## CIN: U70101WB1996PTC081001

Date: 16.03.2023

#### 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 along with encumbrance report</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 Authorized Signatory

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

Place: Kolkata Encl: a/a Regd. Office : 687, Anandapur, E. M. Bypass, 2nd Floor Kolkata - 700 107 Phone : 6613.6264 E-mail: panemamics @emamigroup.com

	March/04/2022-23									
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 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									
values of the Stock Exchanges where the shares of the target company are insted	BSE Ltd.									
Date of reporting	16-03-2023									
Name of the promoter or PAC on whose shares encumbrance has been created/ <del>released/invoked</del>	Diwakar Finvest Private Limited (Formerly known as 'Sneha Enclave Private Limited')									

Name of thePromoter (s) or PACs with him(*)	Promoter holding in company (1	0	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
Suraj Finvest Private Limited (Formerly known as 'Sneha Gardens Private Limited')	10,57,20,226	23.96	4,06,01,885	9.20	Pledge	14.03.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	10,000	0.00	Deutsche Investments India Pvt. Ltd. (Lender)	4,06,11,885	9.21
Suraj Finvest Private Limited (Formerly known as 'Sneha Gardens Private Limited')	10,57,20,226	23.96	4,06,11,885	9.21	Pledge	14.03.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	50,000	0.01	Infina Finance Pvt Ltd (Lender)	4,06,61,885	9.22
Suraj Finvest Private Limited (Formerly known as 'Sneha Gardens Private Limited')	10,57,20,226	23.96	4,06,61,885	9.22	Pledge	14.03.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	1,00,000	0.02	DCB Bank Limited (Lender)	4,07,61,885	9.24
Diwakar Finvest Private Limited (Formerly known as 'Sneha Enclave Private Limited')	9,86,67,956	22.37	4,90,46,579	11.12	Pledge	14.03.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	7,00,000	0.16	Bajaj Finance Ltd (Lender)	4,97,46,579	11.28
Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	9,86,67,956	22.37	4,97,46,579	11.28	Pledge	14.03.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	2,00,000	0.05	IDBI Trusteeship Services Ltd.(Trustee) IL & FS Infrastructure Debt Fund.(Lender)	4,99,46,579	11.32
Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	9,86,67,956	22.37	4,99,46,579	11.32	Pledge	14.03.2023	Pledge of Shares	Pledge of Shares as per agreement with lender	3,10,000	0.07	TATA Capital Financial Services Ltd (Lender)	5,02,56,579	11.39

#### For Diwakar Finvest Private Limited

(Formerly known as 'Sneha Enclave Private Limited')

Santinath Paul (Authorised Signatory)

Place: Kolkata Date : 16.03.2023

#### 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 Promoter holding Post event holding of encumbered 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/ No. of No. of No. of (pledge/ lien/ total % of Total % w.r.t diluted share Shares share (creation invocation Shares % of No. of Shares non disposal shares share share capital capital (\*) /release release of undertaking capital capital /invocation) encumbrance /others) ADITYA VARDHAN AGARWAL 1,34,668 0.0305 0.0305 -USHA AGARWAL 1,73,096 0.0392 0.0392 RADHE SHYAM AGARWAL 1,95,000 0.0442 0.0442 HARSHA VARDHAN AGARWAL 1,10,266 0.0250 0.0250 VIHAN VARDHAN AGARWAL 1,72,000 0.0390 0.0390 RITU GOENKA 4,54,930 0.1031 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 2,69,700 INDU GOENKA 0.0611 0.0611 --2,65,000 NIKUNJ GOENKA 0.0601 0.0601 --SAROJ GOENKA 2,15,240 0.0488 0.0488 --\_ ---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 VIDULA AGARWAL 80,000 0.0181 0.0181 AYANT GOENKA 1,56,254 0.0354 0.0354 -RASHMI GOENKA 0.0275 1,21,400 0.0275 SANTOSH GOENKA 1,15,640 0.0262 0.0262 SUSHIL KUMAR GOENKA 1,09,900 0.0249 0.0249 RICHA AGARWAL 93,222 0.0211 0.0211 IYOTI GOENKA 48,776 0.0111 0.0111

