

Diwakar Viniyog Private Limited

CIN : U24246WB1984PTC037090

Regd. Office :
687, Anandapur, E. M. Bypass, 2nd Floor
Kolkata - 700 107 Phone : 6613 6264
E-mail : panemamics @emamigroup.com

Date: 21.04.2020

The Secretary

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra(E)
Mumbai - 400 051

The Secretary

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Secretary

The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001

The Company Secretary

Emami Limited
687, Anandapur
EM Bypass
Kolkata - 700 107

Dear Sir,

Sub: Disclosure under Regulation 31(1) & 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 along with the disclosure of reason for encumbrance

Please find enclosed herewith disclosure in terms of Regulation 31(1) & 31(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Further, Pursuant to the SEBI Circular no. SEBI/HO/CFO/DCRI/CIR/P/2019/90 dated August 07, 2019, we are enclosing disclosure of reasons for encumbrance by the promoters and promoter group in respect of shares of Emami Limited.

The same may please be taken on record and suitably disseminated to all concerned.

This is for your information & record.

Thanking you,

Yours faithfully,

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory

On Behalf of himself, Promoter & Promoter Group Persons/ Persons Acting in Concert

Place: Kolkata

Encl: a/a

Disclosure by the Promoter (s) to the Stock Exchanges and to the Target Company for pledge of shares, in terms of Regulation 31(1) & 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Name of the Target company (TC)				Emami Limited									
Names of the Stock Exchanges where the shares of the target company are listed				National Stock Exchange of India Limited BSE Ltd. The Calcutta Stock Exchange Limited									
Date of reporting				21.04.2020									
Name of the promoter or PAC on whose shares encumbrance has been created/ released / invoked				Diwakar Viniyog Private Limited									
Details of the creation/ invocation /release of encumbrance:													
Name of the Promoter (s) or PACs with him(*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation (2)+(3) / release [(2)-(3)] / invocation [(2)-(3)]}	
	Number	% of total Share Capital	Number	% of total Share Capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of Encumbrance (Pledge/Lein/ Non disposal/Undertaking /Others)	Reason for encumbrance	Number	% of share capital	Name of the entity in whose favour shares encumbered	Number	% of Total share capital
Suraj Viniyog Pvt Ltd	2,00,05,848	4.4242	1,95,72,428	4.3284	Release	20.04.2020	Release of Pledged Shares	Release of Pledged Shares as per agreement with lender	60,00,000	1.3269	IDBI Trusteeship Services Ltd. (Trustee) and Credit Suisse AG-Singapore Branch (Lender)	1,35,72,428	3.0015
Suraj Viniyog Pvt Ltd	2,00,05,848	4.4242	1,35,72,428	3.0015	Creation	20.04.2020	Pledge	Pledge of securities as per agreement with lender	60,00,000	1.3269	IDBI Trusteeship Services Ltd. (Trustee), Dazbog Holdings EFC Limited (Lender)	1,95,72,428	4.3284
Diwakar Viniyog Pvt. Ltd.	4,95,33,849	10.9543	4,94,51,520	10.9361	Release	20.04.2020	Release of Pledged Shares	Release of Pledged Shares as per agreement with lender	30,00,000	0.6634	IDBI Trusteeship Services Ltd. (Trustee) and Credit Suisse AG-Singapore Branch (Lender)	5,24,51,520	11.5995
Diwakar Viniyog Pvt. Ltd.	4,95,33,849	10.9543	5,24,51,520	11.5995	Creation	15.04.2020	Pledge	Pledge of securities as per agreement with lender	30,00,000	0.6634	IDBI Trusteeship Services Ltd. (Trustee), Dazbog Holdings EFC Limited (Lender)	4,94,51,520	10.9361

On Behalf of himself, Promoter & Promoter Group Persons/ Persons Acting in Concert

