

21st May, 2012

Chief General Manager
Corporation Finance Department
Division of Corporate Restructuring
Securities & Exchange Board of India
SEBI Bhavan, Plot No. C4-A, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051



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

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").

A. BACKGROUND

2. D. B. 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.
3. 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 D. B. Corp Ltd.). 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(i) of the Takeover Code. The

enclosed **Schedule 2** gives the family tree of the family members involved in the proposed transfer of shares.

4. 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.
5. As a voluntary and consensual family arrangement, the Agarwal Family members wish to gift / transfer shares of the 6 Companies out of the 7 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.
6. The aggregate shareholding and voting rights of the promoter and Promoter Group Companies in D. B. Corp Ltd. 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

B.1 Exempt transfer under Regulation 10

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) persons named as promoters in the shareholding pattern filed by the target company in terms of the listing agreement or these regulations for not less than three years prior to the proposed acquisition;

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

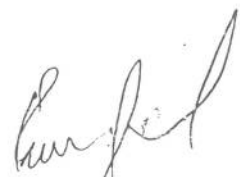
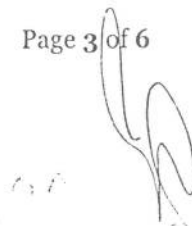
2(1) In these regulations, unless the context otherwise requires ,

“(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 inter se between the promoters, being immediate family members whether directly or indirectly 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 D. B. Corp Ltd.), amongst ‘immediate relatives’ as defined under Regulation 2(l), would qualify as an ‘indirect’ acquisition of shares of D. B. Corp Ltd. from immediate relatives and hence, exempt from the Takeover Code under the exemption provided under Regulation 10(a)(i).



B.2 No trigger of Takeover Code

5. Regulation 5 of the Takeover Code, which applies to indirect acquisition, provides as follows:

"Indirect acquisition of shares or control

(1) For the purposes of regulation 3 and regulation 4, acquisition of shares or voting rights in, or control over, any company or other entity, that would enable any person and persons acting in concert with him to exercise or direct the exercise of such percentage of voting rights in, or control over, a target company, the acquisition of which would otherwise attract the obligation to make a public announcement of an open offer for acquiring shares under these regulations, shall be considered as an indirect acquisition of shares or voting rights in, or control over the target company."

6. Regulation 3 (3) of the Takeover Code provides as follows:

"Substantial acquisition of shares or voting rights

For the purposes of sub-regulation (1) and sub-regulation (2), acquisition of shares by any person, such that the individual shareholding of such person acquiring shares exceeds the stipulated thresholds, shall also be attracting the obligation to make an open offer for acquiring shares of the target company irrespective of whether there is a change in the aggregate shareholding with persons acting in concert." (Emphasis supplied)

7. Based on the provisions of regulations 3 and 5 of the Takeover Code, we understand that a transfer of shares amongst persons acting in concert (as is happening in the present case), which does not result in a change in the *aggregate shareholding* of such persons acting in concert (directly or indirectly) does not trigger the Takeover Code, except as contemplated in sub-regulation (3) of regulation 3, i.e. when the shareholding of an individual entity / person exceeds, individually, any of the thresholds specified in regulations 3 (1) and 3 (2). Therefore, even independent of



the availability of the exemption as set forth above, it is submitted that the provisions of regulations 3 and 5 of the Takeover Code are not triggered in the present fact scenario, *inter alia* for the reasons mentioned below.

8. In the instant case, none of the individual entity / person will exceed these threshold limits. Further, the composition of the board of directors of the Promoter Group Companies is not being changed on account of this restructuring, and there are no additional rights which are being provided to anyone in the Promoter Group Companies on account of this restructuring. Therefore, the aforesaid alignment of shareholding in the Promoter Group Companies does not enable any of them, individually, to exercise or direct the exercise of the manner in which the Promoter Group Companies would vote or act with respect to their investment in D. B. Corp Ltd. Further, the aggregate shareholding and voting rights of the promoters and promoter group in the Company will not change on account of the aforesaid restructuring. In any case, it may be noted that the above transfers would not have triggered any open offer obligations even if they had been undertaken directly with respect to shares of the Company.

