March 02, 2020

To
The Deputy Manager
(Listing – CRD)
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400001.

The Manager
(Listing Department)
The National Stock Exchange of
India Limited,
BKC, Bandra (East),
Mumbai - 400051.

The Compliance Officer
D. B. Corp Limited
Plot No. 280, Sarkhej-
Gandhinagar Highway,
Makarba,
Ahmedabad - 380051

Re.: Disclosure in terms of Regulation 31(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref.: BSE-Scrip Code: 533151 – SYMBOL: DBCORP
NSE- SYMBOL: DBCORP-Series: EQ

In terms of sub regulation (2) of Regulation 31 of SEBI (Substantial acquisition of shares and Takeover) Regulations, 2011, the company i.e. DB consolidated Private Limited belonging to the Promoter Group of D. B. Corp Limited, hereby discloses the details of creation of pledge on 26,00,000 equity shares (Twenty six lacs) of D. B. Corp Limited in favour of Vistra ITCL (India) Limited w.r.t. issue of Non-Convertible Debentures of Rs.350 Crore by Writers and Publishers Private Limited in favour of ICICI Prudential Mutual Fund – Annexure – I

And

In terms of Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Takeover Regulations), the Company i.e. DB Consolidated Private Limited, belonging to the Promoter Group of D. B. Corp Limited, discloses the detailed reasons for encumbrance in the format provided at Annexure – II of SEBI circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dt. 7 August, 2019, enclosed herewith.

You are requested to take the same on record.

Thanking you.

Yours truly,

For DB Consolidated Private Limited

[Signature]
Mansi Gang
Director
DIN: 00809382

Encl.: As above—Annex I and Annexure II
<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Promoter(s) or PAC(s) with him (*)</th>
<th>Promoter holding in the target Company (%)</th>
<th>Promoter holding already encumbered (%)</th>
<th>Details of events pertaining to encumbrance (5)</th>
<th>Post event holding of encumbered shares {creation [(2) + (3)] / release [(2) – (3)] / invocation [(2) – (3)]</th>
<th>Name of the entity in whose favor shares encumbered (***))</th>
<th>% of total share capital ($)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Ramesh Chandul Agarwal</td>
<td>1.06(0.01)</td>
<td>0.00%</td>
<td>1. BSE Limited</td>
<td></td>
<td></td>
<td>0.00%</td>
</tr>
<tr>
<td>2</td>
<td>Sudhir Agarwal</td>
<td>7895513</td>
<td>4.51%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>4.51%</td>
</tr>
<tr>
<td>3</td>
<td>Pawan Agarwal</td>
<td>7895513</td>
<td>4.51%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>4.51%</td>
</tr>
<tr>
<td>4</td>
<td>Gaurish Agarwal</td>
<td>7895513</td>
<td>4.51%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>4.51%</td>
</tr>
<tr>
<td>5</td>
<td>Jyoti Agarwal</td>
<td>877284</td>
<td>0.50%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>0.50%</td>
</tr>
<tr>
<td>6</td>
<td>Namita Agarwal</td>
<td>877284</td>
<td>0.50%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>0.50%</td>
</tr>
<tr>
<td>7</td>
<td>Nitya Agarwal</td>
<td>877284</td>
<td>0.50%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>0.50%</td>
</tr>
<tr>
<td>8</td>
<td>Kusthi Devi Agarwal</td>
<td>999792</td>
<td>0.06%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>0.06%</td>
</tr>
<tr>
<td>9</td>
<td>Bhupesh Publications &amp; Allied Industries Private Ltd</td>
<td>3017806</td>
<td>1.72%</td>
<td>2. National Stock Exchange of India Limited</td>
<td></td>
<td></td>
<td>1.72%</td>
</tr>
<tr>
<td>Sr. No.</td>
<td>Name of the Promoter (a) or PACs with him (* )</td>
<td>Promoter holding in the target Company (1)</td>
<td>Promoter holding already encumbered (2)</td>
<td>Details of events pertaining to encumbrance (3)</td>
<td>Post event holding of encumbered shares [creation (2) + (3)] / release [(2) – (3)] / invocation [(2) – (3)]</td>
<td></td>
<td></td>
</tr>
<tr>
<td>---------</td>
<td>---------------------------------------------</td>
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<td>---------------------------------------------</td>
<td>--------------------------------------------------</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Number</td>
<td>% of total share capital ($)</td>
<td>Number</td>
<td>% of total share capital ($)</td>
<td>Type of event (creation / release / invocation)</td>
<td>Date of creation / release / invocation of encumbrance</td>
<td>Type of encumbrance (pledge / lien / non disposal undertaking / other)</td>
</tr>
<tr>
<td>10</td>
<td>DB Consolidated Private Limited (Formerly known as Peacock Trading &amp; Investments Private Limited)</td>
<td>95725301</td>
<td>54.72%</td>
<td>4,44,00,000</td>
<td>25.38%</td>
<td>Creation of pledge</td>
<td>28.02.2020</td>
</tr>
</tbody>
</table>

