

# BHANU VYAPAAR PRIVATE LIMITED

CIN: U15520WB1988PTC045075

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: 13.03.2020

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) & 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 Bhanu Vyapaar Private Limited



*Paulson*  
Director/Authorized Signatory

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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	81.0548
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: 13/03/2020

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)	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 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 :									
		No of shares	%age of total share capital									
11.03.2020	Pledge	413000	0.0910	RBI Bank Limited (Lender)	Yes, Scheduled Commercial Bank	AMRI Hospital Limited (Borrower) & Suntrack Commerce Pvt. Ltd. (Pledgor)	No	9.29	8.61	1.08	Term loan for repayment of existing loans and long term working capital requirements	Pledge of Additional Shares for Existing Loan
11.03.2020	Pledge	413500	0.0911	RBI Bank Limited (Lender)	Yes, Scheduled Commercial Bank	Emami Cement Limited (Borrower) & Suntrack Commerce Pvt. Ltd. (Pledgor)	No	9.31	18.99	0.49	Repayment of loan	Pledge of Additional Shares for Existing Loan

For BHANU WAPAAR PRIVATE LIMITED

*Bhanu*

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 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
11.03.2020	Pledge	336319 0.0741	Indusind Bank Limited (Lender)	Yes, Scheduled Commercial Bank	Emami Agrotech Limited (Borrower) & Suntrack Commerce Pvt. Ltd. (Pledgor)	No	7.57	10.37	0.73	longterm working capital requirement	Pledge of Additional Shares for Existing Loan
11.03.2020	Pledge	1262074 0.2780	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, Emami Realty Limited, TMT Vinnyogan Limited, Emami Frankross 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	28.40	28.40	1.00	Repayment of existing loan	Pledge of Additional Shares for Existing Loan
11.03.2020	Pledge	346226 0.0763	Indusind Bank Limited (Lender)	Yes, Scheduled Commercial Bank	Emami Frank Ross Limited (Borrower) & Bhanu Vyapaar Pvt. Ltd. (Pledgor)	No	7.79	7.28	1.07	Term loan for business requirement of Emami Frankross Limited	Pledge of Additional Shares for Existing Loan

For BHANU VYAPAAR PRIVATE LIMITED

*Bhanu*  
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 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
11.03.2020	Pledge	1200000 0.2644	IDBI Trusteeship Services Ltd. (Trustee) and Credit Suisse AG- Singapore Branch (Lender)	No, Trustee	Bhanu Vyapaar 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	27.01	13.50	2.00	Short term loan for Reayment of loan of group companies.	Pledge of Additional Shares for Existing Loan
11.03.2020	Pledge	1800000 0.3965	IDBI Trusteeship Services Ltd (Trustee) Asia-Pacific Private Credit Opportunities 1 Singapore PTE: LTD (Lender)	No, Trustee	Bhanu Vyapaar Private Limited (Pledgor) and TMT Viniyog Ltd (Borrower)	Yes 1.TMT Viniyog 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	40.51	20.25	2.00	Repayment of existing loan against shares	Pledge of Additional Shares for Existing Loan
11.03.2020	Pledge	336319 0.0741	Indusind Bank Limited (Lender)	Yes, Scheduled Commercial Bank	Emami Agrotech Limited (Borrower) & Diwakar Viniyog Pvt. Ltd. (Pledgor)	No	7.57	6.15	1.23	Long term working capital shoring up of networking capital maintenance of capex.	Pledge of Additional Shares for Existing Loan

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11.03.2020	Pledge	875000 0.1928	Deutsche Investments India Pvt. Ltd.(Lender)	Yes, NBFC	Diwakar Viniyog Pvt. Ltd. (Pledgor) Bhanu Vyapaar private Limited (Borrower)	No	19.69	8.64	2.28	Repayment of existing loan	Pledge of Additional Shares for Existing Loan
11.03.2020	Pledge	2000000 0.4406	IDBI Trusteeship Services Ltd. (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	45.01	22.51	2.00	Short term loan for Reayment of loan of group companies	Pledge of Additional Shares for Existing Loan
11.03.2020	Pledge	85000 0.0187	Shine Star buildcap Pvt. Ltd.(Lender)	Yes, a NBFC	Diwakar Viniyog Pvt. Ltd. (Pledgor) and Prabhakar (Borrower)	No	1.91	0.87	2.20	Repayment of loan	Pledge of Additional Shares for Existing Loan

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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
11.05.2020	Pledge	1262073 0.2780	IDBI Trusteeship Services Ltd. (Trustee), J.P Morgan Securities Asia Private Limited (Lender)	No, Trustee	Diwakar Viniyog Private Limited (Pledgor) and Emami Capital Markets Limited, Midkot Investments Private Limited, Emami Frankross Limited, TMT Viniyog 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 Viniyog 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	28.40	28.40	1.00	Repayment of existing loan	Pledge of Additional Shares for existing Loan
11.05.2020	Pledge	16000 0.0035	Bajaj Finance Limited (Lender)	Yes, NBFC	Smriti Agarwal (Borrower) & Smriti Agarwal (Pledgor)	No	0.36	0.06	6.00	Loan for personal use	Pledge of Additional Shares for Existing Loan

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