

19th July, 2012

Chief General Manager
Corporate Finance Department
Division of Corporate Restructuring
Securities & Exchange Board of India
SEBI Bhavan, Plot No. C4-A, 'G' Block
Bandra Jurla Complex, Bandra (East)
Mumbai – 40 051



Dear Sir,

Re.: Request for Informal Guidance by way of an interpretive letter under the SEBI (Informal Guidance) Scheme, 2003 ("Scheme"), in relation to gift / transfer of shares of promoter group companies holding shares of D. B. Corp Ltd. within immediate relatives

Reference our application dated 21st May, 2012 and based on the discussions we had with you, we take this opportunity to reiterate certain submissions with respect to the application.

1. We submit the following facts for your consideration and your opinion, with respect to the provisions of regulations 3 and 5 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Code**"). For the sake of brevity, we are not reiterating our entire submissions as set out in our application dated 21st May, 2012.

A. BACKGROUND

1. DB Corp Ltd. ("**DB Corp**" or "**the Company**") is a listed company engaged in the business of publication of newspapers and periodicals and operation of FM radio stations.
2. The list of individuals / entities constituting the promoters and the promoter group is annexed as **Schedule 1** hereto (as per the listing agreement filings made by DB Corp). The individual members in the promoter group include ourselves – Mr. Sudhir Ramesh Agarwal, Mr. Girish Ramesh Agarwal and Mr. Pawan Ramesh

Agarwal (being brothers), our grandmother – Smt. Kasturidevi Agarwal, our father – Mr. Ramesh Chandra Agarwal and our respective spouses – Mrs. Jyoti Agarwal, Mrs. Namita Agarwal and Mrs. Nitika Agarwal (Agarwal Family), all of whom are ‘immediate relatives’, as defined in Regulation 2(l) of the Takeover Code. The enclosed **Schedule 2** gives the family tree of the family members involved in the proposed transfer of shares.

3. In addition, there are 7 companies, under ownership and management of the Agarwal Family, which hold shares of the Company and are part of the promoter group. The shares of the Promoter Group Companies (as hereinafter defined) are directly or indirectly owned by us (i.e. we three brothers), our father and our respective spouses.
4. As a voluntary and consensual family arrangement, the Agarwal Family members wish to gift / transfer shares of the 6 Companies out of the above, amongst themselves, so as to streamline the family shareholding (for the purposes of this request, these 6 companies are collectively referred to as the “**Promoter Group Companies**”). The proposed transfer of shares *inter se* the promoters and Promoter Group Companies is detailed in **Schedule 3** enclosed herewith.
5. The aggregate shareholding and voting rights of the promoter and Promoter Group Companies in DB Corp would not change on account of these proposed transfers. The enclosed **Schedule 3** also contains the pre-transfer shareholding and post-transfer shareholding pattern for each of the Promoter Group Companies.

B. APPLICABLE REGULATIONS

1. Regulation 10 of the Takeover Code provides as follows:

“10. The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefor,—

(a) acquisition pursuant to *inter se* transfer of shares amongst qualifying persons, being,—

(i) immediate relatives;

(ii) ...

2. Further, Regulation 2 of the Takeover Code defines the above terms explicitly for the purposes of this regulation as under:

“2(1) In these regulations, unless the context otherwise requires,”

“(b) “acquisition” means, directly or indirectly, acquiring or agreeing to acquire shares or voting rights in, or control over, a target company;”

“(v) “shares” means shares in the equity share capital of a target company carrying voting rights, and includes any security which entitles the holder thereof to exercise voting rights;

Explanation.— For the purpose of this clause shares will include all depository receipts carrying an entitlement to exercise voting rights in the target company;”

3. On a combined reading of sub-regulation (a)(i) of Regulation 10, along with sub-regulation (b) and sub-regulation (v) of Regulation 2 of the Takeover Code, we understand that acquisition of shares of the Company, whether directly or indirectly, *inter se* promoters, being immediate family members, would fall under the exemption provided under Regulation 10(a)(i).
4. Thus, in the instant case, the transfer of shares of the Promoter Group Companies (which hold shares in DB Corp), amongst ‘immediate relatives’ as defined under Regulation 2(1), would qualify as an ‘indirect’ acquisition of shares of DB Corp from immediate relatives and hence, exempt from the Takeover Code under the exemption provided under Regulation 10(a)(i).

