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: <u>Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers)</u> <u>Regulations, 2011</u>

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

		February/01/2022-23					
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 Acquisiti	ion 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						
values of the Stock Exchanges where the shares of the target company are insted	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 thePromoter (s) or PACs with	Promoter holding in	the target	Promoter holdi	ng already			Dotail	s of events pertaining to	encumbrance (3)			Post event holding of encum	abered shares
Name of therromoter (s) or FACs with him(*)	5	company (1) encumbered (2) Number % of total Number % of total						{creation (2)+(3) / release [(2)-(3)] / invocation [(2)-(3)]]					
		% of total Share Capital	Number	% of total Share Capital	Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of Encumberance (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 thePromoter (s) or PACs with him(*)	Promoter holding in the target company (1) Promoter holding already encumbered (2)							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 Encumberance (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

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 Post event holding of encumbered Promoter holding Name of the Promoter (s) or PACs with Details of events pertaining to encumbrance (3) Promoter holding in the target company (1) already encumbered (2) shares {creation (2)+(3)] / release [(2)him(**) (3)] / invocation [(2)-(3)]] Type of Type of Date of encumbrance % of % of total event creation/ (pledge/ No. of No. of No. of total % of Total % w.r.t diluted share (creation lien/ Shares share invocation Shares % of No. of Shares shares share share non disposal capital (*) capital /release release of capital capital /invocation) encumbrance undertaking /others) ADITYA VARDHAN AGARWAL 1,34,668 0.0305 0.0305 USHA AGARWAL 1,73,096 0.0392 0.0392 0.0442 RADHE SHYAM AGARWAL 1,95,000 0.0442 0.0250 0.0250 HARSHA VARDHAN AGARWAL 1,10,266 VIHAN VARDHAN AGARWAL 1,72,000 0.0390 0.0390 4,54,930 0.1031 RITU GOENKA 0.1031 SOBHNA AGARWAL 6,30,000 0.1428 0.1428 JYOTI AGARWAL 4,88,000 0.1106 0.1106 --AVISHI SUREKA 14,00,000 0.3174 0.3174 SHRUTI GOENKA 1,96,130 0.0445 0.0445 INDU GOENKA 2,69,700 0.0611 0.0611 NIKUNJ GOENKA 2,65,000 0.0601 0.0601 2,15,240 0.04880.0488 SAROJ GOENKA MANSI AGARWAL 1,50,000 0.0340 0.0340 NIMISHA GOENKA 2,44,000 0.0553 0.0553 MANISH GOENKA 1,42,196 0.0322 0.0322 ---SHREYA GOENKA 2,30,000 0.0521 0.0521 VIDISHREE AGARWAL 80,000 0.0181 0.0181 80,000 0.0181 VIDULA AGARWAL 0.0181 --JAYANT GOENKA 1,56,254 0.0354 0.0354 -RASHMI GOENKA 1.21.400 0.0275 0.0275 SANTOSH GOENKA 1,15,640 0.0262 0.0262 SUSHIL KUMAR GOENKA 1,09,900 0.0249 0.0249 ---93,222 0.0211 RICHA AGARWAL 0.0211 IYOTI GOENKA 48,776 0.0111 0.0111 MOHAN GOENKA 61,900 0.0140 0.0140 RACHNA BAGARIA 2,70,000 0.0612 0.0612 -YOGESH GOENKA 2,45,400 0.0556 0.0556

Name of the Promoter (s) or PACs with him(**)	Promoter holdir	g in the targ	et company (1)	Promoter h already encun		D	etails of events p	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	0.0544	0.0544	-	-	-	-	-	-	-	-	-
PUJA GOENKA	1,69,398	0.0384	0.0384	-	-	-	-	-	-	-	-	-
ADITYA VARDHAN AGARWAL, KARTA(HUF)	2,04,278	0.0463	0.0463	-	-	-	-	-	-	-	-	-
HARSH VARDHAN AGARWAL, KARTA (HUF)	1,72,000	0.0390	0.0390	-	-	-	-	-	-	-	-	-
MOHAN GOENKA, KARTA (HUF)	1,74,000	0.0394	0.0394	-	-	-	-	-	-	-	-	-
MANISH GOENKA, KARTA (HUF)	1,74,000	0.0394	0.0394	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA, KARTA (HUF)	1,74,000	0.0394	0.0394	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA	1,90,000	0.0431	0.0431	-	-	-	-	-	-	-	-	-
ASHISH GOENKA	1,30,000	0.0295	0.0295	-	-	-	-	-	-	-	-	-
LAXMI DEVI BAJORIA	1,43,000	0.0324	0.0324	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA, KARTA (HUF)	74,000	0.0168	0.0168	-	-	-	-	-	-	-	-	-
JAYANT GOENKA, KARTA (HUF)	74,000	0.0168	0.0168	-	-	-	-	-	-	-	-	-

