

Ashish Goenka
EKYA, 1 Queens Park,
Ballygunge, Kolkata – 700019

Date: 17.02.2026

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

Dear Sir,

Sub: Disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – Proposed Inter-se Transfer among Promoters/Promoter Group

Dear Sir/Madam,

Pursuant to Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), we hereby submit the requisite disclosure with respect to the proposed inter-se transfer of equity shares of Emami Limited among the Promoter and Promoter Group entities.

The said inter-se transfer is being undertaken in accordance with Regulation 10(1)(a)(ii) of the SEBI SAST Regulations, 2011, which provides for exemption from the obligation to make an open offer in case of acquisition of shares by way of an inter-se transfer among qualifying persons/entities within the Promoter and Promoter Group, in the shareholding pattern filed by the target company in terms of the listing regulations or these regulations for not less than three years prior to the proposed acquisition.

The proposed transaction is scheduled to be executed on or after **26th February 2026**, and accordingly, this intimation is being provided at least four working days prior to the proposed date of execution in compliance with the regulatory requirement.

Please note that the aggregate shareholding of the Promoter and Promoter Group in the Target Company **shall remain unchanged before and after** the proposed inter-se transfer.

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Enclosed herewith is the disclosure in the prescribed format under Regulation 10(5) of the SEBI SAST Regulations, 2011, duly signed by the acquirer.

We request you to kindly take the above information on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For and on behalf of Promoter & Promoter group of Emami Limited

Ashish Goenka
(Signature)

Enclosure: Disclosure under Regulation 10(5) of SEBI SAST Regulations, 2011

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)	Sri Mohan Goenka Sri Manish Goenka Sri Raj Kumar Goenka Sri Prashant Goenka Smt Santosh Goenka Sri Ashish Goenka Sri Sushil Kumar Goenka Sri Jayant Goenka Sri Sachin Goenka Smt. Priti A Sureka		
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	Yes, belongs to Promoter/Promoter Group		
4.	Details of the proposed acquisition			
	a. Name of the person(s) from whom shares are to be acquired	Sri Radhe Shyam Goenka Smt Shruti Goenka Sri. Manan Goenka Ms. Avishi Sureka		
	b. Proposed date of acquisition	On and after 26.02.2026		
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Name of Transferors	Nature of Transaction	No. of shares
		Sri Radhe Shyam Goenka	Gift	12,000
		Smt Shruti Goenka	Gift	1,82,036
		Mr. Manan Goenka	Gift	5,64,900
		Ms. Avishi Sureka	Gift	14,00,000
	d. Total shares to be acquired as % of share capital of TC	0.4946		
	e. Price at which shares are proposed to be acquired	Inter se transfer among promoters will be done through off market by way of gift without any consideration		
	f. Rationale, if any, for the proposed transfer	Inter se transfer by way of gift without any consideration.		
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.	The Shares of the target company are frequently traded in term of Regulation 2(1)(j) of the SEBI (Substantial acquisition of Shares and Takeover) Regulation, 2011. The 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 i.e; National Stock Exchange Limited where the maximum volume of trading in the shares of the TC are recorded during such period is Rs. 512.96 per share.		
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable		
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 members of the Promoter group through off market by way of gift without any consideration.		

