

Phone : { 2282-9303  
4060-8283  
email : bijnidooars@gmail.com

# Bijni Dooars Tea Company Limited

CIN : L70109WB1916PLC002698

Ref. No. :

Dated :

BJ/A.Coy-19/22-23/389

08.07.2022

To,  
The Secretary,  
The Calcutta Stock Exchange Limited,  
7, Lyons Range, Dalhousie,  
Kolkata – 700 001

Dear Sir/ Madam,

**Sub: Outcome of Board Meeting**

**Re.: Bijni Dooars Tea Co. Ltd. (CSE Scrip Code: 012190)**

With reference to the above, please find attached the followings:

1. Certified true copy of the extracts of the resolutions passed at the meeting of the Board of Directors of the Company held on July 08, 2022 at the Registered Office of the Company with regard to the proposed voluntary delisting of the shares of the Company;
2. Due Diligence Report dated July 04, 2022 of Peer Reviewed Company Secretary;
3. Share Capital Audit Report dated 11.04.2022 under regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 for the Quarter Ended on March 31, 2022.

Kindly take this in your records and oblige.

Yours faithfully

For and on behalf of  
Bijni Dooars Tea Co. Ltd.

(Surendra Kumar Nahata)  
Managing Director  
DIN: 00025510

Enclosed: As stated above

Regd. Office : 'SHANTINIKETAN' (4th Floor), Suite 1 B, 8, CAMAC STREET  
KOLKATA - 700 017 (INDIA)

Phone : { 2282-9303  
4060-8283

email : [bijnidoors@gmail.com](mailto:bijnidoors@gmail.com)

# Bijni Dooars Tea Company Limited

CIN : L70109WB1916PLC002698

Ref. No. :

Dated :

Extracts of the Minutes of the meeting of the Board of Directors of Bijni Dooars Tea Co. Ltd. held at 8, Camac Street, 4th Floor, Kolkata – 700 017 on 08<sup>th</sup> day of July, 2022 at 02.00 P.M.

The Chairman informed the Board that, Mr. Sharad Nahata, Promoter of the Company, through Initial Public Announcement dated June 27, 2022 issued by Intelligent Money Managers Private Limited, SEBI Registered Category 1 Merchant Banker, has approached the Company expressing his intention to voluntarily delist the Company's Equity Shares from The Calcutta Stock Exchange Limited by offering to acquire Equity Shares of the Company held by the public shareholders in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021, as amended (the "Delisting Regulations").

In compliance with Regulation 10(2) of the Delisting Regulations, the company had appointed M/s. Smita Sharma & Associates, Peer Review Company Secretary, Peer Review Certificate No.: 1497/2021 dated 14.09.2021, to carry out due diligence for delisting of its securities. For this purpose the required documents/information were furnished to the Peer Review Company Secretary for their due diligence. The Due Diligence Report submitted by the Peer Review Company Secretary was placed before the Board of Directors of the Company certifying eligibility of the Company under Regulation 10(2) (a), (b) and (c) for delisting of its securities from CSE along with the Share Capital Audit Report dated 11.04.2022 under regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 for the Quarter Ended on March 31, 2022.

After reviewing and taking into consideration the same, the Board certified that the Company is in compliance with the applicable provisions of the Securities laws, the acquirer or promoter or promoter group the related entities, are in compliance with the sub-regulation (5) of regulation 4 and delisting is in the interest of the shareholders.

After having discussion, the following resolutions were passed unanimously by the Board:

**"RESOLVED THAT** in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021, as amended (the "Delisting Regulations"), all applicable laws, rules, regulations, notifications, clarifications, guidelines subject to the approval of the members of the Company and subject to such other statutory and/or contractual approvals, permissions, consents and sanctions as may be necessary and subject to such conditions or modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by relevant authority including the Securities Contract (Regulation) Act 1956, Securities and Exchange Board of India Act 1992 applicable provisions of the Companies Act 2013, Listing Regulation, The Calcutta Stock Exchange Limited (the "CSE") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall include any committee which the Board of Directors may have constituted or may thereafter constitute for the time being for exercising the Powers conferred on the Board of Directors by this resolution) the approval of the Board is hereby accorded to Company to Voluntary Delisting of the equity shares of the Company from CSE after providing an exit opportunity to the existing equity shareholders (other than promoters/promoter group) upon the payment of price as may be determined in terms of the Delisting Regulations."