C. CLARIFICATION SOUGHT

1. Based on the above facts, we seek your interpretative letter confirming our interpretation that the proposed transfer of the shareholding of the Promoter Group Companies, *inter se* amongst promoters who are immediate relatives, as set out above and as detailed in **Schedule 3** hereto, is covered under the exemption under regulation 10(a)(i) of the Takeover Code.

D. REQUEST FOR CONFIDENTIALITY

1. Given the sensitivities involved in a transaction of this nature, we request you to keep this request and your response confidential and not be made available to the public. In the event the same is required to be made public, we request that the name of Company i.e. DB Corp Ltd, the Promoter Group Companies and individuals may be redacted and kept confidential.

If any additional information is required in relation to the opinion as sought above, we request you to kindly communicate at the following address details as mentioned below:

Attn: Mr. P. G. Mishra

Address: 501, 5th Floor,
Naman Corporate Link,
Opp. Dena Bank,
C-31, G-Block,
Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051

Additionally, we authorize PricewaterhouseCoopers Private Limited to deal with any clarifications you may require and the following persons therefrom to discuss with you:

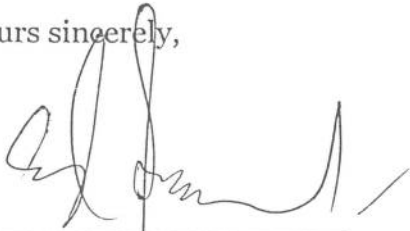
1. Mr. Ketan Dalal
2. Mr. Alok Saraf

3. Mr. Mahavir Lunavat

4. Mr. Uday Nair

We look forward to hearing from you and receiving your interpretive letter at the earliest.

Yours sincerely,



[Mr. Sudhir Agarwal]



[Mr. Girish Agarwal]



[Mr. Pawan Agarwal]