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)	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)			
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished	The details of disclosures made are given in the attached sheet as 'Annexure A'.(Copies of the disclosures submitted to the Exchange are being sent by post in a pendrive.)			
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)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 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), Transferor(s) and PACs (*)				
	Acquirers				
1	Santosh Goenka	1,23,140	0.03	3,07,426	0.07
2	Sushil Kumar Goenka	5,17,770	0.12	5,19,270	0.12
3	Raj Kumar Goenka	6,68,364	0.15	11,95,247	0.27
4	Mohan Goenka	6,68,873	0.15	6,70,373	0.15
5	Manish Goenka	2,53,447	0.06	2,54,947	0.06
6	Prashant Goenka	3,12,000	0.07	3,53,017	0.08
7	Ashish Goenka	2,86,275	0.07	2,87,025	0.07
8	Jayant Goenka	1,56,254	0.04	1,57,004	0.04
9	Sachin Goenka	7,17,000	0.16	7,17,750	0.16
10	Priti A Sureka	1,51,04,702	3.46	1,65,04,702	3.78
	PACs				
11	Usha Agarwal	8,74,929	0.20	8,74,929	0.20
12	Aditya Vardhan Agarwal	1,96,795	0.05	1,96,795	0.05
13	Richa Agarwal	1,33,691	0.03	1,33,691	0.03
14	Harsha Vardhan Agarwal	2,29,074	0.05	2,29,074	0.05
15	Saroj Goenka	2,97,452	0.07	2,97,452	0.07
16	Jyoti Goenka	1,42,483	0.03	1,42,483	0.03
17	Rashmi Goenka	2,80,957	0.06	2,80,957	0.06
18	Diwakar Finvest Private Limited	9,87,94,786	22.63	9,87,94,786	22.63
19	Vibhash Vardhan Agarwal	100	0.00	100	0.00
20	Mansi Agarwal	1,33,691	0.03	1,33,691	0.03
21	Vihan Vardhan Agarwal	100	0.00	100	0.00
22	Vidula Agarwal	100	0.00	100	0.00
23	Vidhishree Agarwal	100	0.00	100	0.00
24	Rachana Goenka	1,36,988	0.03	1,36,988	0.03
25	Sashwat Goenka	100	0.00	100	0.00
26	Nimisha Goenka	100	0.00	100	0.00
27	Shreya Goenka	100	0.00	100	0.00
28	Chikky Goenka	1,48,942	0.03	1,48,942	0.03
29	Suraj Finvest Private Limited	10,56,30,326	24.20	10,56,30,326	24.20
30	Dhiraj Agarwal	8,375	0.00	8,375	0.00
31	Divya Agarwal	24,975	0.01	24,975	0.01
32	Pradip Kumar Agarwal	23,380	0.01	23,380	0.01
33	Shubham Agarwal	14,700	0.00	14,700	0.00
34	Smriti Agarwal	1,74,000	0.04	1,74,000	0.04
35	Sangita Agarwal	16,000	0.00	16,000	0.00

