

Diwakar Viniyog Private Limited

(FORMERLY : HI-UP COSMETICS & TOILETRIES PVT. LTD.)

CIN : U24246WB1984PTC037090

Regd. Office :
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Date: 31.10.2016

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

Dear Sir,

Sub: Disclosure

Please find enclosed herewith disclosure in terms of Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information & record.

Thanking you,

Yours faithfully,
For **Diwakar Viniyog Private Limited**


Authorised Signatory

Encl: a/a

Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Emami Limited
2.	Name of the acquirer(s)	Acquirers Suntrack commerce private limited Diwakar Viniyog private limited Bhanu Vyapaar private limited Emami Enclave makers private limited Emami High rise private limited Saroj Goenka Santosh Goenka Indu Goenka
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, belongs to Promoter Group
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Radhe Shyam Agarwal Usha Agarwal Aditya Vardhan Agarwal Richa Agarwal Harsh Vardhan Agarwal Harsha Vardhan Agarwal, Karta (HUF) Mansi Agarwal Priti Sureka Radhe Shyam Goenka Mohan Goenka Rashmi Goenka



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		Mohan Goenka, Karta (HUF) Manish Goenka Jyoti Goenka Manish Goenka, Karta (HUF) Meena Goenka Puja Goenka Prashant Goenka, Karta (HUF) Amitabh Goenka Ritu Goenka Amitabh Goenka, Karta (HUF) Ashish Goenka Shruti Goenka Ashish Goenka, (HUF) Suraj Viniyog (P) Ltd Sushil Kumar Goenka Sushil Kumar Goenka, Karta (HUF) Rachana Goenka Jayant Goenka, Karta (HUF) Sachin Goenka Chikky Goenka Amitabh Goenka (NRI) Raj Kumar Goenka
	b. Proposed date of acquisition	On and after 07.11.2016
	c. Number of shares to be acquired from each person mentioned in 4(a)	Radhe Shyam. Agarwal -330,000 Usha Agarwal-75,000 Aditya Vardhan Agarwal -87,000 Richa Agarwal -13,000



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	above	<p>Harsh Vardhan Agarwal-50,000</p> <p>Harsh Vardhan Agarwal (HUF) -14,000</p> <p>Mansi Agarwal -36,000</p> <p>Priti Sureka -140,000</p> <p>Radhe Shyam Goenka -48,000</p> <p>Mohan Goenka -9,500</p> <p>Rashmi Goenka -22,500</p> <p>Mohan Goenka, Karta (HUF) - 13,000</p> <p>Manish Goenka - 5,000</p> <p>Jyoti Goenka - 33,312</p> <p>Manish Goenka, Karta (HUF) - 13,000</p> <p>Meena Goenka - 401,000</p> <p>Puja Goenka 30,000</p> <p>Prashant Goenka, Karta (HUF)-13,000</p> <p>Amitabh Goenka -30,000</p> <p>Ritu Goenka 25,000</p> <p>Amitabh Goenka, Karta (HUF) - 13,000</p> <p>Ashish Goenka - 30,000</p> <p>Shruti Goenka - 25,000</p> <p>Ashish Goenka, Karta (HUF) - 13,000</p> <p>Suraj Viniyog (P) Ltd - 143,172</p> <p>Sushil Kumar Goenka - 12,000</p> <p>Sushil Kumar Goenka, Karta (HUF) - 13,000</p> <p>Rachana Goenka - 15,000</p> <p>Jayant Goenka, Karta (HUF) - 13,000</p> <p>Sachin Goenka - 3,500</p> <p>Chikky Goenka - 15,000</p> <p>Amitabh Goenka (NRI) - 200,000</p> <p>Raj Kumar Goenka - 82,000</p>
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	d. Total shares to be acquired as % of share capital of TC	0.87
	e. Price at which shares are proposed to be acquired	Inter se transfer among promoters will be through: i) Off market by way of gift ii) Registered stock broker at Market Price
	f. Rationale, if any, for the proposed transfer	The Seller need funds for personal use
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(ii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Yes, Frequently Traded on National Stock Exchange of India Limited & BSE Limited Rs.1143.45 at BSE Limited Rs. 1145.73 at National Stock Exchange of India Limited



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7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	The target company is also listed in CSE which is in-operational hence price is not available.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Inter se transfer among promoters will be through: i) Off market by way of gift ii) Registered stock broker at Market Price
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of	Yes, we have complied with all applicable requirements in Chapter V of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Corresponding provisions of the repealed Takeover Regulations 1997) The details of disclosures made are given in the attached sheet as 'Annexure A'.(Physical copies of the disclosures submitted to the Exchange are being sent by post due to huge volume of the documents)



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	proposed acquisition to be furnished				
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	Yes, we declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions have been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting Rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
	a. Acquirer(s) and PACs (other than sellers)(*)				
	<u>Acquirers</u>				
1	Diwakar Viniyog Private limited	33,328,812	14.68	33,749,387	14.87
2	Suntrack Commerce Private limited	32,693,941	14.40	33,113,516	14.59
3	Bhanu Vyapaar private limited	27,606,321	12.16	27,817,381	12.26
4	Emami Enclave Makers Private Limited	13,459,583	5.93	13,877,929	6.11
5	Emami High Rise Private limited	13,077,533	5.76	13,190,961	5.81
6	Saroj Goenka	269,620	0.12	482,620	0.21
7	Santosh Goenka	193,560	0.09	198,120	0.09
8	Indu Goenka	294,410	0.13	459,850	0.20
	<u>PACs</u>				



