	0.00	0.00	0.00	0.00
Profit after tax	265.12	(260.11)	209.30	(257.01)
Brought forward from previous year	2128.21	2387.44	2133.93	2390.06
Appropriations:				
Other comprehensive income: Re-measurement of post-employment benefit obligations (net of tax)	2.31	0.88	2.31	0.88
Balance transferred to balance sheet	2395.64	2128.21	2345.53	2133.93
Earnings per equity share (basic)	0.76	(0.74)	0.60	(0.73)

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

2. STATE OF COMPANY'S AFFAIRS AND OPERATIONS

The total revenue of your Company for the financial year 2019-20 is ₹975.72 as compare to ₹196.84 for the previous financial year 2018-2019. The Net Profit before tax stood at ₹328.23 as against loss of ₹375.45 in the previous year. The profit after tax is increase to ₹209.30 as against loss of ₹ (257.01) in the previous year.

3. DIVIDEND AND TRANSFER TO RESERVES

During the year under review, the Company has not earned much profit and hence your Director proposes to plough back the profits in the business of the Company. Accordingly, the Board of Directors has not recommended any dividend for the financial year 2019-20 and there has been no transfer to General Reserve.

4. UNCLAIMEDDIVIDEND

As per provisions of Section 124 of the Companies Act, 2013 the amount of unclaimed dividend outstanding for more than seven years are not due to be transferred to IEPF A/c this year

5. CAPITAL STRUCTURE

Authorised Share Capital

The Authorised Share Capital of the Company as at March 31, 2020 was ₹10,00,00,000/-.

Paid up Share Capital

The Paid-up share capital as at March 31, 2020 stands at ₹7,00,00,000/-comprising of 3,50,00,000 equity shares of ₹2/- each fully paid up.

6. DEPOSITS

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

7. CHANGE IN NATURE OF BUSINESS

During the year, there was no change in the nature of business of the Company.

8. 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.

9. 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.

10. RISK MANAGEMENT POLICY

The Company has a well-defined risk management framework in place. 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 thisReport.**

11. CORPORATE GOVERNANCE

Report on Corporate Governance pursuant to SEBI (Listing Obligation & Disclosures Requirements) Regulations,2015 is attached and forms part of this report.

12. 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 is 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 preceding years; the board of directors is constrained to initiate such responsibility.

13. LOANS, GUARANTEES OR INVESTMENTS

There were 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 notapplicable.

14. CONTRACTS OR ARRANGEMENTS MADE WITH RELATEDPARTIES

There was no 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 and wholly owned subsidiary company Daga Business (International) Stock Brokers (IFSC) Private Limited.

15. STATUTORY AUDITORS

Pursuant to the provisions of section 139 of the Act and the rules framed thereafter, M/s Gupta Verma & Sethi, Chartered Accountants (FRN: 02605M), were appointed as Statutory Auditors of the company from the conclusion of 27th Annual General Meeting till the conclusion of the 32nd AGM of the company to be held in the year 2024.

16. STATUTORY AUDIT & SECRETARIAL AUDIT AND ADVERSE COMMENTS BY AUDITORS

There were no qualifications, reservations, adverse remarks or disclaimers made by M/s Gupta Verma & Sethi, Statutory Auditors & M/s D Bansal & Associates, Practicing Company Secretaries in their Audit Reports. The Secretarial Auditor's report by Ms. Deepika Bansal of M/s Deepika Bansal & Associates, Company Secretary in practice has been obtained and annexed **as per Annexure II to thisReport.**

Note:

For the Financial year 2020-21, the Board of Directors appointed M/s Vikas Verma & Associates, Practicing Company Secretaries to conduct the Secretarial Audit.

17. DIRECTORS APPOINTMENT AND REMUNERATION

The policies of the Company on Director's 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 andspirit.

18. PERFORMANCE EVALUATION OF THE BOARD

Regulation 4 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board Evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual Directors. Schedule IV of the Companies Act, 2013 and regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report and forms part of this report However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board/ Committee.

19. ANNUALRETURN

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 available on the website of the Company at **https://www.dbonline.in** and is attached to this report **as per Annexure III to this report**.

20. VIGIL MECHANISM / WHISTLE BLOWERPOLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and pursuant to SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015. 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 thisreport.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

21. 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.

22. BOARDMEETINGS

The Company had four board meetings during the financial year under review onMay 29, 2019, August 13, 2019, November 1, 2019 and January 20, 2020.

23. DIRECTORS & KEY MANAGERIAL PERSONNAL

Mr. Shiv Narayan Daga is the Managing Director who is the Key Managerial Person (KMP) within the meaning of Section 203 (1) of the Act.

Ms. Shikha Mundra and Mr. Sachin Kumar Rathi hold the post of Executive Women Director and Non- Executive Director respectively.

Mr. Milap Chand Bothra, Mr. Chandra Mohan Bahety and Mr. Brajesh Sadani are the Independent Directors of the Company.

Mr. Vishnu Kumar Sharma and Ms. Himanshi Mittal* were other KMPs designated as Chief Financial Officer and Company Secretary of the Company respectively.

Notes:
1. Ms Shikha Mundhra is appointed as Non executive Women Director w.e.f 24th June, 2020
2. Ms. Himanshi Mittal resigned from the post of Company Secretary and Compliance officer of the Company on January 20, 2020
3. Ms. Divya Saluja appointed as Company Secretary and Compliance Officer w.e.f. 24th June, 2020.

24. 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 Pursuant to Regulation 16(i)(b) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. These confirmations have been placed before, and noted by theBoard.

25. DIRECTORS RESPONSIBILITY STATEMENT

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

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to materialdepartures;

(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 of the company for thatperiod;

(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 otherirregularities;

(d) the directors had prepared the annual accounts on a going concern basis;

(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 operatingeffectively; and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws that such systems were adequate and operatingeffectively.

26. SUBSIDIARY COMPANY

The Company has one wholly owned subsidiary Company in the name of Daga Business (International) Stock Brokers (IFSC) Private Limited.

27. BOARD COMMITTEE

Company has four Committees of Board, viz

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee
- Independent Directors Committee

28. SHARES

a. Buy Back of Securities

The Company has not bought back any 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. EMPLOYEE STOCK OPTIONPLAN

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

29. PARTICULARS OF EMPLOYEES AND RELATEDINFORMATION

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 is either nil or is not applicable.

The information regarding employee remuneration as required pursuant to Rule 5(2) and Rule 5(3) of the Companies (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. IST and 4.00 p.m. IST on any working day (Monday to Friday),upto the date of the Twenty Eighth Annual General Meeting. Any Member interested in obtaining such information may write to the Company Secretary and the same will be furnished on suchrequest.

30. 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 well 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 2019-20, no cases in the nature of sexual harassment were reported at any workplace ofthe company.

31. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report, as stipulated under the Listing Regulations is presented in a separate Section forming part of this Annual Report.

32. DISCLOSURE UNDER SECTION 148 OF COMPANIES ACT, 2013

Company is not required to maintain the cost records and accounts as specified under section 148 of Companies Act, 2013 as it not applicable on the Company.

33. CAUTIONARY STATEMENT

The statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statues, market forces and other associated and incidental factors may however lead to variation in actual results.

34. ACKNOWLEDGEMENTS

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. 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)
DIN: 00072264
R/o: B-146, SurajmalVihar,Delhi-110092

Sd/-
Sachin Kumar Rathi
(Director)
DIN: 01013130
R/o: Devi Singh BhatiKeMakaKePiche351 Maheshwari Mohalla, Jassusar Gate, KE Bahar, Bikaner 334004

Place: New Delhi
Date: 31st July, 2020

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 provides depository participant services of CDSL. The company's total income for the year under review is ₹ 975.72 Lacs and profit before tax amounts to ₹ 328.23 Lacs on standalone basis and the Company's total income for the year under review is ₹ 1,056.76 Lacs and Profit before tax amounts to ₹ 390.74 Lacs on consolidated basis.

2. **Industry trend and business analysis:**

The trend in the stock market remain volatile but the retail 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.

The opportunities for the Company are high purchasing power and people looking to more investment opportunities, growing rural market, earning urban youth, educating people about the benefits of investments to increase target audience, more penetration into the growing cities.

The threats are stringent economic measures by Government and RBI, entry of foreign finance firms in Indian market, increased competition to keep market share and margins under pressure, increased regulatory compliances affect margins and functioning.

For fiscal 2021, we will continue to execute our strategy along the same dimensions. The retail market segments we serve are faced with challenges and opportunities arising from the COVID-19 pandemic and its resulting impact on the economy. In our strategy,we will enable us to advise and help our clients as they tackle these market conditions. Especially in the areas of digitization of processes, migration to cloud based technologies, workplace transformation, and business model transformation.

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 with stand the challenges posed by the current environment.

5. Risks and concerns:

Company's business largely depend on the SEBI norms/ policies, thus, hence Company revenue growth depends on SEBI's policy of implementing broking services. However, your Company has a well laid down Risk Management System (RMS). Risk management is part of our culture across the Company. Effectively managing risk is the responsibility of all employees. Managers are accountable for allocating required resources to successfully manage the risks they own. Ensuring we have an efficient risk management system in place is key to developing our business and achieving our objectives

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 report' 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.

9. Details of Significant changes in key financial ratios:

S. No.	Ratios	FY 2019-20	FY 2018-19
1	Debtor's turnover (days)	2	4
2	Inventory turnover (days)	-	-
3	Interest coverage ratio (times)	283.22	(204.56)
4	Current ratio (times)	2.93	2.88
5	Debt equity ratio (times)	-	-
6	Operating profit margin ratio (%)	33.77	(189.88)
7	Net profit margin ratio (%)	21.45	(130.57)

10. **Details of any change in Return on Net Worth as compared to the immediately previous financial year.**

			Amount in ₹
		As at March 31, 2020	**As at March 31, 2019**
Capital + Free Reserves		**409,201,684**	**388,041,124**
Less: non-allowable assets			
(a)	**Fixed assets**	13,526,996	6,086,436
(b)	**Pledged Securities**	-	-
(c)	**Member's card**	-	-
(d)	**Non-allowable securities (unlisted securities)**	12,605,000	12,605,000
(e)	**Bad deliveries**	-	-
(f)	**Doubtful debts and advances***	1,407,720	10,543,874
(g)	**Prepaid expenses, losses**	1,277,218	3,514,279
(h)	**Intangible assets**	2,509,675	13,540,199
(i)	**30% value of marketable securities**	1,746,720	1,746,720
	Net Worth	**376,128,355**	**340,004,616**

*** Explanation – Includes debts/advances overdue for more than three months or given to associate**

11. **Disclosure of Accounting Treatment: refer to significant accounting policies**

For DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
(Managing Director)
DIN: 00072264
R/o: B-146, SurajmalVihar,Delhi-110092

Sd/-
Sachin Kumar Rathi
(Director)
DIN: 01013130
R/o: Devi Singh Bhati Ke Makan Ke Piche 351 Maheshwari Mohalla, Jassusar Gate, K E Bahar, Bikaner 334004

Place: New Delhi
Date: 31st July, 2020

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For DB (International) Stock Brokers Limited

Sd/-
Shiv Narayan Daga
(Managing Director)
DIN: 00072264
R/o: B-146, SurajmalVihar,Delhi-110092

Sd/-
Sachin Kumar Rathi
(Director)
DIN: 01013130
R/o: Devi Singh Bhati Ke Makan Ke Piche 351 Maheshwari Mohalla, Jassusar Gate, K E Bahar, Bikaner 334004

Place: New Delhi
Date: 31st July, 2020

Annexure II

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2020

[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
70, Housing Board Colony (old),
Near Mini Secretariat, Rewari,
Haryana - 123401

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 DB (International) Stock Brokers Limited 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 March 31, 2020 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 themanner and subject to the reporting made hereinafter:

I. I 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 March 31, 2020, 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.

II. We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Companywith the National Stock Exchange of India Limited (NSE) and BSE Limited.

III. During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

IV. 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.

V. We further report that since the Secretarial Standards SS-1 & SS-2 issued by the Institute of Company Secretaries of India is notified. We have complied with the same.

VI. 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.

VII. 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.

VIII 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.

IX. 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.

X. We further report that Daga Business (International) Stock Brokers (IFSC) Private Limited incorporated under the Companies Act, 2013, is a subsidiary company of DB (International) Stock Brokers Limited. The subsidiary company is not materialistic, so the SEBI Circular datedFebruary 08, 2019 is not applicable to the company.

XI. We further report that during the audit period the Company has;

a) Not allotted any Shares/ Debentures.

b) The Company has created two charges and satisfied one of the old charge.

c) Not made any redemption/ Buy Back of Securities

d) Not entered into Mergers/Amalgamations / Reconstruction Act

e) Not entered into Foreign Technical Collaboration

NOTE: As safety measure Physical verification of the documents could not be done due to the Pandemic Covid-19.

For D Bansal & Associates
Company Secretaries

Sd/-
Deepika Bansal
(Proprietor)
Membership No: 47810
CP No: 17506

Place: Ghaziabad
Date: 22nd July, 2020

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

Secretarial Audit Report of DB (International) Stock Brokers Limited for the financial year ended March 31, 2020

To
The Members,
DB (International) Stock Brokers Limited
70, Housing Board Colony (old)
Near Mini Secretariat Rewari
Haryana - 123401

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 ouropinion.
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 ofevents.
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 D Bansal & Associates
Company Secretaries

Sd/-
Deepika Bansal
(Proprietor)
Membership No: 47810
CP No: 17506

Place: Ghaziabad
Date: 22nd July, 2020

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2020
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:		
2	Date of Incorporation	February 28, 1992
3	Name of the Company	DB (International) Stock Brokers Limited
4	Category/Sub-category of the Company	Limited by shares/ Non –Government Company
5	Address of the Registered office & contact details	70, Housing Board Colony (old), Near Mini Secretariat, Rewari, Haryana-123401. 011-43606162
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, 011-42390909

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	Stock Broking activity	9971	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Daga Business (International) Stock Brokers (IFSC) Private Limited	U65999GJ2017PTC097369	Subsidiary	100	2 (87)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2019)				No. of Shares held at the end of the year [As on March 31, 2020)				% Change during the year
	Demat	Physic	Total	% of Total Shares	Demat	Physic	Total	% of Total Shares	
A. Promoters									
(1) Indian									
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.			-	0.00%			-	0.00%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	10,505,000	-	10,505,000	30.01%	10,505,000	-	10,505,000	30.01%	0.00%
(2) Foreign									
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%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	10,505,000	-	10,505,000	30.01%	10,505,000	-	10,505,000	30.01%	0.00%

B. Public									
Shareholding									
1. Institutions									
a) Mutual Funds			-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	11	-	11	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) FIIs			-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	4,91,520		4,91,520	1.40%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	4,91,520		4,91,520	1.40%	11	-	11	%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	17,718,105	-	17,718,105	50.62%	17,480,745	-	17,480,745	49.94 %	0.68%
ii)Overseas	- -	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i)Individual shareholders	5,437,005	23,000	5,460,005	15.60%	5,416,021	18,500	5,434,521	15.53 %	0.07%
c) Others (specify)									
HUF	815,979	-	815,979	2.33%	10,64,404	-	10,64,404	3.04%	0.71%
Non Resident Indians	8,041	-	8,041	0.02%	6,600	-	6,600	0.02	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	1,350	-	1,350	0.00%	6	-	6	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies – DR	-	-	-	0.00%	-	-	-	0.00%	0.00%
IEPF	-	-	-	0.00%	5,08,713	-	5,08,713	1.45%	1.45%
Sub-total (B)(2):-	24,472,000	23,000	24,494,500	69.99%	24,476,489	18,500	24,494,989	69.99 %	0.00%
Total Public (B)	24,472,000	23,000	24,495,000	69.99%	24,476,489	18,500	24,494,989	69.99 %	0.00%
C.Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	34,977,000	23,000	35,000,000	100.00 %	34,981,500	18,500	35,000,0000	100%	0.00%

(ii) Shareholding of Promoter

S.N0	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% changes in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encum-bered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	SHIV NARAYAN DAGA	5,780,000	16.51%	0	5,780,000	16.51%	0	0
2	SHARDA DAGA	2,048,000	5.85%	0	2,048,000	5.85%	0	0
3	SHEETAL PERIWAL	752,000	2.15%	0	752,000	2.15%	0	0
4	SHIKHA MUNDRA	650,000	1.86%	0	650,000	1.86%	0	0
5	SHIV NARAYAN DAGA (HUF)	1,275,000	3.64%	0	1,275,000	3.64%	0	0
	TOTAL	10,505,000	30.01%	0	10,505,000	30.01%	0	0

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

S.No	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	April 01, 2019		10,505,000	30.01%	10,505,000	30.01%
	Changes during the year			-	-	-	-
	At the end of the year	March 31, 2020		10,505,000	30.01%	10,505,000	30.01%

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

S.No	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total	No. of shares	% of total

					shares		share s
1							
	At the beginning of the year	April 01, 2019					
1	Roopam Financers Private Limited			1,330,000	3.80%	1,330,000	3.80%
2	P S Global Limited			551,435	1.58%	551,435	1.58%
3	Veritas India Limited			500,000	1.43%	500,000	1.43%
4	New KMS Finance Pvt. Ltd.			5,846,544	16.70%	5,846,544	16.70%
5	Mohan Leasing Limited			750,000	2.14%	750,000	2.14%
6	Dhanleela Investment & Trading Co Limited			1,182,252	3.38%	1,182,252	3.38%
7	Mangaljyoti Syndicate Private Limited			1,453,061	4.15%	1,453,061	4.15%
8	Ankush Poly Engineering Private Limited			513,753	1.47%	513,753	1.47%
9	KSB Fininvest Private Limited			680,000	1.94%	680,000	1.94%
1 0	Vishal Investfin Private Limited			1,350,000	3.86%	1,350,000	3.86%
	At the end of the year	March 31, 2020					
1	New KMS finance pvt. Ltd.			5,846,544	16.70%	5,846,544	16.70%
2	Mangaljyoti Syndicate Private Limited			1,752,781	5.01%	1,752,781	5.01%
3	Vishal Investfin Private Limited			1,350,000	3.86%	1,350,000	3.86%
4	Roopam financers private limited			1,330,000	3.8%	1,330,000	3.8%
5	Dhanleela Investment &			1,182,252	3.38%	1,182,252	3.38%

	Trading Company Limited						
6	Pawan Agarwal			685,000	1.96%	685,000	1.96%
7	KSB Fininvest Private Limited			680,000	1.94%	680,000	1.94%
8	P S Global Limited			551,435	1.57%	551,435	1.57%
9	KRG Polychem Private Limited			514,716	1.47%	514,716	1.47%
10	Ankush Poly Engineering Private Limited			513,755	1.47%	513,755	1.47%

(v) Shareholding of Directors and Key Managerial Personnel:

S. No	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	SHIV NARAYAN DAGA						
	At the beginning of the year	April 01, 2019		5,780,000	16.51%	5,780,000	16.51%
	Changes during the year			-	-	-	-
	At the end of the year	March 31, 2020		5,780,000	16.51%	5,780,000	16.51%
2	SHIKHA MUNDRA						
	At the beginning of the year	April 01, 2019		650,000	1.86%	650,000	1.86%
	Changes during the year			-	-	-	-
	At the end of the year	March 31, 2020		650,000	1.86%	650,000	1.86%

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(D)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	9,05,594	-	-	9,05,594
* Reduction	-	-	-	-
Net Change	9,05,594	-	-	9,05,594
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	9,05,594	-	-	9,05,594

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Name	Shiv Narayan Daga	ShikhaMundra	(D)
	Designation	Managing director	WTD	0
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,100,000	19,25,000	40,25,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, Employer contribution provident fund	504,000	462,000	9,66,000
	Total (A)	2,604,000	2,387,000	4,991,000
	Ceiling as per the Act within the permissible limit as per the provisions of the Companies Act	-	-	-

B. Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board	-	-	-	-

	committee meetings				
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total
	Name	Vishnu Kumar Sharma	Himanshi Mittal	
	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	263,129	1,613,129
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL
5	Others, Employer's Contribution in provident fund	NIL	NIL	NIL
	Total	1,350,000	263,129	1,613,129

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
B. DIRECTORS					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0
C. OTHER OFFICERS IN DEFAULT					
Penalty	0	0	0	0	0
Punishment	0	0	0	0	0
Compounding	0	0	0	0	0

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

Sd/-
Sachin Kumar Rathi
(Director)
DIN: 01013130
Address: Devi Singh Bhati Ke Makan Ke Piche 351, Maheshwari Mohalla, Jassusar Gate K E Bahar, Bikaner- 334004

Dated: 24th June, 2020

Place: New Delhi

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 4 of SEBI (Listing Obligations and DisclosureRequirements) Regulations, 2015

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 includes 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 businesspractices.
- Accountability forperformance.
- Compliance of applicableStatue.
- Transparent and timely disclosure of financial and managementinformation.
- Effective management control and monitoring of executive performance by theBoard.
- Adequate representation of promoter, executive and independent directors on theBoard.

