

BHANU VYAPAAR PRIVATE LIMITED

CIN : U15520WB1988PTC045076

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

Fax : 033 6613 6242, E-mail : panemamics @emamigroup.com

Date: 07.03.2020

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) 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) 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 Bhanu Vyapaar Private Limited



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 | 77.1994 |
| Whether encumbered share is 50% or more of promoter shareholding | YES |
| Whether encumbered share is 20% or more of total share capital | YES |

For BHANU VYAPAAR PRIVATE LIMITED


Director / Authorised Signatory

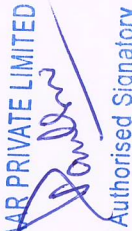
Signature of Authorised Signatory:

Place: Kolkata

Date: 07/03/2020

| DETAILS OF ALL EXISTING EVENTS / AGREEMENTS 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 | | 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) | 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 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 |
| | | No. of Shares | % of total share capital | | | 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 the debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit rating of the debt instrument 5. ISIN of the instrument | | | | | |
| 05.03.2020 | Pledge | 1466300 | 0.3230 | IDBI Trusteeship Services Ltd. (Trustee), J.P Morgan Securities Asia Private Limited (Lender) | No, Trustee | Suntrack Commerce Private Limited (Pledgor) and Emami Capital Markets Limited, Midkot Investments Private Limited (400 nos.), TMT Franksross Limited, Emami Vinyogan Limited and Emami Realty Limited (Borrower) | Yes, 1. Emami Capital Markets Limited (100 nos.), Midkot Investments Private Limited (200 nos.), Emami Franksross Limited (400 nos.), TMT Vinyogan 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 | 35.82 | 35.82 | 1.00 | Repayment of existing loan | Pledge of Additional Shares for Existing Loan |
| 06.03.2020 | Pledge | 785951 | 0.1727 | Indusind Bank Limited (Lender) | Yes, Scheduled Commercial Bank | Emami Agrotech Limited (Borrower) & Suntrack Commerce Pvt. Ltd. (Pledgor) | No | 18.84 | 13.86 | 1.36 | Repayment of loan | Pledge of Additional Shares for Existing Loan |

For BHANU VYAPAR 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 the 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 |
|---|--|---|--|--|---|---|--|---|----------------|--|---|
| 05.03.2020 | Pledge | 1466500 0.3230 | 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 Vinnyogan 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 Vinnyogan 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 | 35.82 | 35.82 | 1.00 | Repayment of existing loan | Pledge of Additional Shares for Existing Loan |
| 06.03.2020 | Pledge | 100000 0.0220 | RBL Bank Limited (Lender) | Yes, Scheduled Commercial Bank | AMRI Hospital Limited (Borrower) & Bhanu Vyapaar Pvt. Ltd. (Pledgor) | No | 2.40 | 1.55 | 1.55 | Term loan for repayment of existing loans and long term working capital requirements | Pledge of Additional Shares for Existing Loan |
| 06.03.2020 | Pledge | 521134 0.1148 | Indusind Bank Limited (Lender) | Yes, NBFC | Emami Frank Ross Limited (Borrower) & Bhanu Vyapaar Pvt. Ltd. (Pledgor) | No | 12.53 | 11.71 | 1.07 | Term loan for business requirement of Emami Frankross Limited | Pledge of Additional Shares for Existing Loan |
| 06.03.2020 | Pledge | 200000 0.0441 | STCI Finance Limited (Lender) FOR BHANU VYAPAAR PRIVATE LIMITED | Yes, NBFC | Premier Ferro Alloys & Securities Limited (Borrower) & Bhanu Vyapaar Pvt. Ltd. (Pledgor) | No | 4.81 | 2.19 | 2.19 | Term loan for repayment of loans in Emami Realty Ltd. | Pledge of Additional Shares for Existing Loan |

STCI Finance Limited (Lender)
FOR BHANU VYAPAAR PRIVATE LIMITED

Yes, NBFC
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 encumbrances) | 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 companies 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 the 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 |
|---|---|---|---|--|--|---|--|---|----------------|--|---|
| 06.03.2020 | Pledge | 200000 0.0441 | STCI Finance Limited (Lender) | Yes, NBFC | Midkot Investments Limited (Borrower) & Bhanu Vyapaar Pvt. Ltd. (Pledgor) | No | 4.81 | 2.19 | 2.19 | Repayment of loans in group companies | Pledge of Additional Shares for Existing Loan |
| 05.03.2020 | Pledge | 100000 0.0220 | Deutsche Investments India Pvt. Ltd. (Lender) | Yes, NBFC | Diwakar Viniyog Pvt. Ltd. (Pledgor) Bhanu Vyapaar private Limited (Borrower) | No | 2.44 | 1.07 | 2.28 | Repayment of existing loan | Pledge of Additional Shares for Existing Loan |
| 06.03.2020 | Pledge | 300000 0.0661 | Deutsche Investments India Pvt. Ltd. (Lender) | Yes, NBFC | Diwakar Viniyog Pvt. Ltd. (Pledgor) Bhanu Vyapaar private Limited (Borrower) | No | 7.21 | 3.16 | 2.28 | Repayment of existing loan | Pledge of Additional Shares for Existing Loan |
| 06.03.2020 | Pledge | | IDBI Trusteeship Services Pvt. (Trustee) and Credit Suisse AG-Singapore Branch (Lender) | No, Trustee | Diwakar 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.INE081007013 | 33.65 | 16.82 | 2.00 | Short term loan for Repayment of loan of group companies | Pledge of Additional Shares for Existing Loan |

For **Bhanu Vyapaar Private Limited**
 Director & Authorised Signatory

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|---|--|---|--|--|--|---|---|--|----------------|--|---|
| 06.03.2020 | Pledge | 725348 0.1598 | Indusind Bank Limited (Lender) | Yes, Scheduled Commercial Bank | Emami Agrotech Limited (Borrower) & Diwakar Vinyog Pvt. Ltd. (Pledgor) | No | 17.43 | 14.17 | 1.23 | Long term working capital shoring up of networking capital maintenance of capex. | Pledge of Additional Shares for Existing Loan |

For BHANU VYAPAAR 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 the debt instrument listed on stock exchanges? 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 |
|---|--|---|---|--|--|--|---|--|----------------|--|---|
| 06.03.2020 | Pledge | 160000 0.0352 | Shine Star buildcap Pvt. Ltd. (Lender) | Yes, a NBFC | Diwakar Viniyog Pvt. Ltd. (Pledgor) and Prabhakar (Borrower) | No | 3.85 | 1.75 | 2.20 | Repayment of loan | Pledge of Additional Shares for existing Loan |
| 06.03.2020 | Pledge | 1716040 0.3780 | IDBI Trusteeship Services Ltd. (Trustee), J.P. Morgan Securities Asia Private Limited (Lender) | No, Trustee | Diwakar Viniyog Private Limited (Pledgor) and Emami Capital Markets Private Limited, Midkot Investments 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 | 41.25 | 41.25 | 1.00 | Repayment of existing loan | Pledge of Additional Shares for Existing Loan |

For BHANU VYAPAAR PRIVATE LIMITED

Director / Authorised Signatory