Name of the Promoter (s) or PACs with him(**)	Promoter holdin	g in the targ	et company (1)	Promoter h already encun		D	etails of events p	pertaining to end	cumbrance (S	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	
ASHISH GOENKA, KARTA (HUF)	74,000	0.0168	0.0168	-	-	-	-	-	-	-	-	-	
MADAN LAL AGARWAL	60,000	0.0136	0.0136	-	-	-	-	-	-	-	-	-	
PRADEEP AGARWAL	31,150	0.0071	0.0071	-	-	-	-	-	-	-	-	-	
KUSUM AGARWAL	36,300	0.0082	0.0082	-	-	-	-	-	-	-	-	-	
DIVYA AGARWAL	26,000	0.0059	0.0059	-	-	-	-	-	-	-	-	-	
SANGITA AGARWAL	26,000	0.0059	0.0059	-	-	-	-	-	-	-	-	-	
SHUBHAM AGARWAL	24,460	0.0055	0.0055	-	-	-	-	-	-	-	-	-	
ABHISHEK AGARWAL	24,000	0.0054	0.0054	-	-	-	-	-	-	-	-	-	
DHIRAJ AGARWAL	16,750	0.0038	0.0038	-	-	-	-	-	-	-	-	-	
VISHAL AGARWAL	8,200	0.0019	0.0019	-	-	-	-	-	-	-	-	-	
SUMANGAL AGARWAL	8,200	0.0019	0.0019	-	-	-	-	-	-	-	-	-	
EMAMI PAPER MILLS LTD	9,33,000	0.2115	0.2115	-	-	-	-	-	-	-	-	-	
MIDKOT INVESTMENTS PRIVATE LIMITED	31,17,160	0.7066	0.7066	-	-	-	-	-	-	-	-	-	
EMAMI FRANK ROSS LIMITED	10,000	0.0023	0.0023	-	-	-	-	-	-	-	-	-	
AMITABH GOENKA	5,71,496	0.1295	0.1295	-	-	-	-	-	-	-	-		
AMITABH GOENKA, KARTA (HUF)	74,000	0.0168	0.0168	-	-	-	-	-	-	-	-	-	
SMRITI AGARWAL	3,34,000	0.0757	0.0757	-	-	-	-	-	-	-	-	-	

Name of the Promoter (s) or PACs with him(**)	Promoter holdin	g in the targ	et company (1)	Promoter h already encun	olding nbered (2)	De	etails of events p		umbrance (3	3)	Post event holding of e shares {creation (2)+(3)] (3)] / invocation [/ release [(2)-
	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	lype 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	The National Stock Exchange of India
of the company are listed	Ltd.
	BSE Limited
Name of the promoter(s) / PACs whose shares have been	Diwakar Finvest Private Limited
encumbered	(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	NO
shareholding	
Whether encumbered share is 20% or more of total share	YES
capital	

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

Santinath Paul (Authorised Signatory)

Place: Kolkata Date: 14.02.2023

				1	DETAILS OF AL	LEXISTING EVENTS /	AGREMENTS PERTAINING TO ENCUMB	RANCES				
Encumbrance 1 (Date of creation of encumbrance:)	Type of encumbranc e (pledge, lien, negative lien, non- disposal undertaking etc. or any other covenant, transaction, condition or arrangemen t in the nature of encumbranc e)	No. of 5 % of total sh	ibered Shares :	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 Names of all other entities in the agreement Listed company and its group companies (if any) 1) Other entities (if any) 1)	I other h the 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 ies (if any) (YES/NO) If yes,	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)		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	%age of toa share cpaital	1								
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 Share
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 Share
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 Share
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 Share
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 Share

Encumbrance 1 (Date of creation of encumbrance:)	Type of encumbranc e (pledge, lien, non- disposal undertaking etc. or any other covenant, transaction, condition or arrangemen t in the nature of encumbranc e)	No. and % encum No. of S % of total sh	bered hares :	in whose favour shares	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)	debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide	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
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- sable 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