



**emami\* limited**

Date: 31<sup>st</sup> December, 2019

The Secretary  
The National Stock Exchange of India Ltd.  
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

Dear Sirs,

**Sub: Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 along with the Disclosure of Reason for Encumbrance**

We have received disclosure of reason for encumbrance from our Promoter/Promoter Group vide their letter dated 30.12.2019 as per SEBI Circular No. SEBI/HO/CFO/DCRI/CIR/P/2019/90 dated August 07, 2019 and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011.

Please find enclosed their disclosure in the required format under Regulation 31(1) and Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and record.

Thanking you,

Yours faithfully,

**For Emami Limited**

  
**Ashok Purohit**

**Assistant Company Secretary**

Encl: a/a

# 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: 30.12.2019

The Secretary

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

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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) 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) 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/Authorized Signatory



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

Place: Kolkata

Encl: a/a

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Disclosure by the Promoter (s) to the Stock Exchanges and to the Target Company for Release of shares, in terms of Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Name of the Target company (TC)													
Names of the Stock Exchanges where the shares of the target company are listed													
Date of reporting													
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked													
Details of the creation/invocations/release of encumbrance:													
Name of the Promoter (s) or PACs with him(*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Type of event (creation / release / invocation)	Date of creation/ release/ invocation of encumbrance	Type of Encumbrance (Pledge/Len/ Non disposal/Undertaking /Others)	Reason for encumbrance	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					Number	% of share capital	Name of the entity in whose favour shares encumbered	Number	% of Total share capital
Divakar Viniyog Private Limited	4,95,33,849	10.9121	4,37,29,383	9.6334	Creation	26.12.2019	Pledge	Pledge of shares for availing loan as per agreement with lender	35,00,000	0.7710	IIFL Wealth Management Ltd. (Lender)	4,72,29,383	10.4044
Bhanu Vynpaar Private Limited	4,37,65,902	9.6414	2,97,12,162	5.7744	Creation	26.12.2019	Pledge	Pledge of shares for availing loan as per agreement with lender	35,00,000	0.7710	IIFL Wealth Management Ltd. (Lender)	2,97,12,162	6.5455
Bhanu Vynpaar Private Limited	4,37,65,902	9.6414	2,97,12,162	6.5455	Creation	26.12.2019	Pledge	Pledge of shares for availing loan as per agreement with lender	35,00,000	0.7710	IIFL Wealth Management Ltd. (Lender)	3,32,12,162	7.3165

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On Behalf of himself, Promoter & Promoter Group Persons/ Persons Acting in Concert  
Place: Kolkata  
Date: 30.12.2019

For DIWAKAR VINIYOG PRIVATE LIMITED

*Rouhina*  
Director / Authorized 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) 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/ 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	1,16,09,702	2.5576	2.5576	-	-	-	-	-	-	-	-	-
ADITYA VARDHAN AGARWAL	1,34,668	0.0297	0.0297	-	-	-	-	-	-	-	-	-
USHA AGARWAL	1,73,096	0.0381	0.0381	-	-	-	-	-	-	-	-	-
RAJ KUMAR GOENKA	2,97,964	0.0656	0.0656	-	-	-	-	-	-	-	-	-
RADHE SHYAM AGARWAL	1,95,000	0.0430	0.0430	-	-	-	-	-	-	-	-	-
ROHIN RAJ SUREKA	35,00,000	0.7710	0.7710	-	-	-	-	-	-	-	-	-
HARSHA VARDHAN AGARWAL	1,10,266	0.0243	0.0243	-	-	-	-	-	-	-	-	-
SASWAT GOENKA	5,80,000	0.1278	0.1278	-	-	-	-	-	-	-	-	-
SACHIN GOENKA	7,17,000	0.1580	0.1580	-	-	-	-	-	-	-	-	-
VIBHASH VARDHAN AGARWAL	5,73,478	0.1263	0.1263	-	-	-	-	-	-	-	-	-
VIHAN VARDHAN AGARWAL	1,72,000	0.0379	0.0379	-	-	-	-	-	-	-	-	-
ADWAY GOENKA	5,54,000	0.1220	0.1220	-	-	-	-	-	-	-	-	-
RITU GOENKA	4,54,930	0.1002	0.1002	-	-	-	-	-	-	-	-	-
RADHE SHYAM GOENKA	3,92,076	0.0864	0.0864	-	-	-	-	-	-	-	-	-
CHIKKY GOENKA	3,71,700	0.0819	0.0819	-	-	-	-	-	-	-	-	-
SOBHINA AGARWAL	6,30,000	0.1388	0.1388	-	-	-	-	-	-	-	-	-

