

DB Consolidated Private Limited

Regd. Office: Plot No. 280, Sarkhej-Gandhi Nagar Highway, Near YMCA Club Makarba, Ahmedabad (Gujarat)
Corporate Office: Dwarka Sadan, 6 Press Complex Zone-1, M.P. Nagar Bhopal - 462011 (M.P.) Tel.No: + 91 755 3913180
CIN NUMBER: U51109GJ1985PTC051693 || GST NUMBER: 23AABCP9717H1ZE

February 26, 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
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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 consolidate Private Limited belonging to the Promoter Group of D. B. Corp Limited, hereby discloses the details of creation of pledge on 20,43,000 equity shares 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

Manoj Garg
Director



Encl.: As above--Annex I and Annexure II

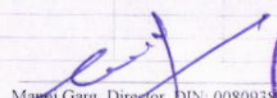
Annexure- I														
Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance / release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011														
Name of the Target Company (TC) :										D. B. Corp Limited				
Names of the Stock Exchanges where the shares of the Target Company are listed :										1. BSE Limited 2. National Stock Exchange of India Limited				
Date of reporting :										26.02.2020				
Name of the Promoter (s) or PAC(s) on whose shares encumbrance has been created / released / invoked :										DB Consolidated Private Limited				
Details of the creation / release / invocation of encumbrance:														
Sr. No.	Name of the Promoter (s) or PACs with him (*)	Promoter holding in the target Company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2) + (3)] / release [(2) - (3)] / invocation [(2) - (3)]}	
		Number	% of total share capital (\$)	Number	% of total share capital (\$)	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance (**)	Number	% of total share capital (\$)	Name of the entity in whose favor shares encumbered (***)	Number	% of total share capital (\$)
1	Ramesh Chandra Agarwal	1,00,001	0.06%	-	-	-	-	-	-	-	-	-	-	-
2	Sudhir Agarwal	78,95,513	4.51%	-	-	-	-	-	-	-	-	-	-	-
3	Pawan Agarwal	78,95,513	4.51%	-	-	-	-	-	-	-	-	-	-	-
4	Girish Agarwal	78,95,513	4.51%	-	-	-	-	-	-	-	-	-	-	-
5	Jyoti Agarwal	8,77,284	0.50%	-	-	-	-	-	-	-	-	-	-	-
6	Namita Agarwal	8,77,284	0.50%	-	-	-	-	-	-	-	-	-	-	-
7	Nitika Agarwal	8,77,284	0.50%	-	-	-	-	-	-	-	-	-	-	-
8	Kasturi Devi Agarwal	99,795	0.06%	-	-	-	-	-	-	-	-	-	-	-
9	Bhaskar Publications & Allied Industries Private Ltd.	30,17,800	1.72%	-	-	-	-	-	-	-	-	-	-	-

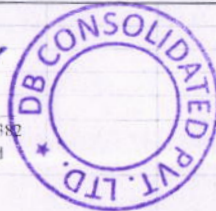


Sr. No.	Name of the Promoter (s) or PACs with him (*)	Promoter holding in the target Company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2) + (3)] / release [(2) - (3)] / invocation [(2) - (3)]}	
		Number	% of total share capital (\$)	Number	% of total share capital (\$)	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance (**)	Number	% of total share capital (\$)	Name of the entity in whose favor shares encumbered (***)	Number	% of total share capital (\$)
10	DB Consolidated Private Limited (Formerly known as Peacock Trading & Investments Private Limited)	9,57,23,501	54.72%	4,23,57,000	24.21%	Creation of pledge	24.02.2020	Pledge of shares	Third Party Pledge	20,43,000	1.17%	Lender: ICICI Prudential Mutual Fund Trustee: Vistra ITCL (India) Limited	4,44,00,000	25.38%

(\$)

(S) 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.


 Manoj Garg, Director, DIN: 00809382
 DB Consolidated Private Limited



Date: 26.02.2020
 Place: Bhopal

*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.

ANNEXURE II

Format for disclosure of reasons for encumbrance

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

Name of listed company	D. B. Corp Limited
Name of the recognised stock exchanges where the shares of the company are listed	NSE and BSE
Name of the promoter(s) / PACs whose shares have been encumbered	DB Consolidated Private Limited
Total promoter shareholding in the listed company	No. of shares – 12,52,59,488
	% of total share capital - 71.60%
Encumbered shares as a % of promoter shareholding	35.45%
Whether encumbered share is 50% or more of promoter shareholding	NO
Whether encumbered share is 20% or more of total share capital	YES (25.38%)



Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance (Date of creation of encumbrance: 29/11/18, 22/07/19, 05/08/19, 23/08/19 , 26/08/19 and 24/02/2020)
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:444.00 lacs % of total share capital: 25.38%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Trustee-Vistra ITCL (India) Ltd Lender-- ICICI Pru MF
	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:-INE312G08104
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) (Rs. Lacs) (444 lacs nos. Share @ 120.65 NSE closing price on 24.02.2020)	53,569
	Amount involved (against which shares have been encumbered) (B) (Rs. Lacs)	23,900
	Ratio of A / B	2.24



End use of money	Borrowed amount to be utilized for what purpose –	
	(a) Personal use by promoters and PACs	NIL
	(b) For the benefit of listed company	NIL
	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	N.A
	(c) Any other reason (please specify)	General Corporate Purpose and repayment of existing NCD

For DB Consolidated Private Limited

Manoj Garg
Director
DIN : 00809382



Place :BHOPAL
Date: 26 February 2020