DB Corp Ltd

March 23, 2017

Bombay Stock Exchange Limited
P J Towers, Dalal Street,
Fort,
Mumbai: 400001
Scrip code No. 533151

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

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

Dear Sir / Madam,

This is to inform you that the Company has been informed that DB Consolidated Private Limited (formerly known as Peacock Trading & Investments Pvt. Ltd.) ('**DBCPL**') and its shareholders, *i.e.*, Shri Ramesh Chandra Agarwal, Smt. Kasturi Devi Agarwal, Shri Sudhir Agarwal, Shri Girish Agarwal, Shri Pawan Agarwal, Smt. Jyoti Agarwal, Smt. Namita Agarwal, Smt. Nitika Agarwal (all of whom are members of Promoter / Promoter Group) have entered into a shareholders agreement amongst themselves ('**DBCPL Shareholders Agreement**'), with respect to their *inter se* shareholding in DBCPL, which is also a part of the Promoter / Promoter Group.

Despite the fact that the Company is not a party to the DBCPL Shareholders Agreement, this disclosure is being made as and by way of abundant caution pursuant to Para A of Part A of Schedule III as provided in Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015. The disclosure is attached as '**Annexure A**'.

You are requested to take note of the same.

Thanking you.
Yours faithfully,
For D.B. Corp Limited

Ms. Anita Gokhale
Company Secretary
Enclosures: As above.

Regd. Office: D. B. Corp Ltd., Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat)
Business Office: D. B. Corp Ltd., 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank, C-31, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 3988 8840 • Fax: +91 22 3980 4793 • www.bhaskarnet.com, www.dainikbhaskargroup.com • CIN Number: L22210GJ1995PLC047208

DB Corp Ltd

ANNEXURE A

Sr. No.	Items for Disclosure	Description
1.	Name(s) of parties with whom the agreement is entered	The Company has been informed that the shareholders agreement relates to the shares of DB Consolidated Private Limited ('**DBCPL**'), and has been executed between Shri Ramesh Chandra Agarwal, Smt. Kasturi Devi Agarwal, Shri Sudhir Agarwal, Shri Girish Agarwal, Shri Pawan Agarwal, Smt. Jyoti Agarwal, Smt. Namita Agarwal, Smt. Nitika Agarwal and DBCPL ('**DBCPL Shareholders Agreement**'). It is clarified that the Company is not a party to the DBCPL Shareholders Agreement.
2.	Purpose of entering into the agreement	The Company has been informed that the DBCPL Shareholders Agreement has been executed to formally record the pre-emptive rights agreed among the family members and to formalize the exercise of their voting power in DBCPL, not to mention to achieve a unified holding structure and common family ownership of assets and to create a framework for the optimum management and corporate governance practices.
3.	Shareholding, if any, in the entity with whom the agreement is executed	The Company does not hold any shares in DBCPL. Moreover, the Company is not a party to the DBCPL Shareholders Agreement.
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.	The Company has been informed that the DBCPL Shareholders Agreement *inter alia* provides for pre-emptive rights of shareholders of DBCPL, *i.e.*, that the existing shareholders of DBCPL have a right of first refusal in case of a transfer of DBCPL shares, corporate governance of DBCPL, *i.e.*, that decisions are to be taken unanimously by all directors, as well as the existence of some reserved matters where consent of shareholders of DBCPL is required, non-compete obligations and confidentiality obligations imposed on the shareholders of DBCPL, among other things.
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 DBCPL Shareholders Agreement form part of the Promoter/ Promoter group.

Regd. Office: D. B. Corp Ltd., Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat)
Business Office: D. B. Corp Ltd., 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank, C-31, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 3988 8840 • Fax: +91 22 3980 4793 • www.bhaskarnet.com, www.dainikbhaskargroup.com • CIN Number: L22210GJ1995PLC047208

6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	Not applicable, since the Company is not a party to the DBCPL Shareholders Agreement. To clarify, the DBCPL Shareholders Agreement has been executed amongst persons who are the related parties of the Company.
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.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreements; (b) nature of the agreement; (c) date of execution of agreement; (d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable

Regd. Office: D. B. Corp Ltd., Plot No. 280, Sarkhej-Gandhinagar Highway, Near YMCA Club, Makarba, Ahmedabad (Gujarat)
Business Office: D. B. Corp Ltd., 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank, C-31, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 3988 8840 • Fax: +91 22 3980 4793 • www.bhaskarnet.com, www.dainikbhaskargroup.com • CIN Number: L22210GJ1995PLC047208