

April 25, 2013

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051
SYMBOL: DBCORP-Series: EQ

Re: Notice to Stock Exchanges

Dear Sir / Madam,

We refer to our letter dated 16th November 2012, enclosed as **Annexure A**, with respect to the transfer of shares of promoter group companies of DB Corp Ltd., *inter se* amongst immediate relatives within the Agarwal family, and the interpretative letter dated August 13, 2012 received from SEBI with respect to such transfer.

This is to inform you that individual members of the Agarwal family now intends to transfer *inter se* amongst themselves the equity shares of the companies which are part of the Promoter Group or hold shares in DB Corp indirectly through such Promoter Group companies.

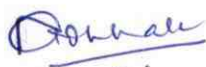
This intimation is made under the SEBI Takeover Regulations, 2011 Regulation 10(5) and are being made as and by way of abundant caution. The relevant form prescribed is enclosed herewith as **Annexure B**.

You are requested to take note of the same.

Thanking you.

Yours faithfully,

For Mr. Sudhir Agarwal, Mr. Girish Agarwal and Mr. Pawan Agarwal (the Acquirers)



Mrs. Anita Gokhale
(Authorized Signatory)
Enclosures: As above.

DB Corp Ltd

16th November, 2012

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

Re.: Reporting of intimation received from Promoters of D. B. Corp Limited ("DB Corp / Company")

This is to bring to your notice that vide letter dated 10th November, 2012, the Promoters of DB Corp have informed the Company of their intention to transfer shares of six promoter group companies which collectively hold approximately 22.69% of the shares of DB Corp, *inter se* amongst certain immediate relatives forming part of the Promoter Group of DB Corp.

We have been informed that these transfers are proposed to be affected pursuant to a family arrangement and amongst other things, would align ownership interest and promote long term interest of the Promoter Group in DB Corp.

The Promoters have further informed us that they are in receipt of an interpretive letter dated August 13, 2012 from the Securities & Exchange Board of India ("SEBI") clarifying that these transfers do not trigger open offer obligations under the Takeover Code.

This letter is being issued for the general information of the shareholders of the Company.

Thanking you,

Yours faithfully,

For D. B. Corp Limited


Anita Gokhale
Company Secretary
Encl.: as above



दैनिक भास्कर

दिव्य भास्कर

DNA

दिव्य मराठी

बिजनेस भास्कर



Madhya Pradesh, Chhattisgarh, Rajasthan, Punjab, Chandigarh, Haryana, Gujarat, New Delhi, Maharashtra, Himachal Pradesh, Uttarakhand, Jharkhand, Jammu & Kashmir

Regd. Office: DB Corp Ltd., Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat)
Business Office: DB Corp Ltd., 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank, C-31, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
Tel: +91 22 3988 8840 • Fax: +91 22 3980 4793

Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	DB Corp Limited
2.	Name of the acquirer(s)	1. Mr. Sudhir Agarwal 2. Mr. Girish Agarwal 3. Mr. Pawan Agarwal
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the Acquirers are Promoters in DB Corp Limited prior to the proposed transfers.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Please refer to the Appendix for details
	b. Proposed date of acquisition	April 30, 2013
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Please refer to the Appendix for details
	d. Total shares to be acquired as % of share capital of TC	Please refer to the Appendix for details
	e. Price at which shares are proposed to be acquired	Nil (the shares are being transferred as gift)
	f. Rationale, if any, for the proposed transfer	Transfer by immediate relatives as gift
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Sub-clause (i) of Regulation 10(1)(a)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not Applicable.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	The shares are being transferred by way of gift. Accordingly, there is no consideration for the transfer.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	The shares are being transferred by way of gift. Accordingly, there is no consideration for the transfer. Hence the price is not higher than the price determined under point 7 above.

