TERAI TEA COMPANY LIMITED

REGD. OFFICE : 10 GOVERNMENT PLACE (EAST), 1ST FLOOR, KOLKATA - 700 069, INDIA
Telephones : (91) (33) 460-13789, 460-39789, Fax : (91) (33) 2248 9182
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CIN : L51226WB1973PLC029009

Tuesday, January 18, 2022

To,
The Manager,
Department of Corporate Services,
BSE Limited
P. J Towers, Dalal Street, Fort,
Mumbai – 400001,
Maharashtra, India
BSE Scrip Code: TERAI
BSE Scrip ID: 530533

The Manager,
Listing Department,
The Calcutta Stock Exchange Limited
7, Lyons Range, Dalhousie,
Kolkata –700001,
West Bengal, India

Dear Sir/ Ma'am,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company is in receipt of the initial public announcement dated Monday, 17 January, 2022, made by CapitalSquare Advisors Private Limited, the manager to the offer, on behalf of the existing promoters and members of the promoter and promoter group of the Company *(as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including subsequent amendments thereto)*, in accordance with the provisions of Regulation 8 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, *inter-alia* expressing their intention to acquire up to 17,76,200 (Seventeen Lakhs Seventy-Six Thousand Two Hundred) fully paid-up equity shares having face value of ₹10.00/- (Rupees Ten Only) **("Equity Shares")**, representing 25.82% of the voting share capital of the Company and thereafter voluntary delist 68,79,300 (Sixty-Eight Lakhs Seventy-Nine Thousand Three Hundred) Equity Shares of the Company from BSE Limited and the Calcutta Stock Exchange Limited, the stock exchanges where the Equity Shares are listed **("Initial Public Announcement")**.

A copy of the Initial Public Announcement is enclosed for your reference and records.

Yours faithfully,

Terai Tea Company Limited

Certified true copy
For Terai Tea Company Ltd

Rajesh Singhania
Company Secretary and Compliance Officer

Company Secretary

Enclosed as above

INTIAL PUBLIC ANNOUNCEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, INCLUDING SUBSEQUENT AMENDMENTS THERETO

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF TERAI TEA COMPANY LIMITED

Corporate Identification Number: L51226WB1973PLC029009;
Registered Office: 10 Government Place (East), Kolkata – 700069, West Bengal, India;
Contact Number: 033-40214411 - 44; **Fax Number:** 033-22489182;
Email Address: teraitea@gmail.com; **Website:** www.teraigroup.com;

Voluntary Delisting Offer by the existing Promoters and members of the Promoter Group ("Promoter Acquirer(s)") of Terai Tea Company Limited ("Company") by acquisition of up to 17,76,200 (Seventeen Lakhs Seventy-Six Thousand Two Hundred) fully paid-up equity shares having face value of ₹10.00/- (Rupees Ten Only) ("Equity Shares"), representing 25.82% of the voting share capital of the Company, pursuant to and in accordance with the provisions of Regulation 8 of the Securities and Exchange Board Of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendements thereto, ("SEBI Delisting Regulations").

On Monday, January 17, 2022, the Promoter Acquirers have proposed their intention to acquire up to 17,76,200 (Seventeen Lakhs Seventy-Six Thousand Two Hundred) Equity Shares, representing 25.82% of the voting share capital of the Company, held by the public shareholders (as defined under Regulation 2(1)(t) of the SEBI Delisting Regulations) of the Company **("Public Shareholders")** and thereafter delist the existing listed 68,79,300 (Sixty-Eight Lakh Seventy-Nine Thousand Three Hundred) Equity Shares of the Company in accordance with the provisions of SEBI Delisting Regulations **("Delisting Proposal")** from BSE Limited **("BSE")** and the Calcutta Stock Exchange Limited **("CSE")**, the stock exchanges where the Equity Shares are listed (BSE and CSE are hereinafter collectively referred to as the **"Stock Exchanges"**), subject to being in receipt of the approval of the:

a) Board of Directors of the Company in accordance with the provisions of Regulation 10 of the SEBI Delisitng Regulations;

b) Public Shareholders of the Company by way of a special resolution through postal ballot and/ or e-voting in accordance with the provisions of Regulation 11 of the SEBI Delisting Regulations, wherein the number of votes cast by the Public Shareholders in favor of the Delisting Proposal is at least 2 (Two) times the number of votes cast by the Public Shareholders against the Delisting Proposal; and

c) All other necessary and relevant approvals, including relevant third-party consents;

This intial public announcement is being issued by CapitalSquare Advisors Private Limited **("Manager")** for and on behalf of the Promoter Acquirers to the Public Shareholders of the Company, in accordance with the provisions of Regulation 8 of the SEBI Delisting Regulations **("Initial Public Announcement")**.