**"RESOLVED FURTHER THAT** all the Directors of the Company be and are hereby authorized severally to finalize postal ballot notice along with the necessary annexures in terms of draft placed before this meeting, calendar of events and to sign and issue the same as per requirements of the law to all concerned and to further do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary expedient, usual or appropriate in the best interests of the Company including signing of all necessary agreements, to settle all such

**Regd. Office : 'SHANTINIKETAN' (4th Floor), Suite 1 B, 8, CAMAC STREET  
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# Bijni Dooars Tea Company Limited

CIN : L70109WB1916PLC002698

Ref. No. :

Dated :

questions, queries, doubts or difficulty which may arise in regard to voluntary delisting of the equity shares of the Company and filing of necessary documents for discontinuance of permission to trade under the permitted securities category as may be necessary or required in giving effect to this resolution."

"RESOLVED FURTHER THAT K. Gulgulia And Co., Proprietor: Ms. Khushboo Gulgulia, Practicing Company Secretary is to be appointed as Scrutinizer to conduct the voting through postal ballot, to receive and scrutinize the completed ballot forms from the members, to submit report on the same and to all such acts as necessary in order to complete the postal ballot process in a fair and transparent manner."

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CERTIFIED TO BE TRUE COPY

BijniDooars Tea Co. Ltd.



(Surendra Kumar Nahata)  
Managing Director  
DIN: 00025510



## SMITA SHARMA & ASSOCIATES

Company Secretaries in Practise

FORTUNA TOWER

23A, N S Road, 5<sup>th</sup> Floor

Kolkata - 700 001

Phone - 98301-26765 / 4005-6808

Email- sharmasmitacs@gmail.com

### DUE DILIGENCE REPORT for BIJNI DOOARS TEA CO LTD

[Pursuant to Regulation 10 (3) of the SEBI (Delisting of Equity Shares) Regulations, 2021]

To,

The Board of Directors

BIJNI DOOARS TEA CO LTD

8, CAMAC STREET, 4TH FLOOR

KOLKATA - 700017

In terms of Regulation 10(2) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**"), I Smita Sharma of Smita Sharma & Associates, Peer Reviewed Practising Company Secretaries, have been appointed vide the Resolution of the Board of Directors passed by **BIJNI DOOARS TEA CO LTD** (hereinafter referred to as the "**Company**") having CIN : L70109WB1916PLC002698 and having registered office at 8, CAMAC STREET, KOLKATA 700017 in the meeting held on 01/07/2022, to carry out the due diligence in accordance with Regulation 10(3) and other applicable provisions under the Delisting Regulations and issue a Due Diligence Report ("**DDR**").

#### Background:

1. In terms of Regulation 8 of the Delisting Regulations, an Initial Public Announcement dated 27.06.2022 ("**Initial Public Announcement**") was issued by **Intelligent Money Managers Pvt. Ltd.**, SEBI registered Category - 1 Merchant Banker, on behalf of **Mr. Sharad Nahata**, the acquirer as defined in the Delisting Regulations ("**Acquirer**") *inter alia* expressing their intention to:

(a) Acquire 33,537 fully paid up equity shares of the Company, having a face value of INR 10/- each, ("**Equity Shares**") representing 5.59% of the paid-up capital held by the public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "**Public Shareholders**"), either individually / collectively or together with other members of the Promoter Group or along with the persons acting in concert, as the case may be; and

(b) Consequently voluntarily delist the Equity Shares from the stock exchanges where the equity shares of the company are presently listed namely, CALCUTTA STOCK EXCHANGE, (the "**Stock Exchange**"), by making a delisting offer in accordance with the Delisting Regulations ("**Delisting Proposal**").

2. The present Capital structure including the details of the Authorised, Subscribed, Issued, Paid up and Listed Equity share Capital of the Company is placed at **Annexure I**.

