BIJNI DOOARS TEA CO

Corporate Identity No: L70109WB1916PLC002698; Registered Office: 8, Camac Street, "Shantiniketan", 4th Floor, Suite No. 1B, Kolkata-700017; Tel. No.: +91-33-2282 9303; Website: http://www.nahata-group.com/, Email ID: bijnidooars@gmail.com; Compliance Officer: Mr. Dhanraj Chindalia

This detailed public announcement ("Detailed Public Announcement" or "DPA") is 3.3. being issued by Intelligent Money Managers Private Limited ("Manager" or "Manager to the Delisting Offer") for and on behalf of the members of the promoter and promoter group of Bijni Dooars Tea Co Ltd ("Company"), (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("Promoter 3.4") Group") viz., Mr. Sharad Nahata ("Acquirer"), to the public shareholders (i.e. shareholders other than the Promoter and the Promoter Group) as defined under Regulation 2(1)(t) of the Delisting Regulations (as defined below) and hereinafter referred to as "Public Shareholders"), expressing his intention to: (a) acquire all the Equity Shares 3.5. (as defined below) that are held by Public Shareholders, individually; and (b) consequently voluntarily delist the Equity Shares from The Calcutta Stock Exchange Limited ("CSE"), the stock exchange where the shares of the Company are listed (the "Stock Exchange"). 4.1. by making a delisting offer, in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") and in accordance with the terms and conditions set out below and/or in the Letter of Offe (as defined below) (hereinafter referred to as the "Delisting Proposal/Delisting Offer"). 1. BACKGROUND OF THE DELISTING OFFER

1.1. The Acquirer is the member of the Promoter group of the Company. As on the date of this DPA, the members of the Promoter and Promoter Group collectively hold 5,66,463 Equity

Shares representing 94.41% of the total paid-up equity share capital of the Company. 1.2. The Acquirer is making this DPA to acquire up to 33,537 Equity Shares ("Offer Shares") representing 5.59% of the paid-up equity share capital of the Company that are held by the Public Shareholders of the Company pursuant to the Delisting Regulations. If the Delisting Offer is successful in accordance with the terms set out in 4.4. paragraph 13 read with paragraph 14 of this DPA, the Acquirer will make an application to delist the Equity Shares from the Stock Exchange pursuant to and in accordance with the Delisting Regulations and on the terms set out in this Detailed Public Announcement, the Letter of Offer and any other Delisting Offer documents Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchange

1.3. Pursuant to Initial Public Announcement dated June 27, 2022 ("IPA"), the Acquire expressed his intention to acquire the Offer Shares and consequently voluntarily delist the Equity Shares from the Stock Exchange by making a Delisting Offer in accordance with the Delisting Regulations. The receipt of the IPA was intimated by the Company to the Stock Exchange on June 27, 2022.

1.4. Company has received a letter dated August 26, 2022 from the Acquirer informing abou the floor price of ₹ 539/- per Equity Share ("Floor Price") determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("SEBI Takeover Regulations"), along with the valuation report dated August 25, 2022 issued by M/s Gora & Co., Chartered Accountants, FRN 330091E. Gora Chand Mukheriee. Partner, Membership no.: 017630.

1.5. Upon receipt of the IPA, the Company appointed CS Smita Sharma, Proprietor of M/s. Smita Sharma & Associates, a Peer Reviewed Practicing Company Secretary it terms of Regulation 10(2) of the Delisting Regulations, to carry out due diligence in accordance with Regulation 10(3) of the Delisting Regulations and the same was notified to Stock Exchange on July 01, 2022.

1.6. On July 05, 2022 the Company intimated the Stock Exchange that a meeting of the Board is scheduled to be held on July 08, 2022 in order to: (i) take on record and review the due diligence report of the Peer Reviewed Practicing Company Secretary in terms of Regulation 10(3) of the Delisting Regulations ("Due Diligence Report"); (it to approve/ reject the proposal of voluntary delisting of the equity shares of the Company made by the Acquirer; and (iii) any other matters incidental thereto or required in terms of the Delisting Regulations, including seeking shareholders' approval, as may be required.

1.7. The Board, in their meeting on July 08, 2022, inter-alia, took the following decisions: a) The Due Diligence Report and Share Capital audit report, as tabled before then were taken on record.

b) Based on the information available with Company and after taking on record the Due Diligence Report, the Board in accordance with Regulation 10(4) of the SEBI Circle, Jaipur-302016, Rajasthan, India Delisting Regulations, certified that:

The Company is in compliance with the applicable provisions of securities laws; ii. The Acquirer and its related entities, are in compliance with the applicable provisions of securities law Regulations in terms of the Report including compliance with Regulation 4(5) of the Delisting Regulations; and

iii. The Delisting Proposal, in their opinion, is in the interest of the Public Shareholders of the Target Company.

c) The Delisting Proposal was approved by the Board in accordance with Regulation 10 of the SEBI Delisting Regulations.

d) The Board granted its approval to the Company to seek shareholders' approval by way of special resolution through postal ballot and e-voting in accordance with Regulation 11 of the Delisting Regulation and other applicable laws, and thereby approved the draft of the postal ballot notice and the explanatory statement thereto. The Company was authorized to dispatch the said postal ballot notice and the explanatory statement to the shareholders of the Company in accordance with the provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, Delisting Regulations and any

e) Ms. Khushboo Gulgulia, Practicing Company Secretary, Proprietor: K. Gulgulia & Co., Membership No.: ACS 62099, CP No.: 24240, was appointed as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.

