

Girish Agarwal

E-1/79, Arera Colony, Bhopal-462016

31st December, 2011

To,

The Deputy Manager
(Listing – CRD)
The Bombay Stock Exchange Limited
P J Tower, Dalal Street, Fort
Mumbai-400001
(Fax-022-22722037 / 39 / 61 / 41 / 3121)

The Manager
(Listing Department)
The National Stock Exchange of India
Limited, Bandra (East)
Mumbai-400051
(Fax : 022-26598237 /38 /8347 / 8348)

Sub.: Disclosure under Regulation 31(3) of SEBI (SAST) Regulations, 2011

In terms of Sub-regulation (1) of Regulation 31 of SEBI (SAST) Regulations, 2011, I, Girish Agarwal, belonging to the Promoter / Promoter Group of D. B. Corp Limited, hereby enclose the relevant disclosure in the prescribed format, in compliance with Regulation 31(3) of SEBI (SAST) Regulations, 2011.

In this regard, I request you to kindly note that 64,00,000 shares mentioned in the enclosed disclosure in the prescribed format are earmarked on 17th August, 2011 to the "Non Disposal Undertaking / Power of Attorney" transaction ("NDU/PoA") executed with IL&FS Financial Services Limited (IFIN) on 20th July, 2011. These shares are held in a separate demat account with IL&FS Securities Services Limited specially opened for the purpose.

Further, I was advised that as per the provisions of the SEBI (SAST) Regulations prevailing on 20th July / 17th August, 2011 (the dates in respect of the abovementioned transaction), the NDU/PoA transaction was not covered under the definition of "Pledge" and hence did not require any disclosure to be made by me at that point of time.

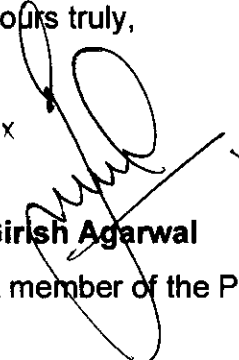
After coming into effect of the amended / new SEBI (SAST) Regulations on 23rd Oct., 2011, now I am advised that under regulation 28(3) and 29(3) of the new regulations, the said 64,00,000 shares earmarked under the NDU/PoA transaction also get covered under the term "encumbrance" and hence, disclosure needs to be submitted by me for the said 64,00,000 shares under Regulation 31(3) which is enclosed herewith as per the prescribed format.

I request you to kindly condone the delay in making this disclosure being purely unintentional and caused merely out of interpretational issues of the new SEBI (SAST) Regulations.

I request you to take the disclosure on your records.

Thanking you,

Yours truly,


x
Girish Agarwal

A member of the Promoter Group of D. B. Corp Limited

Encl: as above

Format for disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

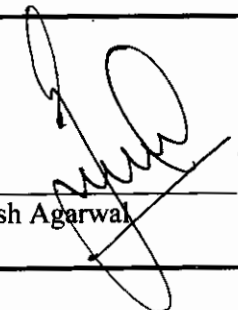
Name of the Target Company (TC)	D. B. Corp Limited
Name of the Promoter(s) on whose shares encumbrance was created/ invoked/ released (tick the relevant one)	Shri Girish Agarwal
Date of reporting	31/12/2011
Names of the stock exchanges where the shares of the target company are listed	1. Bombay Stock Exchange Limited 2. National Stock Exchange of India Limited

Details of the promoters' holding:

(The term "event" indicates creation/ invocation/ release of encumbrance, as the case may be)

Promoter (s) or PACs with him	Pre-event holding		Details of events pertaining to encumbrance		Post event holding (encumbered shares to be excluded)		* Details of encumbrance (pledge/lien or others- give details	
Names	Number	% of total share capital	Type – creation/ invocation/ release	Date (s)	Number	% of total share capital	No. of Shares	Details
Shri Girish Agarwal	Un-Encumbered: 81,44,333	4.44	Creation	17 th August, 2011	17,44,333	0.95	64,00,000	Earmarked as security under NDU/PoA executed with IL&FS Financial Services Limited (IFIN) on 20th July, 2011.
	Encumbered: 82,15,853	4.48						
	Total: 1,63,60,186	8.93						

(*) The Total Paid up Equity Capital of the Company is 18,33,04,277 equity shares of Rs. 10/- each.

x 
Girish Agarwal

Place : Bhopal

Date: 31/12/2011