

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: 18.12.2019

The Secretary

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

The Secretary

The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001

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: Disclosure under Regulation 31(1) and 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/Authorized 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 Release 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) | |
| 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/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/Len/ 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 Vinyog Private Limited | 4,95,33,849 | 10.9121 | 4,23,51,383 | 9.3298 | Creation | 16.12.2019 | Pledge | Pledge of additional shares as per agreement with lender | 88,000 | 0.0194 | Kotak Mahindra Prime Limited. (Lender) | 4,24,39,383 | 9.3492 |
| Diwakar Vinyog Private Limited | 4,95,33,849 | 10.9121 | 4,24,39,383 | 9.3492 | Release | 16.12.2019 | Release of pledged shares | Release of pledged shares as per agreement with lender | 2,50,000 | 0.0551 | DCB Bank Limited. (Lender) | 4,21,89,383 | 9.2941 |

For DIWAKAR VINYOG PRIVATE LIMITED

 Director / Authorised Signatory

On Behalf of himself, Promoter & Promoter Group Persons/ Persons Acting in Concert
 Place: Kolkata
 Date: 18.12.2019

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 |
| 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

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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 / 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 | - | - | - | - | - | - | - | - | - |

For DIWAKAR VNIYOG 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 | |
| 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 | - | - | - | - | - | - | - | - | - |
| 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 |
| BHANU VYAPAAR PRIVATE LTD | 4,37,65,902 | 9.6414 | 9.6414 | 2,62,12,162.00 | 5.7744 | - | - | - | - | 2,62,12,162.00 | 5.7744 | 5.7744 |
| 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 |
| SUNTRACK COMMERCE PRIVATE LTD | 4,91,34,107 | 10.8240 | 10.8240 | 4,37,19,487 | 9.6312 | - | - | - | - | 4,37,19,487 | 9.6312 | 9.6312 |
| 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 |
| EMAMI PAPER MILLS LTD | 9,33,000 | 0.2055 | 0.2055 | - | - | - | - | - | - | - | - | - |
| EMAMI CAPITAL MARKET'S 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 | - | - | - | - | - | - | - | - | - |
| AMITABH GOENKA, KARTA (HUF) | 74,000 | 0.0163 | 0.0163 | - | - | - | - | - | - | 1,10,000 | 0.0242 | 0.0242 |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

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

Place: Kolkata

Date: 18.12.2019

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 |
| Total promoter shareholding in the listed company | No. of shares - 239393412 % of total share capital - 52.74% |
| Encumbered shares as a % of promoter shareholding | 66.5060 |
| 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:

Place: Kolkata

Date: 18/12/2019



| DETAILS OF ALL EXISTING EVENTS / AGREEMENTS PERTAINING TO ENCUMBRANCES | | | | | | | | | | | | |
|--|--|--------------------------------|--------------------------|--|--|--|---|---|--|----------------|--|--|
| Encumbrance ID (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 | | 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 | Remarks |
| | | No. of Shares | % of total share capital | | | Names of all other entities in the agreement Listed company and its group companies (if any) 1) Other entities (if any) 2) | 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 | | | | | |
| 16.12.2019 | Pledge | 88000 | 0.0194 | Kotak Mahindra Prime Limited (Lender) | Yes, NBFC | Emami Realty Ltd (Fka-Emami Infrastructure Limited) (Borrower) & Diwakar Viniyog Private Ltd (Pledgor) | No | 2.69 | 1.35 | 2.00 | Term loan for promoters' contribution in Emami Realty Projects | Pledge of additional Shares as per the agreement with the lender |

For DIWAKAR VINIYOG PRIVATE LIMITED

Director / Authorised Signatory