(5) The percentage of total share capital has been calculated on the basis of Total Paid-up Equity Capital of the Company as appearing in the latest shareholding pattern as on December 31, 2019 filed with the Stock Exchanges i.e. 17,49,47,150 Equity Shares of Rs. 10/- each.

* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

** For example, for the purpose of collateral for loans taken by the Company, personal borrowing, third party pledge, etc.

*** This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

[Signature]
	Date: 02.03.2020

Place: Bhopal

*DB CONSOLIDATED PRIVATE LIMITED*
**ANNEXURE II**

Format for disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

<table>
<thead>
<tr>
<th>Name of listed company</th>
<th>D. B. Corp Limited</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name of the recognised stock exchanges where the shares of the company are listed</td>
<td>NSE and BSE</td>
</tr>
<tr>
<td>Name of the promoter(s) / PACs whose shares have been encumbered</td>
<td>DB Consolidated Private Limited</td>
</tr>
<tr>
<td>Total promoter shareholding in the listed company</td>
<td>No. of shares – 12,52,59,488</td>
</tr>
<tr>
<td>% of total share capital</td>
<td>71.60%</td>
</tr>
<tr>
<td>Encumbered shares as a % of promoter shareholding</td>
<td>37.52%</td>
</tr>
<tr>
<td>Whether encumbered share is 50% or more of promoter shareholding</td>
<td>NO</td>
</tr>
<tr>
<td>Whether encumbered share is 20% or more of total share capital</td>
<td>YES (26.87%)</td>
</tr>
</tbody>
</table>
## Details of all the existing events/agreements pertaining to encumbrance

<table>
<thead>
<tr>
<th>Encumbrance</th>
<th>(Date of creation of encumbrance: 29/11/18, 22/07/19, 05/08/19, 23/08/19, 26/08/19, 24/02/2020 and 26/02/2020)</th>
</tr>
</thead>
</table>

**Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)**

- Pledge

**No. and % of shares encumbered**

- No. of shares: 470.00 lacs
- % of total share capital: 26.87%

### Specific details about the encumbrance

**Name of the entity in whose favour shares encumbered (X)**

- Trustee-Vistra ITCL (India) Ltd

**Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.**

- No, Vistra ITCL (India) Ltd is provider of trustee Services across debentures and bonds, Private Equity and alternative funds and Bank Lending

**Names of all other entities in the agreement**

- Listed company and its group companies (if any) –
  1. Writers & Publishers (P) Ltd
  2. Other entities (if any) –
  1. 
  2. 

**Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating**

- Yes
  1. Name of the issuer: Writers & Publishers (P) Ltd
  2. Details of the debt instrument: NCD of Rs. 350 Cr
  3. Whether the debt instrument is listed on stock exchanges: Not listed on any Stock Exchange
  4. Credit Rating of the debt instrument: AA (CE)
  5. ISIN of the instrument: INE312GO8104

### Security Cover / Asset Cover

- Value of shares on the date of event / agreement (A) (Rs. Lacs) (470 lacs nos. Share @ 110.55 NSE closing price on 28.02.2020 )
- 51,959

- Amount involved (against which shares have been encumbered) (B) (Rs. Lacs)
- 23,200

- Ratio of A / B
- 2.24
<table>
<thead>
<tr>
<th>End use of money</th>
<th>Borrowed amount to be utilized for what purpose –</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(a) Personal use by promoters and PACs</td>
</tr>
<tr>
<td></td>
<td>(b) For the benefit of listed company</td>
</tr>
<tr>
<td></td>
<td>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</td>
</tr>
<tr>
<td></td>
<td>(c) Any other reason (please specify)</td>
</tr>
</tbody>
</table>

For DB Consolidated Private Limited

M. Gaur
Director
DIN: 00809382
Place: SHOPAL
Date: 02 March 2020