The outcome of the meeting of the Board was disclosed by the Company on the same day, i.e., July 08, 2022 to the Stock Exchange.

1.8. The dispatch of the notice of postal ballot dated July 08, 2022 for seeking the

approval of the shareholders, through postal ballot and e-voting for the Delisting Offer, as required under the Delisting Regulations and the Companies Act, 2013 and the rules made thereunder, was completed on July 18, 2022.

1.9. The shareholders of the Company approved the Delisting Offer by way of a specia resolution in accordance with Regulation 11(4) of the Delisting Regulations or August 20, 2022. The results of the postal ballot were announced on August 20, 2022 and the same were intimated to the Stock Exchange on August 22, 2022. As part of the said resolution, the votes cast by the Public Shareholders in favour of the Delicting Offer are 2.492 votas which is mare than two times the number of votas ass by the Rublic Shareholders against it i.e., Nil votes.

1.10. CSE has issued its in-principle approval to the Delisting Offer subject to compliance with the Delisting Regulations, pursuant to the letter reference no. CSE/LL 15873/2023 dated August 09, 2023 received on August 10, 2023 in accordance with

Regulation 12 of the Delisting Regulations. 1.11. This DPA is being issued in the following newspapers as required under Regulation

15(1) of the Delisting Regulations: Language Arthik Lipi Bengali Daily

1.12. Any changes, modifications or amendments to this Detailed Public Announcement, any will be notified by way of issuing corrigendum in all the aforesaid newspapers. 1.13. The Delisting Offer is subject to the acceptance of the Discovered Price, determine in accordance with the SEBI Delisting Regulations, by the Acquirer. The Acquirer ma also, at its sole and absolute discretion, propose: (a) a price higher than the Discovered Price for the purposes of the Delisting Offer; or (b) a price which is lower than the Discovered Price but not less than the book value of the Company a certified by the Manager to the offer (as defined below) in terms of Regulation 22(5) the SEBI Delisting Regulations ("Counter Offer Price"). The "Exit Price" shall be: the Discovered Price, if accepted by the Acquirer; or (ii) a price higher than the Discovered Price, if offered by the Acquirer at its discretion; or (iii) the Counter Offer Price offered by the Acquirer at its absolute discretion and if accepted by Public Shareholders, results in the shareholding of the members of the promoter/ group of the Company reaching 90% of the total equity share capital of the Company However, as the Acquirer along with other Members of the Promoter / Promote Group already holds more than 90% of the total equity share capital of the Company, any price accepted by the Acquirer in compliance with the SEBI Delisting Regulations

1.14. The Acquirer reserves the right to withdraw the Delisting Offer in certain cases as se out in paragraph 14 of this DPA

1.15. As per Regulation 28 of the SEBI Delisting Regulations, the Board is required to constitute a committee of independent directors to provide its written reasoned recommendation on the Delisting Offer and such recommendations shall be published at least 2 (two) working days before the commencement of the Bid Period in the same newspapers where the DPA is published.

2. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER

2.1. In terms of Regulation 8(3)(a) of the Delisting Regulations, the rationale/ reasons for the Delisting Proposal are as follows:

a. the proposed delisting would enable the members of the Promoter Group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. 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 continued listing of equity shares, which can be refocused on its business;

b. 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

c. the proposed delisting will result in reduction of the ongoing substantial compliance 5. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE costs which includes the costs associated with listing of equity shares such as annual listing fee and fees payable to share transfer agents, expenses towards 5.1. As on date of the DPA, the authorized share capital of the Company is ₹ 1,00,00,000/shareholders' servicing and such other expenses required to be incurred as per the applicable securities law;

d. The shares of the Company are infrequently traded on the stock exchange. The delisting proposal is in the interest of the Public Shareholders as it will provide them the Delisting Regulations

3. BACKGROUND OF THE ACQUIRER

3.1. Sharad Nahata

3.1.1. Mr. Sharad Nahata, aged 36 years, is presently residing at 1, Dr. U N Brahmachari Street, Park Street, Circus Avenue, Kolkata-700016. He is the Director of the Company since October 10, 2020. He has done Bachelor of Business Managemen from Bangalore University. He has an experience of 14 years in tea plantation and manufacturing.

3.1.2. The networth of Mr. Sharad Nahata is ₹ 1,130.48 Lakhs (Rupees Eleven Crores Thirty Lakhs Forty Eight Thousand only) as on March 31, 2022 as certified by M/s. Rashmi & Co, Chartered Accountants, FRN: 309122E vide certificate dated June 26, 2023.

3.1.3.As on date of this DPA, he holds 56,500 Equity Shares of face value of ₹ 10/- each representing 9.42% of the total issued and paid up equity share capital of the 3.1.4.He is also director on the boards of Eastern Dooars Tea Co Ltd., Esjay Commer

Ltd., S. Jitendra Trading & Investment Pvt. Ltd., Shree Absolutely Travels Private Limited, Indraprastha Farms Pvt. Ltd., Shelly Housing Private Limited, Aastha Ashray Private Limited, Arhan Wealth Advisory Private Limited.

