



# 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  
E-mail : teraitea@gmail.com • Website : www.terraigroup.com  
CIN : L51226WB1973PLC029009



Friday, 21 January, 2022

To,  
The Manager,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400 023,  
Maharashtra, India  
BSE Scrip Code: 530533  
BSE Scrip ID: TERAI

To,  
The Manager,  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Dalhousie, Kolkata-700001,  
West Bengal, India

Dear Sir/ Madam,

**Subject : Outcome of the meeting of the Board of Directors convened on Friday, 21 January, 2022, of Terai Tea Company Limited ("Company") in accordance with the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is with reference to the captioned subject and in continuation to our intimation letter dated Tuesday, 18 January, 2022, with respect to being in receipt of an Initial Public Announcement dated Monday, 17 January, 2022, issued by CapitalSquare Advisors Private Limited, (**"Manager to the Offer"**) on behalf of the existing Promoters and members of the Promoter and Promoter Group (as defined under Regulations 2(1)(v) and 2(1)(w), respectively, of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto (**"SEBI Delisting Regulations"**) read with Regulations 2(1)(oo) and 2(1)(pp), respectively of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) (**"Promoter Acquirers"**) (**"IPA"**), wherein the Promoter Acquirers have expressed their intention:

- a) To acquire up to 17,76,200 (Seventeen Lakhs Seventy Six Thousand Two Hundred) Equity Shares, representing 25.82% of 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
- b) To subsequently voluntarily delist the existing listed 68,79,300 (Sixty Eight Lakh Seventy Nine Thousand Three Hundred) Equity Shares in accordance with the provisions of SEBI Delisting Regulations from BSE Limited (**"BSE"**) and The Calcutta Stock Exchange Limited (**"CSE"**), the stock exchanges where the Equity Shares are presently listed (BSE and CSE are hereinafter collectively referred to as the **"Stock Exchanges"**)
- c) Subject to the receipt of all necessary approvals from:
  - (i) Board of Directors of the Company in accordance with the provisions of Regulation 10 of the SEBI Delisting Regulations; including relevant third-party consents (**"Delisting Offer"**);

CORPORATE OFFICE : 'AGARWALA HOUSE' SEVOKE ROAD, SECOND MILESTONE, SILIGURI-734 001, WEST BENGAL, INDIA  
TEL : (91) (353) 2543 866 / 857 / 858, FAX : (91) (353) 2542656, E-mail : slg\_teraitea@sancharnet.in

A TERAI TEA GROUP ENTERPRISE



# 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

E-mail : teraitea@gmail.com • Website : www.teraigroup.com

CIN : L51226WB1973PLC029009



- (ii) 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
- (iii) All other necessary and relevant approvals, including relevant third-party consents;
- d) If the Delisting Offer is successful, to voluntarily delist the Equity Shares of the Company from the Stock Exchanges, in accordance with the SEBI Delisting Regulations;

As stated in the earlier intimation, the meeting of the Board of Directors of the Company was convened today, i.e. Friday, 21 January, 2022 to consider the Delisting Offer. The Board of Directors *inter-alia* noted that in accordance with the provisions of the SEBI Delisting Regulations:

- a) The Delisting Offer is required to be approved in accordance with the provisions of the SEBI Delisting Regulations; and
- b) The Delisting Offer is required to be approved by the Board of Directors of the Company only after obtaining a due diligence report from the Peer Review Company Secretary appointed by the Board of Directors in this regards;

In view of the above, the Board has taken the following decisions:

- a) Appointment of **Md Shahnawaz , Proprietor of M Shahnawaz and Associates**, practicing company secretary bearing membership number 'A21427', and certificate of practice number '15076' as the Peer Review Company Secretary ("**Peer Review PCS**");
- b) To authorize certain identified persons to provide all the details and information to the Peer Review PCS for carrying out due diligence in accordance with the provisions of Regulation 10(2) of the SEBI Delisting Regulations and other relevant provisions of the SEBI Delisting Regulations including but not limited to:
  - (i) Obtaining details of buying, selling, and dealing in Equity Shares of the Company, along with the details of off-market transactions, for a period of 2 (Two) years prior to the date of board meeting to be held for considering the proposal for delisting of Equity Shares of the following shareholders:
    - Promoter Acquirers, and its related entities;
    - By top 25 (Twenty-Five) shareholders;
  - (ii) Any other information that may be required by the Peer Review PCS, as it deems fit, for carrying out the due diligence as required in terms of the SEBI Delisting Regulations.

---

CORPORATE OFFICE : 'AGARWALA HOUSE' SEVOKE ROAD, SECOND MILESTONE, SILIGURI-734 001, WEST BENGAL, INDIA

TEL : (91) (353) 2543 866 / 857 / 858, FAX : (91) (353) 2542656, E-mail : slg\_teraitea@sancharnet.in

A TERA TEA GROUP ENTERPRISE



# 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  
E-mail : teraitea@gmail.com • Website : www.terraigroup.com  
CIN : L51226WB1973PLC029009



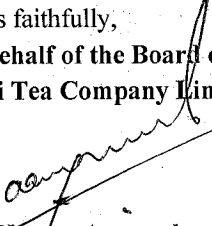
After the receipt of the due diligence report from the Peer Review PCS , the Board of Directors shall meet again to discuss the Delisting Offer in detail.

The meeting of the Board commenced on 5.00 p.m. and concluded at 6.15 p.m.

We request you to kindly take the above on your record.

Yours faithfully,

On behalf of the Board of Directors  
Terai Tea Company Limited

  
Ajit Kumar Agarwala  
Managing Director  
DIN: 00265775