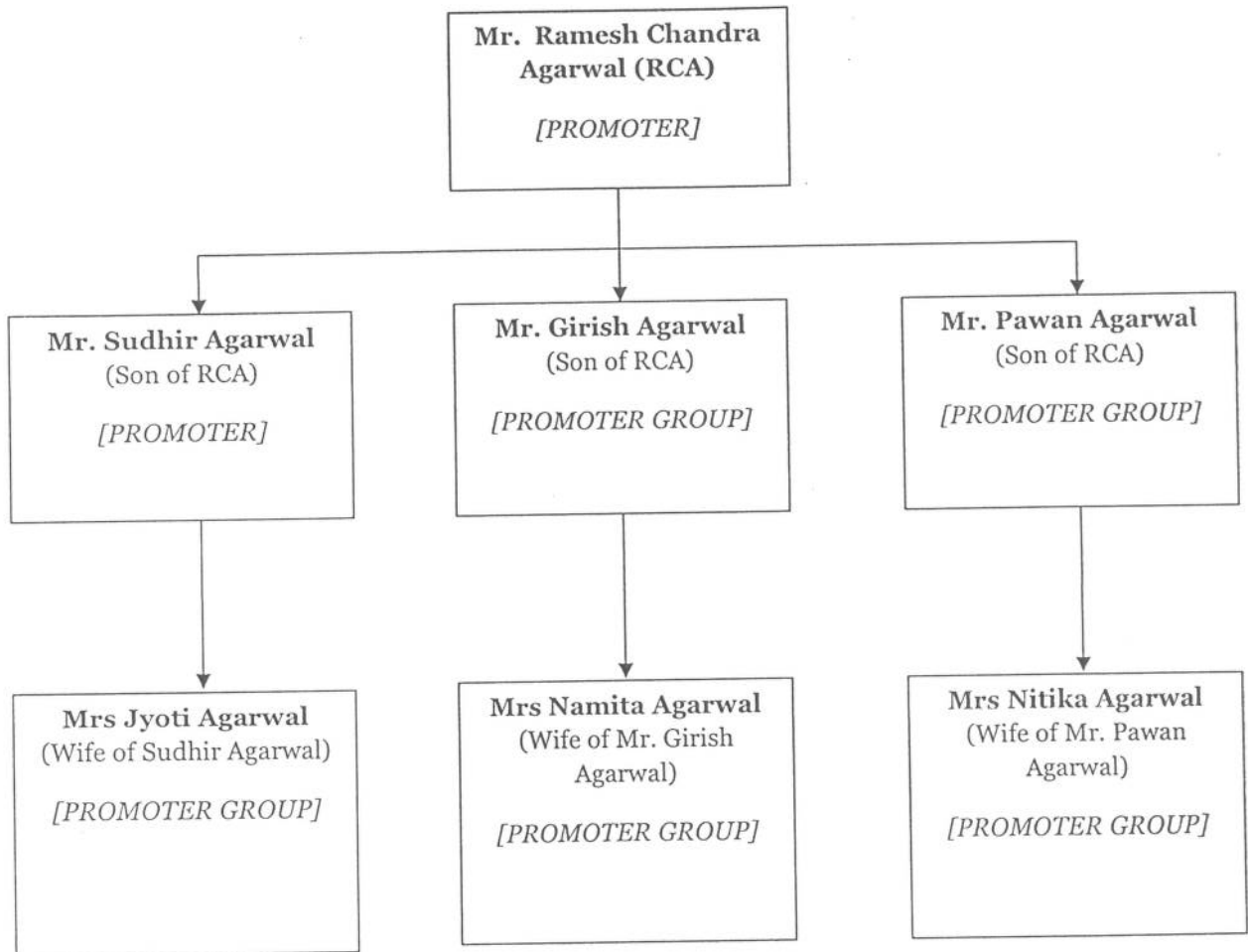
Encl: a/a

Schedule 1

List of individuals / entities constituting the promoters and the promoter group

Sr. No.	Name	No. of Shares held	% to total paid-up capital of the Company
1	Ramesh Chandra Agarwal	3,20,10,062	17.46
2	Jyoti Agarwal	1,08,75,007	5.93
3	Sudhir Agarwal	1,91,39,206	10.44
4	Pawan Agarwal	1,85,57,808	10.12
5	Bhaskar Infrastructure Limited	1,21,12,420	6.61
6	Peacock Trading And Investment Private Limited	1,01,27,247	5.52
7	Girish Agarwal	1,63,60,186	8.92
8	Chambal Trading Private Limited	84,21,400	4.59
9	Namita Agarwal	65,42,200	3.57
10	Bhopal Financial Services Private Limited	56,57,190	3.09
11	Nitika Agarwal	34,77,000	1.90
12	Bhaskar Publications And Allied Industries Private Limited	30,17,800	1.65
13	Dev Fiscal Services Private Limited	16,59,000	0.91
14	Ramesh Chandra Agarwal (HUF)	8,21,758	0.45
15	Stitex Global Limited	6,00,000	0.33
16	Kasturi Devi Agarwal	53,695	0.03
	Total	14,94,31,979	81.52

Schedule 2 - Group's family tree



Schedule 3

1st Promoter Group Company: Bhaskar Infrastructure Limited

Details of Current Equity Shareholding

Sr	Share Holder Name	Type of Share	No. of Shares Held	Amount Per Share	% Holding
1	R C Agarwal	Equity	156,850	10	9.88%
2	Girish Agarwal	Equity	148,850	10	9.38%
3	Sudhir Agarwal	Equity	156,505	10	9.86%
4	Jyoti Agarwal	Equity	150,100	10	9.46%
5	Namita Agarwal	Equity	150,000	10	9.45%
6	Nitika Agarwal	Equity	150,100	10	9.46%
7	Pawan Agarwal	Equity	150,100	10	9.46%
	Total		1,062,505		66.93%
8	Bhaskar Multinet Limited	Equity	150,000	10	9.45%
9	S.A. Trading and Investment Private Ltd	Equity	150,000	10	9.45%
10	Writers and Publishers Private Ltd	Equity	150,000	10	9.45%
11	Chambal Tradings Pvt Ltd	Equity	75,000	10	4.72%
	Total		525,000		33.07%
	Grand Total		1,587,505		100.00%

Proposed Transfer of Shares by Shri RCA

Sr	Name of recipient of shares	Type of Share	No. of Shares to be transferred by Shri RCA
1	Girish Agarwal	Equity	55,318
2	Sudhir Agarwal	Equity	47,564
3	Pawan Agarwal	Equity	53,968
	Total shares to be transferred by Shri. RCA		156,850