3.1.5. He is also Designated Partner in Ocean Merchandise LLP.

 $3.2. \ \ Neither the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Promoter Group of the Company has sold the Acquirer nor any member of the Acquirer nor$ any Equity Shares of the Company during the 6 (six) months preceding the date of the meeting of the Board i.e., July 08, 2022, wherein the Delisting Offer was approved. Further, the Acquirer and other members of the Promoter Group have undertaken not to sell the Equity Shares of the Company during the delisting period (as defined in Regulation 2(1)(K) of the Delisting Regulations in accordance with Regulation 30(5) 5.5. The aggregate shareholding of the Acquirer and other members of the Promoter of the Delisting Regulations.

Neither the Acquirer nor any member of the Promoter Group of the Company has been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 or any other regulations made under the

The Acquirer hereby invite all the Public Shareholders of the Company to bid in accordance with the reverse book building process of BSE and on the terms and subject to the conditions set out herein, and/ or in the Letter of Offer, all of their Offer Shares. The Acquirer has, as detailed in paragraph 20 of this DPA, made available all the

requisite funds necessary to fulfil the obligations of the Acquirer under the Delisting Offer 4. BACKGROUND OF THE COMPANY

Bijni Dooars Tea Co Ltd ("BDTCL" or "the Company") was incorporated on 24th May, 1916 in the name of Bijni Dooars Tea Co Ltd, under the provisions of Indian Companies' Act VII of 1913. The Equity Shares of the Company were listed on The Calcutta Stock Exchange Limited ("CSE") in the year 1976 bearing Scrip Code: 012190. The Registered Office of the Company is now situated at 8, Camac Street, "Shantiniketan", 4th Floor Suite No. 1B, Kolkata-700017. The Corporate Identification Number of the Company is L70109WB1916PLC002698, Tel.: +91-33-2282 9303; E-mail: bijnidooars@gmail.com 6, STOCK EXCHANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE 13.6. The Acquirer shall announce the Discovered Price and his decision to accept or reject and website: http://www.nahata-group.com/.

The Company is engaged in the business of cultivation and production of tea. The Company has not been prohibited by SEBI, from dealing in securities, in terms of As on the date of this DPA the me

in	4.4. As on the date of this DPA the m	embers of the	board are:		
ic s.	Name, Address and DIN	Designation	Date of Initial Appointment	No of Equity Shares Held as on June 30, 2023	6.3
e. er	Surendra Kumar Nahata 1, Dr. U N Brahmachari Street, Park	Managing Director	20/06/2001	29,065	6.4
ly in	Street, Kolkata-700016, West Bengal, India				6.5
у	DIN: 00025510				
ut th nd s.	Vijay Kumar Nahata 177, M G Road, PRN House, Barabazar, Kolkata-700007, West Bengal, India DIN: 00599189		25/08/2005	63,650	6.6
of in in	Sharad Nahata 1, Dr. U N Brahmachari Street, Park Street, Circus Avenue, Kolkata- 700016, West Bengal, India DIN: 02725654	Non- Executive & Non Independent Director	10/10/2020	56,500	7.
ne nd y,	Nandini Bose 64/50, Belgachia Road, Milk Colony Ration Shop, Kolkata-700037, West Bengal, India DIN: 00717701		11/03/2015	Nil	Pi Pi
or 's'	Sumermall Sancheti 26B, Camac Street, Park Street, Kolkata-700016, West Bengal, India	Non- Executive Independent	09/08/2004	Nil	8. 8.

A brief summary of the financial performance of the Company, as derived from the Unaudited/audited standalone financial statements of the Company for the financial years ended on March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with the Indian Accounting Standards ("Ind AS"), are set out as below:

Director

Executive

01/08/2016

DIN: 01347669

Ajay Kumar Anchalia

403, Shiva Residency, B-21-A, Shiv

Marg Bank Park, Near Collectorate Independent

Nil

				9	
	Financial year ended March 31				
Profit and Loss Statement	2023 (Unaudited)	2022 (audited)	2021 (Audited)		
Income from Operations	3,617.82	3,798.62	4,277.71		
Other Income	101.38	108.43	57.96		
Total Income	3,719.20	3,907.05	4,335.67		
Total Expenditure (Excluding Depreciation & Interest)	3,326.40	3,484.04	3,559.45	1	
Profit before Depreciation, Interest and Tax	392.80	423.01	776.22	1	
Depreciation	107.64	105.34	127.49	11	
Interest	7.21	24.13	1.62	s	
Profit before Tax	277.95	293.54	647.11	3	
Provision for Tax	38.63	19.47	85.41	s	
Profit After Tax	239.32	274.07	561.70	1	
Other Comprehensive Income	103.79	26.63	90.33	1	
Total Comprehensive Income for the year	343.11	300.70	652.03		
()	Amount in	Indian Ru	pees lakh)	1	