C. CLARIFICATIONS SOUGHT

1. Based on the above facts, we seek your interpretive letter with respect to whether the restructuring of the shareholding of the Promoter Group Companies, as set out above and as detailed in **Schedule 3** hereto, would attract any obligations to make an open offer pursuant to the provisions 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, I request that the name of the Company i.e. D. B. Corp Ltd., the Promoter Group Companies and individuals may be redacted and kept confidential.

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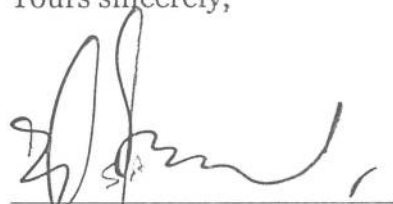
If any additional information is required in relation to the opinion as sought above, we request you to kindly communicate at the following address:

Attn.: Mr. P. G. Mishra, Group CFO
D. B. Corp Ltd.
501, 5th Floor, Naman Corporate Link,
Opp. Dena Bank, C-31, G-Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051

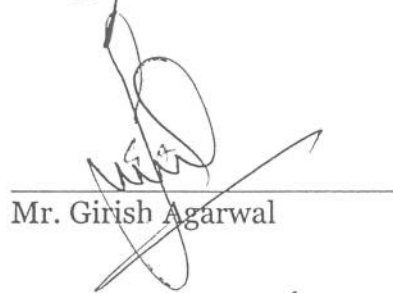
We thank you in advance for your time in considering this application and look forward to hearing from you and receiving your interpretive letter in relation to the above.

Enclosed herewith is a demand draft of Rs. 25,000/- drawn on State Bank of India, Portuguese Church, Dadar, Mumbai 400 028 Branch, in your favour, towards the fees as specified under the Scheme.