9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	The transferors and transferees have complied and will comply with the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	The conditions specified under Regulation 10(1)(a) are complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t. total share capital of TC	No. of shares /voting rights	% w.r.t. total share capital of TC
	– Acquirer(s) and PACs (other than sellers)(*)	As all the proposed transfers are indirect transfers, there is no change in shareholding held by Promoter and Promoter Group's in DB Corp Limited. For details of the shares transferred, please refer to the Appendix.			
	– Seller (s)				

For Mr. Sudhir Agarwal, Mr. Girish Agarwal and Mr. Pawan Agarwal (the Acquirers)



Mrs. Anita Gokhale
(Authorised Signatory)

Appendix - to Intimation under Regulation 10(5) of the Takeover Code

Sr No	Name of Promoter Group Company / Other Company holding shares in DB Corp Limited	Name of the Transferor	Name of Acquiror	No of shares of Promoter Group Company / Other Company- Acquired
1	BHASKAR INFRASTRUCTURE LIMITED	Shri R. C. Agarwal	Sudhir Agarwal	5,24,230
		Shri R. C. Agarwal	Girish Agarwal	5,31,985
		Shri R. C. Agarwal	Pawan Agarwal	5,30,635
2	BHASKAR INDUSTRIES LIMITED	Shri R. C. Agarwal	Pawan Agarwal	5,06,913
		Smt. Jyoti Agarwal	Girish Agarwal	39,203
		Mr. Sudhir Agarwal	Girish Agarwal	1,00,001
		Mr. Sudhir Agarwal	Pawan Agarwal	29,387
3	Bhaskar Denim Limited	Shri R. C. Agarwal	Sudhir Agarwal	3,49,834
		Shri R. C. Agarwal	Girish Agarwal	3,49,733
		Shri R. C. Agarwal	Pawan agarwal	3,49,833
4	S. A. Trading & Investments Private Limited	Shri R. C. Agarwal	Sudhir Agarwal	39,337
		Shri R. C. Agarwal	Girish Agarwal	39,337
		Shri R. C. Agarwal	Pawan Agarwal	39,336
5	BHOPAL FINANCIAL SERVICES PRIVATE LIMITED	Shri R. C. Agarwal	Sudhir Agarwal	95,167
		Shri R. C. Agarwal	Pawan Agarwal	1,34,833
		Smt. Namita Agarwal	Sudhir Agarwal	39,567
6	CHAMBAL TRADINGS PRIVATE LIMITED	Shri R. C. Agarwal	Sudhir Agarwal	24,164
		Shri R. C. Agarwal	Pawan Agarwal	30,836
		Mr. Girish Agarwal	Pawan Agarwal	3,337
7	DEV FISCAL SERVICES PRIVATE LIMITED	Shri R. C. Agarwal	Girish Agarwal	60,000
		Shri R. C. Agarwal	Pawan Agarwal	68,000
		Smt. Jyoti Agarwal	Girish Agarwal	4,100
8	PEACOCK TRADING & INVESTMENTS PRIVATE LIMITED	Shri R. C. Agarwal	Girish Agarwal	37,507
		Shri R. C. Agarwal	Pawan Agarwal	19,993
		Mr. Sudhir Agarwal	Pawan Agarwal	17,513
9	Bhaskar Exim Limited	Shri R. C. Agarwal	Sudhir Agarwal	3,167
		Shri R. C. Agarwal	Girish Agarwal	3,067
		Shri R. C. Agarwal	Pawan Agarwal	3,166
10	VINDHYA SOLVENT PVT LIMITED	Shri R. C. Agarwal	Sudhir Agarwal	1,85,000
		Shri R. C. Agarwal	Girish Agarwal	1,85,000
		Shri R. C. Agarwal	Pawan Agarwal	1,85,000
11	STITEX GLOBAL LIMITED	Shri R. C. Agarwal	Sudhir Agarwal	33,266
		Shri R. C. Agarwal	Girish Agarwal	33,267
		Shri R. C. Agarwal	Pawan Agarwal	33,367