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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/ 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
JYOTI AGARWAL	4,88,000	0.1075	0.1075	-	-	-	-	-	-	-	-	-
DEVARSH GOENKA	4,07,750	0.0898	0.0898	-	-	-	-	-	-	-	-	-
REYANSH GOENKA	4,07,750	0.0898	0.0898	-	-	-	-	-	-	-	-	-
AVISHI SUREKA	14,00,000	0.3084	0.3084	-	-	-	-	-	-	-	-	-
SHRUTI GOENKA	1,96,130	0.0432	0.0432	-	-	-	-	-	-	-	-	-
INDU GOENKA	2,69,700	0.0594	0.0594	-	-	-	-	-	-	-	-	-
DARSH GOENKA	5,65,000	0.1245	0.1245	-	-	-	-	-	-	-	-	-
MANAN GOENKA	5,65,000	0.1245	0.1245	-	-	-	-	-	-	-	-	-
NIKUNJ GOENKA	2,65,000	0.0584	0.0584	-	-	-	-	-	-	-	-	-
SAROJ GOENKA	2,15,240	0.0474	0.0474	-	-	-	-	-	-	-	-	-
MANSI AGARWAL	1,50,000	0.0330	0.0330	-	-	-	-	-	-	-	-	-
NIMISHA GOENKA	2,44,000	0.0538	0.0538	-	-	-	-	-	-	-	-	-
MANISH GOENKA	1,42,196	0.0313	0.0313	-	-	-	-	-	-	-	-	-
SHREYA GOENKA	2,30,000	0.0507	0.0507	-	-	-	-	-	-	-	-	-
VIDISHREE AGARWAL	80,000	0.0176	0.0176	-	-	-	-	-	-	-	-	-
VIDULA AGARWAL	80,000	0.0176	0.0176	-	-	-	-	-	-	-	-	-

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For: CHAWAKAR VINIYOG PRIVATE LIMITED

*[Signature]*

Director / Authorised Signatory

Name of the Promoter (s) or PACs with hinc(**)	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/ 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
JAYANT GOENKA	1,56,254	0.0344	0.0344	-	-	-	-	-	-	-	-	-
RASHMI GOENKA	1,21,400	0.0267	0.0267	-	-	-	-	-	-	-	-	-
SANTOSH GOENKA	1,15,640	0.0255	0.0255	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA	1,09,900	0.0242	0.0242	-	-	-	-	-	-	-	-	-
RACHANA GOENKA	3,17,700	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	2,70,000	0.0595	0.0595	-	-	-	-	-	-	-	-	-
YOGESH GOENKA	2,45,400	0.0541	0.0541	-	-	-	-	-	-	-	-	-
REHA GOENKA	2,40,000	0.0529	0.0529	-	-	-	-	-	-	-	-	-
PUJA GOENKA	1,69,398	0.0373	0.0373	-	-	-	-	-	-	-	-	-
ADITYA VARDHAN AGARWAL, KARTA(HUF)	2,04,278	0.0450	0.0450	-	-	-	-	-	-	-	-	-
HARSH VARDHAN AGARWAL, KARTA (HUF)	1,72,000	0.0379	0.0379	-	-	-	-	-	-	-	-	-
MOHAN GOENKA, KARTA (HUF)	1,74,000	0.0383	0.0383	-	-	-	-	-	-	-	-	-
MANISH GOENKA, KARTA (HUF)	1,74,000	0.0383	0.0383	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA, KARTA (HUF)	1,74,000	0.0383	0.0383	-	-	-	-	-	-	-	-	-

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For DIWAKAR VINIYOG PRIVATE LIMITED

*(Signature)*

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
PRASHANT GOENKA	1,90,000	0.0419	-	-	-	-	-	-	-	-	-
ASHISH GOENKA	1,30,000	0.0286	-	-	-	-	-	-	-	-	-
LAXMI DEVI BAJORIA	1,43,000	0.0315	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA, KARTA (HUF)	74,000	0.0163	-	-	-	-	-	-	-	-	-
JAYANT GOENKA, KARTA (HUF)	74,000	0.0163	-	-	-	-	-	-	-	-	-
ASHISH GOENKA, KARTA (HUF)	74,000	0.0163	-	-	-	-	-	-	-	-	-
MADAN LAL AGARWAL	60,000	0.0132	-	-	-	-	-	-	-	-	-
PRADDEEP AGARWAL	31,150	0.0069	-	-	-	-	-	-	-	-	-
KUSUM AGARWAL	37,800	0.0083	-	-	-	-	-	-	-	-	-
DIVYA AGARWAL	26,000	0.0057	-	-	-	-	-	-	-	-	-
SANGITA AGARWAL	26,000	0.0057	-	-	-	-	-	-	-	-	-
SHUBHAM AGARWAL	24,460	0.0054	-	-	-	-	-	-	-	-	-
ABHISHEK AGARWAL	24,000	0.0053	-	-	-	-	-	-	-	-	-
DHIRAJ AGARWAL	16,750	0.0037	-	-	-	-	-	-	-	-	-
VISHAL AGARWAL	8,200	0.0018	-	-	-	-	-	-	-	-	-

