

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: 12.02.2020

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) 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 3(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. The Calcutta Stock Exchange Limited
Date of reporting	12.02.2020
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Diwakar Viniyog Private Ltd

Details of the creation/investor/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/Lein/ 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
Suntrack Commerce Private Limited	4,91,34,107	10.8240	3,90,41,487	8.6007	Creation	10.02.2020	Pledge	Pledge of Additional Securities as per agreement with lender	29,01,400	0.6392	IDBI Trusteeship Services Ltd. (Trustee), J.P Morgan Securities Asia Private Limited (Lender)	4,19,42,887	9.2398
Suntrack Commerce Private Limited	4,91,34,107	10.8240	4,19,42,887	9.2398	Creation	11.02.2020	Pledge	Pledge of Additional Securities as per agreement with lender	1,74,000	0.0383	Standard Chartered Investments and loans (India) Ltd. (Lender)	4,21,16,887	9.2782
Suraj Viniyog Private Limited	2,00,05,848	4.4072	95,72,426	2.1088	Creation	10.02.2020	Pledge	Pledge of securities as per agreement with lender	70,00,000	1.5421	IDBI Trusteeship Services Ltd. (Trustee), J.P Morgan Securities Asia Private Limited (Lender)	1,65,72,426	3.6508
Diwakar Viniyog Private Limited	4,95,33,849	10.9121	4,80,08,083	10.5760	Creation	11.02.2020	Pledge	Pledge of Additional Securities as per agreement with lender	40,000	0.0088	Deutsche Investments India Pvt. Ltd. (Lender)	4,80,48,083	10.5848
Diwakar Viniyog Private Limited	4,95,33,849	10.9121	4,80,48,083	10.5760	Creation	11.02.2020	Pledge	Pledge of Additional Securities as per agreement with lender	10,500	0.0023	Shine Star buildcap-Pvt. Ltd. (Lender)	4,80,58,583	10.5871

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)]	
	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
Prabhakar Viniyog Private Limited	2,04,91,492	4.5142	1,74,38,136	3.8415	Creation	11.02.2020	Pledge	Pledge of Additional Securities as per agreement with lender	40,000	0.0088	Deutsche Investments India Pvt. Ltd. (Lender)	1,74,78,136	3.8504

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

Place: Kolkata

Date: 12.02.2020

FOR PRABHAKAR VINIYOG PRIVATE LIMITED



Director / Authorised Signatory

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/ 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	-	-	-	-	-	-	-	-	-
ADVAY 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	-	-	-	-	-	-	-	-	-
SOBHNA AGARWAL	6,30,000	0.1388	0.1388	-	-	-	-	-	-	-	-	-

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
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	-	-	-	-	-	-	-	-	-

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	
JAYANTI 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	-	-	-	-	-	-	-	-	-	

For DIWAKAR VINAYOG 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
PRASHANT GOENKA	1,90,000	0.0419	0.0419	-	-	-	-	-	-	-	-	-
ASHISH GOENKA	1,30,000	0.0286	0.0286	-	-	-	-	-	-	-	-	-
LAXMI DEVI BAJORIA	1,43,000	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	-	-	-	-	-	-	-	-	-
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	-	-	-	-	-	-	-	-	-

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
SUMANGAL AGARWAL	8,200	0.0018	0.0018	-	-	-	-	-	-	-	-	-
BHANU VYAPAAR PRIVATE LIMITED	4,37,65,902	9.6414	9.6414	3,63,62,162	8.0104	-	-	-	-	-	3,63,62,162	8.0104
TMT VINIYOGAN LIMITED	30,33,160	0.6682	0.6682	12,68,000	0.2793	-	-	-	-	-	12,68,000	0.2793
RAVIRAJ VINIYOG PRIVATE LIMITED	2,14,56,984	4.7269	4.7269	1,62,49,000	3.5796	-	-	-	-	-	1,62,49,000	3.5796
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	-	-	-	-	-	-	-	-	-
SMRITI AGARWAL	3,34,000	0.0736	0.0736	1,50,000	0.0330	-	-	-	-	-	1,50,000	0.0330
AMITABH GOENKA	5,71,496	0.1259	0.1259	-	-	-	-	-	-	-	-	-
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: 12.02.2020

For DWAJAKAR 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	Suntrack Commerce Private Limited Suraj Viniyog Private Limited Diwakar Viniyog Private Limited Prabhakar Viniyog 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	74.4612
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

Signature of Authorised Signatory:

Place: Kolkata

Date: 12/02/2020

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)	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	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									
10.02.2020	Pledge	2901400	0.6352	J.P Morgan Securities Asia Pvt Ltd (Lender)	Yes, NBFC	Emami Capital Markets Limited (Borrower), Midkot Investments Pvt Ltd (Borrower), Emami Realty Ltd (Borrower) & Suntrack Commerce Pvt. Ltd. (Pledgor)	Yes, 1. Emami Capital Markets Limited, Midkot Investments Private Limited and Emami Realty Limited (Issuer) 2. 500 Unrated Unlisted Non Convertible Debentures of Rs. 1,00,00,000/- each 3. No 4. No 5. In process	85.08	85.08	1	Repayment of existing loan	Pledge of Additional Shares for Existing Loan
11.02.2020	Pledge	174000	0.0383	Standard Chartered Investments and loans (India) Ltd. (Lender)	Yes, NBFC	Emami Cement Limited (Borrower) & Suntrack Commerce Pvt. Ltd. (Pledgor)	No	5.10	2.48	2.06	Term loan for refinancing of existing debts of M/s. Emami Cements Limited	Pledge of Additional Shares for Existing Loan
10.02.2020	Pledge	7000000	1.5421	J.P Morgan Securities Asia Pvt Ltd (Lender)	Yes, NBFC	Emami Capital Markets Limited (Borrower), Midkot Investments Pvt Ltd (Borrower), Emami Realty Ltd (Borrower) & Suraj Vinnyog Pvt. Ltd. (Pledgor)	Yes, 1. Emami Capital Markets Limited, Midkot Investments Private Limited and Emami Realty Limited (Issuer) 2. 500 Unrated Unlisted Non Convertible Debentures of Rs. 1,00,00,000/- each 3. No 4. No 5. In process	205.28	205.28	1	Repayment of existing loan	Pledge of Shares for Fresh Loan
11.02.2020	Pledge	40000	0.0088	Deutsche Investments India Pvt. Ltd. (Lender)	Yes, NBFC	Bhanu Vyapaar Limited (Borrower) & Diwakar Vinnyog Pvt. Ltd. (Pledgor)	No	1.17	0.51	2.29	Repayment of loan	Pledge of Additional Shares for Existing Loan

FOR DIWAKAR VINNYOG PRIVATE LIMITED

Director / Authorised Signatory

11.02.2020	Pledge	10500	0.0023	Shine Star buildcap- Pvt. Ltd. (Lender)	Yes, NBFC	Prabhakar Viniyog Private Limited (Borrower) & Diwakar Viniyog Pvt. Ltd. (Pledgor)	No	0.31	0.14	2.21	Repayment of loan	Pledge of Additional Shares for existing Loan
11.02.2020	Pledge	40000	0.0088	Deutsche Investments India Pvt. Ltd. (Lender)	Yes, NBFC	Prabhakar Viniyog Pvt Ltd (Borrower) & Prabhakar Viniyog Pvt. Ltd. (Pledgor)	No	1.17	0.51	2.29	Term lona for repayment of existing loan	Pledge of Additional Shares for existing Loan

For DIWAKAR VINIYOG PRIVATE LIMITED



Director / Authorised Signatory