

SUNTRACK COMMERCE PRIVATE LIMITED

CIN : U15520WB1988PTC045076

Regd. Office :
687, Anandapur, E. M. Bypass, 2nd Floor
Kolkata - 700 107 Phone : 6613 6264
E-mail : panemamics @emamigroup.com

Date: 21.07.2020

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

Please find enclosed herewith disclosure in terms of Regulation 31(1) & 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 SUNTRACK COMMERCE PRIVATE LIMITED


Encl: a/a Director / Authorised Signatory

Place: Kolkata

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)

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)+H(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	
Bhanu Vyapaar Private Limited	4,37,65,902	9.8458	3,15,05,392	7.0876	Release	20.07.2020	Release of Pledged shares	Release of Pledged Shares as per agreement with lender	8450000	1.9010	IDBI Trusteeship Services Ltd. (Trustee) J.P. Morgan Securities Asia Private Limited (Lender)	23055392	5.1867	
Bhanu Vyapaar Private Limited	4,37,65,902	9.8458	2,30,55,392	5.1867	Creation	21.07.2020	Pledge	Pledge of securities as per agreement with lender	11450000	2.5758	Nuvoco Vistas Corporation Limited (Pledgee)	34505392	7.7625	
Suntrack Commerce Private Limited	4,91,34,107	11.0535	4,29,30,372	9.6578	Release	20.07.2020	Release of pledged shares	Release of Pledged Shares as per agreement with lender	19500000	4.3868	IDBI Trusteeship Services Ltd. (Trustee) J.P. Morgan Securities Asia Private Limited (Lender)	23430372	5.2710	
Suntrack Commerce Private Limited	4,91,34,107	11.0535	2,34,30,372	5.2710	Creation	21.07.2020	Pledge	Pledge of securities as per agreement with lender	16495815	3.7110	Nuvoco Vistas Corporation Limited (Pledgee)	39926187	8.9820	

Place: Kolkata

Date : 21.07.2020

For SUNTRACK COMMERCE 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 [(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		
ADITYA VARDHAN AGARWAL	1,34,668	0.0303	0.0303	-	-	-	-	-	-	-	-	-
USHA AGARWAL	1,73,096	0.0389	0.0389	-	-	-	-	-	-	-	-	-
RADHE SHYAM AGARWAL	1,95,000	0.0439	0.0439	-	-	-	-	-	-	-	-	-
ROHIN RAJ SUREKA	35,00,000	0.7874	0.7874	35,00,000	0.7874	-	-	-	-	-	35,00,000	0.7874
HARSHA VARDHAN AGARWAL	1,10,266	0.0248	0.0248	-	-	-	-	-	-	-	-	-
VIHAN VARDHAN AGARWAL	1,72,000	0.0387	0.0387	-	-	-	-	-	-	-	-	-
RITU GOENKA	4,54,930	0.1023	0.1023	-	-	-	-	-	-	-	-	-
SOBHNA AGARWAL	6,30,000	0.1417	0.1417	-	-	-	-	-	-	-	-	-
JYOTI AGARWAL	4,88,000	0.1098	0.1098	-	-	-	-	-	-	-	-	-
REYANSH GOENKA	4,07,750	0.0917	0.0917	4,07,750	0.0917	-	-	-	-	-	4,07,750	0.0917
AVISHI SUREKA	14,00,000	0.3150	0.3150	-	-	-	-	-	-	-	-	-
SHRUTI GOENKA	1,96,130	0.0441	0.0441	-	-	-	-	-	-	-	-	-
INDU GOENKA	2,69,700	0.0607	0.0607	-	-	-	-	-	-	-	-	-

For SUNTRACK COMMERCE 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	0.0596	0.0596	-	-	-	-	-	-	-	-	-
SAROJ GOENKA	2,15,240	0.0484	0.0484	-	-	-	-	-	-	-	-	-
MANSI AGARWAL	1,50,000	0.0337	0.0337	-	-	-	-	-	-	-	-	-
NIMISHA GOENKA	2,44,000	0.0549	0.0549	-	-	-	-	-	-	-	-	-
MANISH GOENKA	1,42,196	0.0320	0.0320	-	-	-	-	-	-	-	-	-
SHREYA GOENKA	2,30,000	0.0517	0.0517	-	-	-	-	-	-	-	-	-
VIDISHREE AGARWAL	80,000	0.0180	0.0180	-	-	-	-	-	-	-	-	-
VIDULA AGARWAL	80,000	0.0180	0.0180	-	-	-	-	-	-	-	-	-
JAYANTI GOENKA	1,56,254	0.0352	0.0352	-	-	-	-	-	-	-	-	-
RASHMI GOENKA	1,21,400	0.0273	0.0273	-	-	-	-	-	-	-	-	-
SANTOSH GOENKA	1,15,640	0.0260	0.0260	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA	1,09,900	0.0247	0.0247	-	-	-	-	-	-	-	-	-
RICHA AGARWAL	91,722	0.0206	0.0206	-	-	-	-	-	-	-	-	-
JYOTI GOENKA	48,776	0.0110	0.0110	-	-	-	-	-	-	-	-	-
MOHAN GOENKA	61,900	0.0139	0.0139	-	-	-	-	-	-	-	-	-
RACHNA BAGARIA	2,70,000	0.0607	0.0607	-	-	-	-	-	-	-	-	-
YOGESH GOENKA	2,45,400	0.0552	0.0552	-	-	-	-	-	-	-	-	-

