Diwakar Viniyog Private Limited
CIN : U24246WB1984PTC037090

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

Date: 26.02.2020

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 along with the disclosure of reason for encumbrance

Please find enclosed herewith the 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 Diwakar Viniyog Private Limited

DIWAKAR VINIYOG PRIVATE LIMITED Kolkata

Director/Authorized Signatory

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

Place: Kolkata

Encl: a/a

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 Bhanu Vyapaar 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	70.3941
Whether encumbered share is 50% or more of promoter shareholding	YES
Whether encumbered share is 20% or more of total share capital	YES

For DIWAKAR VINIYOG PRIVATE LIMITED

Director / Authorised Signatory

Signature of Authorised Signatory:

Place: Kolkata
Date: 26/02/2020

DETAILS OF ALL EXISTING EVENTS / AGREMENTS 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 No. of Shares : % of total share capital :		Specific details				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	Remarks
				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 th debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit rating of the debt instrument 5. ISIN of the instrument				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)	
		No of shares	%age of toal share cpaital									
24.02.2020	Pledge	365000	0.0804	SBM Bank (India) Ltd. (Lender)	Yes, Scheduled Commercial Bank	Emami Agrotech Limited (Borrower) & Suntrack Commerce Pvt. Ltd. (Pledgor)	No	9.83	4.68	2.10	Long term working capital requirement in Emami Agrotech .	Pledge of Additional Shares for Existing Loan
24.02.2020	Pledge	93900	0.0207	STCI Finance Limited (Lender)	Yes, NBFC	Premier Ferro Alloys & Securities Limited (Borrower) & Bhanu Vyapaar Pvt. Ltd. (Pledgor)	No	2.53	1.15	2.20	Term loan for repayment of loans in Emami Realty ltd.	Pledge of Additional Shares for Existing Loan
24.02.2020	Pledge	93900	0.0207	STCI Finance Limited (Lender)	Yes, NBFC	Midkot Investments Limited (Borrower) & Bhanu Vyapaar Pvt. Ltd. (Pledgor)	No	2.53	1.15	2.20	Repayment of loans in group companies	Pledge of Additional Shares for Existing Loan

For DIWAKAR VINIYOG PRIVATE LIMITED

Director / Authorised Signatory

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 No. of Shares : % of total share capital :		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 th 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	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
24.02.2020	Pledge	650000	0.1432	IDBI Trusteeship Services Ltd. (Trustee), J.P Morgan Securities Asia Private Limited (Lender)	No, Trustee	Bhanu Vyapaar Private Limited (Pledgor) and Emami Capital Markets Limited, Midkot Investments Private Limited, Emami Frankross Limited, TMT Viniyogan Limited and Emami Realty Limited (Borrower)	Yes, 1. Emami Capital Markets Limited (100 nos.), Midkot Investments Private Limited (200 nos.), Emami Frankross Limited (400 nos.), TMT Viniyogan Limited (200 nos.) and Emami Realty Limited (600 nos.) (Issuer) 2. 1500 Unrated Unlisted Non Convertible Debentures of Rs. 1,00,00,000/- each 3. No 4. No 5. In process	17.50	17.50	1.00	Repayment of existing loan	Pledge of Additional Shares for Existing Loan
24.02.2020	Pledge	39000	0.0086	Shine Star buildcap Pvt. Ltd.(Lender)	Yes, a NBFC	Diwakar Viniyog Pvt. Ltd. (Pledgor) and Prabhakar (Borrower)	No	1.05	0.48	2.20	Repayment of loan	Pledge of Additional Shares for existing Loan
25.02.2020	Pledge	1500000	0.3304	IDBI Trusteeship Services Ltd. (Trustee) and Credit Suisse AG- Singapore Branch (Lender)	No, Trustee	Diwakar Viniyog Pvt. Ltd, Raviraj Viniyog Pvt. Ltd., Prabhakar viniyog pvt. Ltd, Bhanu vyapaar Pvt. Ltd, Suntrack Commerce Pvt. Ltd, Suraj viniyog Pvt. Ltd. (Pledgor) and Sundew Finance Private Limited (Borrower)	Yes 1.Sundew Finance Pvt Ltd (Issuer) 2. Issue of upto 350 Unlisted Unrated Redeemable Non-Convertible Debentures of Face value of Rs10,00,000 each 3. No 4. N.A 5.INE0B1O07013	40.43	20.22	2.00	Short term loan for Reayment of loan of group companies	Pledge of Additional Shares for Existing Loan
25.02.2020	Pledge	900000	0.1983	IDBI Trusteeship Services Ltd (Trustee) Asia-Pacific Private Credit Opportunities 1 Singapore PTE. LTD (Lender)	Yes, NBFC	Bhanu Vyapaar Private Limited (Pledgor) and TMT Viniyogan Ltd (Borrower)	Yes 1.TMT Viniyogan Ltd (Issuer) 2. Issue of upto 2100 Unlisted Unrated Redeemable Non-Convertible Debentures of Face value of Rs10,00,000 each 3. No 4. N.A 5.In Process	24.26	12.13	2.00	Repayment of existing loan against shares	Pledge of Additional Shares for Existing Loan

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Director / Authorised Signatory