

Notice of Offer for Sale by Promoters to the Stock Exchanges

Pursuant to clause 5(b) of circular number CIR/MRD/DP/05/2012 dated February 1, 2012, as amended by circular number CIR/MRD/DP/7/2012 dated February 23, 2012 and circular number CIR/MRD/DP/8/2012 dated February 27, 2012, notified by the Securities and Exchange Board of India (the “**SEBI Circulars**”), Smt. Jyoti Agarwal (the “**Seller**”), proposes to sell an aggregate of 9,000,000 equity shares of face value of Rs. 10 each of D.B. Corp Limited (the “**Company**”, and such equity shares referred to as “**Sale Shares**”) on 10th May 2012 exclusively through the Seller’s broker named below through a sale on the separate window provided by the stock exchanges for this purpose under notice number 20120222-34 dated February 22, 2012 and notice number 20120228-30 dated February 28, 2012 issued by the BSE Limited and under circular ref. number 2/2012 dated February 21, 2012 and circular ref. number 73/2012 dated February 24, 2012 issued by the National Stock Exchange of India Limited (the “**Sale**”).

The details of the Sale being made in accordance with the SEBI Circulars are set forth below. Other important information in relation to the Sale is set out below under the heading “Important Information”, and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

1.	Name of the Seller (Promoter/ Promoter Group)	Smt. Jyoti Agarwal
2.	Name of the company whose shares are proposed to be sold and ISIN	D.B. Corp Limited. ISIN- INE950I01011
3.	Name of the stock exchanges where orders shall be placed	BSE Limited (the “ BSE ”) and the National Stock Exchange of India Limited (the “ NSE ” and, together with the BSE, the “ Stock Exchanges ”).
4.	Name of the designated stock exchange	NSE
5.	Date and time of the opening and closing of the Sale	The Sale shall take place at the separate window of the Stock Exchanges and shall commence on 10 th May 2012 at 9.15 a.m. and shall close the same day at 3.30 p.m. Indian Standard Time (“ Sale Date ”). Modification/cancellation of the orders will be allowed on the Sale Date, except during the last 30 minutes of the Sale Date.
6.	Allocation methodology	The allocation shall be on proportionate basis at a single clearing price (the “ Clearing Price ”) in accordance with the SEBI Circulars. 25% of the Total number of equity shares being offered in the Sale shall be reserved for allocation to Mutual Funds (as defined below) and Insurance Companies (as defined below) subject to receipt of valid bids/orders at or above the Clearing Price. No single buyer other than mutual funds registered with the Securities and Exchange Board of India under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended (“ Mutual Funds ”), and the insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and

		Development Authority Act, 1999, as amended (" Insurance Companies "), shall be allocated more than 25% of the size of the Sale.
7.	Total number of equity shares being offered in the Sale	9,000,000
8.	Name of the broker(s) on behalf of the Seller (the "Seller's Broker")	Morgan Stanley India Company Private Limited.
9.	Floor Price (the "Floor Price")	The Floor Price for the Sale has been fixed at Rs.196/- per Sale Share. Any order below the Floor Price shall not be accepted and will not be considered for allocation.
10.	Conditions for withdrawal of the Sale	The Seller reserves the right to not proceed with the Sale at any time prior to one hour before the time of opening of the Sale on the Sale Date. In such a case there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal.
11.	Conditions for cancellation of the Sale	In the event the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares being offered for sale, the Seller reserves the right to either conclude the Sale to the extent of subscription or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
12.	Conditions for participating in the Sale	1. Modification and cancellation of bids in the Sale shall not be allowed in the last 30 minutes before the closure of the Sale. 2. Buyers shall deposit 100% of the order value in cash up front with the Stock Exchanges, at the time of bidding in the Sale. 3. Buyer shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including Securities Transaction Tax. 4. In case of any modification or cancellation of the Sale, the funds shall be released/collected on a real-time basis by the Stock Exchanges.

Important Information

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) who makes a bid and does not constitute an offer or invitation or solicitation of an offer to the public requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Sale is being carried out in reliance with the SEBI Circulars. There will be no public offer of the Sale Shares in India or any other jurisdiction. Accordingly no documents have been or will be prepared as an "offer document" or a "prospectus" under the Companies Act, 1956, as amended and/or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and/or submitted to or registered with the Registrar of Companies in India, the Securities and Exchange Board of India (the "SEBI"), the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction, or circulated or distributed to any person in India or any other jurisdiction.

The buyers' commitments should be made solely on the basis of publicly available information and previously published information by the Company available with the SEBI or the Stock Exchanges, together with the information contained in this Notice, and shall be subject to the terms set forth in the contract note to be provided to the successful buyers. The Sale is personal to each prospective buyer (including individuals, funds or otherwise) who makes an order for the Sale Shares. This Notice does not constitute an offer or invitation or solicitation of an offer to the public or to any other person or class of persons within or outside India. Buyers should seek appropriate legal advice prior to participating in the Sale.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (an "**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction, including, without limitation and subject to certain exceptions, the United States of America, Canada, Australia and Japan. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such Other Jurisdiction.

This Notice is neither an offer to sell nor a solicitation for an offer to buy any Sale Shares in the United States of America. This Notice and information contained herein are not for release, publication or distribution, in whole or in part, in or into the United States of America. The Sale Shares will be offered within the United States of America only to qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or outside the United States of America in an offshore transaction pursuant to Regulation S under the Securities Act. The Sale Shares have not been and will not be registered under the Securities Act, or under the securities laws of any state of the United States of America or any other jurisdiction and may not be offered or sold in the United States of America absent registration under the United States of America's securities laws or pursuant to a valid exemption from registration under the United States of America's securities laws. Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an exemption from the registration requirements under the United States of America's securities laws.



By submitting a bid in connection with the Sale or receiving the Sale Shares, buyers will be deemed to have read and understood this Notice in its entirety and to have accepted and complied with the terms and conditions set out in this Notice.

Smt. Jyoti Agarwal