As on date of this Intial Public Announcement, the Promoter Acquirers collectively hold 51,03,100 (Fifty-One Lakhs Three Thousand and Hundred) Equity Shares, corresponding to 74.18% of the voting share capital of the Company; whereas the Public Shareholders are holding 17,76,200 (Seventeen Lakhs Seventy-Six Thousand and Two Hundred) Equity Shares, representing 25.82% of the voting share capital of the Company.

The Promoter Acquirers believe that the Delisting Proposal is in the interest of the Public Shareholders as it will provide the Public Shareholders with an opportunity to exit from the Company at a price determined in accordance with the SEBI Delisting Regulations, providing immediate liquidity given the heightened market volatility, and on the basis of the following mentioned additional interests:

a) To enable the Promoter Acquirers to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility;

b) As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's business;

c) The Delisting Proposal will enhance the Company's operational, financial, and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the Promoter Acquirers;

d) The long-term business plan of the Promoter Acquirers involve expanding the operations of the Company into new geographies and new business activities, which may have different risk profiles, longer gestation periods compared to the current risk profile of the Company;

The Promoter Acquirers, have individually confirmed and stated that:

a) They have not sold the Equity Shares of the Company during the period of 6 (Six) months prior to the date of this Intial Public Announcement;

b) They shall not directly or indirectly, in connection with the delisting of the Equity Shares sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the SEBI Delisting Regulations:

(i) Employ any device, scheme or artifice to defraud any shareholder or other person; or

(ii) Engage in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or

(iii) Engage in any act or practice that is fraudulent, deceptive or manipulative;

The offer price shall be determined through the Reverse Book Building Process as specified under Regulation 20 and Schedule II of the SEBI Delisting Regulations **("Discovered Price")**, after fixation of the floor price which shall be determined in terms of Regulation 20 (2) of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including subsequent amendments thereto, **("Floor Price")** which shall be separately informed to the Public Shareholders in accordance with the SEBI Delisting Regulations, in due course.

In accordance with the SEBI Delisting Regulations, the final price for the Delisting Offer will be the price at which the Equity Shares accepted through eligible bids through the Reverse Book Building Process which shall take the shareholding of the Promoters and members of the Promoter Group to 90.00% of the Equity Shares of the Company, excluding the shares which are held by following:

(a) Custodian(s) holding Equity Shares against which depository receipts have been issued overseas;

(b) Trust set up for implementing an employee benefit scheme under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, including subsequent amendments thereto; and

(c) Inactive shareholders such as vanishing companies, struck off companies, Equity Shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including subsequent amendments thereto.

In accordance with the SEBI Delisting Regulations, the Promoter Acquirers shall be bound to accept the Equity Shares tendered or offered in the Delisting Offer, if the Discovered Price determined through the Reverse Book Building Process is equal to the Floor Price or the indicative price, if any, offered by the Acquirers **("Indicative Price")**. Further, the Promoter Acquirers shall be bound to accept the Equity Shares at the Indicative Price even if the price determined through the Reverse Book Building Process is higher than the Floor Price but less than the Indicative Price. However, if the Discovered Price is higher than the Indicative Price, the Promoter Acquirers shall not be bound to accept the Equity Shares. If the Discovered Price is rejected, the Promoter Acquirers may on its sole discretion propose a counter-offer, in accordance with the SEBI Delisting Regulations.

Issued by the Manager to the Offer on behalf of the Promoter Acquirers:

CAPITALSQUARE™
Teaming together to create value

CAPITALSQUARE ADVISORS PRIVATE LIMITED
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Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel
SEBI Registration Number: INM000012219
Validity: Permanent

Place: Mumbai
Date: Monday, January 17, 2022