

# 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  
Fax : 6613-6243/6249/6275  
E-mail : panemamics@emamigroup.com

Date: 11.05.2016

**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,

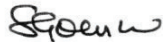
**Sub: Disclosure**

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



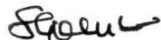
Director

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)	<b>Acquirers</b> SUNTRACK COMMERCE PRIVATE LIMITED DIWAKAR VINIYOG PRIVATE LIMITED BHANU VYAPAAR PRIVATE LIMITED EMAMI ENCLAVE MAKERS PRIVATE LIMITED EMAMI HIGH RISE PRIVATE LIMITED SURAJ VINIYOG PRIVATE LIMITED
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	SMRITI AGARWAL KUSUM AGARWAL
	b. Proposed date of acquisition	On and after 18.05.2016
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Smriti Agarwal -10,000 Kusum Agarwal - 300
	d. Total shares to be acquired as % of share capital of TC	0.0045
	e. Price at which shares are proposed to be acquired	At Market Price
	f. Rationale, if any, for the proposed transfer	The Seller needs 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	Yes, Frequently Traded on National Stock Exchange of India Limited & BSE Limited  Rs. 983.92 at BSE Limited Rs. 982.25 at National Stock Exchange of India Limited

For Diwakar Vinlyog Private Limited



Director

	maximum volume of trading in the shares of the TC are recorded during such period.				
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 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 proposed acquisition to be furnished	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)			
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
	<b>a. Acquirer(s) and PACs (other than sellers)(*)</b>				

For Divakar Viniyog Private Limited



Director



<b>Acquirers</b>					
1	DIWAKAR VINIYOG PRIVATE LIMITED	33326237	14.6833	33328812	14.6844
2	SUNTRACK COMMERCE PRIVATE LIMITED	32691366	14.4035	32693941	14.4047
3	BHANU VYAPAAR PRIVATE LIMITED	27604261	12.1622	27606321	12.1631
4	EMAMI ENCLAVE MAKERS PRIVATE LIMITED	13458553	5.9297	13459583	5.9302
5	SURAJ VINIYOG PRIVATE LIMITED	13099281	5.7714	13100311	5.7719
6	EMAMI HIGH RISE PRIVATE LIMITED	13076503	5.7614	13077533	5.7618
<b>PACs</b>					
7	PRITI SUREKA	4950000	2.1809	4950000	2.1809
8	ADITYA VARDHAN AGARWAL	1319334	0.5813	1319334	0.5813
9	USHA AGARWAL	911548	0.4016	911548	0.4016
10	RAJKUMAR GOENKA	794750	0.3502	794750	0.3502
11	RADHESHYAM AGARWAL	769500	0.3390	769500	0.3390
12	ROHIN RAJ SUREKA	750000	0.3304	750000	0.3304
13	HARSHA VARDHAN AGARWAL	585133	0.2578	585133	0.2578
14	SASWAT GOENKA	565000	0.2489	565000	0.2489
15	SACHIN GOENKA	538000	0.2370	538000	0.2370
16	VIBHASH VARDHAN AGARWAL	536439	0.2364	536439	0.2364
17	VIHAN VARDHAN AGARWAL	536000	0.2362	536000	0.2362
18	ADVAY GOENKA	502000	0.2212	502000	0.2212
19	RITU GOENKA	477465	0.2104	477465	0.2104
20	MEENA GOENKA	461310	0.2032	461310	0.2032
21	RADHESHYAM GOENKA	378638	0.1668	378638	0.1668
22	CHIKKY GOENKA	320850	0.1414	320850	0.1414
23	SOBHNA AGARWAL	315000	0.1388	315000	0.1388
24	JYOTI AGARWAL	315000	0.1388	315000	0.1388
25	DEVARSH GOENKA	303875	0.1339	303875	0.1339
26	REYANSH GOENKA	303875	0.1339	303875	0.1339
27	AVISHI SUREKA	300000	0.1322	300000	0.1322
28	SHRUTI GOENKA	298065	0.1313	298065	0.1313
29	INDU GOENKA	294410	0.1297	294410	0.1297
30	DARSH GOENKA	282500	0.1245	282500	0.1245
31	MANAN GOENKA	282500	0.1245	282500	0.1245
32	NIKUNJ GOENKA	282500	0.1245	282500	0.1245
33	SAROJ GOENKA	269620	0.1188	269620	0.1188
34	MANSI AGARWAL	261000	0.1150	261000	0.1150
35	NIMISHA GOENKA	247000	0.1088	247000	0.1088
36	MANISH GOENKA	246098	0.1084	246098	0.1084
37	SHREYA GOENKA	240000	0.1057	240000	0.1057
38	VIDISHA AGARWAL	240000	0.1057	240000	0.1057
39	VIDULA AGARWAL	240000	0.1057	240000	0.1057

