

# Diwakar Viniyog Private Limited

(FORMERLY : HI-UP COSMETICS & TOILETRIES PVT. LTD.)

CIN : U24246WB1984PTC037090

Regd. Office :  
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Date: 03.05.2019

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**

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.

This is for your information & record.

Thanking you,

Yours faithfully,  
for Diwakar Viniyog Private Limited

Director/Authorized Signatory



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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 encumbrance of shares / #vocation-of-encumbrance/release of encumbrance, in terms of Regulation 3(1) & 3(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target company (TC)		Name of the promoter or PAC on whose shares encumbrance has been created/released/#voked		Date of reporting		Details of events pertaining to encumbrance (3)										Post event holding of encumbered shares {creation (2)+(3) / release [(2)-(3)] / invocation [(2)-(3)]}			
Names of the Stock Exchanges where the shares of the target company are listed		Promoter holding already encumbered (2)		Promoter holding in the target company (1)		Date of creation/		Type of		Reason for encumbrance		Number		Name of the entity		Number		% of Total share capital	
Name of the Promoter (s) or PACs with him(*)	Number	% of total Share Capital	Number	% of total Share Capital	Date of creation/	Type of	Reason for encumbrance	Number	% of	Name of the entity	Number	% of Total share capital	Name of the entity	Number	% of Total share capital				
Bhanu Vyapaar Private Limited	51,045,902	11.2452	37,192,988	8.1935	24.04.2019	Creation	Third Party Pledge	6,500	0.0014	Kotak mahindra Prime Ltd (Lender)	37,199,488	8.1949	Kotak mahindra Prime Ltd (Lender)	37,199,488	8.1949				
Bhanu Vyapaar Private Limited	51,045,902	11.2452	37,199,488	8.1949	30.04.2019	Creation	Third Party Pledge	70,000	0.0154	Tata Capital Financial Services Limited (Lender)	37,269,488	8.2103	Tata Capital Financial Services Limited (Lender)	37,269,488	8.2103				
Bhanu Vyapaar Private Limited	51,045,902	11.2452	37,269,488	8.2103	30.04.20219	Creation	Third Party Pledge	4,155,850	0.9155	IIFL Wealth Management Ltd (Lender)	41,425,338	9.1258	IIFL Wealth Management Ltd (Lender)	41,425,338	9.1258				
Diwakar Viniyog Private Limited	58,633,849	12.9168	30,250,194	6.6640	24.04.2019	Creation	Third Party Pledge	64,700	0.0143	Kotak Mahindra Prime Limited (Lender)	30,314,894	6.6782	Kotak Mahindra Prime Limited (Lender)	30,314,894	6.6782				
Diwakar Viniyog Private Limited	58,633,849	12.9168	30,314,894	6.6782	24.04.2019	Creation	Third Party Pledge	51,000	0.0112	Axis Trustee Services Ltd (Trustee) HDFC Asset Management Company Limited (Lender)	30,365,894	6.6895	Axis Trustee Services Ltd (Trustee) HDFC Asset Management Company Limited (Lender)	30,365,894	6.6895				
Diwakar Viniyog Private Limited	58,633,849	12.9168	30,365,894	6.6895	25.04.2019	Others	Third Party Release	9,000	0.0020	Kotak Mahindra Prime Limited (Lender)	30,356,894	6.6875	Kotak Mahindra Prime Limited (Lender)	30,356,894	6.6875				
Diwakar Viniyog Private Limited	58,633,849	12.9168	30,356,894	6.6875	30.04.2019	Creation	Third Party Pledge	63,000	0.0139	Axis Trustee Services Ltd (Trustee) HDFC Asset Management Company Limited (Lender)	30,419,894	6.7014	Axis Trustee Services Ltd (Trustee) HDFC Asset Management Company Limited (Lender)	30,419,894	6.7014				
Suntrack Commerce Private Limited	58,234,107	12.8287	28,762,280	6.3362	24.04.2019	Creation	Third Party Pledge	82,000	0.0181	Catalyst Trusteeship Ltd (Trustee) Tata Capital Financial services Ltd (Lender)	28,844,280	6.3543	Catalyst Trusteeship Ltd (Trustee) Tata Capital Financial services Ltd (Lender)	28,844,280	6.3543				
Suntrack Commerce Private Limited	58,234,107	12.8287	28,844,280	6.3543	24.04.2019	Creation	Third Party Pledge	70,000	0.0154	Catalyst Trusteeship Ltd (Trustee) Tata Capital Financial services Ltd (Lender)	28,914,280	6.3697	Catalyst Trusteeship Ltd (Trustee) Tata Capital Financial services Ltd (Lender)	28,914,280	6.3697				

