AXIS CAPITAL

August 31, 2018

The Manager (Listing),
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Mumbai - 400 051

Dear Sir/Madam,

Sub: Proposed Buy Back by D.B.Corp Limited ("Company")

With reference to the captioned matter, as required under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended, we, as manager to the proposed buy back of the Company, submit the following:

1. A copy of the post offer public advertisement dated August 30, 2018 which has been published on August 31, 2018 in the Financial Express (English National Daily), Dainik Bhaskar (Hindi National Daily) and Divya Bhaskar (regional language daily);

2. A soft copy of the post offer public advertisement for submission of the soft copy as Annexure 1

Thanking you,

Yours sincerely,
For **Axis Capital Limited**

Authorised Signatory
Name: Simran Gadh
Designation: Vice President-Corporate Finance
Contact No.:+91 22 4325 2142

Encl.: as above

D. B. Corp Limited

CIN: L22210GJ1995PLC047208
Registered Office: Plot No. 280, Sarkhej Gandhinagar Highway,
Near YMCA Club, Makarba, Ahmedabad, Gujarat 380051
Correspondence Address: 501, 5th Floor, Naman Corporate Link, Opp. Dena Bank,
C-31 G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051

Tel.: +91-22-71577000 Fax: + 91-22-71577093
E-mail: dbcs@dbcorp.in; Website: www.bhaskarnet.com

Compliance Officer:
Ms. Anita Gokhale - Company Secretary

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF ELIGIBLE SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF D. B. CORP LIMITED

This Public Announcement (the **"Post Buyback Public Announcement"**) is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the **"Buyback Regulations"**). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated July 9, 2018 and published on July 10, 2018 (the **"Public Announcement"**) and the Letter of Offer dated July 31, 2018 (the **"Letter of Offer"**). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1 D.B Corp Limited ("**Company**") had announced the Buyback of upto 92,00,000 (ninety two lakhs only) fully paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each (**"Equity Shares"**) from all the existing shareholders/beneficial owners holding Equity Shares as on July 18, 2018 ("**Record Date"**), on a proportionate basis, through the "Tender Offer" route at a price of Rs. 340/- (Rupees three hundred and forty only) per Equity Share payable in cash, for an aggregate amount not exceeding Rs. 312,80,00,000/- (Rupees three hundred and twelve crores and eighty lakhs only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (the **"Buyback Size"**, and such buyback of shares, the **"Buyback"**). The Buyback Size is 16.29% and 16.33% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated balance sheets of the Company, respectively, on March 31, 2018.

1.2 The Company adopted the tender offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India (**"SEBI"**) vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof, issued by SEBI.

1.3 The tendering period for the Buyback Offer opened on Tuesday, August 7, 2018 and closed on Thursday, August 23, 2018.

2. DETAILS OF BUYBACK

2.1 92,00,000 (ninety two lakhs only) Equity Shares were bought back under the Buyback, at a price of Rs. 340/- (Rupees three hundred and forty only) per Equity Share.

2.2 The total amount utilized in the Buyback is Rs. Rs. 312,80,00,000/- (Rupees three hundred and twelve crores and eighty lakhs only) excluding the transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.

2.3 The Registrar to the Buyback i.e. Karvy Computershare Private Limited (**"Registrar"**), considered 11,515 valid applications for 2,94,66,296 Equity Shares in response to the Buyback, resulting in the tender of approximately 3.20 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar are as follows:

Sr. No.	Category	No. of Equity Shares Reserved in the Buyback (A)	No. of Valid Applications (B)	Total Eligible Equity Shares Tendered (C)	% Response (C/A*100)
1	Reserved category for Small Shareholders	13,80,000	10,635	28,45,577	206.20
2	General Category for all other Equity Shareholders	78,20,000	880	2,66,20,719	340.42
	Total	92,00,000	11,515	2,94,66,296	320.29

2.4 All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and paragraph 19.6 of the Letter of Offer. The valid shares were transferred to Company`s Demat Escrow Account on Wednesday, August 29, 2018. The communication of acceptance/ rejection has been dispatched by the Registrar to the eligible Equity Shareholders on Wednesday, August 29, 2018 as per the certificate dated Wednesday, August 29, 2018 issued by the Registrar.

2.5 The settlement of all valid applications was completed by the Indian Clearing Corporation Limited on Wednesday, August 29, 2018.