For SUNTRACK COMMERCE 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
REHA GOENKA	2,40,000	0.0540	0.0540	-	-	-	-	-	-	-	-	-
PUJA GOENKA	1,69,398	0.0381	0.0381	-	-	-	-	-	-	-	-	-
ADITYA VARDHAN AGARWAL, KARTA(HUF)	2,04,278	0.0460	0.0460	-	-	-	-	-	-	-	-	-
HARSH VARDHAN AGARWAL, KARTA (HUF)	1,72,000	0.0387	0.0387	-	-	-	-	-	-	-	-	-
MOHAN GOENKA, KARTA (HUF)	1,74,000	0.0391	0.0391	-	-	-	-	-	-	-	-	-
MANISH GOENKA, KARTA (HUF)	1,74,000	0.0391	0.0391	-	-	-	-	-	-	-	-	-
SUSHIL KUMAR GOENKA, KARTA (HUF)	1,74,000	0.0391	0.0391	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA	1,90,000	0.0427	0.0427	-	-	-	-	-	-	-	-	-
ASHISH GOENKA	1,30,000	0.0292	0.0292	-	-	-	-	-	-	-	-	-
LAXMI DEVI BAJORIA	1,43,000	0.0322	0.0322	-	-	-	-	-	-	-	-	-
PRASHANT GOENKA, KARTA (HUF)	74,000	0.0166	0.0166	-	-	-	-	-	-	-	-	-
JAYANT GOENKA, KARTA (HUF)	74,000	0.0166	0.0166	-	-	-	-	-	-	-	-	-
ASHISH GOENKA, KARTA (HUF)	74,000	0.0166	0.0166	-	-	-	-	-	-	-	-	-
MADAN LAL AGARWAL	60,000	0.0135	0.0135	-	-	-	-	-	-	-	-	-
PRADDEEP AGARWAL	31,150	0.0070	0.0070	-	-	-	-	-	-	-	-	-
KUSUM AGARWAL	37,800	0.0085	0.0085	-	-	-	-	-	-	-	-	-
DIVYA AGARWAL	26,000	0.0058	0.0058	-	-	-	-	-	-	-	-	-
SANGITA AGARWAL	26,000	0.0058	0.0058	-	-	-	-	-	-	-	-	-
SHUBHAM AGARWAL	24,460	0.0055	0.0055	-	-	-	-	-	-	-	-	-

For SUNTRACK COMMERCE PRIVATE LIMITED


Director / Authorised Signatory

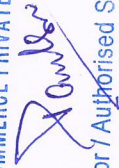
Name of the Promoter (s) or PACs with him(**)	Promoter holding in the target company (1)			Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)					Post event holding of encumbered shares [(2)-(3)] / invocation [(2)-(3)]	
	No. of Shares	% of	% w.r.t diluted share capital (*)	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
ABHISHEK AGARWAL	24,000	0.0054	0.0054	-	-	-	-	-	-	-	-	-
HIRAJ AGARWAL	16,750	0.0038	0.0038	-	-	-	-	-	-	-	-	-
VISHAL AGARWAL	8,200	0.0018	0.0018	-	-	-	-	-	-	-	-	-
SUMANGAL AGARWAL	8,200	0.0018	0.0018	-	-	-	-	-	-	-	-	-
DIWAKAR VINIYOG PRIVATE LIMITED	4,95,33,849	11.1434	11.1434	4,73,10,320	10.6432	-	-	-	-	4,73,10,320	10.6432	-
PRABHAKAR VINIYOG PRIVATE LIMITED	2,04,91,492	4.6099	4.6099	1,26,86,136	2.8539	-	-	-	-	1,26,86,136	2.8539	-
RAVIRAJ VINIYOG PRIVATE LIMITED	2,14,56,984	4.8271	4.8271	1,62,49,000	3.6555	-	-	-	-	1,62,49,000	3.6555	-
SURAJ VINIYOG PRIVATE LIMITED	2,00,05,848	4.5006	4.5006	1,60,62,428	3.6135	-	-	-	-	1,60,62,428	3.6135	-
TMT VINIYOGAN PRIVATE LIMITED	30,33,160	0.6824	0.6824	23,28,200	0.5238	-	-	-	-	23,28,200	0.5238	-
EMAMI PAPER MILLS LTD	9,33,000	0.2099	0.2099	-	-	-	-	-	-	-	-	-
EMAMI CAPITAL MARKETS LTD	84,000	0.0189	0.0189	-	-	-	-	-	-	-	-	-
EMAMI FRANK ROSS LIMITED	10,000	0.0022	0.0022	-	-	-	-	-	-	-	-	-
AMITABH GOENKA	5,71,496	0.1286	0.1286	-	-	-	-	-	-	-	-	-

