

Date: 12.05.2020

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) and 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	12.05.2020
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
Diwakar Viniyog Private Limited	4,95,33,849	10.9711	4,73,10,320	10.4786	Creation	11.05.2020	Pledge	Pledge of securities as per agreement with lender	1500000	0.33222903	RBL Bank Limited (Lender)	48810320	10.8108
Prabhakar Viniyog Private Limited	2,04,91,492	4.5386	1,67,86,136	3.7179	Creation	11.05.2020	Pledge	Pledge of securities as per agreement with lender	900000	0.19933742	RBL Bank Limited (Lender)	17686136	3.9172
Bhanu Vyapaar Private Limited	4,37,65,902	9.6935	4,12,35,392	9.1331	Release	11.05.2020	Release	Release of pledged shares as per agreement with lender	30000	0.00664458	Kotak Mahindra Investments Limited (Lender)	41205392	9.1264

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

Place: Kolkata

Date: 12.05.2020

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	0.0432	0.0432	-	-	-	-	-	-	-	-	-
ROHIN RAJ SUREKA	35,00,000	0.7752	0.7752	35,00,000	0.7752	-	-	-	-	-	35,00,000	0.7752
HARSHA VARDHAN AGARWAL	1,10,266	0.0244	0.0244	-	-	-	-	-	-	-	-	-
VIHAN VARDHAN AGARWAL	1,72,000	0.0381	0.0381	-	-	-	-	-	-	-	-	-
RITU GOENKA	4,54,930	0.1008	0.1008	-	-	-	-	-	-	-	-	-
SOBHNA AGARWAL	6,30,000	0.1395	0.1395	-	-	-	-	-	-	-	-	-
JYOTI AGARWAL	4,88,000	0.1081	0.1081	-	-	-	-	-	-	-	-	-
REYANSH GOENKA	4,07,750	0.0903	0.0903	4,07,750	0.0903	-	-	-	-	-	4,07,750	0.0903
AVISHI SUREKA	14,00,000	0.3101	0.3101	-	-	-	-	-	-	-	-	-
SHRUTI GOENKA	1,96,130	0.0434	0.0434	-	-	-	-	-	-	-	-	-
INDU GOENKA	2,69,700	0.0597	0.0597	-	-	-	-	-	-	-	-	-

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	0.0587	0.0587	-	-	-	-	-	-	-	-	-
SAROJ GOENKA	2,15,240	0.0477	0.0477	-	-	-	-	-	-	-	-	-
MANSI AGARWAL	1,50,000	0.0332	0.0332	-	-	-	-	-	-	-	-	-
NIMISHA GOENKA	2,44,000	0.0540	0.0540	-	-	-	-	-	-	-	-	-
MANISH GOENKA	1,42,196	0.0315	0.0315	-	-	-	-	-	-	-	-	-
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	0.0269	0.0269	-	-	-	-	-	-	-	-	-
SANTOSH GOENKA	1,15,640	0.0256	0.0256	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA	1,09,900	0.0243	0.0243	-	-	-	-	-	-	-	-	-
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	0.0598	0.0598	-	-	-	-	-	-	-	-	-
YOGESH GOENKA	2,45,400	0.0544	0.0544	-	-	-	-	-	-	-	-	-

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	0.0532	0.0532	-	-	-	-	-	-	-	-	-
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	0.0381	0.0381	-	-	-	-	-	-	-	-	-
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	0.0421	0.0421	-	-	-	-	-	-	-	-	-
ASHISH GOENKA	1,30,000	0.0288	0.0288	-	-	-	-	-	-	-	-	-
LAXMI DEVI BAJORIA	1,43,000	0.0317	0.0317	-	-	-	-	-	-	-	-	-
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	0.0058	0.0058	-	-	-	-	-	-	-	-	-
SANGITA AGARWAL	26,000	0.0058	0.0058	-	-	-	-	-	-	-	-	-
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	10.8825	10.8825	4,83,37,372	10.7061						4,83,37,372	10.7061
TMT VINIYOGAN PRIVATE LIMITED	30,33,160	0.6718	0.6718	23,28,200	0.5157						23,28,200	0.5157
SURAJ VINIYOG PRIVATE LIMITED	2,00,05,848	4.4310	4.4310	1,95,72,428	4.3350	-	-	-	-	-	1,95,72,428	4.3350
RAVIRAJ VINIYOG PRIVATE LIMITED	2,14,56,984	4.7524	4.7524	2,12,49,000	4.7064	-	-	-	-	-	2,12,49,000	4.7064
EMAMI PAPER MILLS LTD	9,33,000	0.2066	0.2066	-	-	-	-	-	-	-	-	-
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	0.1266	0.1266	-	-	-	-	-	-	-	-	-