For DIWAKAR VINIYOG PRIVATE LIMITED

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*[Signature]*

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
SUMANGAL AGARWAL	8,200	0.0018	0.0018	-	-	-	-	-	-	-	-	-
PRABHAKAR VINIYOG PRIVATE LTD	2,04,91,492	4.5142	4.5142	1,32,47,136.00	2.9183	-	-	-	-	1,32,47,136.00	2.9183	2.9183
SURAJ VINIYOG PRIVATE LIMITED	2,00,05,848	4.4072	4.4072	1,58,15,863	3.4842	-	-	-	-	1,58,15,863	3.4842	3.4842
TMT VINIYOGAN LIMITED	30,33,160	0.6682	0.6682	16,68,000	0.3675	-	-	-	-	16,68,000	0.3675	0.3675
RAVIRAJ VINIYOG PRIVATE LIMITED	2,14,56,984	4.7269	4.7269	1,62,49,000	3.5796	-	-	-	-	1,62,49,000	3.5796	3.5796
SUNTRACK PRIVATE LTD	4,91,34,107	10.8240	10.8240	4,37,94,487.00	9.6477	-	-	-	-	4,37,94,487.00	9.6477	9.6477
EMAMI PAPER MILLS LTD	9,33,000	0.2055	0.2055	-	-	-	-	-	-	-	-	-
EMAMI CAPITAL MARKETS LTD	84,000	0.0185	0.0185	-	-	-	-	-	-	-	-	-
EMAMI FRANK ROSS LIMITED	10,000	0.0022	0.0022	-	-	-	-	-	-	-	-	-
AMITABH GOENKA	5,71,496	0.1259	0.1259	-	-	-	-	-	-	-	-	-
SMRITI AGARWAL	3,34,000	0.0736	0.0736	1,10,000	0.0242	-	-	-	-	1,10,000	0.0242	0.0242
AMITABH GOENKA, KARTA (HUF)	74,000	0.0163	0.0163	-	-	-	-	-	-	-	-	-

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

Place: Kolkata

Date: 30.12.2019

DIWAKAR VINIYOG PRIVATE LIMITED

Director / Authorised Signatory CERTIFIED TO BE TRUE COPY

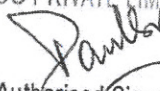




**Annexure - II**

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 The Calcutta Stock Exchange Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Diwakar Viniyog Private Limited Bhanu Vyapaar Private Limited
Total promoter shareholding in the listed company	No. of shares - 239393412 % of total share capital - 52.74%
Encumbered shares as a % of promoter shareholding	71.5667
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

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**Signature of Authorised Signatory:**

Place: Kolkata

Date: 30/12/2019



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.		Names of all other entities in the agreement		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	Value of shares on the date of 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		1)	2)	1. Name of the issuer 2. Details of the debt instrument listed on stock exchanges? 3. Whether the debt instrument is listed on stock exchanges? 4. Credit rating of the debt instrument 5. ISIN of the instrument							
26.12.2019	Pledge	3500000	0.7710	IFL Wealth Management Ltd (Lender)	Yes, a NBFC	Raviraj Viniyog Pvt Ltd (Borrower) & Diwakar Viniyog Private Ltd (Pledgor)	No	106.49	53.24	2.00	Repayment of Group Loan	Pledge of Shares for availing fresh loan as per the agreement with the lender		
26.12.2019	Pledge	3500000	0.7710	IFL Wealth Management Ltd (Lender)	Yes, a NBFC	TMT Viniyog Ltd (Borrower) & Bhanu Vyapaar Private Ltd (Pledgor)	No	106.49	53.24	2.00	Repayment of Group Loan	Pledge of Shares for availing fresh loan as per the agreement with the lender		
26.12.2019	Pledge	3500000	0.7710	IFL Wealth Management Ltd (Lender)	Yes, a NBFC	Sundew Finance Private Ltd (Borrower) & Bhanu Vyapaar Private Ltd (Pledgor)	No	106.49	53.24	2.00	Repayment of Group Loan	Pledge of Shares for availing fresh loan as per the agreement with the lender		

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For DIWAKAR VINIYOG PRIVATE LIMITED

*P. Paul*  
Director / Authorised Signatory