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	Date of creation/	Type of	Reason for encumbrance	Number	% of	Name of the entity	Number	% of Total share capital	
Raviraj Viniyog Private Limited	25,096,984	5.5288	11,450,000	2.5224	24.04.2019	Creation	Third Party Pledge	55,000	0.0121	Axis Trustee Services Ltd (Trustee) HDFC Asset Management Company Limited (Lender)	11,505,000	2.5345	
Raviraj Viniyog Private Limited	25,096,984	5.5288	11,505,000	2.5345	24.04.2019	Creation	Third Party Pledge	45,000	0.0099	Axis Trustee Services Ltd (Trustee) HDFC Asset Management Company Limited (Lender)	11,550,000	2.5444	

On Behalf of himself, Promoter & Promoter Group Persons/ Persons Acting in Concert  
Place: Kolkata  
Date: 03.05.2019

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(I) 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
PRITI A SUREKA	11,609,702	2.5576	2.5576	-	-	-	-	-	-	-	-	-
ADITYA VARDHAN AGARWAL	134,668	0.0297	0.0297	-	-	-	-	-	-	-	-	-
USHA AGARWAL	173,096	0.0381	0.0381	-	-	-	-	-	-	-	-	-
RAJ KUMAR GOENKA	297,964	0.0656	0.0656	-	-	-	-	-	-	-	-	-
RADHE SHYAM AGARWAL	195,000	0.0430	0.0430	-	-	-	-	-	-	-	-	-
ROHIN RAJ SUREKA	3,500,000	0.7710	0.7710	-	-	-	-	-	-	-	-	-
HARSHA VARDHAN AGARWAL	110,266	0.0243	0.0243	-	-	-	-	-	-	-	-	-
SASWAT GOENKA	580,000	0.1278	0.1278	-	-	-	-	-	-	-	-	-
SACHIN GOENKA	717,000	0.1580	0.1580	-	-	-	-	-	-	-	-	-
VIBHASH AGARWAL	573,478	0.1263	0.1263	-	-	-	-	-	-	-	-	-
VIHAN VARDHAN AGARWAL	172,000	0.0379	0.0379	-	-	-	-	-	-	-	-	-

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 [(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
ADVAY GOENKA	554,000	0.1220	0.1220	-	-	-	-	-	-	-	-	-
RITU GOENKA	454,930	0.1002	0.1002	-	-	-	-	-	-	-	-	-
RADHE SHYAM GOENKA	392,076	0.0864	0.0864	-	-	-	-	-	-	-	-	-
CHIKKY GOENKA	371,700	0.0819	0.0819	-	-	-	-	-	-	-	-	-
SOBHNA AGARWAL	630,000	0.1388	0.1388	-	-	-	-	-	-	-	-	-
JYOTI AGARWAL	488,000	0.1075	0.1075	-	-	-	-	-	-	-	-	-
DEVARSH GOENKA	407,750	0.0898	0.0898	-	-	-	-	-	-	-	-	-
REYANSH GOENKA	407,750	0.0898	0.0898	-	-	-	-	-	-	-	-	-
AVISHI SUREKA	1,400,000	0.3084	0.3084	-	-	-	-	-	-	-	-	-
SHRUTI GOENKA	196,130	0.0432	0.0432	-	-	-	-	-	-	-	-	-
INDU GOENKA	269,700	0.0594	0.0594	-	-	-	-	-	-	-	-	-
DARSH GOENKA	565,000	0.1245	0.1245	-	-	-	-	-	-	-	-	-

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 [(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
MANAN GOENKA	565,000	0.1245	0.1245	-	-	-	-	-	-	-	-	-
NIKUNJ GOENKA	265,000	0.0584	0.0584	-	-	-	-	-	-	-	-	-
SAROJ GOENKA	215,240	0.0474	0.0474	-	-	-	-	-	-	-	-	-
MANSI AGARWAL	150,000	0.0330	0.0330	-	-	-	-	-	-	-	-	-
NIMISHA GOENKA	244,000	0.0538	0.0538	-	-	-	-	-	-	-	-	-
MANISH GOENKA	142,196	0.0313	0.0313	-	-	-	-	-	-	-	-	-
SHIREYA GOENKA	230,000	0.0507	0.0507	-	-	-	-	-	-	-	-	-
VIDISHREE AGARWAL	80,000	0.0176	0.0176	-	-	-	-	-	-	-	-	-
VIDULA AGARWAL	80,000	0.0176	0.0176	-	-	-	-	-	-	-	-	-
JAYANT GOENKA	156,254	0.0344	0.0344	-	-	-	-	-	-	-	-	-
RASHMI GOENKA	121,400	0.0267	0.0267	-	-	-	-	-	-	-	-	-
SANTOSH GOENKA	115,640	0.0255	0.0255	-	-	-	-	-	-	-	-	-

