

Diwakar Viniyog Private Limited

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

CIN : U24246WB1984PTC037090

Regd. Office :
687, Anandapur, E. M. Bypass, 2nd Floor
Kolkata - 700 107 Phone : 6613 6264
E-mail : panemamics @emamigroup.com
Fax : 6613 6243

Date: 28.12.2016

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

The Company Secretary

Emami Limited
687, Anandapur
EM Bypass
Kolkata - 700 107

Dear Sir,

Sub: Disclosure under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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.

This is for your information & record.

Thanking you,

Yours faithfully,

For Diwakar Viniyog Private Limited


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 encumbrance of shares/invocation of encumbrances/release of encumbrance, 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 BSE LIMITED AND THE CALCUTTA STOCK EXCHANGE LIMITED | | | | | | | | | | | | |
| Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked | | Diwakar Viniyog Private Limited | | | | | | | | | | | | |
| Date of reporting | | 28.12.2016 | | | | | | | | | | | | |
| Details of the creation/invocation/release of encumbrance: | | | | | | | | | | | | | | |
| Name of the Promoter (s) or PACs with IIN(C) | 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/ lien/ non disposal undertaking /others) | Reason for encumbrance | Number | % of share capital | Name of the entity in whose favor 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 | | | | | | | Lender | Trustee | | |
| Diwakar Viniyog Private Limited | 33,749,387 | 14.8697 | 12,661,890 | 5.5787 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 15,000 | 0.0066 | Kotak Mahindra Investments Limited | - | 12,676,890 | 5.5853 |
| Diwakar Viniyog Private Limited | 33,749,387 | 14.8697 | 12,676,890 | 5.5853 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 20,000 | 0.0088 | Kotak Mahindra Investments Limited | - | 12,696,890 | 5.5941 |
| Diwakar Viniyog Private Limited | 33,749,387 | 14.8697 | 12,696,890 | 5.5941 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 15,000 | 0.0066 | Kotak Mahindra Prime Limited | - | 12,711,890 | 5.6008 |
| Diwakar Viniyog Private Limited | 33,749,387 | 14.8697 | 12,711,890 | 5.6008 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 15,000 | 0.0066 | Kotak Mahindra Prime Limited | - | 12,726,890 | 5.6073 |

Diwakar Viniyog Private Limited

Authorised Signatory

| | | | | | | | | | | | | | | |
|-----------------------------------|------------|---------|------------|--------|--------|------------|--------|--|--------|--------|------------------------------------|---|------------|--------|
| Diwakar Viniyog Private Limited | 33,749,387 | 14,8697 | 12,726,890 | 5.6073 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 10,000 | 0.0044 | Kotak Mahindra Prime Limited | - | 12,736,890 | 5.6118 |
| Diwakar Viniyog Private Limited | 33,749,387 | 14.8697 | 12,736,890 | 5.6118 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 10,000 | 0.0044 | Kotak Mahindra Prime Limited | - | 12,746,890 | 5.6162 |
| Bhanu Vyapaar Private Limited | 27,764,381 | 12.2327 | 12,251,821 | 5.3980 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 15,000 | 0.0066 | Kotak Mahindra Prime Limited | - | 12,266,821 | 5.4047 |
| TMT Viniyogan Limited | 4,956,580 | 2.1838 | 1,319,000 | 0.5811 | PLEDGE | 28/12/2016 | Pledge | Collateral for loan taken by the company | 25,000 | 0.0110 | Kotak Mahindra Investments Limited | - | 1,344,000 | 0.5922 |
| Suntrack Commerce Private Limited | 33,113,516 | 14.5895 | 15,715,934 | 6.9243 | PLEDGE | 28/12/2016 | Pledge | Third Party Pledge | 15,000 | 0.0066 | Kotak Mahindra Investments Limited | - | 15,730,934 | 6.9309 |
| Suraj Viniyog Private Limited | 12,957,139 | 5.7088 | 3,071,000 | 1.3531 | PLEDGE | 28/12/2016 | Pledge | Collateral for loan taken by the company | 25,000 | 0.0110 | Kotak Mahindra Investments Limited | - | 3,096,000 | 1.3641 |

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Authorised Signatory

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


Place: Kolkata

Date: 28.12.2016

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

| 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 total share capital | % w.r.t diluted share capital (*) | No. of shares | % of total share capital | Type of event (creation /release /invocation) | Date creation/ invocation release of encumbrance | Type of encumbrance (pledge/ lien/ non disposal undertaking /others) | No. of shares | % of total share capital | Name of the entity in whose favor shares encumbered | No. of Shares | % of Total share capital | | |
| PRITI SUREKA | 4810000 | 2.1192 | 2.1192 | - | - | - | - | - | - | - | - | - | - | | |
| ADITYA VARDHAN AGARWAL | 1232334 | 0.5430 | 0.5430 | - | - | - | - | - | - | - | - | - | - | | |
| USHA AGARWAL | 836548 | 0.3686 | 0.3686 | - | - | - | - | - | - | - | - | - | - | | |
| RAJKUMAR GOENKA | 712750 | 0.3140 | 0.3140 | - | - | - | - | - | - | - | - | - | - | | |
| RADHESHYAM AGARWAL | 439500 | 0.1936 | 0.1936 | - | - | - | - | - | - | - | - | - | - | | |
| ROHIN RAJ SUREKA | 750000 | 0.3304 | 0.3304 | - | - | - | - | - | - | - | - | - | - | | |
| HARSHA VARDHAN AGARWAL | 535133 | 0.2358 | 0.2358 | - | - | - | - | - | - | - | - | - | - | | |
| SASWAT GOENKA | 565000 | 0.2489 | 0.2489 | - | - | - | - | - | - | - | - | - | - | | |
| SACHIN GOENKA | 534500 | 0.2355 | 0.2355 | - | - | - | - | - | - | - | - | - | - | | |
| VIBHASH VARDHAN AGARWAL | 536439 | 0.2364 | 0.2364 | - | - | - | - | - | - | - | - | - | - | | |
| VIHAN VARDHAN AGARWAL | 536000 | 0.2362 | 0.2362 | - | - | - | - | - | - | - | - | - | - | | |
| ADVAY GOENKA | 502000 | 0.2212 | 0.2212 | - | - | - | - | - | - | - | - | - | - | | |

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Authorised Signatory