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	0.0740	0.0740	2,40,000	0.0532	-	-	-	-	-	2,40,000	0.0532
RAJ KUMAR GOENKA	2,97,964	0.0660	0.0660	2,97,964	0.0660	-	-	-	-	-	2,97,964	0.0660
RADHE SHYAM GOENKA	3,92,076	0.0868	0.0868	3,92,076	0.0868	-	-	-	-	-	3,92,076	0.0868
SACHIN GOENKA	7,17,000	0.1588	0.1588	7,17,000	0.1588	-	-	-	-	-	7,17,000	0.1588
SASWAT GOENKA	5,80,000	0.1285	0.1285	5,80,000	0.1285	-	-	-	-	-	5,80,000	0.1285
VIBHASH VARDHAN AGARWAL	5,73,478	0.1270	0.1270	5,73,478	0.1270	-	-	-	-	-	5,73,478	0.1270
MANAN GOENKA	5,65,000	0.1251	0.1251	5,65,000	0.1251	-	-	-	-	-	5,65,000	0.1251
DEVARSH GOENKA	4,07,750	0.0903	0.0903	4,07,750	0.0903	-	-	-	-	-	4,07,750	0.0903
DARSH GOENKA	5,65,000	0.1251	0.1251	5,65,000	0.1251	-	-	-	-	-	5,65,000	0.1251
ADVAY GOENKA	5,54,000	0.1227	0.1227	5,54,000	0.1227	-	-	-	-	-	5,54,000	0.1227
CHIKKY GOENKA	3,71,700	0.0823	0.0823	1,85,850	0.0412	-	-	-	-	-	1,85,850	0.0412
RACHANA GOENKA	3,17,700	0.0704	0.0704	1,58,850	0.0352	-	-	-	-	-	1,58,850	0.0352
PRITI A SUREKA	1,16,09,702	2.5714	2.5714	70,00,000	1.5504	-	-	-	-	-	70,00,000	1.5504

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

Place: Kolkata

Date : 12.05.2020

For DIWAKAR VINIYOG PRIVATE LIMITED

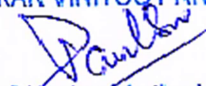

Director / Authorised Signatory

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 The Calcutta Stock Exchange Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Diwakar Viniyog Private Limited Prabhakar Viniyog Private Limited
Total promoter shareholding in the listed company	No. of shares -239393412 % of total share capital -53.02%
Encumbered shares as a % of promoter shareholding	89.95
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

Signature of Authorised Signatory:

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory

Place: Kolkata

Date: 12.05.2020

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)							
11.05.2020	Pledge	1500000	0.3322	RBL Bank Limited	Yes, Scheduled Commercial Bank	Emami Cement Limited (Borrower) & Diwakar Viniyog Pvt. Ltd. (Pledgor)	No	27.20	24.72	1.10	Repayment of existing loan	Pledge of Additional Shares for Existing Loan	
11.05.2020	Pledge	900000	0.1993	RBL Bank Limited	Yes, Scheduled Commercial Bank	Emami Cement Limited (Borrower) & Prabhakar Viniyog Pvt. Ltd. (Pledgor)	No	16.32	12.55	1.30	Repayment of existing loan	Pledge of Additional Shares for Existing Loan	

For DIWAKAR VINIYOG PRIVATE LIMITED


Director / Authorised Signatory