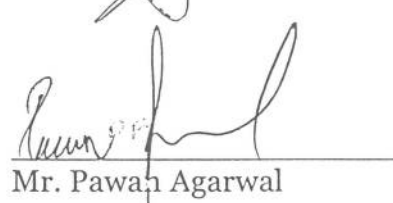
Yours sincerely,



Mr. Sudhir Agarwal



Mr. Girish Agarwal



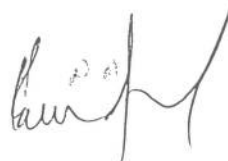
Mr. Pawan Agarwal

Encl: a/a

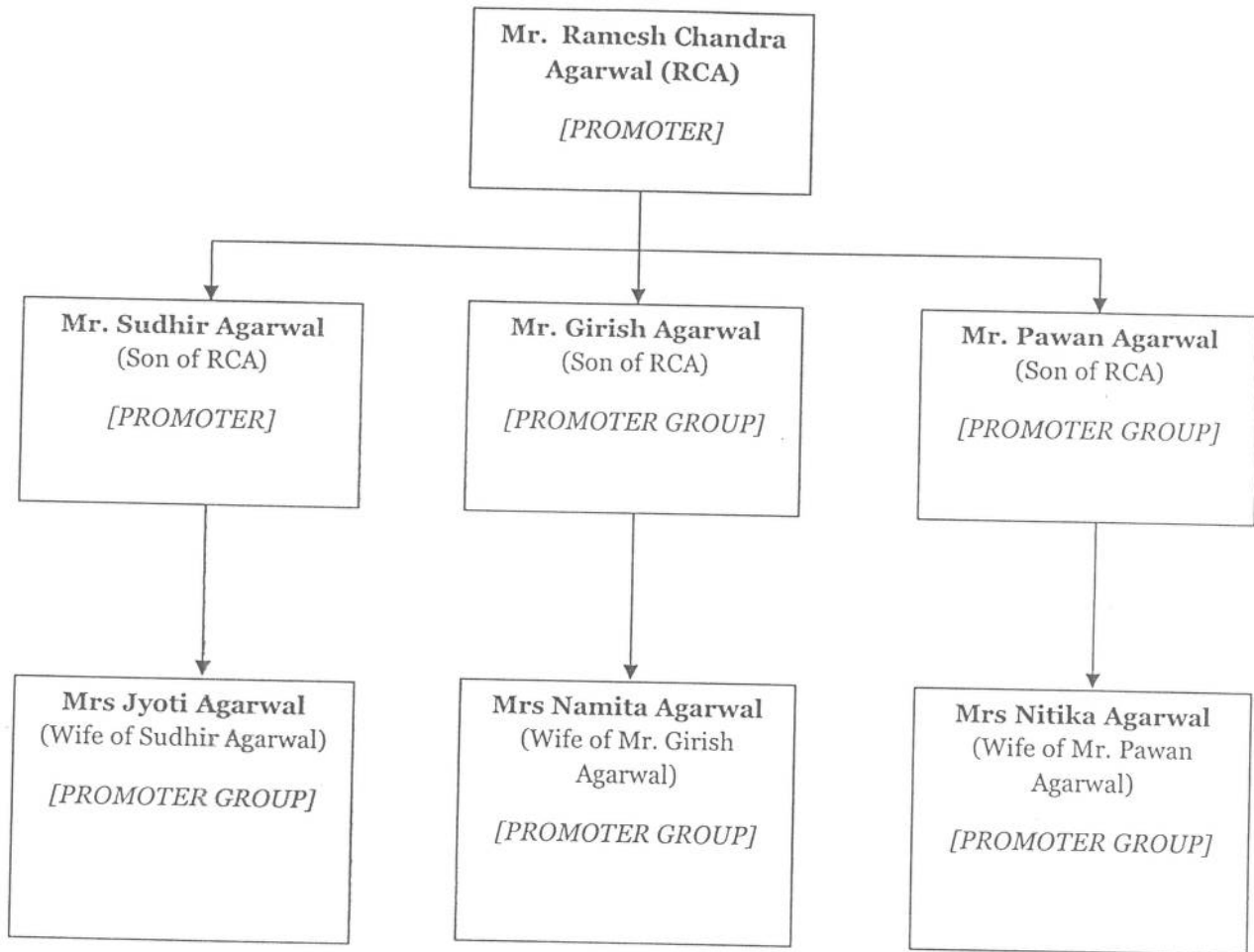
Schedule 1

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



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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	1,56,850	10	9.88%
2	Girish Agarwal	Equity	1,48,850	10	9.38%
3	Sudhir Agarwal	Equity	1,56,505	10	9.86%
4	Jyoti Agarwal	Equity	1,50,100	10	9.46%
5	Namita Agarwal	Equity	1,50,000	10	9.45%
6	Nitika Agarwal	Equity	1,50,100	10	9.46%
7	Pawan Agarwal	Equity	1,50,100	10	9.46%
	Total		10,62,505		66.93%

8	Bhaskar Multinet Limited	Equity	1,50,000	10	9.45%
9	S.A. Trading and Investment Private Ltd	Equity	1,50,000	10	9.45%
10	Writers and Publishers Private Ltd	Equity	1,50,000	10	9.45%
11	Chambal Tradings Pvt Ltd	Equity	75,000	10	4.72%
	Total		5,25,000		33.07%

	Grand Total		15,87,505		100.00%
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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	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		1,56,850

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	2,04,168	12.86%
3	Sudhir Agarwal	Equity	2,04,069	12.85%
4	Jyoti Agarwal	Equity	1,50,100	9.46%
5	Namita Agarwal	Equity	1,50,000	9.45%
6	Nitika Agarwal	Equity	1,50,100	9.46%
7	Pawan Agarwal	Equity	2,04,068	12.85%
	Total		10,62,505	66.93%

8	Bhaskar Multinet Limited	Equity	1,50,000	9.45%
9	S.A. Trading and Investment Private Ltd	Equity	1,50,000	9.45%
10	Writers and Publishers Private Ltd	Equity	1,50,000	9.45%
11	Chambal Tradings Pvt Ltd	Equity	75,000	4.72%
	Total		5,25,000	33.07%

