

BIJNI DOOARS TEA CO. LTD.

Regd. Office: 8, Camac Street, 4th Floor, Kolkata – 700 017

CIN: L70109WB1916PLC002698

Contact Number:+91-33-2282 9303;

Website: <http://www.nahata-group.com/>; Email ID: bijnidooars@gmail.com

POSTAL BALLOT NOTICE

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Section 108, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Circulars issued by Ministry of Corporate Affairs, Government of India]

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, & SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, INCLUDING ANY STATUTORY MODIFICATIONS OR AMENDMENTS OR RE-ENACTMENTS THEREOF ('DELISTING REGULATIONS').

Dear Member(s),

NOTICE is hereby given to the Members of BIJNI DOOARS TEA CO. LTD. (hereinafter referred to as “**Company**”), pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), as amended from time to time, also read with the General Circular No. 14/2020 dated April 08, 2020, and General Circular No. 17/2020 dated April 13, 2020, in relation to “*Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made there under on account of the threat posed by COVID-19*” read with the General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 2/2022 dated May 05, 2022 in relation to extension of the framework provided in the aforementioned circulars up to December 31, 2022, issued by the Ministry of Corporate Affairs, (“**MCA Circulars**”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI (LODR) Regulations**”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, Secretarial Standard–2 issued by the Institute of Company Secretaries of India, and any other applicable laws and regulations to transact the below mentioned special businesses, in accordance with Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, through Postal Ballot by remote e-voting process (e-voting) only (“**Postal Ballot**”).

An explanatory statement pursuant to Sections 102 and 110 of the Act and other applicable provisions, if any, of the Act pertaining to the proposed resolutions setting out the material facts and reasons thereof, is appended to this Notice for your consideration.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the “MCA”) through its above said circulars has advised the companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by postal ballot up to December 31, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Special Resolution, the explanatory statement ('Explanatory Statement') containing all material facts and a postal ballot form ('Postal Ballot Form') along with details regarding electronic voting are enclosed with this Notice for your consideration. Also enclosed is a self-addressed, postage prepaid envelope for your use. The Board of Directors of the Company has appointed Ms. Khushboo Gulgulia, Practicing Company Secretary, Proprietor: K. Gulgulia And Co., Marshal House, 4th Floor, Room No. 432, Kolkata – 700001 Membership No.:ACS 62099, CP No.: 24240 as the scrutinizer ('**Scrutinizer**') for conducting Postal Ballot process in a fair and transparent manner. The members holding Equity Shares of the Company have both the options of voting i.e. by e-voting and through Postal Ballot Form. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form (no other form or photocopy is permitted) duly completed in self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours at 05.00 P.M. on **Thursday, 18th August, 2022**.

Members desiring to avail option of for remote e-voting as per the facility arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic means'. Reference to Postal Ballot in this Notice includes votes cast through remote e-voting. The remote e-voting period will commence on **20.07.2022 at 9:00 A.M.** and will end on **18.08.2022 at 5:00 P.M.** During this period, Members of the Company holding shares as on the cut-off date i.e., **08.07.2022** may cast their vote electronically.

Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company, except for Postal Ballot Forms received from outside India. It is hence clarified that those members desiring to exercise their vote from outside India will have to bear /arrange for their postage expenses.

Members may note that, the Company has engaged the services of **Central Depository Services (India) Limited ('CDSL')** to provide e-voting facility to the members of the Company. Accordingly, the Company is providing an e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Company/Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa.

For voting through electronic means as per the facilities arranged by the Company through, **Central Depository Services (India) Limited ("CDSL")**, members are requested to read the instructions as mentioned in the Notes.

The Scrutinizer will submit his report to the Chairman of the Company or, in his absence, to any other designated Director of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced at **04.00 P.M. on Saturday, 20th August, 2022** at the Registered Office of the Company. Additionally, the result will be communicated to The Calcutta Stock Exchange Limited ('CSE') where the equity shares of the Company are listed and shall also be published in the newspapers. The results of the Postal Ballot will also be displayed on the Company's website <http://www.nahata-group.com/>. The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority by the public shareholders of the Company.