2.6 The extinguishment of 92,00,000 (ninety two lakhs only) Equity Shares accepted under the Buyback, comprising:

(i) 92,00,000 (ninety two lakhs only) Equity Shares in dematerialized form, and

(ii) 0 (zero) Equity Shares in physical form

is currently under process and shall be completed on or before Wednesday, September 5, 2018.

3 CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company, pre and post Buyback, is as under:

Sr. No.	Particulars	Pre Buyback*		Post Buyback**	
		No. of Shares	Amount (in Rs. crores)	No. of Shares	Amount (in Rs. crores)
1	Authorised Share Capital	249,000,000 Equity Shares of Rs. 10/- each	249.00	249,000,000 Equity Shares of Rs. 10/- each	249.00
		1,000 0% Non- Convertible Redeemable Preference Shares of Rs 10,000/- each	1.00	1,000 0% Non- Convertible Redeemable Preference Shares of Rs. 10,000/- each	1.00
2	Issued, Subscribed and Paid-Up Share Capital	18,40,63,667 fully paid-up Equity Shares of Rs. 10/- each	184.06	17,48,63,667 fully paid-up Equity Shares of Rs. 10/- each	174.86

** As on Record Date i.e. July 18, 2018.*
*** Subject to extinguishment of 92,00,000 (ninety two lakhs only) Equity Shares*

3.2 Details of Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been accepted under the Buyback are as under:

Sr. No.	Name	Number of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought Back (%)
1	DB CONSOLIDATED PRIVATE LIMITED	1626400	17.68
2	AZIM PREMJI TRUST	469221	5.10
3	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	465625	5.06
4	SOMERSET EMERGING MARKETS SMALL CAP FUND LLC	411763	4.48
5	FIL INVESTMENTS(MAURITIUS) LTD	411383	4.47
6	GOVERNMENT OF SINGAPORE	390315	4.24
7	GIRISH AGARWAL	373808	4.06
8	PAWAN AGARWAL	373808	4.06
9	SUDHIR AGARWAL	373808	4.06
10	STITEX GLOBAL LIMITED	357838	3.89
11	MOUSSEGANESH LIMITED	292344	3.18
12	ICICI PRUDENTIAL MULTI-ASSET FUND	274026	2.98
13	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	237693	2.58
14	VFM EMERGING MARKETS TRUST	180532	1.96
15	HDFC SMALL CAP FUND	142763	1.55
16	MALABAR INDIA FUND LIMITED	137091	1.49
17	MI SOMERSET EMERGING MARKETS SMALL CAP FUND	113125	1.23
18	MONETARY AUTHORITY OF SINGAPORE	101050	1.10
19	OLD WELL EMERGING MARKETS MASTER FUND L.P.	93764	1.02

3.3 The shareholding pattern of the Company, pre-Buyback (as on the Record Date i.e., July 18, 2018) and post Buyback, is as under:

Particulars	Pre Buyback*		Post Buyback**	
	Number of Shares	% to existing share capital	No. of Shares post Buyback	% holding post Buyback
Promoters and persons acting in concert	128,489,737	69.81	12,52,59,488	71.63
Foreign Investors (OCBs/ FIIs/NRIs/Non-residents/ Non-domestic companies)	34,320,100	18.65	4,96,04,179	28.37
Indian Financial Institutions/ Banks/Mutual Funds/Govt. Companies	3,530,880	1.92		
Public including other Bodies Corporate	17,722,950	9.63		
Total	18,40,63,667	100.00	17,48,63,667	100.00

** As on Record Date, i.e. July 18, 2018.*
*** Subject to extinguishment of 92,00,000 (ninety two lakhs only) Equity Shares*

4. MANAGER TO THE BUYBACK

AXIS CAPITAL

AXIS CAPITAL LIMITED
Address: 1st Floor, Axis House, C-2 Wadia International Centre, P.B. Marg, Worli, Mumbai - 400025
Phone: +91 22 4325 2183
Fax: +91 22 4325 3000
Contact Person: Ms. Simran Gadh
Email: dbcorpbuyback@axiscap.in
Website: www.axiscapital.co.in
SEBI Registration Number: INM000012029

5 DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

Date: August 30, 2018
Place: Mumbai

For and on behalf of all members of the Board of Directors of D. B. Corp Limited

Sd/-	Sd/-	Sd/-
Sudhir Agarwal | Managing Director	Girish Agarwal | Director	Anita Gokhale | Company Secretary
DIN: 00051407	DIN: 00051375	Membership No. F4836