

DB CONSOLIDATED PRIVATE LIMITED

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

March 17, 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 consolidate Private Limited belonging to the Promoter Group of D. B. Corp Limited, hereby discloses the details of creation of pledge on 36,52,000 equity shares (Thirty six lacs fifty two thousand) 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
DIN : 00809382

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



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	40.44%
Whether encumbered share is 50% or more of promoter shareholding	NO
Whether encumbered share is 20% or more of total share capital	YES (28.95%)



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 , 24/02/2020, 28/02/2020 and 16/03/2020)
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: 506.52 lacs % of total share capital: 28.95%
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) –
	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	1. -----
		2. -----
		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
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A) (Rs. Lacs) (506.52 lacs nos. Share @ 83.75 NSE closing price on 16.03.2020)	42,421
	Amount involved (against which shares have been encumbered) (B) (Rs. Lacs)	20,000
	Ratio of A / B	2.12



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 : 00809582



Place : BHOPAL
Date: 17 March 2020