Post-transfer shareholding

Sr	Share Holder Name	Type of Share	Post transfer shareholding	% Holding post transfer
1	R C Agarwal	Equity	-	0.00%
2	Girish Agarwal	Equity	204,168	12.86%
3	Sudhir Agarwal	Equity	204,069	12.85%
4	Jyoti Agarwal	Equity	150,100	9.46%
5	Namita Agarwal	Equity	150,000	9.45%
6	Nitika Agarwal	Equity	150,100	9.46%
7	Pawan Agarwal	Equity	204,068	12.85%
	Total		1,062,505	66.93%
8	Bhaskar Multinet Limited	Equity	150,000	9.45%
9	S.A. Trading and Investment Private Ltd	Equity	150,000	9.45%
10	Writers and Publishers Private Ltd	Equity	150,000	9.45%
11	Chambal Tradings Pvt Ltd	Equity	75,000	4.72%
	Total		525,000	33.07%
	Grand Total		1,587,505	100.00%

2nd Promoter Group Company: Bhopal Financial Services Pvt Ltd

Details of Current Equity Shareholding

Sr	Share Holder Name	Type of Share	No. of Shares Held	Amount Per Share	% Holding
1	Girish Agarwal	Equity	3,900	10/-	0.96%
2	Sudhir Agarwal	Equity	100	10/-	0.02%
3	Namita Agarwal	Equity	170,500	10/-	42.15%
4	Ramesh Chandra Agarwal	Equity	230,000	10/-	56.86%
5	Pawan Agarwal	Equity	-	10/-	0.00%
	Total		404,500		100%

Proposed Transfer of Shares

Sr	Name of recipient of shares	Type of Share	No. of Shares to be transferred by Shri RCA	No. of Shares to be transferred by Namita Agarwal
1	Sudhir Agarwal	Equity	95,167	39,567
2	Pawan Agarwal	Equity	134,833	-
	Total shares to be transferred		230,000	39,567

Post-transfer shareholding

Sr	Share Holder Name	Type of Share	Post transfer shareholding	% Holding post transfer
1	Girish Agarwal	Equity	3,900	0.96%
2	Sudhir Agarwal	Equity	134,834	33.33%
3	Namita Agarwal	Equity	130,933	32.37%
4	Ramesh Chandra Agarwal	Equity	-	0.00%
5	Pawan Agarwal	Equity	134,833	33.33%
	Total		404,500	100%

3rd Promoter Group Company: Chambal Trading Private Limited

Details of Current Equity Shareholding

Sr	Share Holder Name	Type of Share	No. of Shares Held	Amount Per Share	% Holding
1	Jyoti Agarwal	Equity	10	10/-	0.01%
2	Girish Agarwal	Equity	37,510	10/-	36.59%
3	Ramesh Chandra Agarwal	Equity	55,000	10/-	53.65%
4	Sudhir Agarwal	Equity	10,000	10/-	9.75%
5	Pawan Agarwal	Equity	-		0.00%
	Total		102,520		100.00%

Proposed Transfer of Shares

Sr	Name of recipient of shares	Type of Share	No. of Shares to be transferred by Shri RCA	No. of Shares to be transferred by Shri Girish Agarwal
1	Sudhir Agarwal	Equity	24,164	-
2	Pawan Agarwal	Equity	30,836	3,337
	Total shares to be transferred		55,000	3,337

Post-transfer shareholding

Sr	Share Holder Name	Type of Share	Post transfer shareholding	% Holding post transfer
1	Jyoti Agarwal	Equity	10	0.01%
2	Girish Agarwal	Equity	34,173	33.33%
3	Ramesh Chandra Agarwal	Equity	-	0.00%
4	Sudhir Agarwal	Equity	34,164	33.32%
5	Pawan Agarwal	Equity	34,173	33.33%
	Total		102,520	100%

4th Promoter Group Company: Dev Fiscal Services Pvt. Ltd.

Details of Current Equity Shareholding

Sr	Share Holder Name	Type of Share	No. of Shares Held	Amount Per Share	% Holding
1	Girish Agarwal	Equity	3,900	10/-	1.91%
2	Sudhir Agarwal	Equity	100	10/-	0.05%
3	Jyoti Agarwal	Equity	72,000	10/-	35.29%
4	Ramesh Chandra Agarwal	Equity	128,000	10/-	62.75%
5	Pawan Agarwal	Equity	-		0
	Total		204,000		100.00%

Proposed Transfer of Shares

Sr	Name of recipient of shares	Type of Share	No. of Shares to be transferred by Shri RCA	No. of Shares to be transferred by Jyoti Agarwal
1	Girish Agarwal	Equity	60,000	4,100
2	Pawan Agarwal	Equity	68,000	-
	Total shares to be transferred		128,000	4,100

Post-transfer shareholding

Sr	Share Holder Name	Type of Share	Post transfer shareholding	% Holding post transfer
1	Jyoti Agarwal	Equity	67,900	33.28%
2	Girish Agarwal	Equity	68,000	33.33%
3	Ramesh Chandra Agarwal	Equity	-	0.00%
4	Sudhir Agarwal	Equity	100	0.05%
5	Pawan Agarwal	Equity	68,000	33.33%
	Total		204,000	100%

5th Promoter Group Company: Peacock Trading and Investments Pvt. Ltd.