Board of Directors

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

S. No.	Name	Designation	DIN	Category
1.	Mr. Shiv Narayan Daga	Managing Director	00072264	Non Independent Managing Director
2.	Mr. Chandra Mohan Bahety	Director	01013741	Independent Non-Executive Director
3.	Mr. Milap Chand Bothra	Director	00269198	Independent Non-Executive Director
4.	Mr. BrajeshSadani	Director	00072425	Independent Non-Executive Director
5.	Mr. Sachin Kumar Rathi	Director	01013130	Non Independent Non-Executive Director
6.	Ms. Shikha Mundra	Woman Director	06882693	Non Independent Executive Director

Note: Ms Shikha Mundra is appointed as Non executive Women Director w.e.f 24th June, 2020

- Ms. Shikha Mundra is the daughter of Mr. Shiv Narayan Daga and none of the other directors are related to each other.

- None of them hold shares or convertible instruments in the company.

- The Board members of DB (International) Stock Brokers Limited (Independent and Non-Independent) are afforded every Opportunity to familiarize themselves with the Company, its management and its operations and above all, the company perspective & issues. They are made to interact with senior management personnel for enabling a good understanding of the Company, its various operations and the industry of which it is a part.
- As the main business of the company is to provide services related to Stock Broking and Depository Participants, taking these business activities in consideration it is necessary that Board of Director should have knowledge about the same.
- All Board of Directors of the Company is having good knowledge and experience about Stock broking and DP operations.
- None of the Independent Director resigned during the year from his directorship.

Board Meetings:

During the year, the Board of Directors met 4 times on May 29, 2019, August 13, 2019, November 1, 2019 and January 20, 2020.

Name	No. of Board Meetings Attended	Whether attended last AGM	Directorship in other Companies	Committee Membership	Status in Committee
Mr. Shiv Narayan Daga	4	Yes	Daga Commodities Private Limited	-	-
			Daga Business (International) Stock Brokers (IFSC) Private Limited		
Ms. Shikha Mundra	4	Yes	NIL	-	-
Mr. Chandra Mohan Bahety	3	Yes	MEGAPIX TRADELINK PRIVATE LIMITED	Audit Committee	Chairman
			MPA ASSETS MANAGEMENT LIMITED	Nomination & Remuneration Committee	Member
			MPA FINSECURITIES PRIVATE LIMITED	Independent Director's Committee	Member
			AAL INSOLVENCY		

			PROFESSIONAL PRIVATE LIMITED BALAJI NIRMAN PRIVATE LIMITED		
Mr. Brajesh Sadani	4	Yes	Nil	Stakeholders Relationship Committee Audit Committee Independent Director's Committee Nomination & remuneration Committee	Member Member Member Chairman
Mr. Sachin Kumar Rathi	4	Yes	Daga Business (International) Stock Brokers (IFSC) Private Limited	Nomination& remuneration Committee Stakeholders Relationship Committee	Member Member
Mr. Milap Chand Bothra	4	Yes	Bothra Credit and Holdings Private Limited	Stakeholders Relationship Committee Audit Committee Independent Director`s Committee	Chairman Member Member

Skills /expertise /competence matrix of the board of directors pursuant to provisions in sub-para 2(h) of part c of schedule v of the listing regulations given below is the list of core skills/expertise/ competencies that the company's board has identified as particularly valuable to the effective oversight and functioning of the company:

Skill / Experience/Competency	Available with Board
Board Experience: Experience as a Director of a Company	Yes
Planning Experience: Experience in business/corporate planning	Yes
Leadership Experience: Experience serving as a Chairperson of Corporate/Committee, or in other positions of leadership	Yes
Financial and Accounting Expertise: Qualifications and experience in accounting and/or finance and the ability to comprehend company accounts, financial material presented to the board and financial reporting requirements	Yes
Risk Assessment: Experience in the process of identifying principal corporate risks and to ensure that management has implemented the appropriate systems to manage risk	Yes
Legal, Regulatory and Compliance: Experience in law and compliance.	Yes
Strategy: Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the Company	Yes

COMMITTEES OF THE BOARD

The Board has four committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Independent Directors Committee. The Committees of Board provides and evaluates the strategies direction of the Company, Management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

Audit Committee

Terms of Reference

In Compliance with Regulation 18 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, the powers include investigating any activity within its terms of reference; seeking information from any employee; obtaining outside legal or other professional advice; and securing attendance of outsiders with relevant expertise, if it considers necessary. The role includes oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible; recommending the appointment, re-appointment, if required, replacement or removal of statutory auditors, fixation of audit fees and approval of payment for any other services, as permitted; reviewing the adequacy of internal audit function; discussing with internal auditors any significant findings and follow-up thereon; reviewing with the management annual and quarterly financial statements including Auditors' Report before submission to the Board for approval; approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditors independence and performance and effectiveness of audit process; scrutiny of inter corporate loans and investments, if any; evaluation of internal financial controls and risk management system etc. and reviewing the functioning of the Whistle Blower Mechanism and carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Composition, Meetings and Attendance

The Board of Directors has constituted an Audit Committee comprising the following Directors:

S.No.	Name of Directors	Designation	Meetings Attended
1.	Mr. Chandra Mohan Bahety	Non-Executive - Independent Director, Chairperson	4
2.	Mr. Brajesh Sadani	Non-Executive - Independent Director, Member	4
3.	Mr. Milap Chand Bothra	Non-Executive - Independent Director, Member	4

During the year, Audit committee met four times on May 29, 2019, August 13, 2019, November 1, 2019 and January 20, 2020.

Nomination & Remuneration Committee

Terms of reference

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a Director and recommending to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the

Board; devising a policy on Board diversity and identification of persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Composition, Meetings and Attendance

The remuneration Committee comprises of following Directors:

S.No.	Name of Directors	Designation	Meetings Attended
1.	Mr. Brajesh Sadani	Non-Executive - Independent Director, Chairperson	4
2.	Mr. Sachin Kumar Rathi	Non-Executive - Non Independent Director, Member	4
3.	Mr. Chandra Mohan Bahety	Non-Executive - Independent Director, Member	4

During the year Nomination & Remuneration Committee met once in a year on February 25, 2020.

Performance Evaluation:

The performances of Executive Directors were evaluated on the basis of overall performance and level of Corporate Governance in the Company. The performances of Independent Directors were evaluated on the basis of the following criteria i.e. whether they act objectively and constructively while exercising their duties, exercise their responsibilities in a bona-fide manner in the best interest of the Company, devote sufficient time and attention to their professional obligations for informed and balanced decision making, assist the Company in implementing the best Corporate Governance practices, strive to attend all meetings of the Board of Directors and the Committees, participate constructively and actively in the Committees of the Board in which they are chairpersons or members, strive to attend the general meetings of the Company, keep themselves well informed about the Company and the external environment in which it operates, abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

Remuneration Policy

The objective and broad framework of the Remuneration Policy is to consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth. The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the long term interests of the Company and creating a linkage to corporate and individual performance, and emphasizing on professional competence and market competitiveness so as to attract the best talent. The Nomination and Remuneration Committee recommends the remuneration of Directors and Key Managerial Personnel, which is then approved by the Board of Directors, subject to the approval of shareholders, wherever necessary. The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the Directors, key managerial personnel and other employees of the Company required to run the Company successfully.

Remuneration of the Directors

(i) Remuneration of Executive Directors:

During the Financial Year ended 31st March, 2020, the

The remuneration paid to Directors, is given below:

Name of The Director	Designation	Salary & Allowances (Rs. Per Month)	Benefits	Bonuses	Stock Option	Pension	Service Contract
Shiv Narayan Daga	Managing Director	21,00,000	-	-	-	-	-
Shikha Mundra	Director	19,25,000	-	-	-	-	-

(ii) Remuneration/Sitting Fees to Non-Executive Directors:

Name of the Non-Executive Director	Sitting Fees (Rs)
Mr. Brajesh Sadani	-
Mr. Milap Chand Bothra	-
Mr. Sachin Kumar Rathi	-
Mr. Chandra Mohan Bahety	-

Stakeholders Relationship Committee

The powers, role and terms of reference of the Stakeholders' Relationship Committee covers the areas as contemplated under Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors.

The Committee comprises of following Directors:

S.No.	Name of Directors	Designation
1.	Mr. Milap Chand Bothra	Non-Executive - Independent Director, Chairperson
2.	Mr. Sachin Kumar Rathi	Non-Executive - Non Independent Director, Member
3.	Mr. Brajesh Sadani	Non-Executive - Independent Director, Member

During the year, Stakeholders Relationship Committee met once on January 15, 2020.

During the year, no complaint was received from investors. The requests received for share transfer upto March31, 2020, has been completed within the time frame prescribed by the statutory authorities as well as SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

The details of investor complaints received and resolved for the Financial Year 2019-2020, is as under:

No. of Investor Complaints Received	No. of Investor Complaints Resolved	No. of Investor Complaints Pending
NIL	NIL	NIL

Independent Directors Committee

The committee comprises of following Directors:

- Mr. Chandra Mohan Bahety (Independent Non-Executive Director)
- Mr. Brajesh Sadani (Independent Non-Executive Directors)
- Mr. Milap Chand Bothra (Independent Non-ExecutiveDirectors)

During the year, Independent Directors met once during the year on November 1, 2019.

General Body Meetings

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

Year	Date and Time	Location	Particulars of Special Resolution Passed
2016-2017	September 29, 2017 at 05:45 P.M IST.	756, Sector 23A, Gurugram-122017 (Haryana)	-
2017-2018	August 17, 2018 at 04:00 P.M. IST	756, Sector 23A, Gurugram-122017 (Haryana)	Appoint Mrs. Sheetal Periwal as an Executive Vice President
2018-2019	September 27, 2019 at 04:00 P.M. IST	756, Sector 23A, Gurugram-122017 (Haryana)	Change of Registered Office of the Company
2018-2019	January 31, 2019 04:00 p.m. IST	70 Housing board colony,(old), Near Mini Secretariat, Rewari, Haryana - 123401	To increase the borrowing limit of upto Rs. 100 Crores

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 threeyears.
- Whistle Blower Policy (Policy on Vigil Mechanism) the company has adopted a whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the company's code of conduct and ethics and also provides for direct access to the Chairman of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. Details of the policy are available on our website, athttps://www.dbonline.in/Admin/Pdf/1981418124WHISTLE%20BLOWER%20POLICY.pdf
- Material Subsidiary policy adopted by the company details of the same is available on our website, athttps://www.dbonline.in/Admin/Pdf/180717491MATERIAL%20SUBSIDIARY%20POLICY.pdf
- Details of Related Party Transaction policy available on our website, at https://www.dbonline.in/Admin/Pdf/721555445POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf

- No funds raised through preferential Allotment and Qualified Institutions Placement.
- Certificate from Practising Company Secretaries Certificate as required under Part C of Schedule V of LODR, received from Mr. Vikas Verma, COP.No.10786, representing M/s. Vikas Verma & Associates, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.
- Compliance with Corporate Governance Norms the Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015). The Company has submitted the compliance report in the prescribed format to the stock exchanges for all the quarters including the quarter ended 31st March 2020. The Statutory Auditors have certified that the Company has complied with the conditions of corporate governance as stipulated in Schedule V(E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015). The said certificate is annexed to this Report.

Means of Communication

As per Regulation 47 of the SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015, the financial results of the Company were published in the "Business Standard" (English) and "Veer Arjun" (Hindi) during the year.

- Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 information like quarterly and half yearly statement and shareholding pattern are regularly updated on BSE's & NSE's website i.e. **www.bseindia.com** & **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.	28th Annual General Meeting	:	Will be held on Monday, September 14, 2020 at 04:00P.M. IST at 70, Housing Board Colony (old) Near Mini Secretariat, Rewari, Haryana- 123401 the registered office of the Company.
B.	Financial Calendar	:	April 01, 2019 to March 31,2020
C	Book Closure Date	:	September 08, 2020 to September14, 2020 (Both days inclusive)
C.	Listing on Stock Exchange	:	The Shares of the Company are listed on the BSE Limited and National Stock Exchange and the Annual Listing Fee for the year 2020-2021 have been paid.
D.	Market Price Data	:	in₹

MARKET PRICE DATA

	MONTH	BSE		NSE	
		HIGHEST PRICE	LOWEST PRICE	HIGHEST PRICE	LOWEST PRICE
1.	April, 2019	9.36	8.36	8.95	7.20
2.	May, 2019	10.44	9.35	10.60	8.20
3.	June, 2019	10.96	10.80	12.60	9.10
4.	July, 2019	11.34	10.75	11.50	9.45
5.	August, 2019	10.75	10.22	11.50	9.45
6.	September, 2019	11.26	10.20	9.95	8.25
7.	October, 2019	10.33	9.82	9.20	7.85
8.	November, 2019	10.29	9.30	10.40	8.55
9.	December, 2019	10.75	9.30	10.50	7.45
10.	January, 2020	12.74	11.02	12.45	9.60
11.	February, 2020	10.95	10.41	9.65	6.65
12.	March, 2020	9.89	9.89	7.35	6.65

E. NSE SYMBOL : DBSTOCKBRO (National Stock Exchange)

BSE CODE : 530393 (Bombay Stock Exchange)

F. Registrar & Share Transfer agent : Abhipra Capital Limited

A - 387, Dilkhush Industrial Area
G.T. Karnal Road, Azadpur Delhi-110033
Email : rta@abhipra.com

H ISIN : INE921B01025

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.

J. Distribution Schedule as on March 31, 2020

Distribution Schedule

Shareholding Nominal Value of ₹	No. of Shareholders	No. of Shares
Upto 2500	703	96563
2501-5000	38	69110
5001-10000	25	88572
10001-20000	11	74814
20001-30000	5	62689
30001-40000	3	55661
40001-50000	3	73884
50001-100000	6	231773
100000 & above	68	34246934
TOTAL		**35000000**
Category	No of shares	% of Shareholding
Promoter & Promoter Group	10505000	30.01%
Others	24495000	69.99%
Total	**35000000**	**100%**

K. **Dematerialization of Shares:** 3,49,81,500 equity shares representing 99.95 % of total paid up capital in dematerialized form and 18,500 equity shares representing 0.05 % of total paid up capital in physical form as on March 31,2020.

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

On behalf of the Board of Directors

For DB (International) Stock Brokers Limited

Place: New Delhi

Date: 31st July, 2020

Sd/-
Shiv Narayan Daga
(Managing Director)
DIN: 00072264

Sd/-
Sachin Kumar Rathi
(Director)
DIN:01013130

Sd/-
Vishnu Kumar Sharma
(Chief Financial Officer)

Sd/-
Divya Saluja
(Company Secretary)

CEO/CFO CERTIFICATION
Certificate of Managing Director on Financial Statement under Pursuant to SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015

I, Vishnu Kumar Sharma, Chief Financial Officer hereby certify that:

a. I have reviewed financial statement and the cash flow statement of the financial year ended March31, 2020 andthat to the best of my knowledge and belief:

i) These statements do not contain any materially untrue statement or omit any material factor 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 thesedeficiencies.

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 theyear.

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 financialreporting.

Sd/-

Place: New Delhi **Vishnu Kumar Sharma**
Date: June 24, 2020 **(Chief Financial Officer)**

DB (INTERNATIONAL) STOCK BROKERS LIMITED
Regd. Office: 70, Housing Board Colony (old) Near Mini Secretariat,
Rewari, Haryana 123401
CIN- L67120HR1992PLC035349
Email: Compliance@dbonline.in
Contact No: 011 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 2019-2020.

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.

DB (INTERNATIONAL) STOCK BROKERS LIMITED

Place: New Delhi
Date: June 24, 2020

Shiv Narayan Daga
(Managing Director)
DIN: 00072264
Address: B-146, Surajmal Vihar Delhi-110092

Certificate on Corporate Governance

TO THE MEMBERS OF
DB (INTERNATIONAL) STOCK BROKERS LIMITED

We have examined the compliance of the conditions of Corporate Governance by DB (International) Stock Brokers Limited ('the Company') for the year ended on March 31, 2020, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of 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 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 the SEBI Listing Regulations for the year ended on March 31, 2020.