۱	Delever Obert	Financial year ended March 31				
e	Balance Sheet	2023	2022	2021		
g 🏻		(Unaudited)	(Audited)	(Audited)		
d [Sources of Funds					
	Paid up Share Capital	60.00	60.00	60.00		
	Reserves and Surplus (excluding revaluation reserves)	4,716.39	4,373.27	4,102.57		
	Net Worth	4,776.39	4,433.27	4,162.57		
	Non-Current Liabilities - Borrowings	-	-	-		
	Other non-current Financial Liabilities	-	-	-		
e [Other non-current Liabilities [Deferred Tax Liabilities	154.51	105.88	101.15		
\$.	(Meth)	'i	'	. !		
	Current Liabilities - Borrowings	162.39	136.54	-		
сe	Trade payables	267.34	298.48	223.89		
	Other Current Financial Liabilities	-	198.44	208.83		
th	Other Current Liabilities	206.42	29.77	29.35		
	Current Tax Liabilities (Net)	-	-	-		
on	Short Term Provisions	407.74	362.88	378.42		
	Total	5,974.76	5,565.26	5,104.21		
	Uses of Funds					
٦	Net Fixed Assets	820.17	865.78	878.85		
\dashv	Capital Work in Progress	-	9.83	18.14		
\dashv	Non-current Investments	49.83	49.83	45.31		
if,	Other Non-current Financial assets	-	20.20	9.70		
, 11	Other Non-current assets	20.44	-	-		
	Inventories	744.06	565.30	527.22		
be	biological Assets other trial bearer plants	-	32.41	21.37		
ay	Currontinivocanonto	3,643.79	3,108.70			
ne	Trade receivables	313.95	541.07	304.06		
er	ousir and ousir equivalents	259.31	249.97	107.67		
as	Other Outlett'i mandarassets	0.19	9.78	1.52		
of		123.02	112.39	115.15		
(i)	Total	5,974.76	5,565.26	5,104.21		
ne						
er		Financial	year ende	d March 31		

Total	5,974.76	5,565.26	5,104.21				
	Financial year ended March 31						
Other relevant information	2023 (Unaudited)	2022 (Audited)	2021 (Audited)				
Networth (₹ in lakh)	4,776.39	4,433.27	4,162.57				
Earnings per share							
Basic (In ₹)	39.89	45.68	93.62				
Diluted (In ₹)	39.89	45.68	93.62				
Dividend %	0.00%	0.00%	50.00%				
Return on net worth %	5.01%	6.18%	13.49%				
Book value per share (In ₹)	796.07	738.88	693.76				
The key financial ratios, mentioned herein above, have been computed as under:							

The key financial ratios, mentioned herein above, have been computed as under:								
Net worth	Equity Share Capital + Other Equity (Reserves and Surplus) - Revaluation reserve - OCI	1						
Basic Earnings Per Shares	Net Profit/ (Loss) after Tax Attributable to Equity Shareholders/ Weighted Number of Equity Shares outstanding							
Diluted Earnings Per Share	Net Profit/ (Loss) after Tax Attributable to Equity Shareholders/ Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares	ľ						
Book Value per share	Net worth/ Number of Equity Shares outstanding at the end of the period/year	á						
Return on Net	Net Profit/ (Loss) after Tax / Net worth	ŀ						

(Source: Certificate dated June 26, issued by Rashmi & Co., Chartered Accountants (FRN:

COMPANY

(Rupees One Crore only) divided into 10,00,000 (Ten Lakhs) Equity Shares of ₹ 10/-(Rupees Ten only) each. The paid-up share capital of the Company is ₹ 60,00,000/-(Rupees Sixty Lakhs only) comprising of 6,00,000 (Six Lakhs) Equity Shares having face value of ₹ 10/- (Rupees Ten only) each

an opportunity to exit from the Company at a price determined in accordance with 5.2. As on the date of this DPA, there are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or employee stock options etc., which are convertible into Equity Shares at any later date. Also, Equity Shares held by the Promoters and Promoter Group is not subject to any statutory lock-in. The Company also does not have any partly paid up shares outstanding. Neither the Promoters nor any other persons who qualify as members of the Promoter Group of the Company are participating in the Delisting Offer and will not tender their Equity Shares in the reverse book building process as

5.3. The capital structure of the Company as on the date of the DPA is as follows

B !! E !!	N (F 1/ O) /	0/ (0) 0 1/ 1/	ш			
Paid-up Equity Shares of Company	No. of Equity Shares/ Voting Rights	% of Share Capital / Voting Rights	*			
Fully paid up Equity Shares	6,00,000	100%	Α			
Partly paid Up Equity Shares	NIL	NA	1			
Total paid up Equity Shares	6,00,000	100%				
Total voting rights in Company	6,00,000	100%	1			
5.4. The shareholding pattern of the Company, as on June 30, 2023 is as follows:						
Particulars	No. of Equity Shares	Shareholding (%)				
Promoter Group	5,66,463	94.41				
Central Government/State Government(s) / President of India	4,485	0.75				
Investor Education and Protection	18,869	3.14	1			
Fund Authority	,					
Individuals	10,080	1.68	1			
Bodies Corporate	103	0.02	1			