Details of Current Equity Shareholding

Sr	Share Holder Name	Type of Share	No. of Shares Held	Amount Per Share	% Holding
1	Jyoti Agarwal	Equity	10	10/-	0.01%
2	Sudhir Agarwal	Equity	55,010	10/-	48.89%
3	Ramesh Chandra Agarwal	Equity	57,500	10/-	51.10%
4	Girish Agarwal	Equity	-		
5	Pawan Agarwal	Equity	-		
	Total		112,520		100%

Proposed Transfer of Shares

Sr	Name of recipient of shares	Type of Share	No. of Shares to be transferred by Shri RCA	No. of Shares to be transferred by Sudhir Agarwal
1	Girish Agarwal	Equity	37,507	-
2	Pawan Agarwal	Equity	19,993	17,513
	Total		57,500	17,513

Post-transfer shareholding

Sr	Share Holder Name	Type of Share	Post transfer shareholding	% Holding post transfer
1	Jyoti Agarwal	Equity	10	0.01%
2	Sudhir Agarwal	Equity	37,497	33.32%
3	Ramesh Chandra Agarwal	Equity	-	0.00%
4	Girish Agarwal	Equity	37,497	33.32%
5	Pawan Agarwal	Equity	37,506	33.33%
	Total		112,510	100%

6th Promoter Group Company: Stitex Global Limited

Details of Current Equity Shareholding

Sl. No	Name of Shareholder (s)	No. of shares	Type of share	Value Per Share	% of holding
1	Namita Agarwal	100,000	Equity	10	9.89%
2	Nitika Agarwal	100,000	Equity	10	9.89%
3	Shri Ramesh Chandra Agarwal	99,900	Equity	10	9.88%
4	Pawan Agarwal	99,900	Equity	10	9.88%
5	Girish Agarwal	100,000	Equity	10	9.89%
6	Sudhir Agarwal	99,900	Equity	10	9.88%
7	Jyoti Agarwal	100,100	Equity	10	9.90%
	Total	699,800			69.20%

8	Sudhir Agarwal (HUF)	100,000	Equity	10	9.89%
9	Girish Agarwal (HUF)	100,000	Equity	10	9.89%
10	Pawan Agarwal (HUF)	100,000	Equity	10	9.89%
11	Ramesh Chandra Agarwal (HUF)	11,309	Equity	10	1.12%
12	Ravi Sawla	100	Equity	10	0.01%
13	Manoj Garg	100	Equity	10	0.01%
	Total	311,509			30.80%

	Grand Total	1,011,309			100%
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Proposed Transfer of Shares by Shri RCA

Sr	Name of recipient of shares	Type of Share	No. of Shares to be transferred by Shri RCA
1	Pawan Agarwal	Equity	33,367
2	Girish Agarwal	Equity	33,267
3	Sudhir Agarwal	Equity	33,266
	Total		99,900

Post-transfer shareholding

Sr	Share Holder Name	Type of Share	Post transfer shareholding	% Holding post transfer
1	Namita Agarwal	Equity	100,000	9.89%
2	Nitika Agarwal	Equity	100,000	9.89%
3	Shri Ramesh Chandra Agarwal	Equity	-	0.00%
4	Pawan Agarwal	Equity	133,267	13.18%
5	Girish Agarwal	Equity	133,267	13.18%
6	Sudhir Agarwal	Equity	133,166	13.17%
7	Jyoti Agarwal	Equity	100,100	9.90%
	Total		699,800	69.20%

8	Sudhir Agarwal (HUF)	Equity	100,000	9.89%
9	Girish Agarwal (HUF)	Equity	100,000	9.89%
10	Pawan Agarwal (HUF)	Equity	100,000	9.89%
11	Ramesh Chandra Agarwal (HUF)	Equity	11,309	1.12%
12	Ravi Sawla	Equity	100	0.01%
13	Manoj Garg	Equity	100	0.01%
	Total		311,509	30.80%

	Grand Total	1,011,309	100.00%
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