

DIWAKAR FINVEST PRIVATE LIMITED
(FORMERLY SNEHA ENCLAVE PVT. LTD.)

CIN : U70101WB1996PTC081001

Regd. Office :
687, Anandapur, E. M. Bypass, 2nd Floor
Kolkata - 700 107 Phone : 6613.6264
E-mail : panemamics @emamigroup.com

Date: 14.02.2023

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 Company Secretary

Emami Limited
687, Anandapur
EM Bypass
Kolkata - 700 107

Dear Sir,

Sub: Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find enclosed herewith disclosure in terms of Regulation 31(1) 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 Finvest Private Limited
(Formerly Sneha Enclave Private Limited)

Santinath Paul
(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) 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.								
Date of reporting					14-02-2023								
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)								
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 Pledge	Number	% of share capital	Name of the entity in whose favour shares encumbered	Number	% of Total share capital
Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	9,86,67,956	22.37	4,83,22,579	10.95	Pledge	10.02.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	1,25,000	0.03	TATA Capital Financial Services Ltd (Lender)	4,84,47,579	10.98
Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited)	10,57,20,226	23.96	3,94,14,885	8.93	Pledge	13.02.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	1,50,000	0.03	Deutsche Investments India Pvt. Ltd. (Lender)	3,95,64,885	8.97
Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited)	10,57,20,226	23.96	3,95,64,885	8.97	Pledge	13.02.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	1,38,000	0.03	Infina Finance Pvt Ltd (Lender)	3,97,02,885	9.00
Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	9,86,67,956	22.37	4,84,47,579	10.98	Pledge	13.02.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	1,83,000	0.04	IDBI Trusteeship Services Ltd.(Trustee) IL & FS Infrastructure Debt Fund.(Lender)	4,86,30,579	11.02
Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	9,86,67,956	22.37	4,86,30,579	11.02	Pledge	13.02.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	55,000	0.01	IDBI Trusteeship Services Ltd.(Trustee) IL & FS Infrastructure Debt Fund.(Lender)	4,86,85,579	11.04
Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	9,86,67,956	22.37	4,86,85,579	11.04	Pledge	13.02.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	2,80,000	0.06	TATA Capital Financial Services Ltd (Lender)	4,89,65,579	11.10

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 Pledge	Number	% of share capital	Name of the entity in whose favour shares encumbered	Number	% of Total share capital
Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	9,86,67,956	22.37	4,89,65,579	11.10	Pledge	13.02.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	50,000	0.01	Aditya Birla Finance Ltd (Lender)	4,90,15,579	11.11

**For Diwakar Finvest Pvt. Ltd.
(Formerly Sneha Enclave Pvt.
Ltd.)**

**Santinath Paul
(Authorised Signatory)**

Place: Kolkata
Date : 14.02.2023

The name of Sneha Enclave Private Limited has been changed to Diwakar Finvest Private Limited as per approval of Registrar of Companies, Kolkata dated 31st December, 2022

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
RACHANA GOENKA	3,17,700	0.0720	0.0720	-	-	-	-	-	-	-	-	-
SACHIN GOENKA	7,17,000	0.1625	0.1625	-	-	-	-	-	-	-	-	-
SASHWAT GOENKA	5,80,000	0.1315	0.1315	-	-	-	-	-	-	-	-	-
VIBHASH VARDHAN AGARWAL	5,73,478	0.1300	0.1300	-	-	-	-	-	-	-	-	-
MANAN GOENKA	5,65,000	0.1281	0.1281	-	-	-	-	-	-	-	-	-
DARSH GOENKA	5,65,000	0.1281	0.1281	-	-	-	-	-	-	-	-	-
ADVAY GOENKA	5,54,000	0.1256	0.1256	-	-	-	-	-	-	-	-	-
REYANSH GOENKA	4,07,750	0.0924	0.0924	-	-	-	-	-	-	-	-	-
DEVARSH GOENKA	4,07,750	0.0924	0.0924	-	-	-	-	-	-	-	-	-
RADHE SHYAM GOENKA	3,92,076	0.0889	0.0889	-	-	-	-	-	-	-	-	-
RAJ KUMAR GOENKA	2,97,964	0.0675	0.0675	-	-	-	-	-	-	-	-	-
ROHIN RAJ SUREKA	5,000	0.0011	0.0011	-	-	-	-	-	-	-	-	-
PRITI A SUREKA	1,51,04,702	3.4239	3.4239	-	-	-	-	-	-	-	-	-
CHIKKY GOENKA	3,71,700	0.0843	0.0843	-	-	-	-	-	-	-	-	-
For Diwakar Finvest Pvt. Ltd. (Formerly Sneha Enclave Pvt. Ltd.) Santinath Paul (Authorised Signatory)												