6,00,000 Group of the Company, as on June 30, 2023 is as under

Shareholders	Category	No. of	Shareholding	13.
		Equity Shares	%	
Sharad Nahata	Acquirer	56,500	9.42	13.
Aakriti Nahata	Promoter Group	23,000	3.83	
Ashkaran Sancheti	Promoter Group	150	0.025	
Bimala Debi Nahata	Promoter Group	30,300	5.05	
Chhotulal Nahata & Others (HUF)	Promoter Group	16,500	2.75	
Dhanpat Pincha	Promoter Group	150	0.025	
Indira Debi Nahata	Promoter Group	30,000	5.00	
Jitendra Kumar Nahata	Promoter	26,687	4.45	
Jitendra Kumar Nahata & Others HUF	Promoter Group	11,034	1.84	13.
Jyoti Dugar	Promoter Group	600	0.10	
Manju Nahata	Promoter Group		4.50	
Minnalal Nahata & Others (HUF)	Promoter Group	15,000	2.50	13.
Rashi Nahata	Promoter Group	26,706	4.45	
Surendra Kumar Nahata	Promoter	29,065	4.84	
Surendra Kumar Nahata & Others (HUF)	Promoter Group	7,500	1.25	
Suryakanta Nahata	Promoter Group	25,500	4.25	
Vaibhav Nahata	Promoter Group	24,100	4.02	
Vidya Nahata	Promoter Group	40,920	6.82	
Vijay Kumar Nahata	Promoter	63,650	10.61	
Vijay Kumar Nahata and Others	Promoter	20,050	3.34	
Vikas Nahata	Promoter Group	52,000	8.67	
Nahata Estates Pvt Ltd	Promoter Group	37,480	6.25	
Ratan Shree Finvest Pvt Ltd	Promoter Group		0.40	
Vaibh Shree Finvest Pvt Ltd	Promoter Group		0.03	
Total		5,66,463	94.41	

6.1. The Equity Shares of the Company are currently listed and traded on The Calcutta Stock Exchange Limited.

direction issued u/s 11B of SEBI Act or under any of the regulations made under SEBI Act. 6.2. As on the date on which the Stock Exchange was notified of the board meeting in which 13.7. Once the Acquirer announce the Exit Price, the Acquirer will acquire, subject to the the delisting proposal would be considered, i.e., July 08, 2022 ("Reference Date"), the Equity Shares of the Company are infrequently traded in terms of Regulation 2(1)(j) of the SEBI Takeover Regulations

3. The Acquirer is seeking to delist the Equity Shares of the Company from the CSE and CSE pursuant to letter reference no.CSE/LD/15873/2023 dated August 09, 2023 has granted "in-principle" approval to the Delisting Offer.

No application for listing shall be made in respect of any Equity Shares which have been delisted pursuant to this Delisting Offer for a period of 3 (three) years from the date of delisting. 5. Any application for listing made in future by the Company after the aforementioned period in respect of delisted Equity Shares shall be deemed to be an application for fresh listing of such Equity Shares and shall be subject to the then prevailing laws relating to listing of equity shares of unlisted companies.

The Acquirer proposes to acquire the Offer Shares pursuant to a reverse book-building process through an acquisition window facility, i.e., separate acquisition window in form of web based bidding platform provided by BSE, in accordance with the stock exchange mechanism (the "Acquisition Window Facility" or "Offer to Buy (OTB)"), conducted in accordance with the terms of the Delisting Regulations and the SEBI Circulars (defined below

LIKELY POST SUCCESSFUL DELISTING OFFER SHAREHOLDING PATTERN OF

.The most likely post-delisting shareholding assuming that all Equity Shares outstanding with the Public Shareholders are acquired pursuant to a successful completion of the Delisting Offer in terms of the Delisting Regulations shall be as follows:

Delically of the miterial of the Delically Regulation of the Delical D								
Particulars	No. of Equity Shares	% of Fully Paid up Share Capital of the Company						
Promoter and Promoter Group	6,00,000	100.00						
Public	Nil	Nil						
Total	6,00,000	100.00						
MANAGED TO THE DELISTING OFFED								

 MANAGER TO THE DELISTING OFFER
 The Acquirer has appointed Intelligent Money Managers Private Limited as "Manager to the Delisting Offer" Intelligent Money Managers Private Limited 2nd Floor, YMCA Building, 25, Jawaharlal Nehru Road, Kolkata-700087, West Bengal, India
Tel. No.: +91 - 33 - 4065 6289

Email: info@imoney.co.in, info@intelligentgroup.org.in, amit@intelligentgroup.org.in Contact Person: Mr. Amit Kumar Mishra SEBI Registration No.: INM000012169 Validity Period: Permanent CIN: U65923WB2010PTC156220

(Amount in Indian Rupees lakh) 9. REGISTRAR TO THE DELISTING OFFER

. The Acquirer has appointed Niche Technologies Pvt. Ltd. as "Registrar to the Delisting Offer" Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017

Tel. No.: +91-33-2280 6616/17/18; Fax: +91-33-2280 6619;

Contact person: Mr. Ashok Sen; Email: nichetechpl@nichetechpl.com; Website: https://www.nichetechpl.com; SEBI Registration Number: INR000003290; CIN: U74140WB1994PTC062636.

0. DETAILS OF THE BUYER BROKER

0.1. The Acquirer has appointed BNK Securities Private Limited (SEBI Regn. No.: NZ000220037) having its office at Mayfair Tower, 2 Palm Avenue, Kolkata 700 019 a Kestock broker of the Acquirer ("Buyer Broker"). Contact Person: Sanat Mondal, Tel. No.: +91-33-46022160/63; Fax No.: +91-33-22800457, Email: corporate@bnkcapital.com, anat.mondal@bnkcapital.com, Website: www.bnkcapital.com 1. STOCK EXCHANGE DATA REGARDING THE COMPANY

1.1. As mentioned in paragraph 6.2, as on the Reference Date, the Equity Shares of the Company are infrequently traded on CSE in terms of Regulation 2(1)(j) of the Takeover Regulations.