Place: Kolkata

Date: 21.04.2020

For DIWAKAR VINIYOG PRIVATE LIMITED



Director / Authorised Signatory

Annexure "A"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) & 31(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Promoter (s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)					Post event holding of encumbered shares [creation (2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]	
	No. of Shares	% of	% w.r.t diluted share capital (*)	No. of Shares	% of total share capital	Type of event (creation /release /invocation)	Date of creation/ invocation release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking /others)	No. of shares	% of total share capital	No. of Shares	% of Total share capital
ADITYA VARDHAN AGARWAL	1,34,668	0.0298	0.0298	-	-	-	-	-	-	-	-	-
USHA AGARWAL	1,73,096	0.0383	0.0383	-	-	-	-	-	-	-	-	-
RADHE SHYAM AGARWAL	1,95,000	0.0431	0.0431	-	-	-	-	-	-	-	-	-
ROHIN RAJ SUREKA	35,00,000	0.7740	0.7740	35,00,000	0.7740	-	-	-	-	-	35,00,000	0.7740
HARSHA VARDHAN AGARWAL	1,10,266	0.0244	0.0244	-	-	-	-	-	-	-	-	-
VIHAN VARDHAN AGARWAL	1,72,000	0.0380	0.0380	-	-	-	-	-	-	-	-	-
RITU GOENKA	4,54,930	0.1006	0.1006	-	-	-	-	-	-	-	-	-
SOBHNA AGARWAL	6,30,000	0.1393	0.1393	-	-	-	-	-	-	-	-	-
JYOTI AGARWAL	4,88,000	0.1079	0.1079	-	-	-	-	-	-	-	-	-
REYANSH GOENKA	4,07,750	0.0902	0.0902	4,07,750	0.0902	-	-	-	-	-	4,07,750	0.0902
AVISHI SUREKA	14,00,000	0.3096	0.3096	-	-	-	-	-	-	-	-	-
SHRUTI GOENKA	1,96,130	0.0434	0.0434	-	-	-	-	-	-	-	-	-
INDU GOENKA	2,69,700	0.0596	0.0596	-	-	-	-	-	-	-	-	-

For DIWAKAR VINIYOG PRIVATE LIMITED



Director / Authorised Signatory

Name of the Promoter (s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)					Post event holding of encumbered shares [creation (2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]	
	No. of Shares	% of	% w.r.t diluted share capital (*)	No. of Shares	% of total share capital	Type of event (creation /release /invocation)	Date of creation/ invocation release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking /others)	No. of shares	% of total share capital	No. of Shares	% of Total share capital
NIKUNJ GOENKA	2,65,000	0.0586	0.0586	-	-	-	-	-	-	-	-	-
SAROJ GOENKA	2,15,240	0.0476	0.0476	-	-	-	-	-	-	-	-	-
MANSI AGARWAL	1,50,000	0.0332	0.0332	-	-	-	-	-	-	-	-	-
NIMISHA GOENKA	2,44,000	0.0540	0.0540	-	-	-	-	-	-	-	-	-
MANISH GOENKA	1,42,196	0.0314	0.0314	-	-	-	-	-	-	-	-	-
SHREYA GOENKA	2,30,000	0.0509	0.0509	-	-	-	-	-	-	-	-	-
VIDISHREE AGARWAL	80,000	0.0177	0.0177	-	-	-	-	-	-	-	-	-
VIDULA AGARWAL	80,000	0.0177	0.0177	-	-	-	-	-	-	-	-	-
JAYANT GOENKA	1,56,254	0.0346	0.0346	-	-	-	-	-	-	-	-	-
RASHMI GOENKA	1,21,400	0.0268	0.0268	-	-	-	-	-	-	-	-	-
SANTOSH GOENKA	1,15,640	0.0256	0.0256	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA	1,09,900	0.0243	0.0243	-	-	-	-	-	-	-	-	-
RACHANA GOENKA	3,17,700	0.0703	0.0703	3,17,700	0.0703	-	-	-	-	-	3,17,700	0.0703
RICHA AGARWAL	91,722	0.0203	0.0203	-	-	-	-	-	-	-	-	-
JYOTI GOENKA	48,776	0.0108	0.0108	-	-	-	-	-	-	-	-	-
MOHAN GOENKA	61,900	0.0137	0.0137	-	-	-	-	-	-	-	-	-
RACHNA BAGARIA	2,70,000	0.0597	0.0597	-	-	-	-	-	-	-	-	-
YOGESH GOENKA	2,45,400	0.0543	0.0543	-	-	-	-	-	-	-	-	-