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

FOR VIKAS VERMA & ASSOCIATES
COMPANY SECRETRAIES

VIKAS VERMA
MANAGING PARTNER
FCS- 9192
COP- 10786

Date- 31st July, 2020
Place: Delhi

GUPTA VERMA & SETHI
Chartered Accountants

304 Delhi Chamber
3453 Delhi Gate
New Delhi- 110002
Ph.: 011- 23272419
Mob: 98103-01638
Email ID: gvsksethi@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
DB (INTERNATIONAL) STOCK BROKERS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **DB (INTERNATIONAL) STOCK BROKERS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response

1	***Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)***
	The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involve collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
	Refer Note 2(J) to the Standalone Financial Statements
		Principal Audit Procedures
		
		We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.
		Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:
		• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
		• Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.
		• Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
		• Selected a sample of continuing and new contracts and performed the following procedures:
		  • Read, analysed and identified the distinct performance obligations in these contracts.
		  • Compared these performance obligations with that identified and recorded by the Company.
		  • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
		  • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent

		invoicing and historical trend of collections and disputes. • In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. • Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. • We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
2	***Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates*** Estimated effort is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.	***Principal Audit Procedures*** Our audit approach was a combination of test of internal controls and substantive procedures which included the following: • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. • Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the

		efforts incurred and estimated. • Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. • Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.
3	***Evaluation of uncertain tax positions*** The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 29 to the standalone financial statements	***Principal Audit Procedures*** Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties.
4	***Recoverability of Indirect tax receivables***	***Principal Audit Procedures*** We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Gupta Verma & Sethi
Chartered Accountants
Firm Regn. No. 02605M

Sd/-
Krishna Sethi
Partner
Membership No.081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DB (INTERNATIONAL) STOCK BROKERS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DB (INTERNATIONAL) STOCK BROKERS LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable

assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gupta Verma & Sethi
Chartered Accountants
Firm Regn. No.02605M

Sd/-
Krishna Sethi
Partner
Membership No.081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirement's section of our report to the Members of DB (International) Stock Brokers Limited of even date)

i. In respect of the Company's property, plant and equipment:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The Company has a program of verification to cover all the items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as property, plant and equipment in the standalone financial statements, the lease agreements are in the name of the Company.

ii. The Company is a service company, 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, secured or unsecured, to the parties 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 explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employee's State Insurance, Goods and Services Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

(c) The above amount includes demand from tax authorities for assessment years 2013-2014, 2012-2013 and 2011-2012. The Company has filed appeals and the appeals are pending before the appellate authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. Considering the facts of the matter, no further provision is considered necessary by management.

(d) A penalty of ₹ 50,00,000 has been imposed by SEBI on the Company. The Company has filed an appeal against the penalty order of SEBI before the Securities Appellant Tribunal (SAT) and SAT has granted stay in the matter.

viii. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Gupta Verma &Sethi
Chartered Accountants
Firm Regn. No02605M

Sd/-
Krishna Sethi
Partner
Membership No.081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

DB (International) Stock Brokers Limited
Balance Sheet as at March 31, 2020

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
		₹	₹
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	3,426,996	6,086,436
Intangible assets	3(b)	479,700	245,107
Financial assets:			
Investments	4(i)	18,427,400	18,427,400
Other financial assets	4(ii)	28,415,000	8,415,000
Deferred tax assets (net)	5	2,029,975	13,295,092
Income tax assets (net)	6	3,570,686	1,221,544
Other non-current assets	7	33,442,000	17,067,000
Total Non-current assets		**89,791,757**	**64,757,579**
Current assets			
Financial assets:			
Investments	8(i)	4,422,151	-
Trade receivables	8(ii)	30,713,130	13,832,413
Cash and cash equivalents	8(iii)	114,823,990	35,143,042
Bank balances other than above	8(iv)	326,410,290	333,432,569
Other financial assets	8(v)	4,762,432	63,939,178
Current tax assets (net)	9	5,243,103	2,409,008
Other current assets	10	3,383,294	4,188,139
Total current assets		**489,758,390**	**452,944,349**
TOTAL ASSETS		**579,550,147**	**517,701,928**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	70,000,000	70,000,000
Other equity	12	339,201,684	318,041,124
Total equity		**409,201,684**	**388,041,124**
Liabilities			
Non-current liabilities			
Long-term provisions	13	2,990,200	3,122,418
Total non-current liabilities		**2,990,200**	**3,122,418**
Current liabilities			
Financial liabilities:			
Short-term borrowings	14(i)	905,594	-
Trade payables:			
- to micro and small enterprises	14(ii)	-	-
- to others	14(ii)	162,065,425	111,795,685
Other financial liabilities	14(iii)	3,191,383	13,807,011
Other current liabilities	15	897,810	787,985
Short-term provisions	16	298,051	147,705
Total current liabilities		**167,358,263**	**126,538,386**
Total liabilities		**170,348,463**	**129,660,804**
TOTAL EQUITY AND LIABILITIES		**579,550,147**	**517,701,928**

Significant accounting policies	**1-2**
The accompanying notes are an integral part of the financial statements	**3-33**

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

Place: New Delhi
Date: June 24, 2020

DB (International) Stock Brokers Limited
Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
		₹	₹
Income:			
Revenue from operations	17	97,572,413	18,359,280
Other income	18	-	1,325,000
Total income		**97,572,413**	**19,684,280**
Expenses:			
Employee benefits expense	19	23,651,992	23,702,589
Finance costs	20	4,441,054	1,815,848
Depreciation and amortisation expense	21	3,116,947	2,782,279
Other expenses	22	33,539,082	23,363,413
Total expenses		**64,749,075**	**51,664,129**
Profit/(loss) before exceptional items and tax		**32,823,338**	**(31,979,849)**
Exceptional items:	23		
Loss on sale of property, plant and equipment		-	(5,565,199)
Profit/(loss) before tax		**32,823,338**	**(37,545,048)**
Tax expense:	24		
Current tax (including earlier years)		706,390	(18,539)
Minimum altenate tax credit expense/(entitlement)		1,317,079	-
Deferred tax expense/(credit)		9,870,337	(11,825,212)
Total tax expense		**11,893,806**	**(11,843,751)**
Profit/(loss) for the year		**20,929,532**	**(25,701,297)**
Other comprehensive income	25		
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		308,729	127,312
Income tax relating to these items		(77,701)	(39,721)
Other comprehensive income for the year, net of tax		**231,028**	**87,591**
Total comprehensive income for the year		**21,160,560**	**(25,613,706)**
Earnings/(loss) per equity share before exceptional items (Basic and Diluted)	26	**0.60**	**(0.62)**
Earnings/(loss) per equity share after exceptional items (Basic and Diluted)		**0.60**	**(0.73)**
Significant accounting policies	**1-2**		
The accompanying notes are an integral part of the financial statements	**3-33**		

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

Place: New Delhi
Date: June 24, 2020

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

DB (International) Stock Brokers Limited
Statement of changes in equity for the year ended March 31, 2020

A) Change in equity share capital **(In ₹)**

	Amounts
Balance as at April 01, 2018	**70,000,000**
Changes in equity share capital during the year	-
Balance as at March 31, 2019	**70,000,000**
Changes in equity share capital during the year	-
Balance as at March 31, 2020	**70,000,000**

B) Changes in other equity
For the year ended March 31, 2020

Particulars	Reserves and surplus			Total
	Securities premium account	General reserve	Retained earnings	
As at April 01, 2019	**76,000,000**	**28,648,432**	**213,392,692**	**318,041,124**
Profit for the period	-	-	20,929,532	20,929,532
Other comprehensive income:				
Impact of remeasurement of post employment benefit obligations	-	-	231,028	231,028
Total comprehensive income	**-**	**-**	**21,160,560**	**21,160,560**
As at March 31, 2020	**76,000,000**	**28,648,432**	**234,553,252**	**339,201,684**

For the year ended March 31, 2019

Particulars	Reserves and surplus			Total
	Securities premium account	General reserve	Retained earnings	
As at April 01, 2018	**76,000,000**	**28,648,432**	**239,006,398**	**343,654,830**
(Loss) for the year	-	-	(25,701,297)	(25,701,297)
Other comprehensive income:				
Impact of remeasurement of post employment benefit obligations	-	-	87,591	87,591
Total comprehensive income	**-**	**-**	**(25,613,706)**	**(25,613,706)**
As at March 31, 2019	**76,000,000**	**28,648,432**	**213,392,692**	**318,041,124**

a) Securities Premium Account: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

b) General Reserve: This Reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

c) Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

Place: New Delhi
Date: June 24, 2020

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

DB (International) Stock Brokers Limited

Cash flow statement for the year ended March 31, 2020

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
	₹	₹
Cash flow from operating activities:		
Net profit/(loss) before taxation	32,823,338	(37,545,048)
Adjustments for:		
Depreciation and amortisation expense	3,116,947	2,782,279
(Gain)/loss on disposal of investments	-	(1,325,000)
Loss/(gain) on disposal of property, plant and equipment	-	5,565,199
Finance costs	127,351	169,111
Operating profit/(loss) before working capital changes	**36,067,636**	**(30,353,459)**
Change in operating assets and liabilities:		
Change in other financial assets (non-current)	-	(600,000)
Change in trade receivables	(16,880,717)	(11,088,804)
Change in other financial assets (current)	59,176,746	(49,766,786)
Change in other current assets	804,845	(3,287,092)
Change in provisions	326,857	770,938
Change in trade payables	50,269,740	59,103,770
Change in other financial liabilities	(10,615,628)	11,042,961
Change in other current liabilities	109,825	450,526
Cash generated from/(used in) operations	**119,259,304**	**(23,727,946)**
Direct taxes paid	(5,889,627)	(2,357,980)
Direct taxes paid under protest	(16,375,000)	(300,000)
Net cash inflow generated from/(used in) operating activities	**96,994,677**	**(26,385,926)**
Cash flows from investing activities:		
Net (Investment in)/proceeds from property, plant and equipment and capital advances	(692,100)	50,088,467
Net proceeds from/ (Investment in) associate company	-	1,575,000
Net (Investment in)/ proceeds from bank deposits and other balances	(17,399,872)	(72,977,054)
Net cash (used in) investing activities	**(18,091,972)**	**(21,313,587)**
Cash flows from financing activities:		
Finance cost paid	(127,351)	(169,111)
Net proceeds from short term borrowings	905,594	-
Net cash inflow generated from/(used in) financing activities	**778,243**	**(169,111)**
Cash and cash equivalents at the beginning of the financial year	35,143,042	83,011,666
Net increase/(decrease) in cash and cash equivalents	79,680,948	(47,868,624)
Cash and cash equivalents at end of the year	**114,823,990**	**35,143,042**
Cash and cash equivalents include:		
Balance with bank in current accounts	114,635,988	34,970,526
Cash on hand	188,002	172,516
Cash and cash equivalents at end of the year	**114,823,990**	**35,143,042**

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

Place: New Delhi
Date: June 24, 2020

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended March 31, 2020

1. Background of the Reporting entity

DB (International) Stock Brokers Limited (the 'Company'), a public limited listed Company is engaged in stock broking and depository participant services of CDSL. The Company is domiciled in India and its registered office is situated at 70, Housing Board Colony (old), Near Mini Secretariat, Rewari - 123401, Haryana. The Company was incorporated in India on February 28, 1992.

2. Significant Accounting Policies

A) Basis of preparation

i) Statement of compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind - AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements for the year ended March 31, 2020 were authorized and approved for issue by the Board of Directors on June 24, 2020.

ii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle of the Company
- Held primarily for the purposes of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period all other assets are classified as non -current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle of the Company
- It is held primarily for the purposes of trading
- It is due to be settled within twelve months from the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

iii)Basis of measurement

These standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of defined benefit obligations and plan assets

iv)Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgments:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is included in the following notes:

Assumptions and estimation uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended March 31, 2020 is included in the following notes:

- Note 5– recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 30– measurement of defined benefit obligations: key actuarial assumptions;

B) Financial instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

Derivatives and hedge accounting

Derivatives are initially recognised at fair value and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gains / losses is recognised in Statement

of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item.

The Company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Company documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which can be a fair value hedge or a cash flow hedge.

(i) Fair value hedges:

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the designated portion of hedging instrument and the change in fair value of the hedged item attributable to the hedged risk are recognised in Statement of Profit and Loss in the line item relating to the hedged item. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

(ii) Cash flow hedges:

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss. Amounts previously recognised and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non-financial asset, such gains/losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non-financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains/losses recognised in other comprehensive income and accumulated in equity at that time remains in equity and is reclassified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity is recognised immediately in the Statement of Profit and Loss.

Non-derivative financial assets

Subsequent measurement:

Financial assets carried at amortised cost – a financial asset is measured at the amortised cost, if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash

flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Investment in equity instruments of subsidiary

Investment in equity instruments of subsidiary is measured at cost in accordance with Ind AS 27 Separate Financial Statements.

De-recognition of financial assets:

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement:

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities:

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

C) Foreign currency translation or transaction

Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and

liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Statement of Profit and Loss.

D) Property, plant and equipment

Recognition and measurement:

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss.

Subsequent expenditure:

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation:

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method and is generally recognised in the Statement of Profit and Loss. Freehold land is not depreciated.

Depreciation on fixed assets is provided as per the guidance set out in the schedule II to the Companies Act, 2013. Depreciation is charged on written down value method based on estimated useful life of the asset after considering residual value as set out in schedule II to the Companies Act, 2013.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Leasehold improvements are amortised over the lease period or the estimated useful life, whichever is shorter.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

E) Intangible assets

i) Initial recognition:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

ii. Subsequent expenditure:

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the Statement of Profit and Loss as incurred.

iii. Others:

Intangible assets are amortised on a written down value basis over the estimated useful life not exceeding three years.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

F) Employee benefits

Short-term employee benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Long-term employee benefits:

i. *Defined contribution plans:*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes monthly contributions to statutory provident fund (Government administered provident fund scheme) in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan. Obligations for

contributions to defined contribution plans are recognised as an employee benefit expense in Statement of Profit and Loss in the period(s) during which the related services are rendered by employees.

ii. *Defined benefit plans:*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a post- employment benefit and is in the nature of a defined benefit plan.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

G) Exceptional items

Items of income or expense from ordinary activities which are of such size, nature or incidence that, there disclosure is relevant to explain the performance of the enterprise for the period, are disclosed separately in the Statement of Profit and Loss.

H) Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Derivatives [call & put options, un-hedged] are valued using valuation techniques with market observable inputs and these are marked to market based on prevailing quoted rates, as applicable.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

I) Revenue

i. Rendering of services:

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.

ii. Brokerage and related income:

Brokerage Income, Income from depository participants is recognized as & when assured.

iii. Recognition of dividend income, interest income or expense:

Dividend income is recognised in Statement of Profit and Loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

J) Leases

The Company's lease asset classes primarily consist of leases for Buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to

the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company has applied the exemption to not to recognize ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

K) Income tax

Income tax comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i.Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences related to investments in subsidiary and associate to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity and in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

L) Earnings per share

The basic earnings/(loss) per share is computed by dividing the net profit/(loss) before other comprehensive income attributable to owner's of the Company for the year by theweighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/(loss) per share comprises the weighted average shares considered forderiving basic earnings/(loss) per share and also the weighted average number of equity shares which could have been issued onthe conversion of all dilutive potential equity shares.

M) Provisions and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

The disclosure of contingent liability is made when, as a result of obligating events, there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

N) Impairment

Impairment of non-financial assets:

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the Statement of Profit and Loss.

Impairment of financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets, Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables:

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets:

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-months expected credit losses, else at an amount equal to the lifetime expected credit losses.
When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes

that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

O) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

P) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

Q) Trade and other payables

These amounts represent liabilities for services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the credit terms.

R) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment/allowance for credit loss.

(In ₹)

Buildings						3(b) Intangible assets
			Buildings			Intangible assets
Particulars	Computer	Furniture & fixtures	Vehicles	Office equipment	Total	Computer software
Gross block:						
As at April 1, 2019	**3,922,895**	**188,379**	**3,671,202**	**2,065,966**	**9,848,442**	**655,843**
Additions during the year	272,100	-	-	-	**272,100**	420,000
Sales/adjustments	-	-	-	-	**-**	-
As at March 31, 2020	**4,194,995**	**188,379**	**3,671,202**	**2,065,966**	**10,120,542**	**1,075,843**
Accumulated depreciation:						
As at April 1, 2019	**1,173,035**	**135,403**	**1,433,464**	**1,020,105**	**3,762,006**	**410,736**
Charge for the year	1,517,648	27,079	1,016,207	370,606	**2,931,540**	185,407
Sales/adjustments	-	-	-	-	**-**	-
As at March 31, 2020	**2,690,683**	**162,482**	**2,449,671**	**1,390,711**	**6,693,546**	**596,143**
Net block:						
As at March 31, 2020	1,504,312	25,898	1,221,531	675,255	3,426,996	479,700
As at March 31, 2019	2,749,860	52,977	2,237,738	1,045,861	6,086,436	245,107
Gross block:						
As at April 1, 2018	**1,269,128**	**188,379**	**3,671,202**	**2,003,802**	**36,796,531**	**890,626**
Additions during the year	2,653,767	-	-	62,164	**2,715,931**	-
Sales/adjustments	-	-	-	-	**29,664,020**	234,783
As at March 31, 2019	**3,922,895**	**188,379**	**3,671,202**	**2,065,966**	**9,848,442**	**655,843**
Accumulated depreciation:						
As at April 1, 2018	**386,143**	**119,606**	**417,257**	**747,054**	**1,685,892**	**233,778**
Charge for the year	786,892	15,797	1,016,207	273,051	**2,605,321**	176,958
Sales/adjustments	-	-	-	-	**529,207**	-
As at March 31, 2019	**1,173,035**	**135,403**	**1,433,464**	**1,020,105**	**3,762,006**	**410,736**
Net block:						
As at March 31, 2019	2,749,860	52,977	2,237,738	1,045,861	6,086,436	245,107
As at March 31, 2018	882,985	68,773	3,253,945	1,256,748	35,110,639	656,848

	As at March 31, 2020 ₹	As at March 31, 2019 ₹
4 Financial assets (non-current)		
(i) Trade investments:		
In Equity instrument of subsidiary company (Unquoted)		
-Daga Business (International) Stock Brokers (IFSC) Private Limited	12,500,000	12,500,000
12,50,000 (Previous Year 12,50,000) Equity Shares of ₹ 10/- each fully paid up		
Non-trade investments:		
In Equity instrument of other company (Unquoted) (at cost):		
Flourishing Apartments Private Limited	105,000	105,000
1,050 (previous year 1,050) equity shares of ₹ 100 each fully paid up		
In Equity instrument of other company (Quoted) (at cost):		
Effingo Textile & Trading Limited (Formerly known as Malti Textile Mills Limited)*	5,822,400	5,822,400
58,22,400 (previous year 58,22,400) equity shares of ₹ 1 each fully paid		
Total investments	**18,427,400**	**18,427,400**
Aggregate book value of quoted investment*	7,185,824	7,185,824
Aggregate amount of unquoted investments	105,000	105,000
Total	**7,290,824**	**7,290,824**

*Book value as at March 31, 2017 has been taken as reference for fair value because the equity share was last traded on January 06, 2015. The book value is approximately close to fair value and therefore, the instrument has been valued at cost.

- The investment in equity shares of subsidiary is measured as per Ind AS-27 "Separate Financial Statements".