3. Shareholding Pattern of the Company as on 01/07/2022 is placed at **Annexure II**.





4. The distribution of public shareholding as on 01/07/2022 is as per **Annexure III**.

5. The list of Top Twenty-Five shareholders (other than Acquirer) as on 01/07/2022 is placed at **Annexure IV**.

**Verification:**

1. On the basis of the information received from/ the Board of Directors of the Company, as required under sub-regulation 2 of Regulation 10 of the Delisting Regulations, for the purpose of carrying out the due diligence, I have examined the following:

(a) The details of buying, selling and dealing in the Equity Shares of the Company by the Acquirer or their related entities (including members of Promoter Group) during the period of two years prior to the date of Board Meeting (i.e., 01/07/2022) held to consider the Delisting Proposal ("**Review Period**") including the details of the Top Twenty-Five shareholders, for the said period;

(b) The details of off-market transactions of the aforesaid persons/ shareholders for the Review Period;

(c) Relevant additional document/ filing/ records/ information such as MGT-7 for the financial year 2018-2019, 2019-2020 and 2020-2021, Shareholding Patterns filed with the Calcutta Stock Exchange from the quarter ended March 2020 to March 2022 and Annual Reports for the Financial Year 2019-2020 and 2020-2021 including the information mentioned in clauses (a) and (b), as sought and made available to us and the explanations provided by the Company. **It has been observed that number of shareholders mentioned in MGT 7 differs from the list of shareholders mentioned/attached with the Form.**

Details of share transactions during the review period are given in **Annexure V**.

2. For the purpose of verifying applicability and compliance of securities laws, we have identified the following regulations and their applicability:

Regulations	Acquirer and their related entities (including members of Promoter Group)	Top 25 Public Shareholders
The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) as amended from time to time	Applicable/Not Applicable	Applicable/Not Applicable
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (SEBI PIT Regulations) as amended from time to time	Applicable/Not Applicable	Applicable/Not Applicable
The Securities and Exchange Board of India (Substantial	Applicable/Not Applicable	Applicable/Not Applicable





Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations) as amended from time to time		
The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI SBEB Regulations)	Applicable/Not Applicable	Applicable/Not Applicable

a. During the Review Period, we did not notice any change in the shareholding of the Acquirer and their related entities, except as follows:

**Observation:**

Basis review of the aforesaid information/ document, set out below is our analysis/ observations:

a) For Acquirer and their related entities:

Name of shareholder	Date of Dealing	Number of shares	Buy/ Sell/ Pledge	Mode
Bimla Devi Nahata	22-01-2020	15,300	Transmission	Off-market

b. As on date, the Acquirer holds 56,500 Equity Shares, representing 9.42% paid up Equity Share Capital of the Company.

b) For Top Twenty-Five Shareholders:

i) During the Review Period, Top Twenty-Five Public Shareholders have overall (net) bought  NIL  Equity Shares of the Company.

Name of shareholder	Date of Dealing	Number of shares	Mode
	- NIL -		

ii) The Acquirer has confirmed that neither of them nor their related entities or other members of the Promoter Group have any connection, direct or indirect, with the Top Twenty-Five Public Shareholders.





### Certification:

I/We hereby certify that, during the Review Period:

- The buying, selling and dealing in the equity shares of the company carried out by the Acquirer or its related entities and the Top Twenty-Five Shareholders is in compliance with the applicable provisions of securities laws;
- The Acquirer has not, directly or indirectly, –
  - a) employed any device, scheme or artifice to defraud any shareholder or other person; or
  - b) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
  - c) engaged in any act or practice that is fraudulent, deceptive or manipulative –in connection with delisting of Equity Shares of the Company sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the Delisting Regulations.

### Assumption & Limitation of Scope & Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. This DDR is based on due diligence of documents/ information shared by the Company for our review. Our responsibility is to give report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. Various concepts viz. defraud, deceit, fraudulent, deceptive, manipulative are used in the SEBI Delisting Regulations. However, parameters/methodology for determining the same are not prescribed therein. By reading these terminologies, it can be construed that the Acquirer shall not directly or indirectly cause any loss to the Public Shareholders by adopting any malpractice.

Based on publicly available information, we have checked whether the Acquirer or the Company has common registered office or directorship. We do not have any negative observation.

From the above details, we can conclude that the Acquirer has not;

- (i) Employed any device, scheme or artifice to defraud any shareholder or other person;
- (ii) Engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; and
- (iii) Engaged in any act or practice that is fraudulent, deceptive or manipulative.