The resolutions, if passed by the requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The proposed resolutions, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. **Thursday, 18th August, 2022**.

SPECIAL BUSINESS:

ITEM NO.-1

Voluntary Delisting of Equity Shares having face value of Rs.10/- (Rupees Ten only) (hereinafter referred to as "Equity Shares") of BIJNI DOOARS TEA CO. LTD. (hereinafter referred to as "Company") from The Calcutta Stock Exchange Limited ("CSE"), where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as "SEBI Delisting Regulations")

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to and in accordance with the provisions of the Companies Act, 2013, and the rules made there under (hereinafter referred to as "**Companies Act, 2013**"), the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021 (hereinafter referred to as "**SEBI Delisting Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as "**SEBI (LODR) Regulations**"), the Securities Contracts (Regulation) Act, 1956 (including the rules issued there under), the listing agreement entered with The Calcutta Stock Exchange Limited ("**CSE**"), where the Equity Shares of the Company are presently listed, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations, and guidelines, if any, and subject to such other approvals, permissions, and sanctions, as may be required and necessary for the Company and the Promoters and Promoter Group of the Company (as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) (hereinafter referred to as "**SEBI (ICDR) Regulations**"), under the applicable laws and subject to the terms of such approvals, consents, permissions, as may be necessary, and subject to such other conditions and modifications as may be prescribed or

imposed by any authority or third party, while granting such approvals, consents, permissions, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company, which term shall be deemed to include any committee which the Board of the Directors of the Company may have constituted or may hereafter constitute for exercising the powers conferred on the Board of Directors of the Company by this resolution, to voluntarily delist the Equity Shares from CSE pursuant to the proposed acquisition by the Promoter and Promoter Group as detailed in its Initial Public Announcement dated **Monday, 27th June, 2022**, of all the Equity Shares that are held by the public shareholders of the Company (as defined under the SEBI Delisting Regulations) (hereinafter referred to as “**Public Shareholders**”), in accordance with the terms of the SEBI Delisting Regulations and other applicable provisions of applicable law (hereinafter referred to as “**Delisting Proposal**”), and the Company shall accordingly take all the necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares, in accordance with applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Delisting Proposal, the Board of Directors (which may include sub-delegation of all or any of the powers herein conferred to any committee of directors or director(s) or any other officer or officers of the Company) of the Company, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for the such purpose, and make all the necessary filings including but not limited to making applications to any regulatory/ governmental authority/third parties, as may be required, and to The Calcutta Stock Exchange Limited (“**CSE**”) to seek their in-principle and final approval for the Delisting Proposal, in accordance with the provisions of SEBI Delisting Regulations, applicable provisions under the Companies Act, 2013 and the rules framed there under and other applicable laws, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to CSE for seeking the in-principle and final approval for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT Mr. Surendra Kumar Nahata & Mr. Vijay Kumar Nahata, Directors of the Company and Mr. Dhanraj Chindalia, Compliance Officer of the Company, be and are hereby severally authorized to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken or required to be taken by the Board of Directors of the Company in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.”

“RESOLVED FURTHER THAT any Director or the Compliance Officer of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

By order of the Board
For **BIJNI DOOARS TEA CO. LTD.**

Sd/-
Dhanraj Chindalia
Compliance Officer

Date: July 08, 2022
Place: Kolkata

Registered Office:
8, Camac Street, 4th Floor,
Kolkata – 700 017
E-mail: bijnidooars@gmail.com
Website: <http://www.nahata-group.com/>
Phone: +91-33-2282 9303

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and the reason for the proposal is annexed herewith. The Postal Ballot Notice is also placed on the website of the Company i.e. <http://www.nahata-group.com/>.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 08th July, 2022 (“the Cut-off date”) and who have registered their email addresses with the Company’s Share Transfer Agent i.e. Niche Technologies Pvt. Ltd. or Depository through the respective Depository Participants. Any member who has not received the Postal Ballot Notice may write an e-mail to the Company at bijnidoors@gmail.com or download from the website of the Company i.e. <http://www.nahata-group.com/>.
3. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through remote e-voting service facility arranged by CDSL. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
4. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company’s RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 08th July, 2022 (“the Cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cutoff date will be entitled to cast their votes by e-voting. A member who is not holding shares of the Company as on Cut-off date shall treat this notice for information purpose only.
6. The Postal ballot Form together with self-addressed Business Reply Envelope is enclosed for the use of the member. Please read carefully the following instructions before exercising your vote and return the form duly completed, signifying your assent/ dissent, in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on **18th August, 2022**.
7. In compliance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), the Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given on the back side of Postal Ballot

Form. Member can use the facility and log-in any number of times till he has voted on all the resolutions or till the end of voting period, whichever is earlier.