1.2. The ISIN of the Company is INE751C01016.

11.3. The high, low and average market prices in the preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the

)	date of the DPA and the corresponding volumes, on CSE are as follows:					14				
,	Period	High (1) (₹)	of High	of Equity	(1)	Date of Low (2)	Number of Equity Shares traded on that date	(1)	Number of Equity Shares traded in the period	14
4		Pre	cedir	ng 3 (thre	e) Ye	ars				
4	Financial Year 2020-21	NA	NA	NA	NA	NA	NA	NA	NA	
ı	Financial Year 2021-22	NA	NA	. NA	NA	NA	. NA	NA	. NA	
_	Financial Year 2022-23	NA	NA	NA	NA	NA	NA	NA	NŧΑ	15
	Preceding 6 (six) Months						115			
	February 2023	NA	NA	NA	NA	NA	NA	NA	NA	1 ``
	March 2023	NA	NA	NA	NA	NA	NA	NA	NA	1
	April 2023	NA	NA	NA	NA	NA	NA	NA	NA	1
	May 2023	NA	NA	NA	NA	NA	NA	NA	NA	
1	June 2023	NA	NA	NA	NA	NA	NA	NA	NA	
	July 2023	NA	NA	NA	NA	NA	NA	NA	NA	1
	Source: www.cseindia.con	1								_
_	Notes:									
_	(1) High and low price for the based on average of clos	ne per sing pr	riod a rice.	re based o	on int	ra-da	y prices a	nd avera	ige price is	15

shares is considered 12. DETERMINATION OF THE FLOOR PRICE 12.1. The Acquirer proposes to acquire the Equity Shares of the Company from the Public

Schedule II of the Delisting Regulations

(2) In case where the same price falls on two or more days, the day with the highest traded

12.2. The Equity Shares of the Company are currently listed on The Calcutta Stock Exchange Limited. The scrip code of the Company on CSE is 012190. 12.3. The annualized trading turnover during the twelve calendar months preceding the

calendar month of the Reference Date based on the trading volume of the Equity Shares on Stock Exchange during the period from July 01, 2021 to June 30, 2022, (12

(twelve) calendar months preceding the month of the Reference Date) is as under:									
Stock Exchange		Total (weighted average) number of Equity Shares outstanding during the period	Annualized trading turnover (as a percentage of the total number of shares outstanding) (%)						
CSE	Nil (No Trading)	6,00,000	Nil (No Trading)						
2.4. As on the Reference Date, as mentioned in paragraph 6.2 above, the Equity Shares									

12.5. As required under Regulation 20(2) of the Delisting Regulations, the floor price of the

Delisting Offer is required to be determined in terms of Regulation 8 of the SEBI Takeover Regulations, as may be applicable. As per the Explanation to Regulation 20(3) of the Delisting Regulations, the Reference Date for computing the floor price would be the date on which the CSE were notified of the board meeting in which the delisting proposal would be considered, i.e., July 08, 2022. 12.6. In terms of Regulation 8 of the SEBI Takeover Regulations, the floor price shall be the

a. The highest negotiated price per Share of the Company for any Not Applicable acquisition under the agreement attracting the obligation to make a public announcement of an open offer The volume weighted average price paid or payable for acquisitions, whether by the Acquirer or by any person acting in concert with him during the fifty-two weeks immediately preceding the Reference Date. The highest price paid or payable for any acquisition, whether by the Not Applicable Acquirer or by any person acting in concert with him, during the twent six weeks immediately preceding the Reference Date. The volume-weighted average market price of such Shares for a Not Applicab period of sixty trading days immediately preceding the Relevant Date as traded on the stock exchange where the maximum volume o trading in the shares of the target company are recorded during such period, provided such shares are frequently traded. Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Delisting Offer taking into account valuation parameters including, book value, comparable trading ultiples, and such other parameters as are customary for valuation of shares of such companies Return on Net worth (% Book Value per share (₹ 738.88 Earnings per Share (₹) The per share value computed under Regulation 8(5) of the SEBI Not Applicable Takeover Regulations, if applicable

*Source: Certificate dated August 25, 2022 issued by M/s Gora & Co., Chartered Accountants, FRN: 330091E, Gora Chand Mukherjee, Partner, Membership no.: 017630. 12.7. Based on the above, the Acquirer in consultation with the Manager to the Offer, have 17.3. In the event of an accidental omission to dispatch the Letter of Offer or non-receipt of

set the Floor Price at ₹ 539/- (Rupees Five Hundred Thirty Nine Only) per equity share. 12.8. The Company, on August 26, 2022, received the Floor Price Letter from the Acquirer, providing the details of the Floor Price along with a certificate issued by M/s. Gora & Co, Chartered Accountants, certifying the Floor Price for the Delisting Offer to be ₹ 539/- (Rupees Five Hundred Thirty Nine only) per equity share determined in accordance with Regulation 20 of the SEBI Delisting Regulations read with Regulation 8 of SEBI (SAST) Regulations.

12.9. The Acquirer shall not be bound to accept the Offer Shares at the higher price determined by the reverse book-building process in terms of the SEBI Delisting Regulations.

13. DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE 13.1. The Acquirer proposes to acquire the Offer Shares pursuant to the reverse book building

process through an acquisition window facility, i.e., separate acquisition window in the form of a web based bidding platform provided by BSE, in accordance with the stock exchange 17.6. The Company will not accept any Equity Shares offered for delisting offer which an mechanism, conducted in accordance with the terms of the Delisting Regulations.

3.2. All Public Shareholders can tender their Offer Shares during the Bid Period as set ou

in paragraphs 16.1 and 21 of the Detailed Public Announcem 3.3. The minimum price per Offer Share payable by the Acquirer for the Offer Shares pursuant to the Delisting Offer, shall be determined in accordance with the Delisting Regulations and will be the price at which the shareholding of the Acquirer along with the members of the Promoter Group of the Company reaches 90% (ninety percent of the paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations, pursuant to the reverse book building process in the manner specified in Schedule II of Delisting Regulation which shall not be lower than the Floor Price ("Discovered Price").

3.4. The Acquirer shall be bound to accept the equity shares tendered or offered in the Delisting Offer at the Discovered Price if the Discovered Price determined through

Reverse Book Building Process is equal to the Floor Price. 3.5. The Acquirer is under no obligation to accept the Discovered Price if it is higher than the Floor Price. The Acquirer may at their discretion, acquire the equity shares at the Discovered Price; or offer a price higher than the Discovered Price, (at their absolute discretion); or make a counter offer at the Counter Offer Price in accordance with the SEBI Delisting Regulations. The "Exit Price" shall be: (i) the Discovered Price, i accepted by the Acquirer; or (ii) a price higher than the Discovered Price, if offered by the Acquirer at their absolute discretion; or (iii) the Counter Offer Price offered by the Acquirer at their sole and absolute discretion which, pursuant to acceptance and/or rejection by the Public Shareholders, results in the cumulative shareholding of the Acquirer along with other members of the promoter/promoter group reaching 90% of the paid-up equity share capital of the Company. However, as the Acquirer along with other Members of the Promoter / Promoter Group already holds more than 90% of the total equity share capital of the Company, any price accepted by the Acquirer in

the Discovered Price, the Counter Offer Price, and/ or the Exit Price, as applicable, in the same newspapers in which the DPA is published, in accordance with the timetable set out in paragraph 21 of the DPA.

terms and conditions set out in the DPA and the Letter of Offer of the Delisting Offer all the Offer Shares validly tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share validly tendered and ensure that: (i) In case Exit Price being more than Face Value but equal to or less than the Floor Price, the payment shall be made through the secondary market settlemen mechanism; or (ii) In case the Exit Price is higher than the Floor Price, the paymen shall be made within 5 working days from the date of the public announcement as specified in paragraph 13.6 of this DPA. The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.

If the Acquirer does not accept the Discovered Price, then the Acquirer may, at his sole discretion, make a counter offer to the Public Shareholders within 2 (two working days of the closure of the Bid Period and the Acquirer shall ensure compliance with the provisions of the Delisting Regulations in accordance with the timelines specified in Schedule IV of the Delisting Regulations.

does not make counter offer to the Public Shareholders in terms of Regulation 22(4) of the Delisting Regulation or the Delisting Offer fails in terms of Regulation 23 of the

a) the Acquirer will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;

b) the Acquirer, through the Manager to the Delisting Offer, will within 2 working days of closure of the Bid Period (as defined below) announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where this DPA has been published;

c) No final application for delisting shall be made before the Stock Exchange;

d) The lien on the Equity Shares tendered/ offered in terms of the Schedule II or Schedule IV of the Delisting Regulations as the case may be shall be released to such Public Shareholder(s)

(I) on the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of the Equity Shares as provided under Regulation 21 (a) of the Delisting Regulations are not tendered/offered;

(ii) on the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price disci through the reverse book building process is rejected by the Acquirer,

(iii) in accordance with Schedule IV of the Delisting Regulations if a counter offer has been made by the Acquirer.

e) The Acquirer will bear all the expenses relating to the Delisting Offer

f) 99% of the amount lying in the Escrow Account shall be released to the Acquirer within 1 (one) working day from the date of the public announcement of failure of the Delisting Offer, and the balance 1% shall be released post return of the Equity Shares to the Public Shareholders or confirmation of revocation of lien marked on $their\,Equity\,Shares\,by\,the\,Manager\,to\,the\,Delisting\,Offer.$

g) The Escrow Account (as defined below) opened in accordance with Regulation 14 of the Delisting Regulations shall be closed after release of balance 1% (one percent) in terms of Regulation 14(9) of the Delisting Regulations.

14. MINIMUM ACCEPTANCE CONDITION AND OTHER CONDITIONS FOR THE **DELISTING OFFER**

The acquisition of Equity Shares by the Acquirer pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon: 14.1. The Acquirer deciding in his sole and absolute discretion to accept the Discovere Price or offer an Exit Price higher than the Discovered Price, or offering a Counter Offer Price which, pursuant to acceptance and/or rejection by Public Shareholders, results in the shareholding of the Acquirer along with the members of the Promoter Group of the Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations. It may be noted that notwithstanding anything contained in

the Discovered Price if it is higher than the Floor Price. 14.2. Since the Acquirer together with Promoter and Promoter Group are already holding more than 90% of the fully paid- up equity share of the Company hence the condition as stipulated under Regulation 21(a) of the SEBI Delisting Regulations has alread

the Detailed Public Announcement, the Acquirer reserve the right to accept or rejec

