

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

October 4, 2019

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 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, hereby 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.

Kindly note that this is the first disclosure of detailed reasons as of cut-off date of 30 Sept., 2019, as mandated by the above said SEBI circular.

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 II – As per SEBI circular dated 07 Aug 2019 (3 pages)

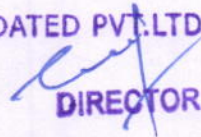
ANNEXURE II

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	38.48%
Whether encumbered share is 50% or more of promoter shareholding	NO
Whether encumbered share is 20% or more of total share capital	YES (27.55%)

DB CONSOLIDATED PVT.LTD.


DIRECTOR

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1 (Date of creation of encumbrance: 29/11/18, 22/07/19, 05/08/19, 23/08/19 and 26/08/19- (PI See Note 1 (A) for date of release of shares)	Encumbrance 2 (Date of creation of encumbrance: 25/10/18, 30/07/19, 19/8/19 and 26/08/19 (PI See Note 1 (B) for date of release of shares)
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	Pledge
No. and % of shares encumbered (Note 2)		No. of shares:423.57 lacs (Note 3) % of total share capital: 24.21% Note 3	No. of shares: 58.39 lacs (Note 4) % of total share capital: 3.34% Note 4
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Trustee-Vistra ITCL (India) Ltd Lender-- ICICI Pru MF	IndusInd Bank 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	YES- Scheduled Commercial Bank
	Names of all other entities in the agreement	Listed company and its group companies (if any) –	Listed company and its group companies (if any) –
		1. Writers & Publishers (P) Ltd	1. Writers & Publishers (P) Ltd
		2. -----	2. -----
		Other entities (if any) –	Other entities (if any) –
	1. -----	1. -----	
2. -----	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	NO	
	If yes,		
	1. Name of the issuer:-Writers & Publishers (P) Ltd	1. Name of the issuer	
	2. Details of the debt instrument:-NCD of Rs. 350 Cr	2. Details of the debt instrument	
	3. Whether the debt instrument is listed on stock exchanges:-Not listed on any Stock Exchange	3. Whether the debt instrument is listed on stock exchanges?	
	4. Credit Rating of the debt instrument:-AA-(CE)	4. Credit Rating of the debt instrument	
5. ISIN of the instrument:-INE312G08104	5. ISIN of the instrument		
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) (Rs. Lacs) (Note 5)	60,994	8,408
	Amount involved (against which shares have been encumbered) (B) (Rs. Lacs) (Note 5)	31,990	4,825
	Ratio of A / B-(Note 5)	1.91	1.74

DB CONSOLIDATED PVT.LTD.

Page - 2 of 3


DIRECTOR

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

Note 1-

(A)-- The encumbrances were partially released on 09 April 2019 which were duly informed to stock exchanges as per the format prescribed under the SEBI circular no. CIR/CFD/POLICYCELL/2/2015 dated 5/8/ 2015

(B)---The encumbrances were partially released on 2nd March 2019 and 30th March 2019 which were duly informed to stock exchanges as per the format prescribed under the SEBI circular no. CIR/CFD/POLICYCELL/2/2015 dated 5/8/ 2015

Note 2- Represents total no. of shares pledged as on 30/09/2019. Further, the details of shares encumbered through initial creation of encumbrance and subsequent creation of encumbrances and partial releases of encumbrances were duly informed to stock exchanges as per the format prescribed under the SEBI circular no. CIR/CFD/POLICYCELL/2/2015 dated 5/8/ 2015

Note 3--Total no. of shares encumbered on the date of creation of initial encumbrance (i.e. 29/11/2018) were 348.50 lacs shares amounting to 19.93% of the then paid-up share capital of the listed company

Note 4--Total no. of shares encumbered on the date of creation of initial encumbrance (i.e. 25/10/2018) were 60 lacs shares amounting to 3.43% of the then paid-up share capital of the listed company

Note 5--Given that the total number of shares encumbered are disclosed as on 30/09/2019, security/asset cover related details have therefore been provided as on 30/09/2019. Accordingly, we have arrived at (a) value of shares on the basis of closing price of the share on NSE on 30/09/2019; and (b) the loan amount on the basis of the actual loan amount outstanding as at 30/09/2019.

For DB Consolidated Private Limited

Manoj Garg
Director

Place :BHOPAL
Date: 4th October 2019