36	Shobhana Agarwal	6,30,000	0.14	6,30,000	0.14
37	Darsh Goenka	5,65,000	0.13	5,65,000	0.13
38	Advay Goenka	5,54,000	0.13	5,54,000	0.13
39	Reyansh Goenka	4,07,750	0.09	4,07,750	0.09
40	Devarsh Goenka	4,07,750	0.09	4,07,750	0.09
41	Rachna Bagaria	2,70,000	0.06	2,70,000	0.06
42	Indu Goenka	2,69,700	0.06	2,69,700	0.06
43	Reha Goenka	2,40,000	0.05	2,40,000	0.05
44	Aditya Vardhan Agarwal HUF	2,04,278	0.05	2,04,278	0.05
45	Radheshyam Agarwal	1,95,000	0.04	1,95,000	0.04
46	Manish Goenka HUF	1,74,000	0.04	1,74,000	0.04
47	Mohan Goenka HUF	1,74,000	0.04	1,74,000	0.04
48	Sushil Kumar Goenka HUF	1,74,000	0.04	1,74,000	0.04
49	Harsha Vardhan Agarwal (HUF)	1,72,000	0.04	1,72,000	0.04
50	Puja Goenka	1,69,398	0.04	1,69,398	0.04
51	Jayant Goenka HUF	74,000	0.02	74,000	0.02
52	Prashant Goenka HUF	74,000	0.02	74,000	0.02
53	Ashish Goenka HUF	74,000	0.02	74,000	0.02
54	Abhishek Agarwal	84,000	0.02	84,000	0.02
55	Amitabh Goenka	5,71,496	0.13	5,71,496	0.13
56	Ritu Goenka	4,54,930	0.10	4,54,930	0.10
57	Nikunj Goenka	2,65,000	0.06	2,65,000	0.06
58	Yogesh Goenka	2,45,400	0.06	2,45,400	0.06
59	Amitabh Goenka HUF	74,000	0.02	74,000	0.02
60	Emami Paper Mills Limited	9,33,000	0.21	9,33,000	0.21
61	PAN Emami Cosmed Limited (Fka-Midkot Investments Private Limited)	31,17,160	0.71	31,17,160	0.71
62	Emami Frankcross Limited	10,000	0.00	10,000	0.00
63	Rohin Raj Sureka	5,000	0.00	5,000	0.00
64	Kusum Agarwal	34,450	0.01	34,450	0.01
65	Laxmi Devi Bajoria	1,06,000	0.02	1,06,000	0.02
66	Vishal Agarwal	8,200	0.00	8,200	0.00
67	Sumangal Agarwal	8,200	0.00	8,200	0.00
68	Jyoti Agarwal	-	0.00	-	0.00
69	Ajanta Suppliers Private Limited	-	0.00	-	0.00
70	Aviro Vanija Private Limited	-	0.00	-	0.00
71	Aviro Vyapaar Private Limited	-	0.00	-	0.00
72	Aviro Writing Instruments Private Limited	-	0.00	-	0.00
73	Bondhampuli Crops Private Limited	-	0.00	-	0.00
74	Cri Limited	-	0.00	-	0.00
75	Deluxe Builders & Promoters Private Limited	-	0.00	-	0.00
76	Emami Education & Research Foundation	-	0.00	-	0.00
77	Emami Estates Private Limited	-	0.00	-	0.00
78	Emami Group of Companies Private Limited	-	0.00	-	0.00
79	Nayee Deesha Communications Private Limited	-	0.00	-	0.00
	Transferors				
80	Radhe Shyam Goenka	4,15,876	0.10	4,03,876	0.09
81	Manan Goenka	5,65,000	0.13	100	0.00
82	Shruti Goenka	1,96,755	0.05	14,719	0.00
83	Avishi Sureka	14,00,000	0.32	-	0.00
	Total Promoter Holding	23,93,93,412	54.84	23,93,93,412	54.84

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 and on behalf of Promoter and Promoter group of Emami Ltd.

Ashish Goenka
Date: 17.02.2026
Place: Kolkata

Annexure-"A"

Compliance of Disclosure requirements under chapter V of the of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Date of Reporting	Regulations	Nature of Compliance
28.06.2025	10(7)	Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011
23.06.2025	29(2)	Disclosure of acquisition and disposal (Inter Se Transfer)
23.06.2025	10(6)	Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
12.06.2025	10(5)	Disclosure in respect of acquisition under Regulation 10(1)(a)(ii)
03.04.2025	31(4)	Continual disclosure
27.09.2024	10(7)	Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011
19.09.2024	29(2)	Disclosure of acquisition and disposal (Inter Se Transfer)
19.09.2024	10(6)	Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
06.09.2024	10(5)	Disclosure in respect of acquisition under Regulation 10(1)(a)(ii)
01.04.2024	31(4)	Continual disclosure
09.01.2024	10(7)	Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011
29.12.2023	29(2)	Disclosure of acquisition and disposal (Inter Se Transfer)
29.12.2023	10(6)	Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
20.12.2023	10(5)	Disclosure in respect of acquisition under Regulation 10(1)(a)
17.11.2023	10(5)	Disclosure in respect of acquisition under Regulation 10(1)(a)
22.08.2023	29(2)	Disclosure of acquisition and disposal (Inter Se Transfer)
22.08.2023	10(6)	Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
10.08.2023	10(5)	Disclosure in respect of acquisition under Regulation 10(1)(a)
03.04.2023	31(4)	Continual disclosure
17.02.2023	10(7)	Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in Regulation 10(1)(a)(ii) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011
15.02.2023	29(2)	Disclosure of acquisition and disposal (Inter Se Transfer)
15.02.2023	10(6)	Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
07.02.2023	10(5)	Disclosure in respect of acquisition under Regulation 10(1)(a)

