



April 8, 2017

The Manager
(Listing – CRD)
BSE Limited
P J Tower, Dalal Street, Fort
Mumbai - 400 001.

The Manager
(Listing Department)
The National Stock Exchange of India Limited
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051.

Dear Sirs,

Sub.: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') – Execution of Inter-se agreement.

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

This is to inform you that an Inter-se Agreement dt. April 7, 2017 has been executed between D. B. Corp Limited ('the Company') and its Promoters & Promoter Group wherein the Promoters & Promoter Group have agreed to act as a single unit in managing the affairs of the Company. The agreement *inter-alia* also provides that the Promoters and the Promoter Group collectively constituting "the Largest Indian Shareholder" of the Company shall always hold at least 51% of the total paid-up equity share capital of the Company.

A detailed disclosure under Regulation 30 of the Listing Regulations has been attached as 'Annexure A' to this letter. We request you to take the same on record.

Thanking you,

Yours truly,

For D. B. Corp Limited

Anita Gokhale
Company Secretary & Compliance Officer





DB Corp Ltd

Annexure A

Sr. No.	Items for Disclosure	Description
1.	Name(s) of parties with whom the agreement is entered.	<p>D. B. Corp Limited ('the Company') has entered into an 'Inter-se Agreement' with following parties:</p> <p>Mr. Ramesh Chandra Agarwal, Mr. Sudhir Agarwal, Mr. Girish Agarwal, Mr. Pawan Agarwal, Mrs. Kasturi Devi Agarwal, Mrs. Jyoti Agarwal, Mrs. Namita Agarwal, Mrs. Nitika Agarwal, M/s. Bhaskar Publications & Allied Industries Pvt. Ltd., M/s. DB Consolidated Pvt. Ltd. and M/s. Stitex Global Ltd ('Promoters and the Promoter Group').</p> <p>Date of execution of the said agreement: April 7, 2017</p>
2.	Purpose of entering into the agreement.	<p>As part of a family arrangement among the members of Agarwal family ("Promoter/Promoter Group"), it was contemplated to transfer certain shares of D. B. Corp Ltd. held by the individual members of Agarwal family and certain entities under their control (who collectively constitute "the Largest Indian Shareholder" of D. B. Corp Ltd.) to two corporate bodies viz. DB Consolidated Pvt. Ltd. and Stitex Global Ltd. which also constitute part of the Largest Indian Shareholder. This requires prior approval of the Ministry of Information and Broadcasting (MIB) which was applied and was later obtained.</p> <p>In terms of the said "No Objection" of MIB, the Promoters/Promoter Group need to always remain entered into a legally binding agreement to act as a single unit in managing the matters of D. B. Corp Ltd. One of the major terms and conditions of such agreement is that the shareholding of such "Largest Indian Shareholder" should always be at least 51% of the total paid-up equity share capital of D. B. Corp Ltd. Hence the "Inter-se Agreement" dt. 7 April, 2017 was executed as aforesaid.</p>
3.	Shareholding, if any, in the entity with whom the agreement is executed.	As per Annexure B





DB Corp Ltd

4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The Inter-se Agreement, inter alia, provides that the Promoters and the Promoter Group collectively constituting "the Largest Indian Shareholder" of the Company shall always hold at least 51% of the total paid-up equity share capital of the Company.</p> <p>The purpose of the Inter-se Agreement is to record therein the manner of coordinating the exercise of rights by the parties to the agreement in the Company in such a manner so as to act as a single unit with respect to their participation in the business of the Company, and, in respect of managing the affairs of the Company.</p>
5.	Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship.	The parties to the Inter-se agreement form the Promoter/ Promoter group ("the Largest Indian Shareholder").
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Not applicable
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Not applicable
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable
9.	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>(a) name of parties to the agreements;</p> <p>(b) nature of the agreement;</p> <p>(c) date of execution of agreement;</p> <p>(d) details of amendment and impact thereof or reasons of termination and impact thereof.</p>	<p>The Inter-se Agreement dt. March 6, 2013 earlier executed between the Company and Promoters / Promoter Group has been terminated and in supersession thereof a fresh agreement has been executed, the details of which have been given above.</p> <p>As per Annexure C</p> <p>Inter-se Agreement</p> <p>March 6, 2013</p> <p>Since certain shares were transferred among the members of Promoter/Promoter Group <i>inter-se</i>, the constituents of the "Largest Indian Shareholder", as explained above, and their shareholding percentage changed which</p>



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	<p>necessitated execution of a fresh Inter-se Agreement in supersession of the earlier one dated March 6, 2013. However, the total shareholding of Promoter / Promoter Group remains unchanged at 69.87%.</p> <p>The termination shall not impact, in any manner whatsoever, the control of the Company by the Promoters and the Promoter Group, collectively identified by MIB as "the Largest Indian Shareholder".</p>
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DB Corp Ltd

Annexure B

Shareholding, if any, in the entity with whom the agreement is executed

Names of Promoters / Promoter Group	No. of shares held in D. B. Corp Ltd.	Percentage
Sudhir Agarwal	82,69,321	4.50%
Pawan Agarwal	82,69,321	4.50%
Girish Agarwal	82,69,321	4.50%
Namita Agarwal	9,18,813	0.50%
Jyoti Agarwal	9,18,813	0.50%
Nitika Agarwal	9,18,813	0.50%
Ramesh Chandra Agarwal	1,00,001	0.05%
Kasturi Devi Agarwal	99,795	0.05%
DB Consolidated Private Limited (formerly known as 'Peacock Trading & Investments Private Limited')	8,97,91,549	48.83%
Bhaskar Publications & Allied Industries Pvt. Ltd.	30,17,800	1.64%
Stitex Global Limited	79,16,190	4.30%
Total	12,84,89,737	69.87%





Annexure C

Parties to the Original Inter-se Agreement dt. March 6, 2013

1. D. B. Corp Limited ('the Company')
2. Mr. Ramesh Chandra Agarwal
3. Mrs. Kasturi Devi Agarwal
4. Mr. Sudhir Agarwal
5. Ramesh Chandra Agarwal HUF
6. Mrs. Jyoti Agarwal
7. Mr. Girish Agarwal
8. Mrs. Namita Agarwal
9. Mr. Pawan Agarwal
10. Mrs. Nitika Agarwal
11. DB Consolidated Private Limited (formerly known as 'Peacock Trading & Investments Private Limited')
12. Chambal Tradings Private Limited
13. Bhaskar Infrastructure Limited
14. Bhaskar Publications and Allied Industries Pvt. Ltd.
15. Tushti Trading Pvt. Ltd. (formerly known as 'Bhopal Financial Services Pvt. Ltd.')
16. Devaswar Trading Pvt. Ltd. (Formerly known as 'Dev Fiscal Services Pvt. Ltd.')
17. Stitex Global Ltd.

