

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: 16.12.2019

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

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) 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 Suntrack Commerce Private Limited

Director/Authorized Signatory



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

Place: Kolkata

Encl: a/a

December/02/2019-20

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)													
Emami Limited													
National Stock Exchange of India Limited													
BSE Ltd.													
The Calcutta Stock Exchange Limited													
16.12.2019													
Suntrack Commerce Private Limited													
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked													
Date of reporting													
Names of the Stock Exchanges where the shares of the target company are listed													
Details of the creation/favourable/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/Len/ Non disposal/Undertaking /Others)	Reason for encumbrance	Number	% of share capital	Name of the entity in whose favour shares encumbered	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									
Diwakar Vinyog Private Limited	4,95,33,849	10.9121	4,19,01,383	9.2307	Creation	12.12.2019	Pledge	Pledge of securities for availing loan as per agreement with lender	26,69,000	0.5880	Indusind Bank Limited. (Lender)	4,45,70,383	9.8187
Diwakar Vinyog Private Limited	4,95,33,849	10.9121	4,45,70,383	9.8187	Release	12.12.2019	Release of pledged shares	Release of pledged shares as per agreement with lender	22,19,000	0.4888	Indusind Bank Limited. (Lender)	4,23,51,383	9.3298
Suntrack Commerce Private Limited	4,91,34,107	10.8240	4,32,69,487	9.5321	Creation	12.12.2019	Pledge	Pledge of securities for availing loan as per agreement with lender	21,27,000	0.4686	Indusind Bank Limited. (Lender)	4,53,96,487	10.0007
Suntrack Commerce Private Limited	4,91,34,107	10.8240	4,53,96,487	10.0007	Release	12.12.2019	Release of pledged shares	Release of pledged shares as per agreement with lender	16,77,000	0.3694	Indusind Bank Limited. (Lender)	4,37,19,487	9.6312

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

Place: Kolkata

Date: 16.12.2019

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 [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 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
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	-	-	-	-	-	-	-	-	-
DAKSH 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	-	-	-	-	-	-	-	-	-

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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
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 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
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 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
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	
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	
SURAJ VINIYOG PRIVATE LIMITED	2,00,05,848	4.4072	4.4072	1,58,15,863	3.4842	-	-	-	-	1,58,15,863	3.4842	-
TMT VINIYOGAN LIMITED	30,33,160	0.6682	0.6682	16,68,000	0.3675	-	-	-	-	16,68,000	0.3675	-
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	-	-	-	-	-	-	-	-	-
AMITABH GOENKA	5,71,496	0.1259	0.1259	-	-	-	-	-	-	-	-	-
SMRITI AGARWAL	3,34,000	0.0736	0.0736	-	-	-	-	-	-	1,10,000	0.0242	-
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: 16.12.2019												

For SUNTRACK COMMERCE 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 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	66.5737
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

Place: Kolkata

Date: 16/12/2019


Director / Authorised Signatory

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 :	No of shares									
12.12.2019	Pledge	2669000 0.5880		Indusind Bank Limited (Lender)	Yes, a Commercial Bank	Emami Agrotech Ltd (Borrower) & Diwakar Viniyog Private Ltd (Pledgor)	No	82.91	63.78	1.30	Term loan for business requirement of Emami Agrotech Limited	Pledge of Shares for fresh loan
12.12.2019	Pledge	2127000 0.4686		Indusind Bank Limited (Lender)	Yes, a Commercial Bank	Emami Agrotech Ltd (Borrower) & Suntrack Commerce Private Ltd (Pledgor)	No	66.08	50.83	1.30	Term loan for business requirement of Emami Agrotech Limited	Pledge of Shares for fresh loan

For SUNTRACK COMMERCE PRIVATE LIMITED


Director & Authorised Signatory