For Diwakar Viniyog Private Limited

*Sgoenka*

Director



40	JAYANT GOENKA	232127	0.1023	232127	0.1023
41	RASHMI GOENKA	208200	0.0917	208200	0.0917
42	SANTOSH GOENKA	193560	0.0853	193560	0.0853
43	SUSHIL KUMAR GOENKA	191250	0.0843	191250	0.0843
44	RACHANA GOENKA	173850	0.0766	173850	0.0766
45	RICHA AGARWAL	158861	0.0700	158861	0.0700
46	JYOTI GOENKA	157700	0.0695	157700	0.0695
47	MOHAN GOENKA	140450	0.0619	140450	0.0619
48	RACHNA BAGARIA	135000	0.0595	135000	0.0595
49	YOGESH GOENKA	122700	0.0541	122700	0.0541
50	REHA GOENKA	120000	0.0529	120000	0.0529
51	PUJA GOENKA	114699	0.0505	114699	0.0505
52	ADITYA VARDHAN AGARWAL	102139	0.0450	102139	0.0450
53	HARSH VARDHAN AGARWAL	100000	0.0441	100000	0.0441
54	MOHAN GOENKA	100000	0.0441	100000	0.0441
55	MANISH GOENKA	100000	0.0441	100000	0.0441
56	SUSHIL KUMAR GOENKA	100000	0.0441	100000	0.0441
57	PRASHANT GOENKA	95000	0.0419	95000	0.0419
58	ASHISH GOENKA	95000	0.0419	95000	0.0419
59	LAXMI DEVI BAJORIA	75000	0.0330	75000	0.0330
60	PRASHANT GOENKA	50000	0.0220	50000	0.0220
61	JAYANT GOENKA	50000	0.0220	50000	0.0220
62	ASHISH GOENKA	50000	0.0220	50000	0.0220
63	MADAN LAL AGARWAL	30000	0.0132	30000	0.0132
64	PRADEEP AGARWAL	20575	0.0091	20575	0.0091
65	DIVYA AGARWAL	13000	0.0057	13000	0.0057
66	SANGITA AGARWAL	13000	0.0057	13000	0.0057
67	SHUBHAM AGARWAL	12230	0.0054	12230	0.0054
68	ABHISHEK AGARWAL	12000	0.0053	12000	0.0053
69	DHIRAJ AGARWAL	8375	0.0037	8375	0.0037
70	VISHAL AGARWAL	4100	0.0018	4100	0.0018
71	SUMANGAL AGARWAL	4100	0.0018	4100	0.0018
72	TMT VINIYOGAN LIMITED	4956580	2.1838	4956580	2.1838
73	EMAMI PAPER MILLS LTD	466500	0.2055	466500	0.2055
74	EPL SECURITIES LTD	42000	0.0185	42000	0.0185
75	EMAMI FRANK ROSS LIMITED	5000	0.0022	5000	0.0022
76	Amitabh Goenka	4015748	1.7693	4015748	1.7693
77	AMITABH GOENKA	50000	0.0220	50000	0.0220
	<b>Sellers</b>				
1	SMRITI AGARWAL	177000	0.0780	167000	0.0736
2	KUSUM AGARWAL	19500	0.0086	19200	0.0085