(ii) Other financial assets		
Unsecured, considered good:		
Security deposits	890,000	890,000
Membership deposits	7,525,000	7,525,000
Fixed deposits with original maturity more than 12 months:		
-Under lien with exchange	20,000,000	-
Total other financial assets	**28,415,000**	**8,415,000**

5 Deferred tax assets (net)		
Deferred tax liabilities arising on account of:		
Difference in written down value of property, plant and equipment	-	(60,078)
Deferred tax assets arising on account of:		
Difference in written down value of property, plant and equipment	319,198	-
Provision for post employment benefit obligations	827,587	1,020,278
Business loss	-	9,322,230
Unabsorbed depreciation	-	600,718
Short-term capital loss	883,190	1,094,864
	2,029,975	11,978,013
MAT credit entitlement	-	1,317,079
Total deferred tax assets (net)	**2,029,975**	**13,295,092**

5(a) **Movement in deferred tax assets (net) for the year ended March 31, 2020**

	March 31, 2019	Utilisation of MAT credit	Recognized in other comprehensive income	Recognised in profit and loss	March 31, 2020
Deferred tax liabilities arising on account of:					
Difference in written down value of property, plant and equipment	(60,078)	-	-	60,078	-
Deferred tax assets arising on account of:					
Difference in written down value of property, plant and equipment	-	-	-	319,198	319,198
Provision for post employment benefit obligations	1,020,278	-	(77,701)	(114,990)	827,587
Business loss	9,322,230	-	-	(9,322,230)	-
Unabsorbed depreciation	600,718	-	-	(600,718)	-
Short-term capital loss	1,094,864	-	-	(211,674)	883,190
	11,978,013	-	(77,701)	(9,870,337)	2,029,975
MAT credit entitlement	1,317,079	(1,317,079)	-	-	-
Total movement in deferred tax assets	**13,295,092**	**(1,317,079)**	**(77,701)**	**(9,870,337)**	**2,029,975**

5(b) **Movement in deferred tax assets (net) for the year ended March 31, 2019**

	March 31, 2018	Utilisation of MAT credit	Recognized in other comprehensive income	Recognised in profit and loss	March 31, 2019
Deferred tax liabilities arising on account of:					
Difference in written down value of property, plant and equipment	(619,066)	-	-	558,988	(60,078)
Deferred tax assets arising on account of:					
Provision for post employment benefit obligations	811,588	-	(39,721)	248,412	1,020,278
Business loss	-	-	-	9,322,230	9,322,230
Unabsorbed depreciation	-	-	-	600,718	600,718
Short-term capital loss	-	-	-	1,094,864	1,094,864
	192,521	-	(39,721)	11,825,212	11,978,013
MAT credit entitlement	1,357,650	(40,571)	-	-	1,317,079
Total movement in deferred tax assets	**1,550,171**	**(40,571)**	**(39,721)**	**11,825,212**	**13,295,092**

	As at March 31, 2020 ₹	As at March 31, 2019 ₹
6 Income tax assets (net)		
Unsecured, considered good:		
Income tax refundable (net)	3,570,686	1,221,544
Total income tax assets (net)	**3,570,686**	**1,221,544**
7 Other non-current assets		
Unsecured, considered good:		
Capital advances	10,100,000	10,100,000
Income tax deposited under protest (refer note 28)	23,342,000	6,967,000
Total other non-current assets	**33,442,000**	**17,067,000**

8 Financial assets (current)

(i) Investments

(At lower of cost and fair value)	Status	Number	Cost	Fair value		
Adani Enterprises Limited (face value of ₹ 1 each)	Fully paid	1,000	147,408	137,600	137,600	-
Adani Gas Limited (face value of ₹ 1 each)	Fully paid	36,000	5,540,422	3,108,600	3,108,600	-
Adani Power Limited (face value of ₹ 10 each)	Fully paid	1,000	46,233	27,750	27,750	-
Pasupati Acrylon Limited (face value of ₹ 10 each)	Fully paid	159,355	2,942,097	1,059,711	1,059,711	-
Vikas WSP Limited (face value of ₹ 1 each)	Fully paid	20,000	438,813	84,000	84,000	-
Yes Bank Limited (face value of ₹ 2 each)	Fully paid	200	22,792	4,490	4,490	-
Total investments		**217,555**	**9,137,765**	**4,422,151**	**4,422,151**	**-**

(ii) Trade receivables		
Trade receivables outstanding for a period less than six months from the date they are due for payment:		
Secured, considered good *	29,429,622	3,320,345
Trade receivables outstanding for a period more than six months from the date they are due for payment:		
Secured, considered good *	1,283,508	10,512,068
Total trade receivables	**30,713,130**	**13,832,413**

* Secured against securities given as collateral by the customer

(iii) Cash and cash equivalents		
Balance with bank in current accounts	114,635,988	34,970,526
Cash on hand	188,002	172,516
Total cash and cash equivalents	**114,823,990**	**35,143,042**
(iv) Bank balances other than (ii) above		
Fixed deposits with original maturity within 3 to 12 months:		
-As margin money against overdraft (refer note 14(i))	31,300,000	69,500,000
-Under lien with exchange	295,110,290	263,750,000
Earmarked balances:		
-Unclaimed dividend account (refer note 14(iii))*	-	182,569
Total bank balances	**326,410,290**	**333,432,569**

^There was unpaid dividend amount as on March 31, 2019 of ₹ 1,82,569/- outstanding against dividend declared during the financial years 2011-12, which was transferred to "Investor Education and Protection Fund" during the financial year 2019-2020.

(v) Other financial assets		
Unsecured, considered good:		
Receivable from subsidiary company	50,753	764,747
Additional base capital	2,801,202	5,188,814
Accrued interest on FDs	741,122	1,374,105
Deferred option premium	-	55,111,638
Derivative asset recoverable [at fair value]	1,169,355	1,499,874
Total other financial assets	**4,762,432**	**63,939,178**

	As at March 31, 2020	As at March 31, 2019
	₹	₹
9 Current tax assets (net)		
Current tax assets		
TDS receivable	5,949,493	2,409,008
MAT credit utilised	-	40,571
	5,949,493	**2,449,579**
Current tax liabilities		
Provision for income tax	706,390	40,571
	706,390	**40,571**
Total current tax assets (net)	**5,243,103**	**2,409,008**

10 Other current assets		
Advances other than capital advances:		
Unsecured, considered good		
Prepaid expenses	1,277,218	3,514,279
Receivable from exchanges	1,800,543	568,724
Other advances	305,533	105,137
Total other current assets	**3,383,294**	**4,188,139**

11 Equity share capital		
Authorised share capital	100,000,000	100,000,000
5,00,00,000 (previous year 5,00,00,000) equity shares of ₹ 2 each		
	100,000,000	**100,000,000**
Issued, subscribed and paid up capital	70,000,000	70,000,000
3,50,00,000 (previous year 3,50,00,000) equity shares of ₹ 2 each, fully paid up		
	70,000,000	**70,000,000**

(i) Movements in equity share capital

	Number of shares	Number of shares
Balance as at the beginning of the year	35,000,000	35,000,000
Add: Issued during the year	-	-
Balance as at the end of the year	**35,000,000**	**35,000,000**

(ii) Terms/rights attached to equity shares:

The Company has one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The shareholders have all other right as available to equity shareholders as per the provisions of the Companies Act, 2013 read together with the Memorandum and Articles of Association of the Company, as applicable.

(iii) Details of shareholders holding more than 5% shares of the Company #

	Number of shares	Number of shares
New KMS Finance Private Limited	5,846,544	5,846,544
Shiv Narayan Daga	5,780,000	5,780,000
Sharda Daga	2,048,000	2,048,000
Mangaljyoti Syndicate Private Limited	1,752,781	-
	% holding	**% holding**
New KMS Finance Private Limited	16.70	16.70
Shiv Narayan Daga	16.51	16.51
Sharda Daga	5.85	5.85
Mangaljyoti Syndicate Private Limited	5.01	-

 # As per the records of the company, including register of members

(iv) The Company has not issued/allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash or by way of bonus shares during the period of five years immediately preceding the reporting date. Further, no shares of any class were bought back during the period of five years immediately preceding the reporting date.

		As at March 31, 2020 ₹	As at March 31, 2019 ₹
12	**Other equity**		
(i)	**Securities premium account**		
	Balance as at the beginning of the year	76,000,000	76,000,000
	Balance as at the end of the year	**76,000,000**	**76,000,000**
(ii)	**Other reserves**		
	General reserve		
	Balance as at the beginning of the year	28,648,432	28,648,432
	Add: transferred from surplus in the statement of profit and loss	-	-
	Balance as at the end of the year	**28,648,432**	**28,648,432**
(iii)	**Retained earnings**		
	Balance as at the beginning of the year	213,392,692	239,006,398
	Profit/(loss) for the year	20,929,532	(25,701,297)
	Items of OCI recognised	231,028	87,591
	Balance as at the end of the year	**234,553,252**	**213,392,692**
	Total other equity	**339,201,684**	**318,041,124**
13	**Long-term provisions**		
	Provision for defined benefit obligations:		
	Provision for gratuity (refer to note 29)	2,990,200	3,122,418
	Total long-term provisions	**2,990,200**	**3,122,418**
14	**Financial liabilities (current)**		
(i)	**Short-term borrowings:**		
	Bank overdraft (secured)*	905,594	-
	Total short-term borrowings	**905,594**	**-**

*** The Company has taken secured bank overdraft facility with limit upto ₹ 3,13,00,000 as on March 31, 2020 (₹ 6,95,00,000 as on March 31, 2019). The key terms are as mentioned below:**

- Nature : Overdraft limit
- Rate : Highest fixed deposit rate plus 1% (as on March 31, 2020 - 8%)
- Tenor : Repayable on demand
- Secured : Against fixed deposits with banks held as margin money

(ii)	**Trade payables**		
	- Due to micro and small enterprises	-	-
	- Due to others	162,065,425	111,795,685
	Total trade payables	**162,065,425**	**111,795,685**
(iii)	**Other financial liabilities**		
	Deferred option premium	-	11,205,721
	Unclaimed dividend^	-	182,569
	(Previous year ₹ 1,82,569)		
	Other payables	3,191,383	2,418,721
	Total other financial liabilities	**3,191,383**	**13,807,011**

^There was unpaid dividend amount as on March 31, 2019 of ₹ 1,82,569/- outstanding against dividend declared during the financial years 2011-12, which was transferred to "Investor Education and Protection Fund" during the financial year 2019-2020.

15	**Other current liabilities**		
	Statutory dues payable	897,810	787,985
	Total other current liabilities	**897,810**	**787,985**
16	**Short-term provisions**		
	Provision for defined benefit obligations:		
	Provision for gratuity (refer to note 29)	298,051	147,705
	Total short-term provisions	**298,051**	**147,705**

		For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
17	**Revenue from operations**		
	Brokerage and related income	33,434,091	32,805,475
	Income from trading in securities, net	35,404,889	(37,715,150)
	Interest income on financial assets (fixed deposits)	28,733,434	23,268,955
	Total revenue	**97,572,413**	**18,359,280**
18	**Other income**		
	Profit on sale of investment in associate	-	1,325,000
	Total other income	**-**	**1,325,000**
19	**Employee benefits expense**		
	Salaries and other allowances	22,032,241	22,067,788
	Contribution to provident and other funds (refer note 29)	814,544	727,702
	Post employement benefit obligation (gratuity)	698,280	770,938
	Staff welfare expenses	106,927	136,161
	Total employee benefit expense	**23,651,992**	**23,702,589**
20	**Finance costs**		
	Interest on borrowings	127,351	169,111
	Bank guarantee commission	4,313,704	1,646,736
	Total finance costs	**4,441,054**	**1,815,848**
21	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment (refer note 3(a))	2,931,540	2,605,321
	Amortisation of intangible assets (refer note 3(b))	185,407	176,958
	Total depreciation and amortisation expense	**3,116,947**	**2,782,279**
22	**Other expenses**		
	Stock exchange expenses	10,746,152	4,179,790
	Clearing charges	316,600	173,983
	SEBI fee	183,143	116,336
	Depository charges	483,138	387,722
	Client introduction charges	2,342,111	2,963,473
	Power and water charges	1,248,053	1,061,467
	Rent	909,400	1,137,700
	Repairs and maintenance:		
	- Computer	1,563,302	818,504
	- Vehicle	101,192	193,156
	- Office	144,380	181,928
	- Others	60,080	286,442
	Rates and taxes	7,540,455	3,559,170
	Input credit written off	951,160	441,553
	Travelling and conveyance	133,144	43,820
	Legal and professional	1,503,050	4,181,600
	Fees and subscription	763,247	580,409
	Insurance	81,994	65,019
	Annual maintenance charges	565,641	296,814
	Communication expenses	3,644,382	2,412,204
	Printing and stationery	176,442	229,783
	Miscellaneous expenses	82,015	52,541
	Total other expenses	**33,539,082**	**23,363,413**

		For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
22(i)	**Legal and professional expenses include payment to auditor**		
	As auditor*:		
	Audit fee	15,150	15,150
	Limited review	5,000	5,000
	Tax audit	10,000	10,000
	Total	**30,150**	**30,150**

*** exclusive of Goods and Services Tax (GST)**

23	**Exceptional items**		
	Loss on sale of property, plant and equipment*	-	5,565,199
	Total exceptional items	**-**	**5,565,199**

*** Loss on sale of property, plant and equipment represent loss on sale of building which was sold on August 20, 2018, in view of market conditions.**

24	**Effective tax reconciliation**		
	Profit/(loss) before tax	**32,823,338**	**(37,545,048)**
	Income tax expense/(Deferred tax credit) in profit and loss as per effective tax rate#	8,260,978	(11,714,055)
(i)	Impact of other comprehensive income	77,701	39,721
(ii)	Impact of change in tax rate for earlier year for deferred tax	2,315,749	1,869
(iii)	Impact of taxes of earlier years	-	(18,538)
(iv)	Impact of MAT credit written off	1,317,079	-
(v)	Impact of other miscellaneous items	(77,701)	(152,748)
	Expected tax after adjustments	**11,893,806**	**(11,843,751)**
	As per statement of profit and loss		
	Tax charged to statement of profit and loss:		
	Current tax (including earlier years)	706,390	(18,539)
	Minimum altenate tax credit expense/(entitlement)	1,317,079	-
	Deferred tax charge/(credit)	9,870,337	(11,825,212)
		11,893,806	**(11,843,751)**

#The tax rates used for the financial year 2019-20 and 2018-19 reconciliations above are the corporate tax rate of 25.168% and 31.2% respectively, payable on taxable profits under the Income Tax Act, 1961.

25	**Other comprehensive income**		
	Items that will not be reclassified to profit or loss:		
	Remeasurement of post employment benefit obligations	308,729	127,312
	Income tax relating to these items	(77,701)	(39,721)
	Total other comprehensive income	**231,028**	**87,591**

26	**Earnings/(loss) per equity share (basic and diluted)**		
	Total number of equity shares outstanding during the year	35,000,000	35,000,000
	Weighted average number of equity shares for basic and diluted earnings per share (face value of ₹ 2 per share)	35,000,000	35,000,000
	Profit/(loss) before OCI attributable to equity shareholder's before exceptional items (for basic and diluted earning)	20,929,532	(21,872,440)
	Earnings/(loss) per equity share before exceptional items (basic and diluted)	**0.60**	**(0.62)**
	Profit/(loss) before OCI attributable to equity shareholder's after exceptional items (for basic and diluted earning)	20,929,532	(25,701,297)
	Earnings/(loss) per equity share after exceptional items (basic and diluted)	**0.60**	**(0.73)**

27 Detail of dues to micro and small enterprises defined under the MSMED Act, 2006

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue Principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly, there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

	As at March 31, 2020	As at March 31, 2019
28 Contingent liabilities	₹	₹
Claims against the company not acknowledged as debts		
Income tax matters, disputed and under appeal*	52,746,440	45,916,620
SEBI related matter, disputed and under appeal**	5,000,000	-
	57,746,440	**45,916,620**

*The above amount includes demand from tax authorities for assessment years 2013-2014, 2012-2013 and 2011-2012. The Company has filed appeals and the appeals are pending before the appellate authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. Considering the facts of the matter, no further provision is considered necessary by management."

**A penalty of Rs. 50,00,000 has been imposed by SEBI on the Company. The Company has filed an appeal against the penalty order of SEBI before the Securities Appellant Tribunal (SAT) and SAT has granted stay in the matter.

29 Post-employment benefit plans

i) The Company has a defined benefit gratuity plan (unfunded). Gratuity is payable to all eligible employees of the Company on retirement or separation from the Company after completion of five years of service with the Company and the maximum limit is ₹ 20 Lacs.

		For the year ended March 31, 2020	For the year ended March 31, 2019
		₹	₹
a.	**Changes in defined benefit obligation**		
	Liability at the beginning of the year	3,270,123	2,626,497
	Interest cost	228,909	203,554
	Current service cost	469,371	567,384
	Benefits paid (if any)	(371,423)	-
	Actuarial (gain)/loss	(308,729)	(127,312)
	Liability at the end of the year	**3,288,251**	**3,270,123**
b.	**Bifurcation of total actuarial (gain) / loss on liabilities**		
	Actuarial gain / losses from changes in demographics assumptions (mortality)	Not Applicable	Not Applicable
	Actuarial (gain)/ losses from changes in financial assumptions	193,339	129,841
	Experience adjustment (gain)/ loss for plan liabilities	(502,068)	(257,153)
	Total amount recognized in other comprehensive Income	**(308,729)**	**(127,312)**
c.	**Key results (the amount to be recognized in the balance sheet):**		
	Present value of the obligation at the end of the year	3,288,251	3,270,123
	Fair value of plan assets at end of year	-	-
	Net liability/(asset) recognized in balance sheet and related analysis	3,288,251	3,270,123
	Funded status - surplus/ (deficit)	(3,288,251)	(3,270,123)
d.	**Expense recognized in the statement of profit and loss:**		
	Interest cost	228,909	203,554
	Current service cost	469,371	567,384
	Past service cost	-	-
	Expected return on plan asset	-	-
	Expenses to be recognized in statement of profit and loss	**698,280**	**770,938**
e.	**Other comprehensive (income) / expenses (remeasurement)**		
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(187,307)	(59,995)
	Actuarial (gain)/loss - obligation	(308,729)	(127,312)
	Actuarial (gain)/loss - plan assets	-	-
	Total actuarial (gain)/loss	**(308,729)**	**(127,312)**
	Cumulative total actuarial (gain)/loss	**(496,036)**	**(187,307)**

		For the year ended March 31, 2020	For the year ended March 31, 2019
		₹	₹
f.	**Net interest cost**		
	Interest cost on defined benefit obligation	228,909	203,554
	Interest income on plan assets	-	-
	Net interest cost (income)	**228,909**	**203,554**

g.	**Experience adjustment:**		
	Experience adjustment (gain)/ loss for plan liabilities	(502,068)	(257,153)
	Experience adjustment Gain/ (loss) for Plan assets	-	-

		As at March 31, 2020	As at March 31, 2019
		₹	₹
h.	**Summary of membership data at the date of valuation and statistics based thereon:**		
	Number of employees	30	38
	Total monthly salary	1,193,240	1,573,840
	Average past service (years)	6.5	5.5
	Average future service (years)	20.2	18.3
	Average age (years)	39.8	41.7
	Weighted average duration (based on discounted cash flows) in years	14	16
	Average monthly salary	39,775	41,417
i.	**The assumptions employed for the calculations are tabulated:**		
	Discount rate	7.00 % per annum	7.75 % per annum
	Salary growth rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2006-08 Ultimate
	Expected rate of return	-	-
	Withdrawal rate (per annum)	5.00% p.a.	5.00% p.a.