4. We are not expressing any opinion on the Floor price and/or the price at which the shares would ultimately be delisted. We have assumed that the Company/ Acquirer would comply with the applicable provisions related to floor price. Further, we are not an investment adviser or tax



advisor or a broker/ dealer. This report should not be construed as investment/ disinvestment advise.

5. This DDR is solely for the intended purpose of delisting of Equity Shares of the Company and for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than Delisting purposes and as required under the Delisting Regulations.

**For Smita Sharma & Associates**  
Company Secretaries

*Smita Sharma*



Name SMITA SHARMA

ACS 17757 CP 6077

Date:04/07/2022

Place KOLKATA

PEER REVIEW CERTIFICATE NO. 1497/2021

UDIN: A017757D000560431





## ANNEXURE I

**AUTHORISED CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Authorised Capital (Rs.)
Equity	10,00,000	10.00	100,00,000.00
Preference	-	-	-
Unclassified	-	-	-

**ISSUED CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Issued Capital (Rs.)
Equity	6,00,000	10.00	60,00,000.00
Preference	-	-	-
Unclassified	-	-	-

**SUBSCRIBED CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Subscribed Capital (Rs.)
Equity	6,00,000	10.00	60,00,000.00
Preference	-	-	-
Unclassified	-	-	-

**PAID UP CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Paid Up Capital (Rs.)
Equity	6,00,000	10.00	60,00,000.00
Preference	-	-	-
Unclassified	-	-	-

**LISTED CAPITAL**

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Listed Capital (Rs.)	Name of the Stock Exchange where listed
Equity	6,00,000	10.00	60,00,000.00	The Calcutta Stock Exchange Limited
Preference	-	-	-	-
Unclassified	-	-	-	-



## ANNEXURE II

SHAREHOLDING PATTERN AS ON 01/07/2022		
Category	No. of shares	%
Acquirer: (a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations or (b) who is a Promoter or part of Promoter Group along with persons acting in concert	566,463	94.41
Public Shareholders	33,537	5.59
Total	600,000	100.00





ANNEXURE III - The distribution of Public Shareholding as on 01/07/2022 (current date):

Range of shareholding	No. of shareholders	% of shareholders	No. of shares held	% of total shares
1-500	596	95.82%	28222	4.70%
501-1000	1	0.16%	830	1.38%
1001-2000	NIL	NIL	NIL	NIL
2001-3000	NIL	NIL	nil	NIL
3001-4000	NIL	NIL	NIL	NIL
4001-5000	1	0.16%	4485	0.75%
5001-10000	NIL	NIL	NIL	NIL
Above 10000	NIL	NIL	NIL	NIL
Acquirer: (a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations or (b) who is a Promoter or part of Promoter Group along with persons acting in concert	24	3.86%	566463	94.41%
Total	622	100%	600000	100%



ANNEXURE IV

Details of Top Twenty-Five shareholders (other than Acquirer) as on 01/07/2022 ( As on Board Meeting date):

SL	NAME	HOLDINGS	%
1	VIJAY KUMAR NAHATA	83,700	13.95%
2	SHARAD NAHATA	56,500	9.42%
3	VIKAS NAHATA	52,000	8.67%
4	VIDYA NAHATA	40,920	6.82%
5	NAHATA ESTATES PVT LTD	37,480	6.25%
6	BIMALA DEBI NAHATA	30,300	5.05%
7	INDIRA DEBI NAHATA	30,000	5.00%
8	SURENDRA KUMAR NAHATA	29,065	4.84%
9	MANJU NAHATA	27,000	4.50%
10	RASHI NAHATA	26,706	4.45%
11	JITENDRA KUMAR NAHATA	26,687	4.45%
12	SURYAKANTA NAHATA	25,500	4.25%
13	VAIBHAV NAHATA	24,100	4.02%
14	AAKRITI NAHATA	23,000	3.83%
15	CHHOTULAL NAHATA & OTHERS (HUF)	16,500	2.75%
16	MINNALAL NAHATA & OTHERS (HUF)	15,000	2.50%
17	JITENDRA KUMAR NAHATA & OTHERS HUF	11,034	1.84%
18	SURENDRA KUMAR NAHATA & OTHERS (HUF)	7,500	1.25%
19	CUSTODIAN OF ENEMY PROPERTY FOR INDIA	4,485	0.75%
20	RATAN SHREE FINVEST PVT LTD	2,400	0.40%
21	RAMESH KUMAR BHANDARI	830	0.14%
22	JYOTI DUGAR	600	0.10%
23	PARITOSH KUMAR DUTTA	420	0.07%
24	NIRMAL RANJAN SEN	390	0.07%
25	CHANDRA KANTA MALLICK	330	0.06%