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory

Name of the Promoter (s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)					Post event holding of encumbered shares [creation (2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]	
	No. of Shares	% of	% w.r.t diluted share capital (*)	No. of Shares	% of total share capital	Type of event (creation /release /invocation)	Date of creation/ invocation release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking /others)	No. of shares	% of total share capital	No. of Shares	% of Total share capital
REHA GOENKA	2,40,000	0.0531	0.0531	-	-	-	-	-	-	-	-	-
PUJA GOENKA	1,69,398	0.0375	0.0375	-	-	-	-	-	-	-	-	-
ADITYA VARDHAN AGARWAL, KARTA(HUF)	2,04,278	0.0452	0.0452	-	-	-	-	-	-	-	-	-
HARSH VARDHAN AGARWAL, KARTA (HUF)	1,72,000	0.0380	0.0380	-	-	-	-	-	-	-	-	-
MOHAN GOENKA, KARTA (HUF)	1,74,000	0.0385	0.0385	-	-	-	-	-	-	-	-	-
MANISH GOENKA, KARTA (HUF)	1,74,000	0.0385	0.0385	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA, KARTA (HUF)	1,74,000	0.0385	0.0385	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA	1,90,000	0.0420	0.0420	-	-	-	-	-	-	-	-	-
ASHISH GOENKA	1,30,000	0.0287	0.0287	-	-	-	-	-	-	-	-	-
LAXMI DEVI BAJORIA	1,43,000	0.0316	0.0316	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA, KARTA (HUF)	74,000	0.0164	0.0164	-	-	-	-	-	-	-	-	-
JAYANT GOENKA, KARTA (HUF)	74,000	0.0164	0.0164	-	-	-	-	-	-	-	-	-
ASHISH GOENKA, KARTA (HUF)	74,000	0.0164	0.0164	-	-	-	-	-	-	-	-	-
MADAN LAL AGARWAL	60,000	0.0133	0.0133	-	-	-	-	-	-	-	-	-
PRADEEP AGARWAL	31,150	0.0069	0.0069	-	-	-	-	-	-	-	-	-
KUSUM AGARWAL	37,800	0.0084	0.0084	-	-	-	-	-	-	-	-	-
DIVYA AGARWAL	26,000	0.0057	0.0057	-	-	-	-	-	-	-	-	-
SANGITA AGARWAL	26,000	0.0057	0.0057	-	-	-	-	-	-	-	-	-
SHUBHAM AGARWAL	24,460	0.0054	0.0054	-	-	-	-	-	-	-	-	-

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory

Name of the Promoter (s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)					Post event holding of encumbered shares [creation (2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]	
	No. of Shares	% of	% w.r.t diluted share capital (*)	No. of Shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ invocation release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking / others)	No. of shares	% of total share capital	No. of Shares	% of Total share capital
ABHISHEK AGARWAL	24,000	0.0053	0.0053	-	-	-	-	-	-	-	-	-
DHIRAJ AGARWAL	16,750	0.0037	0.0037	-	-	-	-	-	-	-	-	-
VISHAL AGARWAL	8,200	0.0018	0.0018	-	-	-	-	-	-	-	-	-
SUMANGAL AGARWAL	8,200	0.0018	0.0018	-	-	-	-	-	-	-	-	-
SUNTRACK COMMERCE PRIVATE LIMITED	4,91,34,107	10.8659	10.8659	4,88,87,372	10.8113	-	-	-	-	-	4,88,87,372	10.8113
BHANU VYAPAAR PRIVATE LIMITED	4,37,65,902	9.6787	9.6787	4,22,79,992	9.3501	-	-	-	-	-	4,22,79,992	9.3501
RAVIRAJ VINIYOG PRIVATE LIMITED	2,14,56,984	4.7452	4.7452	2,12,49,000	4.6992	-	-	-	-	-	2,12,49,000	4.6992
TMT VINIYOGAN LIMITED	30,33,160	0.6708	0.6708	29,28,200	0.6476	-	-	-	-	-	29,28,200	0.6476
PRABHAKAR VINIYOG PRIVATE LIMITED	2,04,91,492	4.5316	4.5316	2,02,35,136	4.4750	-	-	-	-	-	2,02,35,136	4.4750
EMAMI PAPER MILLS LTD	9,33,000	0.2063	0.2063	-	-	-	-	-	-	-	-	-
EMAMI CAPITAL MARKETS LTD	84,000	0.0186	0.0186	-	-	-	-	-	-	-	-	-
EMAMI FRANK ROSS LIMITED	10,000	0.0022	0.0022	-	-	-	-	-	-	-	-	-
AMITABH GOENKA	5,71,496	0.1264	0.1264	-	-	-	-	-	-	-	-	-