4.3. The Acquirer will obtain requisite statutory approvals, if any, required for the delisting as stated in paragraph 22 of the DPA; and meet the conditions set out in Regulation

21 of the Delisting Regulations. 4.4. There being no amendments to the Delisting Regulations or other applicable laws of regulations or conditions imposed by any regulatory/ statutory authority/ body or order from a court or competent authority which would in the sole opinion of the Acquirer, prejudice the Acquirer from proceeding with the Delisting Offer. Provided that withdrawal of the Delisting Offer on this count shall be subject to the receipt of

regulatory approvals, firany, as may be required north resame 5. ACQUISITION WINDOW FACILITY

5.1. Pursuant to the Delisting Regulations, the Acquirer is required to facilitate tendering o the Equity Shares by the Public Shareholders of the Company and the settlement o the same, through the stock exchange mechanism provided by SEBI. SEBI, vide its circular dated April 13, 2015 on 'Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting and its circular dated December 9, 2016 on 'Streamlining the process for Acquisition o Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting o Securities' (the "SEBI Circulars") sets out the procedure for tendering and settlemen of Equity Shares through the Stock Exchange (the "Stock Exchange Mechanism") 5.2. Further, the SEBI Circulars provide that the Stock Exchanges shall take necessar

the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars. Pursuant to the SEBI Circulars, the Stock Exchange has issued guidelines detailing the mechanism for acquisition of shares through Stock Exchange 15.3. The Acquirer has chosen Acquisition Window Facility or OTB provided by BSE as the designated stock exchange ("Designated Stock Exchange") Shareholders pursuant to the reverse book building process established in terms of 15.4. The Acquirer has appointed the following as the broker for the Delisting Offer trough

steps and put in place the necessary infrastructure and systems for implementation o

whom the purchase and settlement of the Offer Shares tendered in the Delisting Offe will be made ("Buyer Broker"): BNK Securities Private Limited (SEBI Regn. No.: INZ000220037)

Address: Mayfair Tower, 2 Palm Avenue, Kolkata-700019 Contact Person: Sanat Monda Tel. No.: +91-33-46022160/63: Fax No.: +91-33-22800457

Email: corporate@bnkcapital.com, sanat.mondal@bnkcapital.com

Website: www.bnkcapital.com. 15.5. The cumulative quantity tendered shall be displayed on the website of BSE at specific intervals during Bid Period (as defined below) and the outcome of the reverse book building process shall be announced within 2 (two) hours of the closure of the Bio

Period (as defined below) 16. DATES OF OPENING AND CLOSING OF BID PERIOD

of the Company are not frequently traded on CSE in terms of Regulation 2(1)(j) of the 16.1. All the Public Shareholders holding Equity Shares are eligible to participate in the SEBI Takeover Regulations. held by them through the Acquisition Window Facility or OTB at or above the Floor Price. The period during which the Public Shareholders may tender their Equity Shares pursuant to the reverse book building process (the "Bid Period") shall commence on Monday, August 21,2023 (the "Bid Opening Date") and close on Friday, August 25, 2023 (the "Bid Closing Date") during the normal trading hours on or before the Bid Closing Date. Any change to the Bid Period will be notified by way o a corrigendum in the newspapers where this Public Announcement is published.

16.2. The Public Shareholders should note that the Bids (as defined below) are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in th Acquisition Window Facility or OTB will not be considered for delisting purposes and

16.3. The Public Shareholders should submit their Bids through stock brokers registere with BSE ("Seller Member"). Thus, Public Shareholders should not send Bids to Company/Acquirer/Manager to the Delisting Offer/Registrar to the Delisting Offer.

16.4. Bids received after close of trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the Equity Shares by the Acquirer pursuant to the reverse book building process. The Public Shareholders may withdraw or revise their Bids upwards not later than 1 (one) day before the closure

of the Bid Period. Downward revision of the Bids shall not be permitted. 16.5. A letter inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of "Bids" (the "Letter o Offer") will be dispatched as indicated in paragraph 21 of this DPA.

17. PROCEDURE FOR TENDERING AND SETTLEMENT

17.1. During the Bid Period, the Bids shall be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares which are held in dematerialized form as well as physical form

17.2. The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirer will be dispatched to the Public Shareholders by the Acquirer whose names appear on the register o members of the Company and to the owner of the Equity Shares whose name appear as beneficiaries on the records of the respective depositories at the close of business hours on the Specified Date (as indicated in paragraph 21 of this DPA). For further details on the schedule of activities, please refer to paragraph 21 of this DPA

the Letter of Offer by any Public Shareholder, such Public Shareholders may obtain a copy of the Letter of Offer by writing to the Registrar to the Offer at their address given in paragraph 9 of this DPA, clearly marking the envelope "Bijni Dooars Tea Co Ltd Delisting Offer". Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the websites of the Stock Exchange i.e., www.cseindia.com, or from the website of the company at www.nahata-group.com.

17.4. The Delisting Offer is open to all Public Shareholders of the Company holding Equity

Shares of the Company in dematerialized form or physical form.

17.5. During the Bid Period, Bids will be placed through the Acquisition Window Facility by the Public Shareholders through their respective stock brokers who are registered with BSE during normal trading hours of the secondary market. The Seller Members

under any restraint order of a court for transfer/ sale of such shares