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1	Vibhash V Agarwal	536,439	0.24	536,439	0.24
2	Vidula Agarwal	240,000	0.11	240,000	0.11
3	Aditya Vardhan Agarwal, Karta (HUF)	102,139	0.05	102,139	0.05
4	Vidhishree Agarwal	240,000	0.11	240,000	0.11
5	Vihan Agarwal	536,000	0.24	536,000	0.24
6	Rohin Raj Sureka	750,000	0.33	750,000	0.33
7	Avishi Sureka	300,000	0.13	300,000	0.13
8	Dhiraj Agarwal	8,375	0.00	8,375	0.00
9	Sangita Agarwal	13,000	0.01	13,000	0.01
10	Vishal Agarwal	4,100	0.00	4,100	0.00
11	Sumangal Agarwal	4,100	0.00	4,100	0.00
12	Divya Agarwal	13,000	0.01	13,000	0.01
13	Pradeep Agarwal	20,575	0.01	20,575	0.01
14	Shubham Agarwal	12,230	0.01	12,230	0.01



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15	Madan Lal Agarwal	30,000	0.01	30,000	0.01
16	Kusum Agarwal	19,200	0.01	19,200	0.01
17	Abhishek Agarwal	12,000	0.01	12,000	0.01
18	Sashwat Goenka	565,000	0.25	565,000	0.25
19	Shreya Goenka	240,000	0.11	240,000	0.11
20	Nimisha Goenka	247,000	0.11	247,000	0.11
21	Advay Goenka	502,000	0.22	502,000	0.22
22	Rachna Bagaria	135,000	0.06	135,000	0.06
23	Prashant Goenka	95,000	0.04	95,000	0.04
24	Manan Goenka	282,500	0.12	282,500	0.12
25	Yogesh Goenka	122,700	0.05	122,700	0.05
26	Jyoti Agarwal	315,000	0.14	315,000	0.14
27	Nikunj Goenka	282,500	0.12	282,500	0.12
28	Devarsh Goenka	303,875	0.13	303,875	0.13
29	Reyansh Goenka	303,875	0.13	303,875	0.13
30	Sobhna	315,000	0.14	315,000	0.14



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	Agarwal				
31	Smriti Agarwal	167,000	0.07	167,000	0.07
32	Jayant Goenka	232,127	0.10	232,127	0.10
33	Reha Goenka	120,000	0.05	120,000	0.05
34	Darsh Goenka	282,500	0.12	282,500	0.12
35	Laxmi Devi Bajoria	75,000	0.03	75,000	0.03
36	Emami Paper Mills Ltd	466,500	0.21	466,500	0.21
37	TMT Viniyogan Limited	4,956,580	2.18	4,956,580	2.18
38	Emami Frank Ross Ltd	5,000	0.00	5,000	0.00
39	EPL Securities Ltd	42,000	0.02	42,000	0.02
	Sellers				
1	Radhe Shyam Agarwal	769,500	0.34	439,500	0.19
2	Usha Agarwal	911,548	0.40	836,548	0.37
3	Aditya Vardhan Agarwal	1,319,334	0.58	1,232,334	0.54
4	Richa Agarwal	158,861	0.07	145,861	0.06
5	Harsha Vardhan Agarwal	585,133	0.26	535,133	0.24



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6	Harsha Vardhan Agarwal, Karta (HUF)	100,000	0.04	86,000	0.04
7	Mansi Agarwal	261,000	0.11	225,000	0.10
8	Priti Sureka	4,950,000	2.18	4,810,000	2.12
9	Radhe Shyam Goenka	378,638	0.17	330,638	0.15
10	Mohan Goenka	140,450	0.06	130,950	0.06
11	Rashmi Goenka	208,200	0.09	185,700	0.08
12	Mohan Goenka, Karta HUF	100,000	0.04	87,000	0.04
13	Manish Goenka	246,098	0.11	241,098	0.11
14	Jyoti Goenka	157,700	0.07	124,388	0.05
15	Manish Goenka, Karta HUF	100,000	0.04	87,000	0.04
16	Meena Goenka	461,310	0.20	60,310	0.03
17	Puja Goenka	114,699	0.05	84,699	0.04
18	Prashant Goenka, Karta HUF	50,000	0.02	37,000	0.02
19	Amitabh Goenka	225,848	0.10	195,848	0.09
20	Ritu Goenka	477,465	0.21	452,465	0.20
21	Amitabh Goenka, Karta	50,000	0.02	37,000	0.02



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	HUF				
22	Ashish Goenka	95,000	0.04	65,000	0.03
23	Shruti Goenka	298,065	0.13	273,065	0.12
24	Ashish Goenka, Karta HUF	50,000	0.02	37,000	0.02
25	Suraj Viniyog (P) Ltd	13,100,311	5.77	12,957,139	5.71
26	Sushil Kumar Goenka	191,250	0.08	179,250	0.08
27	Sushil Kumar Goenka, Karta HUF	100,000	0.04	87,000	0.04
28	Rachana Goenka	173,850	0.08	158,850	0.07
29	Jayant Goenka, Karta HUF	50,000	0.02	37,000	0.02
30	Sachin Goenka	538,000	0.24	534,500	0.24
31	Chikky Goenka	320,850	0.14	305,850	0.13
32	Amitabh Goenka (NRI)	3,789,900	1.67	3,589,900	1.58
33	Raj Kumar Goenka	794,750	0.35	712,750	0.31

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For Diwakar Viniyog Private Limited

Authorised Signatory

Date: 31.10.2016

Place: Kolkata