For DIWAKAR VINIYOG PRIVATE LIMITED

Director / Authorised Signatory

Name of the Promoter (s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)					Post event holding of encumbered shares [creation (2)+(3)] / release [(2)-(3)] / invocation [(2)-(3)]	
	No. of Shares	% of	% w.r.t diluted share capital (*)	No. of Shares	% of total share capital	Type of event (creation / release / invocation)	Date of creation/ invocation release of encumbrance	Type of encumbrance (pledge/ lien/ non disposal undertaking / others)	No. of shares	% of total share capital	No. of Shares	% of Total share capital
AMITABH GOENKA, KARTA (HUF)	74,000	0.0164	0.0164	-	-	-	-	-	-	-	-	-
SMRITI AGARWAL	3,34,000	0.0739	0.0739	2,40,000	0.0531	-	-	-	-	-	2,40,000	0.0531
RAJ KUMAR GOENKA	2,97,964	0.0659	0.0659	2,97,964	0.0659	-	-	-	-	-	2,97,964	0.0659
RADHE SHYAM GOENKA	3,92,076	0.0867	0.0867	3,92,076	0.0867	-	-	-	-	-	3,92,076	0.0867
SACHIN GOENKA	7,17,000	0.1586	0.1586	7,17,000	0.1586	-	-	-	-	-	7,17,000	0.1586
SASWAT GOENKA	5,80,000	0.1283	0.1283	5,80,000	0.1283	-	-	-	-	-	5,80,000	0.1283
VIBHASH VARDHAN AGARWAL	5,73,478	0.1268	0.1268	5,73,478	0.1268	-	-	-	-	-	5,73,478	0.1268
MANAN GOENKA	5,65,000	0.1249	0.1249	5,65,000	0.1249	-	-	-	-	-	5,65,000	0.1249
DEVARSH GOENKA	4,07,750	0.0902	0.0902	4,07,750	0.0902	-	-	-	-	-	4,07,750	0.0902
DARSH GOENKA	5,65,000	0.1249	0.1249	5,65,000	0.1249	-	-	-	-	-	5,65,000	0.1249
ADVAY GOENKA	5,54,000	0.1225	0.1225	5,54,000	0.1225	-	-	-	-	-	5,54,000	0.1225
CHIKKY GOENKA	3,71,700	0.0822	0.0822	3,71,700	0.0822	-	-	-	-	-	3,71,700	0.0822
PRITI A SUREKA	1,16,09,702	2.5675	2.5675	1,15,00,000	2.5432	-	-	-	-	-	1,15,00,000	2.5432

On behalf of himself, Promoter & Promoter Group Persons/Persons Acting in Concert

Place: Kolkata

Date : 21.04.2020

(Santinath Paul)
Signature

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory

Annexure-II

Name of listed Company	EMAMI LIMITED
Name of the recognized stock exchanges where the shares Of the Company are listed	The National Stock Exchange of India Ltd. BSE Limited The Calcutta Stock Exchange Limited
Name of the promoter(s)/PACs whose shares have been Encumbered	Diwakar Viniyog Private Limited Suraj Viniyog Private Limited
Total promoter shareholding in the listed Company	No. of Shares-23,9393,412 % of total Share Capital-52.94%
Encumbered shares as a % of promoter shareholding	94.23
Whether encumbered share is 50% or more of promoter Shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory

Signature of Authorised Signatory:

Place: Kolkata

Date: 21.04.2020

DETAILS OF ALL EXISTING EVENTS / AGREEMENTS PERTAINING TO ENCUMBRANCES

Encumbrance 1 (Date of creation of encumbrance: _____)	Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)	No. and % of shares encumbered		Name of the entity in whose favour shares encumbered (X)	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity. (YES/NO)	Specific details		Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating (YES/NO) If yes, 1. Name of the issuer 2. Details of th debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit rating of the debt instrument 5. ISIN of the instrument	Value of shares on the date of event / agreement (A) (Rupees in Crores)	Amount involved (against which shares have been encumbered) (B) (Rupees in Crores)	Ratio of A / B	End use of Money Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc. (a) Any other reason (please specify)	Remarks
		No. of Shares : % of total share capital :	No of shares %age of toal share capital			Listed company and its group companies (if any) 1) Other entities (if any) 1)							
20.04.2020	Pledge	3000000	0.6634	IDBI Trusteeship Services Ltd. (Trustee), Dazbog Holdings EFC Limited (Lender)	No, Trustee	Diwakar Viniyog Private Limited (Pledgor) & Midkot Investments Pvt. Ltd, Sundew Finance Pvt. Ltd, Emami Frankross Ltd (Borrower)	Yes, 1. Sundew Finance Private Limited (125 nos.), Midkot Investments Private Limited (100 nos.), Emami Frankross Limited (150 nos.), (Issuer) 2. 375 Unrated Unlisted Non Convertible Debentures of Rs. 1,00,00,000/- each 3. No 4. No 5. In process	62.91	62.91	1	Repayment of existing loan	Pledge of shares for fresh loan	
20.04.2020	Pledge	6000000	1.3269	IDBI Trusteeship Services Ltd. (Trustee), Dazbog Holdings EFC Limited (Lender)	No, Trustee	Suraj Viniyog Private Limited (Pledgor) & Midkot Investments Pvt. Ltd, Sundew Finance Pvt. Ltd, Emami Frankross Ltd (Borrower)	Yes, 1. Sundew Finance Private Limited (125 nos.), Midkot Investments Private Limited (100 nos.), Emami Frankross Limited (150 nos.), (Issuer) 2. 375 Unrated Unlisted Non Convertible Debentures of Rs. 1,00,00,000/- each 3. No 4. No 5. In process	125.82	125.82	1	Repayment of existing loan	Pledge of shares for fresh loan	

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory