

DB CONSOLIDATED PRIVATE LTD.

Regd. Office: Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad,
Gujarat - 380051 CIN: U51109GJ1985PTC051693

April 29, 2020

To

The Deputy Manager
(Listing - CRD)

BSE Limited

Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400001

Scrip Code: 533151

The Manager

(Listing Department)

**The National Stock Exchange of India
Limited,**

BKC, Bandra (East),

Mumbai - 400051

Symbol: DBCORP

The Compliance Officer

D. B. Corp Limited

Plot No. 280, Sarkhej-
Gandhinagar Highway,
Makarba,
Ahmedabad - 380051

Sub.: Disclosure in terms of Regulation 31(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by DB Consolidated Private Limited ("the Company")

Ref.: SEBI circular No. SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 7, 2019 ("said circular")

In terms of sub regulation (2) of Regulation 31 of SEBI (Substantial acquisition of shares and Takeover) Regulations, 2011 ("SAST Regulations"), the company belonging to the Promoter Group of D. B. Corp Limited, hereby discloses the details of creation of pledge on 37,48,000 (Thirty Seven Lakhs Forty Eight Thousand) equity shares of D. B. Corp Limited in favour of Vistra ITCL (India) Limited as a Debenture trustee to ICICI Prudential Mutual Fund w.r.t. issue of Non-Convertible Debentures of Rs. 350 Crore by Writers and Publishers Private Limited as Annexure I.

And

In terms of Regulation 31(1) read with Regulation 28(3) of SAST Regulations, the Company belonging to the Promoter Group of D. B. Corp Limited, discloses the detailed reasons for encumbrance in the format provided in Annexure II of the said circular, is enclosed herewith.

You are requested to take the same on record.

Thanking you.

Yours truly,

For **DB Consolidated Private Limited**

Sd/-

Manoj Garg

Director

DIN: 00809382

Encl.: As above

<p align="center">Annexure- 1</p> <p align="center">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</p>

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 : Date of reporting	
Date of reporting	29.04.2020
Name of the Promoter (s) or PAC(s) on whose shares encumbrance has been created / released / invoked :	DB Consolidated Private Limited

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)				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 (\$)

[illegible]

6	Namita Agarwal	877284	0.50%	-	-	-	-	-	-	-	-	-	-	-
7	Nitika Agarwal	877284	0.50%	-	-	-	-	-	-	-	-	-	-	-
8	Kasturi Devi Agarwal	99795	0.06%	-	-	-	-	-	-	-	-	-	-	-
9	Shubh Agarwal	104670	0.06%	-	-	-	-	-	-	-	-	-	-	-
10	Bhaskar Publications & Allied Industries Private Ltd.	3017800	1.72%	-	-	-	-	-	-	-	-	-	-	-
11	DB Consolidated Private Limited (Formerly known as Peacock Trading & Investments Private Limited)	95723501	54.71%	506,52,000	28.95%	Creation of pledge	27.04.2020	Pledge of shares	Third Party Pledge	37,48,000	2.14 %	Lender: ICICI Prudential Mutual FundTrustee: Vistra ITCL (India) Limited	544,00,000	31.09%

(\$) 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 March, 31, 2020 filed with the Stock Exchanges i.e. 17,49,54,540 Equity Shares of Rs. 10/- each.

Sd/-

Manoj Garg, Director,

DIN: 00809382

DB Consolidated Private Limited

Date: 28.04.2020

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 – 12,53,64,158
	% of total share capital - 71.66%
Encumbered shares as a % of promoter shareholding	43.39%
Whether encumbered share is 50% or more of promoter shareholding	NO
Whether encumbered share is 20% or more of total share capital	YES (31.09%)

Details of all the existing events/ agreements pertaining to encumbrance

Particulars		Encumbrance (Date of creation of encumbrance: 29/11/18, 22/07/19, 05/08/19, 23/08/19 , 26/08/19 , 24/02/2020, 28/02/2020, 16/03/2020 and 27/04/2020)
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: 544.00 lacs
		% of total share capital: 31.09%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Trustee-Vistra ITCL (India) Limited Lender-- ICICI Prudential Mutual Fund
	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) Limited 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 Private Limited
		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 Private Limited
		2. Details of the debt instrument:- Non Convertible Debenture of Rs. 350 Crores

		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) (544.00 lacs nos. Share @ 75.20 NSE closing price on 27.04.2020)	40,909
	Amount involved (against which shares have been encumbered) (B) (Rs. Lacs)	19,000
	Ratio of A / B	2.15
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

Sd/-

Manoj Garg

Director

DIN : 00809382

Place : Bhopal

Date: 29.04.2020