ANNEXURE V

Details of Share Transactions during the Review Period:

There were no transactions during the review period except as stated below:

Date of buying, selling and dealing	Nature of transaction (buying, selling and dealing)	Category (Acquirer/Promoter / Promoter Group / PACs / top 25 shareholder)	Mode of acquisition (market purchase / public rights/ preferential offer / off market / Inter-se transfer etc.	Pre Transaction	Post Transaction	Whether off market / on Exchange
22-01-2020	Transmission	Promoter Group	Off-market	15,000	30,300	Off-market



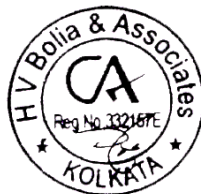
<b>RECONCILIATION OF SHARE CAPITAL AUDIT</b>
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1	For Quarter Ended	<b>31<sup>st</sup> MARCH, 2022</b>					
2	ISIN	<b>INE-751C01016</b>					
3	Face Value	Rs.10/- per share					
4	Name of the Company	<b>BIJNI DOOARS TEA COMPANY LTD</b>					
5	Registered Office Address	8, CAMAC STREET, KOLKATA - 700 017					
6	Correspondence Address	Same as above					
7	Telephone No & Fax No	Tel No.033-2282-9303 Fax No.033-3052-0334					
8	Email Address	None					
9	Names of the Stock Exchanges where the Company's securities are listed	THE CALCUTTA STOCK EXCHANGE LTD					
		Number of Shares	% of Total Issued Capital				
10	Issued Capital	6,00,000 shares of Rs.10/- each					
11	Listed Exchange wise CSE	6,00,000 shares of Rs.10/- each			100.00%		
12	Held in Dematerialized Form in CDSL	826	0.14%				
13	Held in Dematerialized Form in NSDL	5,72,285	95.38%				
14	Physical	26,889	4.48%				
15	Total No. of Shares (12+13+14)	6,00,000	100.00%				
16	Reasons for difference, if any, between (10 & 11), (10 & 15), (11 & 15)	N. A.					
17	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
	Particulars	No. of Shares	Applied/ Not applied for listing	Listed on Stock Exchange (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principle approval Pending for SE (Specify Names)
	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>***Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversions Buyback, Capital Reduction</b>						
18	Register of Members is updated (Yes/No)					Yes	
19	Reference of Previous quarter with regards to excess					NIL	



	dematerialized shares, if any.			
20	Has the Company resolved the matter mentioned in point no.19 above in the current quarter? If. Not reason why.			N. A.
21	Mentioned the total No. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay.			
	Total No. of Demat requests	No of requests	No of shares	Reasons for delay
	Confirmed after 21 days	NIL	N. A.	N. A.
	Pending for more than 21 days	NIL	N. A.	N. A.
22	Name, Address, Tele & Fax No. of the Compliance Officer of the Company			Mr. D. R. CHINDALIA 8, Camac Street Kolkata - 700 017 Tel: 033-2282-9303 Fax No.:033-2282-9302
23	Name, Address. Tel & Fax No. Regn No. of the Chartered Accountant			H V BOLIA & ASSOCIATES Marshal House 33/1 Netaji Subhas Road Kolkata - 700 001 Mobile No.9831030727 ACA No.069125 FRN. No.332157E
24	Appointment of Common Agency for share Registry			Niche Technologies Pvt. Ltd 3A,Auckland Place 7 <sup>th</sup> Floor, Room No. 7A & 7B Kolkata-700 017 Tel: 033-2280-6616/ 17/ 18 Fax No.: 033-2280-6619
25	Any other details that the auditor may like to provide (e.g. BIFR Company delisting from SE, Company changed its name etc.)			NIL

Place: Kolkata  
Dated: 11-04-2022  
UDIN: 22069125AGVJMT7625



**For H V Bolia & Associates**  
Chartered Accountants  
Registration No. 332157E

**Harsh Vardhan Bolia**  
Proprietor  
Membership No.: 069125