For SUNTRACK COMMERCE 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)] / 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	0.0166	0.0166	-	-	-	-	-	-	-	-	-	
RAJ KUMAR GOENKA	2,97,964	0.0670	0.0670	2,97,964	0.0670	-	-	-	-	2,97,964	0.0670	0.0670	
RADHE SHYAM GOENKA	3,92,076	0.0882	0.0882	3,92,076	0.0882	-	-	-	-	3,92,076	0.0882	0.0882	
SACHIN GOENKA	7,17,000	0.1613	0.1613	7,17,000	0.1613	-	-	-	-	7,17,000	0.1613	0.1613	
SASWAT GOENKA	5,80,000	0.1305	0.1305	5,80,000	0.1305	-	-	-	-	5,80,000	0.1305	0.1305	
VIBHASH VARDHAN AGARWAL	5,73,478	0.1290	0.1290	5,73,478	0.1290	-	-	-	-	5,73,478	0.1290	0.1290	
MANAN GOENKA	5,65,000	0.1271	0.1271	5,65,000	0.1271	-	-	-	-	5,65,000	0.1271	0.1271	
DEVARSH GOENKA	4,07,750	0.0917	0.0917	4,07,750	0.0917	-	-	-	-	4,07,750	0.0917	0.0917	
DARSH GOENKA	5,65,000	0.1271	0.1271	5,65,000	0.1271	-	-	-	-	5,65,000	0.1271	0.1271	
ADVAY GOENKA	5,54,000	0.1246	0.1246	5,54,000	0.1246	-	-	-	-	5,54,000	0.1246	0.1246	
CHIKKY GOENKA	3,71,700	0.0836	0.0836	1,85,850	0.0418	-	-	-	-	1,85,850	0.0418	0.0418	
RACHANA GOENKA	3,17,700	0.0715	0.0715	1,58,850	0.0357	-	-	-	-	1,58,850	0.0357	0.0357	
SMRITI AGARWAL	3,34,000	0.0751	0.0751	-	-	-	-	-	-	-	-	-	
PRITI A SUREKA	1,16,09,702	2.6118	2.6118	85,00,000	1.9122	-	-	-	-	85,00,000	1.9122	1.9122	

For SUNTRACK COMMERCE PRIVATE LIMITED



Director / Authorised Signatory

Place: Kolkata

Date : 21.07.2020

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	Bhanu Vyapaar Private Limited Suntrack Commerce Private Limited
Total promoter shareholding in the listed company	No. of shares -239393412 % of total share capital -53.8551%
Encumbered shares as a % of promoter shareholding	77.89%
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 SUNTRACK COMMERCE PRIVATE LIMITED


Director / Authorised Signatory

Place: Kolkata

Date: 21.07.2020

DETAILS OF ALL EXISTING EVENTS / AGREEMENTS PERTAINING TO ENCUMBRANCES													
Encumbrance 1 (Date of creation of encumbrance: _____)	Type of encumbrance (pledge, lien, negative 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 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		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	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			Listed company and its group companies (if any) 1) Other entities (if any) 1)	% of shares						
21.07.2020	Pledge	11450000	2.5758	Nuvoco Vistas Corporation Limited	No, Public Limited Company	Bhanu Vyapaar Private Limited (Pledgor)	No	282.59	141.29	1.00	Shares are kept with Nuvoco Vistas Corporation Limited as security till the disposal of stamp duty dispute of Rajsthan Mines in Emami Cement Limited.	Pledge of Fresh Shares	
21.07.2020	Pledge	16495815	3.7110	Nuvoco Vistas Corporation Limited	No, Public Limited Company	Suntrack Commerce Private Limited (Pledgor)	No	407.12	203.56	1.00	Shares are kept with Nuvoco Vistas Corporation Limited as security till the disposal of stamp duty dispute of Rajsthan Mines in Emami Cement Limited.	Pledge of Fresh Shares	

For SUNTRACK COMMERCE PRIVATE LIMITED


Director / Authorised Signatory