For Diwakar Viniyog Private Limited



Director

**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**



Director

**Director**

**Date: 11.05.2016**

**Place: Kolkata**

**Compliance of disclosure requirements under Chapter V of the SEBI Takeover Regulations, 2011**

Date of Reporting	Regulation	Nature of Compliance
05.04.2016	30(1) and 30(2)	Continual disclosures
21.03.2016	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
22.05.2015	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
08.04.2015	30(1) and 30(2)	Continual disclosures
06.04.2015	30(1) and 30(2)	Continual disclosures
03.02.2015	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
12.01.2015	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
08.12.2014	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
26.11.2014	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
10.07.2014	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
07.04.2014	30(1) and 30(2)	Continual disclosures
27.03.2014	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
06.12.2013	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
08.07.2013	29(2)	Disclosure of acquisition and disposal (Inter se transfer)
01.07.2013	29(2)	Disclosure of acquisition and disposal (Inter se transfer)

**Disclosure under Regulation 31(1) and 31(2) of SEBI Takeover Regulations, 2011**

Date of reporting	Name of Promoter (s) or PACs with him	Details of events pertaining to encumbrance(3) -Type of event	Remarks
13-Apr-16	Suntrack Commerce Private Ltd	Creation	
05-Apr-16	Diwakar Viniyog Private Limited	Creation	
29-Mar-16	Bhanu Vyapaar Private Ltd	Creation	
10-Mar-16	Diwakar Viniyog Private Limited	Creation	
02-Mar-16	Diwakar Viniyog Private Limited	Creation	
17-Feb-16	Suntrack Commerce Private Limited	Release	
09-Feb-16	Diwakar Viniyog Private Ltd	Release and Creation	
18-Jan-16	Suraj Viniyog private Ltd	Creation	
10-Dec-15	Bhanu Vyapaar Private Limited	Creation	
04-Dec-15	Diwakar Viniyog Private Ltd	Creation	
21-Nov-15	Suntrack Commerce Private Ltd	Creation	
12-Nov-15	Diwakar Viniyog Private limited	Creation	
19-Oct-15	Bhanu Vyapaar Private Ltd	Creation	
19-Oct-15	Diwakar Viniyog Pvt Ltd	Creation	Combined Disclosure by Diwakar Viniyog Pvt Ltd
19-Oct-15	Suntrack Commerce Private Limited	Release	
08-Oct-15	Suntrack Commerce private Limited	Release	
28-Sep-15	Diwakar Viniyog Private Limited	Creation	
24-Sep-15	Suntrack Commerce private Ltd	Release and Creation	
21-Sep-15	Bhanu Vyapaar Private Limited	Release	
16-Sep-15	Diwakar Viniyog Private Limited	Release	
07-Sep-15	Diwakar Viniyog Private Limited	Release	
28-Aug-15	Diwakar Viniyog Private Limited	Creation	
28-Aug-15	Diwakar Viniyog Private Limited	Creation	
18-Aug-15	Diwakar Viniyog Private Ltd	Creation	
18-Aug-15	Bhanu Vyapaar Private Limited	Creation	Combined Disclosure by Diwakar Viniyog Pvt Ltd
10-Aug-15	Bhanu Vyapaar Pvt. Limited	Release	
10-Aug-15	Diwakar Viniyog Pvt. Limited	Release	Combined Disclosure by Diwakar Viniyog Pvt Ltd
27-Jul-15	Diwakar Viniyog Private Ltd	Release	
13-Jul-15	Bhanu Vyapaar Pvt Limited	Release	
06-Jul-15	Bhanu Vyapaar Private Ltd	Creation	
18-Jun-15	Diwakar Viniyog private Ltd	Creation	
08-Jun-15	Bhanu Vyapaar Private Ltd	Creation	
21-May-15	Bhanu Vyapaar Private Ltd	Release	
21-May-15	Diwakar Viniyog private Ltd	Release	
21-May-15	TMT Viniyog Limited	Release	Combined Disclosure

For Diwakar Viniyog Private Limited

S. S. S. S.

Director



			given by Emami Enclave Makers Pvt Ltd
21-May-15	Suntrack Commerce Private Ltd	Release	
14-May-15	Bhanu Vyapaar Private Ltd	Creation	
14-May-15	TMT Viniyogan Limited	Creation	
14-May-15	Diwakar Viniyog Private Ltd	Creation	
14-May-15	Suntrack Commerce Private Ltd	Creation	
05-May-15	Suntract Commerce Private Ltd	Creation	
05-May-15	TMT Viniyogan Limited	Creation	
05-May-15	Bhanu Vyapaar Private Limited	Release	
05-May-15	Diwakar Viniyog Private Limited	Creation	
03-Apr-15	Emami high Rise Private Limited	Creation	
03-Apr-15	Emami Enclave Makers Private Limited	Creation	
31-Mar-15	Diwakar Viniyog Pvt Ltd	Creation and Release	
31-Mar-15	TMT Viniyogan Ltd	Creation	
31-Mar-15	Bhanu Vyapaar Private Limited	Creation and Release	
31-Mar-15	Suraj Viniyog Private Limited	Release	
31-Mar-15	Suntrack Commerce Private Limited	Creation	
19-Mar-15	Bhanu Vyapaar Private Limited	Release	
19-Mar-15	Suntrack Commerce Private Limited	Release	
19-Mar-15	Diwakar Viniyog Private Limited	Release	
19-Mar-15	TMT VINIYOGAN LIMITED	Release	
07-Mar-15	Suntrack Commerce Private Limited	Creation	
26-Feb-15	Diwakar Viniyog Pvt Ltd	Release	
10-Feb-15	Suntrack Commerce Private Limited	Creation	
10-Feb-15	Bhanu Vyapaar Private Limited	Release	
10-Feb-15	Suraj Viniyog Private Limited	Creation	
05-Feb-15	Bhanu Vyapaar Private Limited	Creation	
05-Feb-15	Diwakar Viniyog Private Limited	Creation	
27-Jan-15	Diwakar Viniyog Pvt Ltd	Release	
27-Jan-15	Suntrack Commerce Private Ltd	Release	
27-Jan-15	Bhanu Vyapaar Pvt Ltd	Release	
27-Jan-15	Suraj Viniyog Private Ltd	Release	
27-Jan-15	TMT VINIYOGAN LIMITED	Release	
29-Dec-14	Bhanu Vyapaar Pvt. Ltd.	Creation	
18-Dec-14	SUNTRACK COMMERCE PRIVATE LIMITED	Creation	
18-Dec-14	TMT Viniyogan Limited	Creation	
03-Dec-14	TMT Viniyogan Limited	Release and Creation	
03-Dec-14	Suntrack Commerce Private Ltd	Creation	
26-Nov-14	Suntrack Commerce Private Limited	Creation	
19-Nov-14	Suntrack Commerce Private Ltd	Release	
13-Nov-14	Diwakar Viniyog Private Limited	Release	
13-Nov-14	Suraj Viniyog Private Limited	Release	
13-Nov-14	Bhanu Vyapaar Private Limited	Release	
13-Nov-14	TMT Viniyogan Limited	Release	
12-Nov-14	Suntrack Commerce Private Ltd	Release	
24-Sep-14	SUNTRACK COMMERCE PRIVATE LIMITED	Release	
19-Sep-14	Diwakar Viniyog Private Ltd	Creation	
19-Sep-14	SUNTRACK COMMERCE PRIVATE LIMITED	Release	
15-Sep-14	Bhanu Vyapaar Private Limited	Release	
15-Sep-14	TMT Viniyogan Limited	Release	
15-Sep-14	Suraj Viniyog Private Ltd	Release	
10-Sep-14	SUNTRACK COMMERCE PRIVATE LIMITED	Release	
02-Sep-14	Suntrack Commerce Private Ltd	Release	
25-Aug-14	Suntrack Commerce Private Ltd	Release	
04-Sep-14	Diwakar Viniyog Private Ltd	Creation and Release	
25-Aug-14	Diwakar Viniyog Private Limited.	Release	
18-Aug-14	Diwakar Viniyog Private Limited	Creation	
30-Jul-14	Suntrack Commerce Private Ltd	Release	
18-Jul-14	Diwakar Viniyog Private Ltd	Release	
15-Jul-14	Suntrack Commerce Private Ltd	Release	
08-Jul-14	Diwakar Viniyog Private Ltd	Release	
05-Jul-14	SURAJ VINIYOG PRIVATE LIMITED	Release	
05-Jul-14	BHANU VYAPAAR PRIVATE LIMITED	Creation	
05-Jul-14	TMT VINIYOGAN LIMITED	Release	
23-Jun-14	Suntrack Commerce Private Ltd	Release	
23-Jun-14	Bhanu Vyapaar Private Limited	Creation and Release	
11-Jun-14	Suntrack Commerce Private Ltd	Release	
11-Jun-14	Bhanu Vyapaar Private Limited	Creation	
23-May-14	TMT VINIYOGAN LIMITED	Creation	