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
15.01.2026	Diwakar Finvest Private Limited	Creation & Release	
31.12.2025	Diwakar Finvest Private Limited	Creation	
23.12.2025	Diwakar Finvest Private Limited	Creation	
15.12.2025	Diwakar Finvest Private Limited	Creation	
01.12.2025	Diwakar Finvest Private Limited	Creation & Release	
19.11.2025	Diwakar Finvest Private Limited	Release	
07.11.2025	Diwakar Finvest Private Limited	Creation	
27.10.2025	Diwakar Finvest Private Limited	Creation & Release	
10.10.2025	Diwakar Finvest Private Limited	Creation	
26.09.2025	Diwakar Finvest Private Limited	Creation	
12.09.2025	Diwakar Finvest Private Limited	Release	
19.08.2025	Diwakar Finvest Private Limited	Release	
18.07.2025	Diwakar Finvest Private Limited	Release	
09.07.2025	Suraj Finvest Private Limited	Release	
25.06.2025	Diwakar Finvest Private Limited	Creation & Release	
06.06.2025	Diwakar Finvest Private Limited	Creation	
02.06.2025	Diwakar Finvest Private Limited	Creation	
13.05.2025	Diwakar Finvest Private Limited	Release	
05.05.2025	Diwakar Finvest Private Limited	Pledge	
11.04.2025	Diwakar Finvest Private Limited	Release	
27.03.2025	Diwakar Finvest Private Limited	Pledge & Release	
25.03.2025	Diwakar Finvest Private Limited	Pledge & Release	
20.03.2025	Diwakar Finvest Private Limited	Pledge & Release	
13.03.2025	Diwakar Finvest Private Limited	Pledge & Release	
06.03.2025	Diwakar Finvest Private Limited	Pledge	
28.02.2025	Diwakar Finvest Private Limited	Pledge	
19.02.2025	Diwakar Finvest Private Limited	Pledge	