	Grand Total		15,87,505	100.00%
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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	1,70,500	10/-	42.15%
4	Ramesh Chandra Agarwal	Equity	2,30,000	10/-	56.86%
5	Pawan Agarwal	Equity	-	10/-	0.00%
Total			4,04,500		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	1,34,833	-
Total shares to be transferred			2,30,000	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	1,34,834	33.33%
3	Namita Agarwal	Equity	1,30,933	32.37%
4	Ramesh Chandra Agarwal	Equity	-	0.00%
5	Pawan Agarwal	Equity	1,34,833	33.33%
Total			4,04,500	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		1,02,520		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		1,02,520	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	1,28,000	10/-	62.75%
5	Pawan Agarwal	Equity	-		0
	Total		2,04,000		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		1,28,000	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		2,04,000	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		1,12,520		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		1,12,510	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	1,00,000	Equity	10	9.89%
2	Nitika Agarwal	1,00,000	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	1,00,000	Equity	10	9.89%
6	Sudhir Agarwal	99,900	Equity	10	9.88%
7	Jyoti Agarwal	1,00,100	Equity	10	9.90%
	Total	6,99,800			69.20%

8	Sudhir Agarwal (HUF)	1,00,000	Equity	10	9.89%
9	Girish Agarwal (HUF)	1,00,000	Equity	10	9.89%
10	Pawan Agarwal (HUF)	1,00,000	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	3,11,509			30.80%

Grand Total	10,11,309			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	1,00,000	9.89%
2	Nitika Agarwal	Equity	1,00,000	9.89%
3	Shri Ramesh Chandra Agarwal	Equity	-	0.00%
4	Pawan Agarwal	Equity	1,33,267	13.18%
5	Girish Agarwal	Equity	1,33,267	13.18%
6	Sudhir Agarwal	Equity	1,33,166	13.17%
7	Jyoti Agarwal	Equity	1,00,100	9.90%
	Total		6,99,800	69.20%

8	Sudhir Agarwal (HUF)	Equity	1,00,000	9.89%
9	Girish Agarwal (HUF)	Equity	1,00,000	9.89%
10	Pawan Agarwal (HUF)	Equity	1,00,000	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		3,11,509	30.80%

Grand Total	10,11,309	100.00%
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कम्प्यूटर द्वारा मुद्रित होने पर ही वैध
VALID ONLY IF COMPUTER PRINTED

केवल छः महिनों के लिये ही वैध
VALID FOR SIX MONTHS ONLY

भारतीय स्टेट बैंक
State Bank of India

रु. Rs. 50,000/- एवं अधिक के लिखत दो अधिकारियों द्वारा हस्ताक्षरित होने पर ही वैध है।
INSTRUMENTS FOR RS. 50,000/- & ABOVE ARE NOT VALID UNLESS SIGNED BY TWO OFFICERS

बैंकर्स चेक
BANKERS CHEQUE

दिनांक / DATE: 21/05/2012

Key: VEDMEQ

Sr. No: 359810

PAY SECURITIES & EXCHANGE BOARD OF INDIA*****

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RUPEES

TWO	FIVE	ZERO	ZERO	ZERO
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PAISE ZERO ONLY

रुRs 250000 पै Ps 0000

AMOUNT BELOW 25001(2/5)

अदा करें।

हस्ते भारतीय स्टेट बैंक
For STATE BANK OF INDIA

जारी करने वाली शाखा
Issuing Branch: SBI - DADAR WEST
कोड क्र/ Code No: 30355
Tel No. 22000-243071

KOI 000173544159

Key: VEDMEQ Sr. No: 359810

प्राधिकृत हस्ताक्षरकर्ता / AUTHORISED SIGNATORY
(हस्ताक्षर नमूना क्र० / S.S. NO.)

अनिल आर. शाक्यवार
ANIL R. SHAKYAWAR

शाखा प्रबंधक / BRANCH MANAGER
S-19736 (हस्ताक्षर नमूना क्र० / S.S. NO.)

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