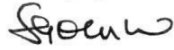
For Diwakar Viniyog Private Lin

*[Handwritten Signature]*

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23-May-14	Diwakar Viniyog Private Ltd	Creation and Release	
27-Mar-14	Suntrack Commerce Private Limited	Release	
27-Mar-14	Suraj Viniyog Pvt. Ltd.	Creation	
27-Mar-14	Diwakar Viniyog Private Ltd	Creation	
18-Mar-14	Suntrack Commerce Private Limited	Release and Creation	
11-Mar-14	TMT Viniyogan Limited	Release	
06-Mar-14	Diwakar Viniyog Private Limited	Creation	
06-Mar-14	Suntrack Commerce Private Limited	Creation and Release	
11-Feb-14	Suntrack Commerce Private Limited	Release and Creation	
07-Feb-14	TMT Viniyogan Limited	Creation and Release	
30-Jan-14	Suntrack Commerce Private Limited	Creation	
29-Jan-14	Diwakar Viniyog Private Ltd	Creation	
23-Jan-14	TMT Viniyogan Limited	Creation	
17-Jan-14	Suraj Viniyog Pvt Ltd	Creation	
21-Jan-14	TMT Viniyogan Limited	Creation	
01-Jan-14	Suraj Viniyog Private Limited	Creation	
27-Dec-13	Suntrack Commerce Private Limited	Creation	
05-Dec-13	Suntrack Commerce Private Limited	Creation	
28-Nov-13	Diwakar Viniyog Private Ltd	Release	
20-Nov-13	TMT Viniyogan Limited	Creation	
16-Nov-13	Suntrack Commerce Private Limited	Release	
13-Nov-13	Suraj Viniyog Private Limited	Release	
13-Nov-13	Suntrack Commerce Private Limited	Release	
11-Nov-13	TMT Viniyogan Limited	Release	
11-Nov-13	Suntrack Commerce Private Limited	Release	
20-Sep-13	Suntrack Commerce Private Ltd	Release	
17-Sep-13	Suntrack Commerce Private Limited	Creation	
02-Sep-13	Diwakar Viniyog Private Limited	Creation	
02-Sep-13	Suntrack Commerce Private Limited	Creation	
02-Sep-13	Bhanu Vyapaar Private Limited	Creation	
02-Sep-13	TMT Viniyogan Limited	Creation	
02-Sep-13	Suraj Viniyog Private Limited	Creation	
31-Aug-13	Suntrack Commerce Private Limited	Creation	
31-Aug-13	Bhanu Vyapaar Private Limited	Creation	
16-Aug-13	Suntrack Commerce Private Limited	Release	
22-Aug-13	Suntrack Commerce Private Limited	Creation	
08-Aug-13	Suntrack Commerce Private Limited	Creation	
18-Jul-13	Suraj viniyog Pvt Ltd	Release	
12-Jul-13	Suntrack Commerce Private Limited	Release	
04-Jul-13	TMT Viniyogan Ltd.	Creation	
26-Jun-13	Suraj Viniyog Private Limited	Release	
29-Jun-13	Suntrack Commerce Private Limited	Release	
21-Jun-13	Suntrack Commerce Private Limited	Creation	

For Diwakar Viniyog Private Limited



Director