Annexure - II

Name of listed company	EMAMI LIMITED
Name of the recognised stock exchanges where the shares of the company are listed	The National Stock Exchange of India Ltd. BSE Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited)
Total promoter shareholding in the listed company	No. of shares -239393412 % of total share capital -54.27%
Encumbered shares as a % of promoter shareholding	37.05%
Whether encumbered share is 50% or more of promoter shareholding	NO
Whether encumbered share is 20% or more of total share capital	YES

**For Diwakar Finvest Private Limited
(Formerly Sneha Enclave Pvt Ltd)**

**Santinath Paul
(Authorised Signatory)**

Place: Kolkata
Date: 14.02.2023

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 the 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	Remarks
		No. of Shares :	% of total share capital :			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)							
		No of shares	%age of total share capital										
10.02.2023	Pledge	1,25,000	0.0281	TATA Capital Financial Services Ltd	Yes, NBFC	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) (Pledgor)	No	5.12125	2.560625	2	Repayment of existing loans	Pledge of Additional Shares	
13.02.2023	Pledge	1,50,000	0.0337	Deutsche Investments India Pvt. Ltd.	Yes, NBFC	Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited) (Pledgor)	No	5.98575	2.992875	2	Repayment of existing loans	Pledge of Additional Shares	
13.02.2023	Pledge	1,38,000	0.0310	Infina Finance Pvt Ltd	Yes, NBFC	Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited) (Pledgor)	No	5.50689	2.753445	2	Repayment of existing loans	Pledge of Additional Shares	
13.02.2023	Pledge	2,80,000	0.0630	TATA Capital Financial Services Ltd	Yes, NBFC	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) (Pledgor)	No	11.1734	5.5867	2	Repayment of existing loans	Pledge of Additional Shares	
13.02.2023	Pledge	50,000	0.0112	Aditya Birla Finance Ltd	Yes, NBFC	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) (Pledgor)	No	1.99525	0.997625	2	Repayment of existing loans	Pledge of Additional Shares	

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)	Names of all other entities in the agreement Listed company and its group companies (if any) 1) Other entities (if any) 1)	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 the 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	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 :									
13.02.2023	Pledge	55,000	0.0124	IDBI Trusteeship Services Ltd.(Trustee) IL & FS Infrastructure Debt Fund.(Lender)	No, Trustee	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) (Pledgor)	Yes 1. Emami Frankross Limited (Issuer) 2. Issue of upto 220 Unlisted, Rated, Secured, Redeemable & Non-Convertible Debentures of Face value of Rs10,00,000 each 3. No 4. A- stable 5.INE711X07096, INE711X07088	2.194775	1.463183333	1.5	Repayment of existing loans	Pledge of Additional Shares
13.02.2023	Pledge	1,83,000	0.0412	IDBI Trusteeship Services Ltd.(Trustee) IL & FS Infrastructure Debt Fund.(Lender)	No, Trustee	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) (Pledgor)	Yes 1. Emami Frankross Limited (Issuer) 2. Issue of upto 980 Listed, Rated, Secured, Redeemable & Non-Convertible Debentures of Face value of Rs10,00,000 each 3. Yes, Listed on BSE Limited 4. A- stable 5.INE711X07054, INE711X07062 & INE711X07070	7.302615	4.86841	1.5	Repayment of existing loans	Pledge of Additional Shares

For Diwakar Finvest Private Limited
(Formerly Sneha Enclave Pvt Ltd)

Santinath Paul
(Authorised Signatory)

Place: Kolkata
Date: 14.02.2023