The discount rate is based on the market yields of Government bonds as at the balance sheet date for the estimated term of the obligation. The salary escalation rate takes into account inflation, seniority, promotion and other relevant factors.

j.	**Benefits valued:**		
	Normal retirement age	60 years	60 years
	Salary	Last drawn qualifying salary	Last drawn qualifying salary
	Vesting period	5 Years of service	5 Years of service
	Benefits on normal retirement	15/26 * Salary * Past Service (year)	15/26 * Salary * Past Service (year)
	Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
	Maximum limit	2,000,000	2,000,000
k.	**Current liability (*expected payout in next year as per schedule III to the Companies act, 2013) :**		
	Current liability (short term)*	298,051	147,705
	Non current liability (long term)	2,990,200	3,122,418
	Total Liability	**3,288,251**	**3,270,123**

l. Effect of plan on entity's future cash flows

i) Funding arrangements and funding policy

Not applicable

	As at March 31, 2020 ₹
ii) Estimate of expected benefit payments (In absolute terms i.e. undiscounted)	
Year	
April 01, 2020 to March 31, 2021	298,051
April 01, 2021 to March 31, 2022	82,911
April 01, 2022 to March 31, 2023	187,013
April 01, 2023 to March 31, 2024	79,740
April 01, 2024 to March 31, 2025	79,894
April 01, 2025 onwards	2,560,642

iii) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on March 31, 2020
Defined benefit obligations (base)	@ Salary Increase Rate : 5%, and discount rate :7%
Liability with x% increase in discount rate	30,25,758; x=1.00% [change (8)%]
Liability with x% decrease in discount rate	35,89,137; x=1.00% [change 9%]
Liability with x% increase in salary growth rate	35,92,160; x=1.00% [change 9%]
Liability with x% decrease in salary growth rate	30,18,655; x=1.00% [change (8)%]
Liability with x% increase in withdrawal rate	33,18,315; x=1.00% [change 1%]
Liability with x% decrease in withdrawal rate	32,53,745; x=1.00% [change (1)%]

	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
m. Reconciliation of liability in balance sheet:		
Opening gross defined benefit liability/ (asset)	3,270,123	2,626,497
Expenses to be recognized in P&L	698,280	770,938
OCI- actuarial (gain)/ loss-total current year	(308,729)	(127,312)
Benefits paid (if any)	(371,423)	-
Closing gross defined benefit liability/ (asset)	**3,288,251**	**3,270,123**

n. Description of risk exposures:

i) Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as

a) Salary increases- actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

b) Investment risk – as the plan is not funded, there is no investment risk

c) Discount rate : reduction in discount rate in subsequent valuations can increase the plan's liability.

d) Mortality & disability – actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

e) Withdrawals – actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

ii) During the year the Company has recorded an expense of ₹ 8,14,544 (previous year ₹ 7,27,702) towards provident fund, a defined contribution plan.

iii) Leaves are encashed at the end of the year and not carried forwarded.

iv) Post employment benefits are determined by an Independent Actuary on overall basis and hence have not been separately provided for key management personnel.

30 Related party disclosure

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

(a) Subsidiary:

Daga Business (International) Stock Brokers (IFSC) Private Limited (wholly owned subsidiary company)

(b) Name of key management personnel and their relatives (KMP) (where transactions have taken place during the year):

Mr. Shiv Narayan Daga (Managing Director)
Ms. Sharda Daga (wife of Mr. Shiv Narayan Daga)
Ms. Shikha Mundra (Director) (Daughter of Mr. Shiv Narayan Daga)
Ms. Sheetal Periwal (Executive Vice President, appointed on August 17, 2018) (Daughter of Mr. Shiv Narayan Daga)
Mr. Vishnu Kumar Sharma (CFO) (resigned on August 10, 2018 & reappointed on February 07, 2019)
Ms. Himanshi Mittal (Company Secretary & Compliance Officer) (joined on March 06, 2018 & resigned on January 20, 2020)
Ms. Pragya Singh (Compliance Officer) (appointed on January 20, 2020)

(i) Transactions with related parties:	Year ended March 31, 2020 ₹	Year ended March 31, 2019 ₹
(a) Salary and allowances:		
Mr. Shiv Narayan Daga (Managing Director)	2,100,000	2,100,000
Ms. Shikha Mundra (Director) (Daughter of Mr. Shiv Narayan Daga)	1,925,000	2,100,000
Ms. Sheetal Periwal (Executive Vice President, appointed on August 17, 2018) (Daughter of Mr. Shiv Narayan Daga)	2,100,000	1,050,000
Mr. Vishnu Kumar Sharma (CFO) (resigned on August 10, 2018 & reappointed on February 07, 2019)	1,350,000	1,043,000
Ms. Himanshi Mittal (Company Secretary & Compliance Officer) (joined on March 06, 2018 & resigned on January 20, 2020)	263,129	298,287
Ms. Pragya Singh (Compliance Officer) (appointed on January 20, 2020)	45,672	-
	7,783,801	**6,591,287**
(b) Defined contribution plan (employer's contribution)*:		
Mr. Shiv Narayan Daga (Managing Director)	504,000	504,000
Ms. Shikha Mundra (Director) (Daughter of Mr. Shiv Narayan Daga)	462,000	504,000
Ms. Sheetal Periwal (Executive Vice President, appointed on August 17, 2018) (Daughter of Mr. Shiv Narayan Daga)	504,000	252,000
	1,470,000	**1,260,000**

***Does not include post-employment benefit based on actuarial valuationas this is done for the Company as a whole.**

(c) Rent:		
Ms. Sharda Daga (wife of Mr. Shiv Narayan Daga)	264,000	264,000
	264,000	**264,000**
(d) Reimbursement of expenses (recoverable)		
Daga Business (International) Stock Brokers (IFSC) Private Limited	-	100,000
	-	**100,000**
(ii) Closing balance as at the year end:		
(a) Reimbursement of expenses (recoverable)		
Daga Business (International) Stock Brokers (IFSC) Private Limited	50,753	764,747
	50,753	**764,747**

31 Financial instruments by category:

Particulars	Fair value hierarchy	March 31, 2020		March 31, 2019	
		FVTPL	Amortised cost*	FVTPL	Amortised cost*
Financial assets					
Investments (current)	3	-	4,422,151	-	-
Investments (non current)	3	-	18,427,400	-	18,427,400
Other financial assets (non current)	3	-	28,415,000	-	8,415,000
Trade receivables	3	-	30,713,130	-	13,832,413
Cash and cash equivalents	3	-	114,823,990	-	35,143,042
Bank balance other than above	3	-	326,410,290	-	333,432,569
Derivative instruments not designated as hedging instruments	2	1,169,355	-	56,611,512	-
Other financial assets (current)	3	-	3,593,077	-	7,327,666
Total financial assets		**1,169,355**	**526,805,038**	**56,611,512**	**416,578,090**
Financial liabilities					
Short-term borrowings	3	-	905,594	-	-
Trade payables	3	-	162,065,425	-	111,795,685
Derivative instruments not designated as hedging instruments	2	-	-	11,205,721	-
Other financial liabilities	3	-	3,191,383	-	2,601,290
Total financial liabilities		**-**	**166,162,402**	**11,205,721**	**114,396,975**

For instruments measured at amortised costs, carrying value represents best estimate of the fair value. These instruments are level 3 instruments.

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities. [Though, presently the Company does not have any Level 1 financial instruments.]

Level 2: Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Derivatives [call & put options, un-hedged] are valued using valuation techniques with market observable inputs and these are marked to market based on prevailing quoted rates, as applicable.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).
If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year. [Though, presently the Company does not have any Level 1 financial instruments.]

Financial risk management objectives and policies

The Company's principal financial liabilities comprises trade and other payables, security deposits, employee liabilities. The Company's principal financial assets include trade and other receivables, cash and short-term deposits/ loan that derive directly from its operations.

31(a) **Credit risk**: Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Company's trade receivables does not have any expected credit loss as these are secured by a collateral.

31(b) **Fair value**: The Company has made investment in quoted security (level I investment) for which discrete financial information is not available with the Company and hence, the Company has used adjusted net assets value method to arrive at fair value.

32(c) **Price risk:** The Company has open positions in derivatives [call & put options, un-hedged] and these are open to volitality in market.

32(d) **Liquidity risk:** Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. All current the financial liabilities of the Company are current in nature as disclosed in the financial statements.

32 **Financial instruments and cash deposits**

March 31, 2020 — In ₹

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Investments (non current)	18,427,400	-	18,427,400
Other financial assets (non current)	28,415,000	-	28,415,000
Trade receivables	30,713,130	-	30,713,130
Cash and cash equivalents	114,823,990	-	114,823,990
Bank balance other than above	326,410,290	-	326,410,290
Derivative instruments not designated as hedging instruments	1,169,355	-	1,169,355
Other financial assets (current)	3,593,077	-	3,593,077

March 31, 2019 — In ₹

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Investments (non current)	18,427,400	-	18,427,400
Other financial assets (non current)	8,415,000	-	8,415,000
Trade receivables	13,832,413	-	13,832,413
Cash and cash equivalents	35,143,042	-	35,143,042
Bank balance other than above	333,432,569	-	333,432,569
Derivative instruments not designated as hedging instruments	56,611,512	-	56,611,512
Other financial assets (current)	7,327,666	-	7,327,666

33 Figures of GST input credit claim is not reconciled with the GSTN data.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

Place: New Delhi
Date: June 24, 2020

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

GUPTA VERMA & SETHI
Chartered Accountants

304 Delhi Chamber
3453 Delhi Gate
New Delhi- 110002
Ph.: 011- 23272419
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Email ID: gvsksethi@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
DB (INTERNATIONAL) STOCK BROKERS LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **DB (INTERNATIONAL) STOCK BROKERS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response

1	***Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)***
	The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involve collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
	Refer Note 2(L) to the Consolidated Financial Statements
		Principal Audit Procedures
		
		We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:
		• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.
		• Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.
		• Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.
		• Selected a sample of continuing and new contracts and performed the following procedures:
		  • Read, analysed and identified the distinct performance obligations in these contracts.
		  • Compared these performance obligations with that identified and recorded by the Company.
		  • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.
		  • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.
		  • In respect of samples relating to

		fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems. • Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts. • Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. • We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.
2	***Accuracy of revenues and onerous obligations in respect of fixed price contracts involves critical estimates*** Estimated effort is a critical estimate to determine revenues and liability for onerous obligations. This estimate has a high inherent uncertainty as it requires consideration of progress of the contract, efforts incurred till date and efforts required to complete the remaining contract performance obligations.	***Principal Audit Procedures*** Our audit approach was a combination of test of internal controls and substantive procedures which included the following: • Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations. • Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorised changes to recording of efforts incurred. • Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.

		• Selected a sample of contracts and performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract. • Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations. • Performed analytical procedures and test of details for reasonableness of incurred and estimated efforts.
3	***Evaluation of uncertain tax positions*** The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 29 to the consolidatedfinancial statements	***Principal Audit Procedures*** Obtained details of completed tax assessments and demands for the year ended March 31, 2020 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties.
4	***Recoverability of Indirect tax receivables***	***Principal Audit Procedures*** We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability upon final resolution.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has

adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Gupta Verma & Sethi
Chartered Accountants
Firm Regn. No02605M

Sd/-
Krishna Sethi
Partner
Membership No.081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DB (INTERNATIONAL) STOCK BROKERS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DB (INTERNATIONAL) STOCK BROKERS LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable

assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gupta Verma & Sethi
Chartered Accountants
Firm Regn. No02605M

Sd/-
Krishna Sethi
Partner
Membership No.081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DB (International) Stock Brokers Limited of even date)

i. In respect of the Company's property, plant and equipment:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The Company has a program of verification to cover all the items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as property, plant and equipment in the consolidated financial statements, the lease agreements are in the name of the Company.

ii. The Company is a service company, 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, secured or unsecured, to the parties 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 explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Goods and Services Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.

(c) The above amount includes demand from tax authorities for assessment years 2013-2014, 2012-2013 and 2011-2012. The Company has filed appeals and the appeals are pending before the appellate authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. Considering the facts of the matter, no further provision is considered necessary by management.

(d) A penalty of ₹50,00,000 has been imposed by SEBI on the Company. The Company has filed an appeal against the penalty order of SEBI before the Securities Appellant Tribunal (SAT) and SAT has granted stay in the matter.

viii. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the consolidated financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Gupta Verma &Sethi
Chartered Accountants
Firm Regn. No02605M
Sd/-
Krishna Sethi
Partner
Membership No.081303
UDIN: 20081303AAAAAG1727

Place: New Delhi
Dated: June 24, 2020

DB (International) Stock Brokers Limited
Consolidated Balance Sheet as at March 31, 2020

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
		₹	₹
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	3,426,996	6,086,436
Intangible assets	3(b)	479,700	245,107
Right to use asset	3(b)	1,885,523	-
Financial assets:			
Investments	4(i)	5,927,400	5,927,400
Other financial assets	4(ii)	28,415,000	8,415,000
Deferred tax assets (net)	5	2,029,975	13,378,940
Income tax assets (net)	6	3,570,686	1,221,544
Other non-current assets	7	33,442,000	17,067,000
Total Non-current assets		**79,177,280**	**52,341,427**
Current assets			
Financial assets:			
Investments	8(i)	4,422,151	-
Trade receivables	8(ii)	30,713,130	13,832,413
Cash and cash equivalents	8(iii)	119,736,503	36,040,297
Bank balances other than above	8(iv)	345,256,765	344,040,988
Other financial assets	8(v)	8,691,644	64,281,411
Current tax assets (net)	9	5,053,125	2,409,008
Other current assets	10	3,523,243	4,188,139
Total current assets		**517,396,561**	**464,792,256**
TOTAL ASSETS		**596,573,841**	**517,133,683**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	70,000,000	70,000,000
Other equity	12	346,378,205	317,469,879
Total equity		**416,378,205**	**387,469,879**
Liabilities			
Non-current liabilities			
Financial liabilities:			
Long-term borrowings	13(i)	7,538,590	-
Other financial liabilities	13(ii)	1,759,533	-
Long-term provisions	14	2,990,200	3,122,418
Total non-current liabilities		**12,288,323**	**3,122,418**
Current liabilities			
Financial liabilities:			
Short-term borrowings	15(i)	905,594	-
Trade payables:			
- to micro and small enterprises	15(ii)	-	-
- to others	15(ii)	162,065,425	111,795,685
Other financial liabilities	15(iii)	3,740,433	13,810,011
Other current liabilities	16	897,810	787,985
Short-term provisions	17	298,051	147,705
Total current liabilities		**167,907,313**	**126,541,386**
Total liabilities		**180,195,636**	**129,663,804**
TOTAL EQUITY AND LIABILITIES		**596,573,841**	**517,133,683**

Significant accounting policies	**1-2**
The accompanying notes are an integral part of the financial statements	**3-34**

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

Place: New Delhi
Date: June 24, 2020

DB (International) Stock Brokers Limited
Statement of Consolidated Profit and Loss for the year ended March 31, 2020

Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
		₹	₹
Income:			
Revenue from operations	18	105,512,002	18,417,254
Other income	19	163,939	1,308,846
Total income		**105,675,941**	**19,726,100**
Expenses:			
Employee benefits expense	20	23,859,942	23,702,589
Finance costs	21	4,725,988	1,815,848
Depreciation and amortisation expense	22	3,190,723	2,782,279
Other expenses	23	34,825,209	23,673,978
Total expenses		**66,601,862**	**51,974,694**
Profit/(loss) before exceptional items and tax		**39,074,079**	**(32,248,594)**
Exceptional items:	24		
Loss on sale of property, plant and equipment		-	(5,565,199)
Profit/(loss) before tax		**39,074,079**	**(37,813,793)**
Tax expense:	25		
Current tax (including earlier years)		1,290,678	105,834
Minimum altenate tax credit expense/(entitlement)		1,317,079	-
Deferred tax expense/(credit)		9,954,185	(11,909,061)
Total tax expense		**12,561,942**	**(11,803,227)**
Profit/(loss) for the year		**26,512,137**	**(26,010,566)**
Other comprehensive income	26		
Items that will not be reclassified to profit or loss			
Remeasurement of post employment benefit obligations		308,729	127,312
Exchange rate difference gain/ (loss)		2,165,161	-
Income tax relating to these items		(77,701)	(39,721)
Other comprehensive income for the year, net of tax		**2,396,189**	**87,591**
Total comprehensive income for the year		**28,908,326**	**(25,922,975)**
Earnings/(loss) per equity share before exceptional items (Basic and Diluted)	27	**0.76**	**(0.63)**
Earnings/(loss) per equity share after exceptional items (Basic and Diluted)		**0.76**	**(0.74)**
Significant accounting policies	**1-2**		
The accompanying notes are an integral part of the financial statements	**3-34**		

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

Place: New Delhi
Date: June 24, 2020

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

DB (International) Stock Brokers Limited
Statement of consolidated changes in equity for the year ended March 31, 2020

A) Change in equity share capital **(In ₹)**

	Amounts
Balance as at April 01, 2018	**70,000,000**
Changes in equity share capital during the year	-
Balance as at March 31, 2019	**70,000,000**
Changes in equity share capital during the year	-
Balance as at March 31, 2020	**70,000,000**

B) Changes in other equity
For the year ended March 31, 2020

Particulars	Reserves and surplus				Total
	Securities premium account	General reserve	Foreign currency translation reserve	Retained earnings	
As at April 01, 2019	**76,000,000**	**28,648,432**	**-**	**212,821,447**	**317,469,879**
Profit for the period	-	-	-	26,512,137	26,512,137
Other comprehensive income:					
Impact of remeasurement of post employment benefit obligations	-	-	-	231,028	231,028
Transferred to foreign currency translation reserve	-	-	2,165,161	-	2,165,161
Total comprehensive income	**-**	**-**	**2,165,161**	**26,743,165**	**28,908,326**
As at March 31, 2020	**76,000,000**	**28,648,432**	**2,165,161**	**239,564,612**	**346,378,205**

For the year ended March 31, 2019

Particulars	Reserves and surplus				Total
	Securities premium account	General reserve	Foreign currency translation reserve	Retained earnings	
As at April 01, 2018	**76,000,000**	**28,648,432**	**-**	**238,744,422**	**343,392,854**
(Loss) for the year	-	-	-	(26,010,566)	(26,010,566)
Other comprehensive income:					
Impact of remeasurement of post employment benefit obligations	-	-	-	87,591	87,591
Total comprehensive income	**-**	**-**	**-**	**(25,922,975)**	**(25,922,975)**
As at March 31, 2019	**76,000,000**	**28,648,432**	**-**	**212,821,447**	**317,469,879**

a) Securities Premium Account: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

b) General Reserve: This Reserve is created by an appropriation from one component of equity (generally retained earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

c) Retained Earnings: This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

d) Foreign currency translation reserve: The exchange differences arising from the translation of financial statements of foreign operations in Gujarat Gift City (IFSC) with functional currency other than Indian Rupee is recognised in other comprehensive income and is presented within equity in the foreign currency translation reserve.

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

Place: New Delhi
Date: June 24, 2020

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

DB (International) Stock Brokers Limited

Consolidated cash flow statement for the year ended March 31, 2020

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
	₹	₹
Cash flow from operating activities:		
Net profit/(loss) before taxation	39,074,079	(37,813,793)
Adjustments for:		
Depreciation and amortisation expense	3,190,723	2,782,279
(Gain)/loss on disposal of investments	-	(1,308,846)
Loss/(gain) on disposal of property, plant and equipment	-	5,565,199
Finance costs	354,024	169,111
Unrealised foreign exchange (gain)/loss on translation	2,165,161	-
Operating profit/(loss) before working capital changes	**44,783,987**	**(30,606,050)**
Change in operating assets and liabilities:		
Change in other financial assets (non-current)	-	(600,000)
Change in trade receivables	(16,880,717)	(11,088,804)
Change in other financial assets (current)	55,589,767	(50,459,606)
Change in other current assets	664,896	(3,287,092)
Change in provisions	326,857	770,938
Change in trade payables	50,269,740	59,103,770
Change in other financial liabilities	(8,310,045)	10,994,045
Change in other current liabilities	109,825	450,526
Cash generated from/(used in) operations	**126,554,310**	**(24,722,273)**
Direct taxes paid	(6,283,937)	(2,357,979)
Direct taxes paid under protest	(16,375,000)	(300,000)
Net cash inflow generated from/(used in) operating activities	**103,895,373**	**(27,380,252)**
Cash flows from investing activities:		
Net (Investment in)/proceeds from property, plant and equipment and capital advances	(2,651,399)	50,088,467
Net proceeds from/ (Investment in) associate company	-	1,575,000
Net (Investment in)/ proceeds from bank deposits and other balances	(25,637,928)	(83,585,473)
Net cash (used in) investing activities	**(28,289,327)**	**(31,922,006)**
Cash flows from financing activities:		
Finance cost paid	(354,024)	(169,111)
Net proceeds from long term borrowings	7,538,590	-
Net proceeds from short term borrowings	905,594	-
Net cash inflow generated from/(used in) financing activities	**8,090,160**	**(169,111)**
Cash and cash equivalents at the beginning of the financial year	36,040,297	95,511,666
Net increase/(decrease) in cash and cash equivalents	83,696,206	(59,471,369)
Cash and cash equivalents at end of the year	**119,736,503**	**36,040,297**
Cash and cash equivalents include:		
Balance with bank in current accounts	119,548,501	35,867,780
Cash on hand	188,002	172,517
Cash and cash equivalents at end of the year	**119,736,503**	**36,040,297**

As per our report of even date.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

Place: New Delhi
Date: June 24, 2020

(In ₹)

Buildings | **3(b) Intangible assets**

Particulars	Buildings					Intangible assets	
	Computer	Furniture & fixtures	Vehicles	Office equipment	Total	Computer software	Right to use asset
Gross block:							
As at April 1, 2019	**3,922,895**	**188,379**	**3,671,202**	**2,065,966**	**9,848,442**	**655,843**	**-**
Additions during the year	272,100	-	-	-	**272,100**	420,000	1,959,299
Sales/adjustments	-	-	-	-	**-**	-	-
As at March 31, 2020	**4,194,995**	**188,379**	**3,671,202**	**2,065,966**	**10,120,542**	**1,075,843**	**1,959,299**
Accumulated depreciation:							
As at April 1, 2019	**1,173,035**	**135,403**	**1,433,464**	**1,020,105**	**3,762,006**	**410,736**	**-**
Charge for the year	1,517,648	27,079	1,016,207	370,606	**2,931,540**	185,407	73,776
Sales/adjustments	-	-	-	-	**-**	-	-
As at March 31, 2020	**2,690,683**	**162,482**	**2,449,671**	**1,390,711**	**6,693,546**	**596,143**	**73,776**
Net block:							
As at March 31, 2020	1,504,312	25,898	1,221,531	675,255	3,426,996	479,700	1,885,523
As at March 31, 2019	2,749,860	52,977	2,237,738	1,045,861	6,086,436	245,107	-
Gross block:							
As at April 1, 2018	**1,269,128**	**188,379**	**3,671,202**	**2,003,802**	**36,796,531**	**890,626**	**-**
Additions during the year	2,653,767	-	-	62,164	**2,715,931**	-	-
Sales/adjustments	-	-	-	-	**29,664,020**	234,783	-
As at March 31, 2019	**3,922,895**	**188,379**	**3,671,202**	**2,065,966**	**9,848,442**	**655,843**	**-**
Accumulated depreciation:							
As at April 1, 2018	**386,143**	**119,606**	**417,257**	**747,054**	**1,685,892**	**233,778**	**-**
Charge for the year	786,892	15,797	1,016,207	273,051	**2,605,321**	176,958	-
Sales/adjustments	-	-	-	-	**529,207**	-	-
As at March 31, 2019	**1,173,035**	**135,403**	**1,433,464**	**1,020,105**	**3,762,006**	**410,736**	**-**
Net block:							
As at March 31, 2019	2,749,860	52,977	2,237,738	1,045,861	6,086,436	245,107	-
As at March 31, 2018	882,985	68,773	3,253,945	1,256,748	35,110,639	656,848	-

	As at March 31, 2020	As at March 31, 2019
	₹	₹
4 Financial assets (non-current)		
(i) Trade investments:		
Non-trade investments:		
In Equity instrument of other company (Unquoted) (at cost):		
Flourishing Apartments Private Limited	105,000	105,000
1,050 (previous year 1,050) equity shares of ₹ 100 each fully paid up		
In Equity instrument of other company (Quoted) (at cost):		
Effingo Textile & Trading Limited (Formerly known as Malti Textile Mills Limited)*	5,822,400	5,822,400
58,22,400 (previous year 58,22,400) equity shares of ₹ 1 each fully paid		
Total investments	**5,927,400**	**5,927,400**
Aggregate book value of quoted investment*	7,185,824	7,185,824
Aggregate amount of unquoted investments	105,000	105,000
Total	**7,290,824**	**7,290,824**

*Book value as at March 31, 2017 has been taken as reference for fair value because the equity share was last traded on January 06, 2015. The book value is approximately close to fair value and therefore, the instrument has been valued at cost.

- The investment in equity shares of subsidiary is measured as per Ind AS-27 "Separate Financial Statements".

(ii) Other financial assets		
Unsecured, considered good:		
Security deposits	890,000	890,000
Membership deposits	7,525,000	7,525,000
Fixed deposits with original maturity more than 12 months:		
-Under lien with exchange	20,000,000	-
Total other financial assets	**28,415,000**	**8,415,000**

5 Deferred tax assets (net)		
Deferred tax liabilities arising on account of:		
Difference in written down value of property, plant and equipment	-	(60,078)
Deferred tax assets arising on account of:		
Difference in written down value of property, plant and equipment	319,198	-
Provision for post employment benefit obligations	827,587	1,020,278
Business loss	-	9,406,079
Unabsorbed depreciation	-	600,718
Short-term capital loss	883,190	1,094,864
	2,029,975	12,061,861
MAT credit entitlement	-	1,317,079
Total deferred tax assets (net)	**2,029,975**	**13,378,940**

5(a) **Movement in deferred tax assets (net) for the year ended March 31, 2020**

	March 31, 2019	Utilisation of MAT credit	Recognized in other comprehensive income	Recognised in profit and loss	March 31, 2020
Deferred tax liabilities arising on account of:					
Difference in written down value of property, plant and equipment	(60,078)	-	-	60,078	-
Deferred tax assets arising on account of:					
Difference in written down value of property, plant and equipment	-	-	-	319,198	319,198
Provision for post employment benefit obligations	1,020,278	-	(77,701)	(114,990)	827,587
Business loss	9,406,079	-	-	(9,406,079)	-
Unabsorbed depreciation	600,718	-	-	(600,718)	-
Short-term capital loss	1,094,864	-	-	(211,674)	883,190
	12,061,861	-	(77,701)	(9,954,185)	2,029,975
MAT credit entitlement	1,317,079	(1,317,079)	-	-	-
Total movement in deferred tax assets	**13,378,940**	**(1,317,079)**	**(77,701)**	**(9,954,185)**	**2,029,975**

5(b) **Movement in deferred tax assets (net) for the year ended March 31, 2019**

	March 31, 2018	Utilisation of MAT credit	Recognized in other comprehensive income	Recognised in profit and loss	March 31, 2019
Deferred tax liabilities arising on account of:					
Difference in written down value of property, plant and equipment	(619,066)	-	-	558,988	(60,078)
Deferred tax assets arising on account of:					
Provision for post employment benefit obligations	811,588	-	(39,721)	248,412	1,020,278
Business loss	-	-	-	9,406,079	9,406,079
Unabsorbed depreciation	-	-	-	600,718	600,718
Short-term capital loss	-	-	-	1,094,864	1,094,864
	192,521	-	(39,721)	11,909,061	12,061,861
MAT credit entitlement	1,357,650	(40,571)	-	-	1,317,079
Total movement in deferred tax assets	**1,550,171**	**(40,571)**	**(39,721)**	**11,909,061**	**13,378,940**

		As at March 31, 2020	As at March 31, 2019
		₹	₹
6	**Income tax assets (net)**		
	Unsecured, considered good:		
	Income tax refundable (net)	3,570,686	1,221,544
	Total income tax assets (net)	**3,570,686**	**1,221,544**
7	**Other non-current assets**		
	Unsecured, considered good:		
	Capital advances	10,100,000	10,100,000
	Income tax deposited under protest (refer note 29)	23,342,000	6,967,000
	Total other non-current assets	**33,442,000**	**17,067,000**

8 Financial assets (current)

(i) Investments

(At lower of cost and fair value)	Status	Number	Cost	Fair value		
Adani Enterprises Limited (face value of ₹ 1 each)	Fully paid	1,000	147,408	137,600	137,600	-
Adani Gas Limited (face value of ₹ 1 each)	Fully paid	36,000	5,540,422	3,108,600	3,108,600	-
Adani Power Limited (face value of ₹ 10 each)	Fully paid	1,000	46,233	27,750	27,750	-
Pasupati Acrylon Limited (face value of ₹ 10 each)	Fully paid	159,355	2,942,097	1,059,711	1,059,711	-
Vikas WSP Limited (face value of ₹ 1 each)	Fully paid	20,000	438,813	84,000	84,000	-
Yes Bank Limited (face value of ₹ 2 each)	Fully paid	200	22,792	4,490	4,490	-
Total investments		**217,555**	**9,137,765**	**4,422,151**	**4,422,151**	**-**

(ii)	**Trade receivables**		
	Trade receivables outstanding for a period less than six months from the date they are due for payment:		
	Secured, considered good *	29,429,622	3,320,345
	Trade receivables outstanding for a period more than six months from the date they are due for payment:		
	Secured, considered good *	1,283,508	10,512,068
	Total trade receivables	**30,713,130**	**13,832,413**

* Secured against securities given as collateral by the customer

(iii)	**Cash and cash equivalents**		
	Balance with bank in current accounts	119,548,501	35,867,780
	Cash on hand	188,002	172,517
	Total cash and cash equivalents	**119,736,503**	**36,040,297**
(iv)	**Bank balances other than (ii) above**		
	Fixed deposits with original maturity within 3 to 12 months:		
	-As margin money against overdraft (refer note 15(i))	31,300,000	69,500,000
	-Under lien with exchange	313,956,765	274,358,419
	Earmarked balances:		
	-Unclaimed dividend account (refer note 15(iii))*	-	182,569
	Total bank balances	**345,256,765**	**344,040,988**

^There was unpaid dividend amount as on March 31, 2019 of ₹ 1,82,569/- outstanding against dividend declared during the financial years 2011-12, which was transferred to "Investor Education and Protection Fund" during the financial year 2019-2020.

(v)	**Other financial assets**		
	Unsecured, considered good:		
	Security deposits (advance)		
	-For leasehold property	1,244,768	1,049,006
	Additional base capital	4,045,069	5,188,814
	Accrued interest on FDs	862,861	1,432,079
	Accrued Income (incentive)	1,369,591	-
	Deferred option premium	-	55,111,638
	Derivative asset recoverable [at fair value]	1,169,355	1,499,874
	Total other financial assets	**8,691,644**	**64,281,411**
9	**Current tax assets (net)**		
	Current tax assets		
	TDS receivable	6,343,803	2,409,008
	MAT credit utilised	-	40,571
		6,343,803	**2,449,579**
	Current tax liabilities		
	Provision for income tax	1,290,678	40,571
		1,290,678	**40,571**
	Total current tax assets (net)	**5,053,125**	**2,409,008**

	As at March 31, 2020	As at March 31, 2019
	₹	₹
10 Other current assets		
Advances other than capital advances:		
Unsecured, considered good		
Prepaid expenses	1,303,603	3,514,279
Prepaid rent	113,564	-
Receivable from exchanges	1,800,543	568,724
Other advances	305,533	105,137
Total other current assets	**3,523,243**	**4,188,139**

11 Equity share capital		
Authorised share capital	100,000,000	100,000,000
5,00,00,000 (previous year 5,00,00,000) equity shares of ₹ 2 each		
	100,000,000	**100,000,000**
Issued, subscribed and paid up capital	70,000,000	70,000,000
3,50,00,000 (previous year 3,50,00,000) equity shares of ₹ 2 each, fully paid up		
	70,000,000	**70,000,000**

(i) Movements in equity share capital

	Number of shares	Number of shares
Balance as at the beginning of the year	35,000,000	35,000,000
Add: Issued during the year	-	-
Balance as at the end of the year	**35,000,000**	**35,000,000**

(ii) Terms/rights attached to equity shares:

The Company has one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The shareholders have all other right as available to equity shareholders as per the provisions of the Companies Act, 2013 read together with the Memorandum and Articles of Association of the Company, as applicable.

(iii) Details of shareholders holding more than 5% shares of the Company #

	Number of shares	Number of shares
New KMS Finance Private Limited	5,846,544	5,846,544
Shiv Narayan Daga	5,780,000	5,780,000
Sharda Daga	2,048,000	2,048,000
Mangaljyoti Syndicate Private Limited	1,752,781	-
	% holding	**% holding**
New KMS Finance Private Limited	16.70	16.70
Shiv Narayan Daga	16.51	16.51
Sharda Daga	5.85	5.85
Mangaljyoti Syndicate Private Limited	5.01	-

 # As per the records of the company, including register of members

(iv) The Company has not issued/allotted any class of shares as fully paid up pursuant to contract(s) without payment being received in cash or by way of bonus shares during the period of five years immediately preceding the reporting date. Further, no shares of any class were bought back during the period of five years immediately preceding the reporting date.

12 Other equity		
(i) Securities premium account		
Balance as at the beginning of the year	76,000,000	76,000,000
Balance as at the end of the year	**76,000,000**	**76,000,000**
(ii) Other reserves		
General reserve		
Balance as at the beginning of the year	28,648,432	28,648,432
Add: transferred from surplus in the statement of profit and loss	-	-
Balance as at the end of the year	**28,648,432**	**28,648,432**
(iii) Foreign currency translation reserve		
Balance as at the beginning of the year	-	-
Addition during the year	2,165,161	-
Balance as at the end of the year	**2,165,161**	**-**

	As at March 31, 2020	As at March 31, 2019
	₹	₹
(iv) Retained earnings		
Balance as at the beginning of the year	212,821,447	238,744,422
Profit/(loss) for the year	26,512,137	(26,010,566)
Items of OCI recognised	231,028	87,591
Balance as at the end of the year	**239,564,612**	**212,821,447**
Total other equity	**346,378,205**	**317,469,879**

13 Financial liabilities (non-current)

(i) Long-term borrowings:		
Unsecured loans	7,538,590	-
Total long-term borrowings	**7,538,590**	**-**

*** The Company has taken unsecured loan of $1,00,000 (₹ 75,38,590/-) as on March 31, 2020 (Nil as on March 31, 2019). The key terms are as mentioned below:**

- Nature : Unsecured loan
- Rate : 7% p.a.
- Tenor : 2 years
- Related party or not : Yes

(ii) Other financial liabilities		
Operating lease liabilities	1,759,533	-
Total other financial liabilities	**1,759,533**	**-**

The movement in lease liabilities during the year ended March 31, 2020:

Balance at the beginning	-
Additions	1,959,299
Finance cost accrued during the period	58,260
Deletions	-
Payment of lease liabilities	(104,720)
Translation difference	-
Balance at the end	**1,912,839**

14 Long-term provisions

Provision for defined benefit obligations :		
Provision for gratuity (refer to note 30)	2,990,200	3,122,418
Total long-term provisions	**2,990,200**	**3,122,418**

15 Financial liabilities (current)

(i) Short-term borrowings:		
Bank overdraft (secured)*	905,594	-
Total short-term borrowings	**905,594**	**-**

*** The Company has taken secured bank overdraft facility with limit upto ₹ 3,13,00,000 as on March 31, 2020 (₹ 6,95,00,000 as on March 31, 2019). The key terms are as mentioned below:**

- Nature : Overdraft limit
- Rate : Highest fixed deposit rate plus 1% (as on March 31, 2020 - 8%)
- Tenor : Repayable on demand
- Secured : Against fixed deposits with banks held as margin money

(ii) Trade payables		
- Due to micro and small enterprises	-	-
- Due to others	162,065,425	111,795,685
Total trade payables	**162,065,425**	**111,795,685**
(iii) Other financial liabilities		
Deferred option premium	-	11,205,721
Unclaimed dividend^	-	182,569
(Previous year ₹ 1,82,569)		
Interest accrued but not due on borrowings	232,113	-
Other payables	3,355,013	2,421,721
Operating lease liabilities	153,306	-
Total other financial liabilities	**3,740,433**	**13,810,011**

^There was unpaid dividend amount as on March 31, 2019 of ₹ 1,82,569/- outstanding against dividend declared during the financial years 2011-12, which was transferred to "Investor Education and Protection Fund" during the financial year 2019-2020.

16 Other current liabilities		
Statutory dues payable	897,810	787,985
Total other current liabilities	**897,810**	**787,985**

17 Short-term provisions

Provision for defined benefit obligations:		
Provision for gratuity (refer to note 30)	298,051	147,705
Total short-term provisions	**298,051**	**147,705**

		For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
18	**Revenue from operations**		
	Brokerage and related income	33,434,091	32,805,475
	Incentive income from exchange	7,351,078	-
	Income from trading in securities, net	35,639,242	(37,715,150)
	Interest income on financial assets (fixed deposits)	29,087,592	23,326,929
	Total revenue	**105,512,002**	**18,417,254**
19	**Other income**		
	Profit on sale of investment in associate	-	1,308,846
	Interest income on lease security deposits	13,564	-
	Foreign exchange fluctuation gain	150,375	-
	Total other income	**163,939**	**1,308,846**
20	**Employee benefits expense**		
	Salaries and other allowances	22,240,191	22,067,788
	Contribution to provident and other funds (refer note 30)	814,544	727,702
	Post employement benefit obligation (gratuity)	698,280	770,938
	Staff welfare expenses	106,927	136,161
	Total employee benefit expense	**23,859,942**	**23,702,589**
21	**Finance costs**		
	Interest on borrowings	354,024	169,111
	Bank guarantee commission	4,313,704	1,646,736
	Interest on lease liabilities	58,260	-
	Total finance costs	**4,725,988**	**1,815,848**
22	**Depreciation and amortisation expense**		
	Depreciation on property, plant and equipment (refer note 3(a))	2,931,540	2,605,321
	Amortisation of intangible assets (refer note 3(b))	185,407	176,958
	Depreciation on right to use (refer note 3(b))	73,776	-
	Total depreciation and amortisation expense	**3,190,723**	**2,782,279**
23	**Other expenses**		
	Stock exchange expenses	10,746,152	4,179,790
	Clearing charges	1,033,399	173,983
	SEBI fee	295,369	116,336
	Depository charges	483,138	387,722
	Client introduction charges	2,342,111	2,963,473
	Power and water charges	1,248,053	1,061,467
	Rent	937,566	1,137,700
	Repairs and maintenance:		
	- Computer	1,563,302	818,504
	- Vehicle	101,192	193,156
	- Office	190,138	181,928
	- Others	60,080	286,442
	Rates and taxes	7,591,050	3,856,114
	Input credit written off	951,160	441,553
	Travelling and conveyance	133,144	43,820
	Legal and professional	1,534,688	4,192,284
	Fees and subscription	980,083	580,409
	Insurance	81,994	65,019
	Annual maintenance charges	565,641	296,814
	Communication expenses	3,669,680	2,412,204
	Printing and stationery	176,442	229,783
	Miscellaneous expenses	140,826	55,478
	Total other expenses	**34,825,209**	**23,673,978**

		For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
23(i)	**Legal and professional expenses include payment to auditor**		
	As auditor*:		
	Audit fee	17,650	16,650
	Limited review	5,000	5,000
	Tax audit	10,000	10,000
	Total	**32,650**	**31,650**

*** exclusive of Goods and Services Tax (GST)**

24	**Exceptional items**		
	Loss on sale of property, plant and equipment*	-	5,565,199
	Total exceptional items	**-**	**5,565,199**

*** Loss on sale of property, plant and equipment represent loss on sale of building which was sold on August 20, 2018, in view of market conditions.**

25	**Effective tax reconciliation**		
	Profit/(loss) before tax	**39,074,079**	**(37,813,793)**
	Income tax expense/(Deferred tax credit) in profit and loss as per effective tax rate#	9,834,164	(11,797,903)
(i)	Impact of other comprehensive income	77,701	39,721
(ii)	Impact of change in tax rate for earlier year for deferred tax	2,331,960	1,869
(iii)	Impact of taxes of earlier years	-	(18,538)
(iv)	Impact of MAT credit written off	1,317,079	-
(v)	Impact of lower tax rate in SEZ	(988,117)	-
(vi)	Impact of other miscellaneous items	(10,845)	(28,376)
	Expected tax after adjustments	**12,561,942**	**(11,803,227)**
	As per statement of profit and loss		
	Tax charged to statement of profit and loss:		
	Current tax (including earlier years)	1,290,678	105,834
	Minimum altenate tax credit expense/(entitlement)	1,317,079	-
	Deferred tax charge/(credit)	9,954,185	(11,909,061)
		12,561,942	**(11,803,227)**

#The tax rates used for the financial year 2019-20 and 2018-19 reconciliations above are the corporate tax rate of 25.168% and 31.2% respectively, payable on taxable profits under the Income Tax Act, 1961.

26	**Other comprehensive income**		
	Items that will not be reclassified to profit or loss:		
	Remeasurement of post employment benefit obligations	308,729	127,312
	Income tax relating to these items	(77,701)	(39,721)
	Total other comprehensive income	**231,028**	**87,591**

27	**Earnings/(loss) per equity share (basic and diluted)**		
	Total number of equity shares outstanding during the year	35,000,000	35,000,000
	Weighted average number of equity shares for basic and diluted earnings per share (face value of ₹ 2 per share)	35,000,000	35,000,000
	Profit/(loss) before OCI attributable to equity shareholder's before exceptional items (for basic and diluted earning)	26,512,137	(22,181,709)
	Earnings/(loss) per equity share before exceptional items (basic and diluted)	**0.76**	**(0.63)**
	Profit/(loss) before OCI attributable to equity shareholder's after exceptional items (for basic and diluted earning)	26,512,137	(26,010,566)
	Earnings/(loss) per equity share after exceptional items (basic and diluted)	**0.76**	**(0.74)**

28 Detail of dues to micro and small enterprises defined under the MSMED Act, 2006

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue Principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly, there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

	As at March 31, 2020	As at March 31, 2019
29 Contingent liabilities	₹	₹
Claims against the company not acknowledged as debts		
Income tax matters, disputed and under appeal*	52,746,440	45,916,620
SEBI related matter, disputed and under appeal**	5,000,000	-
	57,746,440	**45,916,620**

*The above amount includes demand from tax authorities for assessment years 2013-2014, 2012-2013 and 2011-2012. The Company has filed appeals and the appeals are pending before the appellate authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. Considering the facts of the matter, no further provision is considered necessary by management."

**A penalty of Rs. 50,00,000 has been imposed by SEBI on the Company. The Company has filed an appeal against the penalty order of SEBI before the Securities Appellant Tribunal (SAT) and SAT has granted stay in the matter.

30 Post-employment benefit plans

i) The Company has a defined benefit gratuity plan (unfunded). Gratuity is payable to all eligible employees of the Company on retirement or separation from the Company after completion of five years of service with the Company and the maximum limit is ₹ 20 Lacs.

		For the year ended March 31, 2020	For the year ended March 31, 2019
		₹	₹
a.	**Changes in defined benefit obligation**		
	Liability at the beginning of the year	3,270,123	2,626,497
	Interest cost	228,909	203,554
	Current service cost	469,371	567,384
	Benefits paid (if any)	(371,423)	-
	Actuarial (gain)/loss	(308,729)	(127,312)
	Liability at the end of the year	**3,288,251**	**3,270,123**
b.	**Bifurcation of total actuarial (gain) / loss on liabilities**		
	Actuarial gain / losses from changes in demographics assumptions (mortality)	Not Applicable	Not Applicable
	Actuarial (gain)/ losses from changes in financial assumptions	193,339	129,841
	Experience adjustment (gain)/ loss for plan liabilities	(502,068)	(257,153)
	Total amount recognized in other comprehensive Income	**(308,729)**	**(127,312)**
c.	**Key results (the amount to be recognized in the balance sheet):**		
	Present value of the obligation at the end of the year	3,288,251	3,270,123
	Fair value of plan assets at end of year	-	-
	Net liability/(asset) recognized in balance sheet and related analysis	3,288,251	3,270,123
	Funded status - surplus/ (deficit)	(3,288,251)	(3,270,123)
d.	**Expense recognized in the statement of profit and loss:**		
	Interest cost	228,909	203,554
	Current service cost	469,371	567,384
	Past service cost	-	-
	Expected return on plan asset	-	-
	Expenses to be recognized in statement of profit and loss	**698,280**	**770,938**

		For the year ended March 31, 2020	For the year ended March 31, 2019
		₹	₹
e.	**Other comprehensive (income) / expenses (remeasurement)**		
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(187,307)	(59,995)
	Actuarial (gain)/loss - obligation	(308,729)	(127,312)
	Actuarial (gain)/loss - plan assets	-	-
	Total actuarial (gain)/loss	**(308,729)**	**(127,312)**
	Cumulative total actuarial (gain)/loss	**(496,036)**	**(187,307)**
f.	**Net interest cost**		
	Interest cost on defined benefit obligation	228,909	203,554
	Interest income on plan assets	-	-
	Net interest cost (income)	**228,909**	**203,554**
g.	**Experience adjustment:**		
	Experience adjustment (gain)/ loss for plan liabilities	(502,068)	(257,153)
	Experience adjustment Gain/ (loss) for Plan assets	-	-

		As at March 31, 2020	As at March 31, 2019
		₹	₹
h.	**Summary of membership data at the date of valuation and statistics based thereon:**		
	Number of employees	30	38
	Total monthly salary	1,193,240	1,573,840
	Average past service (years)	6.5	5.5
	Average future service (years)	20.2	18.3
	Average age (years)	39.8	41.7
	Weighted average duration (based on discounted cash flows) in years	14	16
	Average monthly salary	39,775	41,417
i.	**The assumptions employed for the calculations are tabulated:**		
	Discount rate	7.00 % per annum	7.75 % per annum
	Salary growth rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2006-08 Ultimate
	Expected rate of return	-	-
	Withdrawal rate (per annum)	5.00% p.a.	5.00% p.a.

The discount rate is based on the market yields of Government bonds as at the balance sheet date for the estimated term of the obligation. The salary escalation rate takes into account inflation, seniority, promotion and other relevant factors.

j.	**Benefits valued:**		
	Normal retirement age	60 years	60 years
	Salary	Last drawn qualifying salary	Last drawn qualifying salary
	Vesting period	5 Years of service	5 Years of service
	Benefits on normal retirement	15/26 * Salary * Past Service (year)	15/26 * Salary * Past Service (year)
	Benefit on early exit due to death and disability	As above except that no vesting conditions apply	As above except that no vesting conditions apply
	Maximum limit	2,000,000	2,000,000
k.	**Current liability (*expected payout in next year as per schedule III to the Companies act, 2013) :**		
	Current liability (short term)*	298,051	147,705
	Non current liability (long term)	2,990,200	3,122,418
	Total Liability	**3,288,251**	**3,270,123**

l. Effect of plan on entity's future cash flows

i) Funding arrangements and funding policy

Not applicable

	As at March 31, 2020 ₹
ii) Estimate of expected benefit payments (In absolute terms i.e. undiscounted)	
Year	
April 01, 2020 to March 31, 2021	298,051
April 01, 2021 to March 31, 2022	82,911
April 01, 2022 to March 31, 2023	187,013
April 01, 2023 to March 31, 2024	79,740
April 01, 2024 to March 31, 2025	79,894
April 01, 2025 onwards	2,560,642

iii) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on March 31, 2020
Defined benefit obligations (base)	31 @ Salary Increase Rate : 5%, and discount rate :7%
Liability with x% increase in discount rate	30,25,758; x=1.00% [change (8)%]
Liability with x% decrease in discount rate	35,89,137; x=1.00% [change 9%]
Liability with x% increase in salary growth rate	35,92,160; x=1.00% [change 9%]
Liability with x% decrease in salary growth rate	30,18,655; x=1.00% [change (8)%]
Liability with x% increase in withdrawal rate	33,18,315; x=1.00% [change 1%]
Liability with x% decrease in withdrawal rate	32,53,745; x=1.00% [change (1)%]

	For the year ended March 31, 2020 ₹	For the year ended March 31, 2019 ₹
m. Reconciliation of liability in balance sheet:		
Opening gross defined benefit liability/ (asset)	3,270,123	2,626,497
Expenses to be recognized in P&L	698,280	770,938
OCI- actuarial (gain)/ loss-total current year	(308,729)	(127,312)
Benefits paid (if any)	(371,423)	-
Closing gross defined benefit liability/ (asset)	**3,288,251**	**3,270,123**

n. Description of risk exposures:

i) Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as

a) Salary increases- actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

b) Investment risk – as the plan is not funded, there is no investment risk

c) Discount rate : reduction in discount rate in subsequent valuations can increase the plan's liability.

d) Mortality & disability – actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

e) Withdrawals – actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

ii) During the year the Company has recorded an expense of ₹ 8,14,544 (previous year ₹ 7,27,702) towards provident fund, a defined contribution plan.

iii) Leaves are encashed at the end of the year and not carried forwarded.

iv) Post employment benefits are determined by an Independent Actuary on overall basis and hence have not been separately provided for key management personnel.

31 Related party disclosure

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

(a) Subsidiary:

Daga Business (International) Stock Brokers (IFSC) Private Limited (wholly owned subsidiary company)

(b) Entity in which KMP's relative is interested (where transaction has taken place during the year):

M/s Vienna Tax & Accounting LLC

(c) Name of key management personnel and their relatives (KMP) (where transactions have taken place during the year):

Mr. Shiv Narayan Daga (Managing Director)
Ms. Sharda Daga (wife of Mr. Shiv Narayan Daga)
Ms. Shikha Mundra (Director) (Daughter of Mr. Shiv Narayan Daga)
Ms. Sheetal Periwal (Executive Vice President, appointed on August 17, 2018) (Daughter of Mr. Shiv Narayan Daga)
Ms. Manisha Elhance (Daughter of Mr. Shiv Narayan Daga) (proprietor in M/s Vienna Tax & Accounting LLC)
Mr. Vishnu Kumar Sharma (CFO) (resigned on August 10, 2018 & reappointed on February 07, 2019)
Ms. Himanshi Mittal (Company Secretary & Compliance Officer) (joined on March 06, 2018 & resigned on January 20, 2020)
Ms. Pragya Singh (Compliance Officer) (appointed on January 20, 2020)

(i) Transactions with related parties:	Year ended March 31, 2020 ₹	Year ended March 31, 2019 ₹
(a) Salary and allowances:		
Mr. Shiv Narayan Daga (Managing Director)	2,100,000	2,100,000
Ms. Shikha Mundra (Director) (Daughter of Mr. Shiv Narayan Daga)	1,925,000	2,100,000
Ms. Sheetal Periwal (Executive Vice President, appointed on August 17, 2018) (Daughter of Mr. Shiv Narayan Daga)	2,100,000	1,050,000
Mr. Vishnu Kumar Sharma (CFO) (resigned on August 10, 2018 & reappointed on February 07, 2019)	1,350,000	1,043,000
Ms. Himanshi Mittal (Company Secretary & Compliance Officer) (joined on March 06, 2018 & resigned on January 20, 2020)	263,129	298,287
Ms. Pragya Singh (Compliance Officer) (appointed on January 20, 2020)	45,672	-
	7,783,801	**6,591,287**
(b) Defined contribution plan (employer's contribution)*:		
Mr. Shiv Narayan Daga (Managing Director)	504,000	504,000
Ms. Shikha Mundra (Director) (Daughter of Mr. Shiv Narayan Daga)	462,000	504,000
Ms. Sheetal Periwal (Executive Vice President, appointed on August 17, 2018) (Daughter of Mr. Shiv Narayan Daga)	504,000	252,000
	1,470,000	**1,260,000**
(c) Rent:		
Ms. Sharda Daga (wife of Mr. Shiv Narayan Daga)	264,000	264,000
	264,000	**264,000**
(d) Loans taken:		
M/s Vienna Tax & Accounting LLC	7,538,590	-
	7,538,590	**-**
(ii) Closing balance as at the year end:		
(a) Loans taken:		
M/s Vienna Tax & Accounting LLC	7,538,590	-
	7,538,590	**-**

***Does not include post-employment benefit based on actuarial valuationas this is done for the Company as a whole.**

32 Financial instruments by category:

Particulars	Fair value hierarchy	March 31, 2020		March 31, 2019	
		FVTPL	Amortised cost*	FVTPL	Amortised cost*
Financial assets					
Investments (current)	3	-	4,422,151	-	-
Investments (non current)	3	-	5,927,400	-	5,927,400
Other financial assets (non current)	3	-	28,415,000	-	8,415,000
Trade receivables	3	-	30,713,130	-	13,832,413
Cash and cash equivalents	3	-	119,736,503	-	36,040,297
Bank balance other than above	3	-	345,256,765	-	344,040,988
Derivative instruments not designated as hedging instruments	2	1,169,355	-	56,611,512	-
Other financial assets (current)	3	-	7,522,289	-	7,669,899
Total financial assets		**1,169,355**	**541,993,238**	**56,611,512**	**415,925,997**
Financial liabilities					
Long-term borrowings	3	-	7,538,590	-	-
Short-term borrowings	3	-	905,594	-	-
Trade payables	3	-	162,065,425	-	111,795,685
Derivative instruments not designated as hedging instruments	2	-	-	11,205,721	-
Other financial liabilities	3	-	3,740,433	-	2,604,290
Total financial liabilities		**-**	**174,250,042**	**11,205,721**	**114,399,975**

For instruments measured at amortised costs, carrying value represents best estimate of the fair value. These instruments are level 3 instruments.

Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities. [Though, presently the Company does not have any Level 1 financial instruments.]

Level 2: Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Derivatives [call & put options, un-hedged] are valued using valuation techniques with market observable inputs and these are marked to market based on prevailing quoted rates, as applicable.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).
If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year. [Though, presently the Company does not have any Level 1 financial instruments.]

Financial risk management objectives and policies

The Company's principal financial liabilities comprises trade and other payables, security deposits, employee liabilities. The Company's principal financial assets include trade and other receivables, cash and short-term deposits/ loan that derive directly from its operations.

32(a) **Credit risk**: Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Company's trade receivables does not have any expected credit loss as these are secured by a collateral.

32(b) **Fair value**: The Company has made investment in quoted security (level I investment) for which discrete financial information is not available with the Company and hence, the Company has used adjusted net assets value method to arrive at fair value.

32(c) **Price risk:** The Company has open positions in derivatives [call & put options, un-hedged] and these are open to volitality in market.

32(d) **Liquidity risk:** Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. All current the financial liabilities of the Company are current in nature as disclosed in the financial statements.

33 **Financial instruments and cash deposits**

March 31, 2020 — In ₹

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Investments (non current)	5,927,400	-	5,927,400
Other financial assets (non current)	28,415,000	-	28,415,000
Trade receivables	30,713,130	-	30,713,130
Cash and cash equivalents	119,736,503	-	119,736,503
Bank balance other than above	345,256,765	-	345,256,765
Derivative instruments not designated as hedging instruments	1,169,355	-	1,169,355
Other financial assets (current)	7,522,289	-	7,522,289

March 31, 2019 — In ₹

Particulars	Estimated gross carrying amount	Expected credit losses	Carrying amount
Investments (non current)	5,927,400	-	5,927,400
Other financial assets (non current)	8,415,000	-	8,415,000
Trade receivables	13,832,413	-	13,832,413
Cash and cash equivalents	36,040,297	-	36,040,297
Bank balance other than above	344,040,988	-	344,040,988
Derivative instruments not designated as hedging instruments	56,611,512	-	56,611,512
Other financial assets (current)	7,669,899	-	7,669,899

34 Figures of GST input credit claim is not reconciled with the GSTN data.

For Gupta Verma & Sethi
Chartered Accountants
Firm Registration No.02605M

Sd/-
Krishna Sethi
Partner
M.No. : 081303

Place: New Delhi
Date: June 24, 2020

For and on behalf of the Board of Directors

Sd/-
Shiv Narayan Daga
Managing Director
DIN - 00072264

Sd/-
Sachin Kumar Rathi
Director
DIN - 01013130

Sd/-
Divya Saluja
Company Secretary

Sd/-
Vishnu Kumar Sharma
Chief Financial Officer

DB (International) Stock Brokers Limited

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended March 31, 2020

1. Background of the Reporting entity

DB (International) Stock Brokers Limited (the 'Holding Company'), a public limited listed Company, together with its subsidiary and associate (collectively referred to as the 'Group'), is engaged in stock broking and depository participant services of CDSL. The Group is also engaged as an intermediary as per the Securities and Exchange Board of India Guidelines, 2015 in an IFSC (International Financial Service Centre). The Holding Company is domiciled in India and its registered office is situated at 70, Housing Board Colony (old), Near Mini Secretariat, Rewari - 123401, Haryana. The Holding Company was incorporated in India on February 28, 1992.

2. Significant Accounting Policies

A) Overall consideration

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

B) Basis of consolidation

i) Subsidiary

Subsidiary is entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The Group can have power over the investee even if it owns less than majority voting rights i.e. rights arising from other contractual arrangements. Subsidiary is fully consolidated from the date on which control is transferred to the Group. Statement of Profit and Loss (including other comprehensive income ('OCI')) of subsidiary acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group combines the financial statements of the Holding Company and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group Companies are eliminated. Accounting policies of subsidiary have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's Statement of Profit and Loss and net assets that is not held by the Group. Statement of Profit and Loss balance (including other comprehensive income ('OCI')) is attributed to the equity holders of the Holding Company and to the non-controlling interests basis the respective ownership interests and such balance is attributed even if this results in controlling interests having a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest

results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

ii) Associate

Investment in entity in which there exists significant influence but not a controlling interest are accounted for under the equity method i.e. the investment is initially recorded at cost, identifying any goodwill arising at the time of acquisition, as the case may be, which will be inherent in investment. The carrying amount of the investment is adjusted thereafter for the post acquisition changes in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting policies of the Group. The consolidated Statement of Profit and Loss (including the other comprehensive income) includes the Group's share of the results of the operations of the investee. The Group discontinues the use of equity method from the date when investment ceases to be an associate.

C) Basis of preparation

i) Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind - AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements for the year ended March 31, 2020 were authorized and approved for issue by the Board of Directors on June 24, 2020.

ii) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle of the Group
- Held primarily for the purposes of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period all other assets are classified as non -current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle of the Group
- It is held primarily for the purposes of trading
- It is due to be settled within twelve months from the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

iii) Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of defined benefit obligations and plan assets

iv) Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgments:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is included in the following notes:

Assumptions and estimation uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ended March 31, 2020 is included in the following notes:

- Note 5 – recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 30 – measurement of defined benefit obligations: key actuarial assumptions;

D) Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

E) Financial instruments

Initial recognition and measurement:

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

Derivatives and hedge accounting

Derivatives are initially recognised at fair value and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gains / losses is recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item.

The Group complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Group documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which can be a fair value hedge or a cash flow hedge.

(i) Fair value hedges:

Changes in fair value of the designated portion of derivatives that qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the designated portion of hedging instrument and the change in fair value of the hedged item attributable to the hedged risk are recognised in Statement of Profit and Loss in the line item relating to the hedged item. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

(ii) Cash flow hedges:

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss. Amounts previously recognised and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non-financial asset, such gains/losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non-financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains/losses recognised in other comprehensive income and accumulated in equity at that time remains in equity and is reclassified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity is recognised immediately in the Statement of Profit and Loss.

Non-derivative financial assets

Subsequent measurement:

Financial assets carried at amortised cost – a financial asset is measured at the amortised cost, if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Investments in equity instruments of subsidiary

Investment in equity instruments of subsidiary is measured at cost in accordance with Ind AS 27 Separate Financial Statements.

De-recognition of financial assets:

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement:

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities:

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

F) Foreign currency translation or transaction

Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial

statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Statement of Profit and Loss.

G) Property, plant and equipment

Recognition and measurement:

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of Profit and Loss.

Subsequent expenditure:

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognised when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation:

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written down value method and is generally recognised in the Statement of Profit and Loss. Freehold land is not depreciated.

Depreciation on fixed assets is provided as per the guidance set out in the schedule II to the Companies Act, 2013. Depreciation is charged on written down value method based on estimated useful life of the asset after considering residual value as set out in schedule II to the Companies Act, 2013.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

Leasehold improvements are amortised over the lease period or the estimated useful life, whichever is shorter.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

H) Intangible assets

i) Initial recognition:

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

ii. Subsequent expenditure:

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in the Statement of Profit and Loss as incurred.

iii. Others:

Intangible assets are amortised on a written down value basis over the estimated useful life not exceeding three years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

I) Employee benefits

Short-term employee benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Long-term employee benefits:

i. *Defined contribution plans:*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes monthly contributions to statutory provident fund (Government administered provident fund scheme) in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Statement of Profit and Loss in the period(s) during which the related services are rendered by employees.

ii. *Defined benefit plans:*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a post- employment benefit and is in the nature of a defined benefit plan.

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in Statement of Profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

J) Exceptional items

Items of income or expense from ordinary activities which are of such size, nature or incidence that, there disclosure is relevant to explain the performance of the enterprise for the period, are disclosed separately in the Statement of Profit and Loss.

K) Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Derivatives [call & put options, un-hedged] are valued using valuation techniques with market observable inputs and these are marked to market based on prevailing quoted rates, as applicable.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Group has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

L) Revenue

i. Rendering of services:

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

ii. Brokerage and related income:

Brokerage Income, Income from depository participants is recognized as & when assured.

iii. Recognition of dividend income, interest income or expense:

Dividend income is recognised in Statement of Profit and Loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

M) Leases

The Company's lease asset classes primarily consist of leases for Buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not

generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company has applied the exemption to not to recognize ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application.

N) Income tax

Income tax comprises current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences related to investments in subsidiary and associate to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and

are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity and in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

O) Earnings per share

The basic earnings/(loss) per share is computed by dividing the net profit/(loss) before other comprehensive income attributable to owner's of the Group for the year by the weighted average number of equity shares outstanding during reporting period.

The number of shares used in computing diluted earnings/(loss) per share comprises the weighted average shares considered for deriving basic earnings/(loss) per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

P) Provisions and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

The disclosure of contingent liability is made when, as a result of obligating events, there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Q) Impairment

Impairment of non-financial assets:

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the Statement of Profit and Loss.

Impairment of financial assets:

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider:

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets, Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables:

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets:

In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-months expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

R) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

S) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit/(loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated.

T) Trade and other payables

These amounts represent liabilities for services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the credit terms.

U) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment/allowance for credit loss.

DB (INTERNATIONAL) STOCK BROKERS LIMITED
Registered Office: 70, Housing Board Colony (old) Near Mini Secretariat Rewari, Haryana 123401
CIN No: L67120HR1992PLC035349

Phone No.: 011-43606162, E-mail Id: compliance@dbonline.in

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtainAdditionalattendance slip on request.

Ledger Folio No.: DP ID/CLIENT ID	**No. of Shares held :**
Name :	
Address :	

I hereby record my presence at the 28th Annual General Meeting of the Company to be held onMonday, September 14, 2020 at 04:00 P.M IST at 70, Housing Board Colony (old) Near Mini Secretariat, Rewari, Haryana 123401 , the registered office of the Company.

Signature of Shareholder / Proxy:

Electronic Voting Particulars		
EVSN (E Voting Sequence Number)	**User ID**	**Password**
200819020	**As per the Notes in the Notice**	**As per the Notes in the Notice**

Note: Please refer to the Instructions printed under the Notes to the Notice of the 28th Annual General Meeting. The e-voting period starts from September 07, 2020 (09:00a.m.IST) and ends on September 13, 2020 (05:00p.m.IST)

☐ .....

DB (INTERNATIONAL) STOCK BROKERS LIMITED
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CIN No: L67120HR1992PLC035349
Phone No.: 011-43606162, email: compliance@dbonline.in

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, September 14 , 2020 at 04:00 P.M. IST at 70, Housing Board Colony (old) Near Mini Secretariat, Rewari, Haryana 123401 , the registered office of the Company or at any adjournment thereof.

Signed this ……..…..dayof_____2020

Signature of Shareholder: _____

Signature of Proxyholder(s):_____

Ledger Folio No.:	**No. of Shares held :**
Name :	
Address :	

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.

FORM NO. MGT-12

BALLOT PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule21(1)(c) of the Companies (Management and Administration) Rules,2014]

DB (International) Stock Brokers Limited
CIN: L67120HR1992PLC035349
Registered Office: 70, Housing Board Colony (old),
Near Mini Secretariat, Rewari, Haryana - 123401
Phones: 011- 43606162
E-mail: compliance@dbonline.in Website: www.dbonline.in

28th ANNUAL GENERAL MEETING – To be Held on Monday, September14, 2020 at 04:00 P.M. IST		
S.NO.	**Particulars**	**Details**
1.	Name of the first named Shareholder/Proxy Holder (IN BLOCK LETTERS)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of share	

I hereby exercise my vote in respect of Ordinary resolutions enumerated below, by recording my assent or dissent to the saidresolution in the following manner:

S. No.	**Item No.**	**No. of shares held by me**	**I assent to the resolution ('For') (No of Shares)**	**I dissent from the resolution ('Against') (No of Shares)**
Ordinary Business				
1.	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.			
2.	To Appoint a Director in place of Mr. Sachin Kumar Rathi who retires by rotation and being eligible offers himself for re-appointment			

Special Business				
3.	To re-appoint Mr. Shiv Narayan Daga as Managing Director			
4.	To Shift the Registered Office of the Company From One State to Another i.e. from Haryana to Gujarat.			
5.	To appoint Mr. Mukesh Chandra Agarwal, as an Executive Director of the Company.			

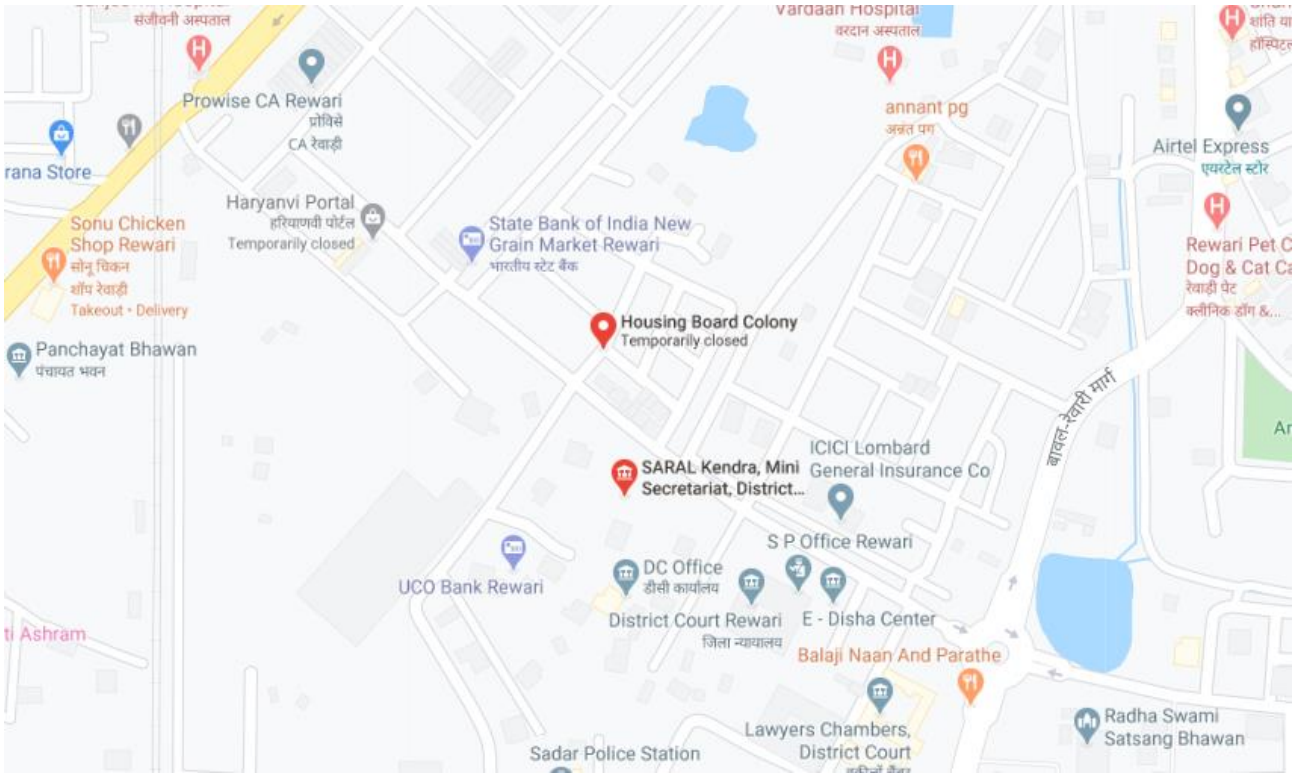
Place: Gurgram

Date:

Signature of Shareholder/Proxy/Authorised Representative

ROUTE MAP TO THE AGM VENUE

70, Housing Board Colony (old) Near Mini Secretariat Rewari Haryana 123401



Link:https://www.google.com/maps/search/70,+Housing+Board+Colony+Near+Mini+Secretariat+Rewari+Rewari+HR+123401+IN/@28.1848576,76.6070984,17z/data=!3m1!4b1

If Undelivered please return to:

DB (INTERNATIONAL) STOCK BROKERS LTD.

402, New Delhi House. 27, Barakhamba Road, New Delhi-110 001

Letter of Intent

We, the Lessee named below, wish to take the lease of demised premises (mentioned below) on broad terms and conditions as are mentioned hereinafter

1.	Name & Address of Developer	:	WTC Noida Development Company (P) Ltd. GF-09, Plaza M-6, Uppal's Building, District Centre, Jasola, New Delhi
2.	Name & Address of Lessee	:	**DB international Stock Brokers Limited** **402, New Delhi House,** **27, Brakhamba Road,** **Delhi -110001**
3.	Particulars of Premises (Demised Premises)	:	Unit No. **PO5-02A, PO5-02B** situated on **5th Floor** of **Tower A** of WTC Gift City, developed at Plot Nos. 51 A & 51 B, in Block No 51, Road 5E, Zone 5, GIFT City, Gandhinagar, Gujarat – 382355
4.	Area of Demised Premises	:	Super Area **1790 (895+895)** Square Feet Carpet Area **871 (439+432)** Square Feet Refer to Annexure A)
5.	Monthly Rent and other charges payable by Lessee (All payable on Super Area in advance by 7th day of every English Calendar Month. All delayed payments shall be subject to levy of interest @ 18% per annum on defaulted amount for delayed period). Taxes as applicable on these charges shall be borne by Lessee.	:	

Head	Amount (per square feet of Super Area Per month) in Rupees
Rent	**Rs 40/-** per square feet per month
CAM (for 12 hours of operation from 8 am to 8 PM)	Rs 7/- per square feet per month or actual expense in providing CAM Services plus 20% thereof, whatever is higher.
City Level Maintenance (CLM) Charges payable to GIFTCL	Rs.10/- per square feet per annum
Any other charges levied by GIFTCL or State authority	As per actuals
Utility Consumption Charges, like electricity, power back up, water, HVAC Chiller, etc.	As per rates prevailing in the building.
Car Parking Slots (subject to availability)	Rs 3500/- per month per car. Rs 1000/- per month per Two wheeler

DB (International) Stock Brokers Ltd. New Delhi

6.	Escalations		<table><tr><th>Head</th><th>Escalation</th></tr><tr><td>Rent</td><td>7% per annum</td></tr><tr><td>CAM</td><td>7% per annum</td></tr><tr><td>Others (including all heads mentioned at S. No. 5)</td><td>As per rates prevailing in the building</td></tr></table>
7.	Interest Free Security deposits payable by Lessee to Developer, to be refunded upon lessee vacating the premises after adjusting of dues & arrears, if any subject to lessee removing and disposing off all debris and leftovers in accordance with norms of GIFTCL		<table><tr><th>Head</th><th>Amount</th><th>When Payable</th></tr><tr><td>Rent</td><td>Equivalent to 6 months' Rent</td><td rowspan="2">50% on this LoI and remaining 50% at the time of signing of lease deed.</td></tr><tr><td>CAM</td><td>Equivalent to 6 months' CAM</td></tr><tr><td>CLM</td><td>Equivalent to one years' CLM</td><td>On Handover of Possession of demised premises to Lessee or signing of Lease deed, whichever is earlier.</td></tr></table>
8.	Tenure of Lease		3 (Three) years with effect from date of execution of lease deed, with right of lessee to get the lease extended by two more terms of 3 years each.
9.	Lock-in-Period for lessee		1 (Three) years with effect from date of execution of lease deed (In case Lessee vacates the demised premises prior to expiry of Lock in period, Lessee will have to pay rent and CAM even for unexpired Lock-in-Period)
10.	Rent Free Fit out period for Lessee	:	45 days or start of business operation whichever is earlier from execution of LOI. Lessee will have to take prior approval of fitout plans from developer. Lessee will have to follow the Fit Out Guidelines setup by developer.
11.	Execution of lease deed	:	Within 15 (fifteen) days from the date of this Letter of Intent, failing which unless mutually agreed, this Letter of Intent shall be deemed to have terminated and monies paid by Lessee to Developer shall stand forfeited to developer. Stamp Duty, Registration Charges and expenses as may be involved in registration of lease deed, shall be borne by Lessee.
12.	Right to Sell	:	Subject to right of lessee to use the demised premises during the agreed tenure of lease, developer shall have right to transfer the demised premises to third parties at any time either before or after the execution of lease deed.

DB (International) Stock Brokers Ltd. New Delhi

13.	State of handover	:	Lessee is taking the demised premises on "*as is, what is, whatever there is basis*."

RTGS no. drawn on amounting to 2,14,800/- on account of 50% Interest Free Security deposits, plus taxes if applicable.

The above Terms and Conditions are accepted and agreed by Lessee and Lessor and intend to enter into legally binding Agreement to Lease, which will reflect the above Terms and Conditions. This LOI is intended to be legally binding on the parties. In case of non performance of any terms and conditions as agreed upon by the Lessee under this LOI , the amount paid by the Lessee shall stand forfeited and this LOI shall stand cancelled.

Lessor Name : Ms. Khair Ull Nissa Sheikh Company: WTC NOIDA DEVELOPMENT COMPANY PVT LIMITED Signature :_____ Designation :Executive Director Date : _____	Lessee Name : Company: Signature :_____ Designation :_Director Date : _____
1. Witness Signature:_____ Name : _____	1. Witness Signature:_____ Name : _____