Name of the Promoter (s) or PACs with him(**)	Promoter holdir	ıg in the targ	et company (1)	Promoter h already encun		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
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	-	-	-	-	-	-	-	-	-
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 holdir	et 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
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	-	-	-	-	-	-	-	-	-
RACHANA GOENKA	3,17,700	0.0720	0.0720	-	-	-	-	-	-	-	-	-

Name of the Promoter (s) or PACs with him(**)	Promoter holdir		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
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 Private Limit (Formerly known as 'Sneha Enclay												

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	38.02%
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: 16.03.2023

				DET	TAILS OF ALL E	XISTING EVENTS / A	GREMENTS PERTAINING TO ENC	CUMBRANCES				
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. and % encum No. of S % of total sh	bered hares :	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)	<ul> <li>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</li> </ul>	Value of shares on the date of event / agreement (A) (Rupees in Crores)	Amount involved (against which shares have been encumbered) (B) (Rupces 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
		No of shares	%age of toal share cpaital									
14.03.2023	Pledge	3,10,000	0.07	TATA Capital Financial Services Ltd	Yes, NBFC	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) (Borrower & Pledgor)	No	11.47	5.74	2	Repayment of existing loans	Pledge of Additional Share
14.03.2023	Pledge	10,000	0.00	Deutsche Investments India Pvt. Ltd.	Yes, NBFC	Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited) (Borrower & Pledgor)	No	0.37	0.19	2	Repayment of existing loans	Pledge of Additional Share
14.03.2023	Pledge	50,000	0.01	Infina Finance Pvt Ltd	Yes, NBFC	Emami Realty Ltd (Borrower) Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited) (Pledgor)		1.85	0.93	2	Repayment of existing loans	Pledge of Additional Share
14.03.2023	Pledge	50,000	0.01	IDBI Trusteeship Services Ltd.(Trustee) IL & FS Infrastructure Debt Fund.(Lender)	No, Trustee	Emami Frankross Ltd. (Issuer) 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	1.85	1.23	1.5	Repayment of existing loans	Pledge of Additional Share
14.03.2023	Pledge	1,50,000	0.03	IDBI Trusteeship Services Ltd.(Trustee) IL & FS Infrastructure Debt Fund.(Lender)	No, Trustee	Emami Frankross Ltd. (Issuer) Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) (Pledgor)	Yes 1. Emani 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	5.55	3.70	1.5	Repayment of existing loans	Pledge of Additional Share

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. and % encum No. of S % 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)	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) (Rupces 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
14.03.2023	Pledge	1,00,000	0.02	DCB Bank Limited	Yes, Private Sector Scheduled Commercial Bank	Emami Realty Ltd (Borrower) Suraj Finvest Private Limited (Formerly Sneha Gardens Private Limited) (Pledgor)	No	3.70	2.85	1.3	To meet other project related expenses	Pledge of Additional Shares
14.03.2023	Pledge	3,00,000	0.07	Bajaj Finance Limited	Yes, NBFC	Premier Ferro Alloys & Securities Ltd (Borrower) Diwakar Finvest Private Limited (Formerly known as 'Sneha Enclave Private Limited') (Pledgor)	No	11.10	5.55	2	Repayment of existing loans	Pledge of Additional Shares
14.03.2023	Pledge	4,00,000	0.09	Bajaj Finance Limited	Yes, NBFC	Diwakar Finvest Private Limited (Formerly known as 'Sneha Enclave Private Limited') (Borrower & Pledgor)	No	14.80	7.40	2	Repayment of existing loans	Pledge of Additional Shares

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

Santinath Paul (Authorised Signatory)