14.02.2025	Diwakar Finvest Private Limited	Pledge	
12.02.2025	Diwakar Finvest Private Limited	Pledge	
03.02.2025	Diwakar Finvest Private Limited	Pledge & Release	
23.01.2025	Diwakar Finvest Private Limited	Pledge	
20.01.2025	Diwakar Finvest Private Limited	Pledge & Release	
24.12.2024	Diwakar Finvest Private Limited	Pledge	
20.12.2024	Diwakar Finvest Private Limited	Pledge	
17.12.2024	Diwakar Finvest Private Limited	Pledge & Release	
10.12.2024	Diwakar Finvest Private Limited	Pledge & Release	
06.12.2024	Diwakar Finvest Private Limited	Pledge	
19.11.2024	Suraj Finvest Private Limited	Pledge & Release	
04.11.2024	Suraj Finvest Private Limited	Pledge	
30.10.2024	Diwakar Finvest Private Limited	Pledge	
24.10.2024	Diwakar Finvest Private Limited	Pledge	
30.09.2024	Diwakar Finvest Private Limited	Release	
27.09.2024	Diwakar Finvest Private Limited	Pledge & Release	
25.09.2024	Suraj Finvest Private Limited	Release	
17.09.2024	Diwakar Finvest Private Limited	Pledge	
12.09.2024	Diwakar Finvest Private Limited	Pledge	
05.09.2024	Diwakar Finvest Private Limited	Pledge & Release	
28.08.2024	Diwakar Finvest Private Limited	Pledge & Release	
26.08.2024	Diwakar Finvest Private Limited	Pledge & Release	
19.08.2024	Suraj Finvest Private Limited	Release	
16.08.2024	Diwakar Finvest Private Limited	Pledge & Release	
08.08.2024	Diwakar Finvest Private Limited	Pledge & Release	
06.08.2024	Diwakar Finvest Private Limited	Release	
15.07.2024	Diwakar Finvest Private Limited	Release	
11.07.2024	Diwakar Finvest Private Limited	Release	
09.07.2024	Diwakar Finvest Private Limited	Release	
01.07.2024	Diwakar Finvest Private Limited	Pledge	
13.06.2024	Suraj Finvest Private Limited	Release	
06.06.2024	Suraj Finvest Private Limited	Release	
05.06.2024	Suraj Finvest Private Limited	Release	
03.06.2024	Diwakar Finvest Private Limited	Release	
30.05.2024	Suraj Finvest Private Limited	Release	
22.05.2024	Diwakar Finvest Private Limited	Release	
17.05.2024	Diwakar Finvest Private Limited	Release	
09.05.2024	Suraj Finvest Private Limited	Release	
20.03.2024	Diwakar Finvest Private Limited	Pledge	
15.03.2024	Diwakar Finvest Private Limited	Pledge & Release	
11.03.2024	Diwakar Finvest Private Limited	Release	
07.03.2024	Diwakar Finvest Private Limited	Pledge & Release	
01.03.2024	Diwakar Finvest Private Limited	Release	
23.02.2024	Diwakar Finvest Private Limited	Pledge & Release	
19.02.2024	Diwakar Finvest Private Limited	Pledge	
15.02.2024	Suraj Finvest Private Limited	Pledge	
29.01.2024	Suraj Finvest Private Limited	Pledge & Release	
09.01.2024	Suraj Finvest Private Limited	Pledge & Release	
05.01.2024	Suraj Finvest Private Limited	Release	
30.11.2023	Suraj Finvest Private Limited	Creation & Release	
10.11.2023	Suraj Finvest Private Limited	Release	
30.10.2023	Suraj Finvest Private Limited	Creation & Release	
18.10.2023	Diwakar Finvest Private Limited	Release	
06.10.2023	Diwakar Finvest Private Limited	Release	
29.09.2023	Suraj Finvest Private Limited	Release	
28.09.2023	Suraj Finvest Private Limited	Release	
26.09.2023	Suraj Finvest Private Limited	Release	
25.09.2023	Diwakar Finvest Private Limited	Release	
06.09.2023	Diwakar Finvest Private Limited	Release	
25.08.2023	Suraj Finvest Private Limited	Release	
23.08.2023	Suraj Finvest Private Limited	Creation & Release	
04.08.2023	Suraj Finvest Private Limited	Release	
01.08.2023	Suraj Finvest Private Limited	Creation	
19.07.2023	Diwakar Finvest Private Limited	Creation & Release	
11.07.2023	Diwakar Finvest Private Limited	Release	
04.07.2023	Suraj Finvest Private Limited	Release	
30.06.2023	Suraj Finvest Private Limited	Release	
26.06.2023	Suraj Finvest Private Limited	Creation & Release	
14.06.2023	Diwakar Finvest Private Limited	Creation	
07.06.2023	Diwakar Finvest Private Limited	Creation	
29.05.2023	Suraj Finvest Private Limited	Creation	
19.05.2023	Diwakar Finvest Private Limited	Release	
17.05.2023	Diwakar Finvest Private Limited	Creation & Release	
29.03.2023	Diwakar Finvest Private Limited	Creation	
24.03.2023	Diwakar Finvest Private Limited	Creation & Release	
22.03.2023	Diwakar Finvest Private Limited	Creation	
20.03.2023	Diwakar Finvest Private Limited	Creation	

16.03.2023	Diwakar Finvest Private Limited	Creation	
13.03.2023	Diwakar Finvest Private Limited	Creation & Release	
03.03.2023	Suraj Finvest Private Limited	Creation & Release	
01.03.2023	Diwakar Finvest Private Limited	Creation & Release	
22.02.2023	Suraj Finvest Private Limited	Creation & Release	
17.02.2023	Diwakar Finvest Private Limited	Creation & Release	
14.02.2023	Diwakar Finvest Private Limited	Creation	
27.01.2023	Diwakar Finvest Private Limited	Creation & Release	
12.01.2023	Diwakar Finvest Private Limited	Release	
02.01.2023	Suraj Finvest Private Limited	Creation	

for and on behalf of Promoter and Promoter group of Emami Ltd.

Ashish Goenka
Date: 17.02.2025
Place: Kolkata