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/ liens/ non disposal undertaking /others)	No. of shares	% of total share capital	No. of Shares	% of Total share capital	
SUSHIL KUMAR GOENKA	109,900	0.0242	0.0242	-	-	-	-	-	-	-	-	-	
RACHANA GOENKA	317,700	0.0700	0.0700	-	-	-	-	-	-	-	-	-	
RICHA AGARWAL	91,722	0.0202	0.0202	-	-	-	-	-	-	-	-	-	
JYOTI GOENKA	48,776	0.0107	0.0107	-	-	-	-	-	-	-	-	-	
MOHAN GOENKA	61,900	0.0136	0.0136	-	-	-	-	-	-	-	-	-	
RACHNA BAGARIA	270,000	0.0595	0.0595	-	-	-	-	-	-	-	-	-	
YOGESH GOENKA	245,400	0.0541	0.0541	-	-	-	-	-	-	-	-	-	
REHA GOENKA	240,000	0.0529	0.0529	-	-	-	-	-	-	-	-	-	
PUJA GOENKA	169,398	0.0373	0.0373	-	-	-	-	-	-	-	-	-	
ADITYA VARDHAN AGARWAL, KARTA(HUF)	204,278	0.0450	0.0450	-	-	-	-	-	-	-	-	-	
HARSH VARDHAN AGARWAL, KARTA (HUF)	172,000	0.0379	0.0379	-	-	-	-	-	-	-	-	-	

For DIWAKAR VINIYOG PRIVATE LIMITED

Director / Authorised Signatory

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	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
MOHAN GOENKA, KARTA (HUF)	174,000	0.0383	0.0383	-	-	-	-	-	-	-	-	-
MANISH GOENKA, KARTA (HUF)	174,000	0.0383	0.0383	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA, KARTA (HUF)	174,000	0.0383	0.0383	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA	190,000	0.0419	0.0419	-	-	-	-	-	-	-	-	-
ASHISH GOENKA	130,000	0.0286	0.0286	-	-	-	-	-	-	-	-	-
LAXMI DEVI BAJORIA	143,000	0.0315	0.0315	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA, KARTA (HUF)	74,000	0.0163	0.0163	-	-	-	-	-	-	-	-	-
JAYANT GOENKA, KARTA (HUF)	74,000	0.0163	0.0163	-	-	-	-	-	-	-	-	-
ASHISH GOENKA, KARTA (HUF)	74,000	0.0163	0.0163	-	-	-	-	-	-	-	-	-
MADAN LAL AGARWAL	60,000	0.0132	0.0132	-	-	-	-	-	-	-	-	-
PRADEEP AGARWAL	31,150	0.0069	0.0069	-	-	-	-	-	-	-	-	-
KUSUM AGARWAL	37,800	0.0083	0.0083	-	-	-	-	-	-	-	-	-



Name of the Promoter (s) or PACs with hum(**)	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	
DIVYA AGARWAL	26,000	0.0057	0.0057	-	-	-	-	-	-	-	-	-	
SANGITA AGARWAL	26,000	0.0057	0.0057	-	-	-	-	-	-	-	-	-	
SHUBHAM AGARWAL	24,460	0.0054	0.0054	-	-	-	-	-	-	-	-	-	
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	-	-	-	-	-	-	-	-	-	
EMAMI PAPER MILLS LTD	933,000	0.2055	0.2055	-	-	-	-	-	-	-	-	-	
EPL SECURITIES LTD	84,000	0.0185	0.0185	-	-	-	-	-	-	-	-	-	
EMAMI FRANK ROSS LIMITED	10,000	0.0022	0.0022	-	-	-	-	-	-	-	-	-	
AMITABH GOENKA, KARTA (HUF)	74,000	0.0163	0.0163	-	-	-	-	-	-	-	-	-	
TMT VINIYOGAN PRIVATE LIMITED	9,033,160	1.9900	1.9900	-	-	-	-	-	-	1,632,000	0.3595		
SURAJ VINIYOG PRIVATE LTD	23,645,848	5.2091	5.2091	-	-	-	-	-	-	3,856,000	0.8495		
PRABHAKAR VINIYOG PRIVATE LIMITED	24,131,492	5.3161	5.3161	-	-	-	-	-	-	9,409,000	2.0728		

For DIWAKAR VINIYOG PRIVATE LIMITED

Director / Authorised Signatory

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	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	
SMRITI AGARWAL	334,000	0.0736	0.0736	-	-	-	-	-	-	-	51,000	0.0112	
AMITABH GOENKA	3,571,496	0.7868	0.7868	-	-	-	-	-	-	-	3,137,700	0.6912	
On behalf of himself, Promoter & Promoter Group Persons/Persons Acting in Concert													
Place: Kolkata													
Date:03.05.2019													

**For DIWAKAR VINIYOG PRIVATE LIMITED**

  
Director / Authorised Signatory