8. The scrutinizer will submit his report after completion of the scrutiny, addressed to the chairman on **20.08.2022**. The chairman will, or in his absence any other person so authorized by him, will announce the result of voting by postal ballot on **20.08.2022 at 4.00 P.M.** at the Registered Office of the Company. The result will also be published in newspapers and communicated to the Stock Exchange where the shares of the Company are listed. The result will also be put on the Company's website. The scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. Members who do not have registered their E-mail ID are required to register their email addresses, in respect of electronic holding with their concerned Depository Participants and in respect of physical holding, with the Company's Share Transfer Agent i.e. Niche Technologies Pvt. Ltd., 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017, Ph.: 033- 2280 6616/ 17/ 18, E-mail: nichetechpl@nichetechpl.com by following due procedure, which is as under:

In case, Physical Holding	<p>Send a duly signed request letter to the RTA of the Company i.e. Niche Technologies Pvt. Ltd., (Unit: BIJNI DOOARS TEA CO. LTD.), 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017, Ph.: 033- 2280 6616/ 17/ 18, or scanned copy on e-mail at nichetechpl@nichetechpl.com and provide the following details/ documents for registering email address:</p> <ol style="list-style-type: none"> Folio No., Name of shareholder, Email ID, Copy of PAN card (self- attested), Copy of Aadhar (self- attested), Copy of share certificate (front and back). <p>Following additional details/documents need to be provided in case of updating Bank Account detail:</p> <ol style="list-style-type: none"> Name and Branch of the Bank in which you wish to receive the dividend, the Bank Account type, Bank Account Number, MICR Code Number, and IFSC Code, Copy of the cancelled cheque bearing the name of the first shareholder.
In case, Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP

10. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

11. Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions as mentioned at point no. 13 in the Notes. References to Postal Ballot(s) in this notice include votes received through remote e-voting only. A Member cannot exercise his vote by proxy on Postal Ballot.

12. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means are as under:-

- i. Mr. Dhanraj Chindalia, Compliance Officer, Tel: +91-33-2282 9303; Email: bjnidooars@gmail.com
- ii. Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43. Members may also write to the Compliance Officer at the Company's email address bjnidooars@gmail.com.

13. **The instructions for shareholders for remote e-voting are as under:-**

- i. The e-voting period begins on Wednesday, July 20, 2022 at 9.00 A.M. (IST) and ends on Thursday, August 18, 2022 at 5.00 P.M. (IST) (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The said evoting shall not be allowed beyond the said date and time. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders" module.
- iv. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vii. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account

	<p>or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)
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- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- xi. Click on the EVSN of **BIJNI DOOARS TEA CO. LTD.** which is **220701005**
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- xviii. Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non – Individual Shareholders and Custodians – Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Company at the email address viz; bijnidooars@gmail.com (designated email address of the company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542).

14. Other Instructions

- Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- The Scrutinizer shall prepare Scrutinizer’s Report on the total votes cast in favour or against, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting.
- The results shall be declared on **Saturday, 20th August, 2022** by posting the same on the website of the Company (<http://www.nahata-group.com/>), website of CDSL (www.evotingindia.com) and by filing with The Calcutta Stock Exchange Ltd. (www.cseindia.com) where shares of the Company are listed.

Important update regarding measures taken by SEBI to increase the efficiency of the e-voting provided by the Company in respect of all shareholders' resolutions:

SEBI vide its circular dated SEBI/HO/CFD/CMD/CIR/P/2020/242 December 09, 2020, in order to increase the efficiency of the e-voting process, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The SEBI circular inter-alia intimating implementation schedule of process for e-voting is available on the following link:

https://www.sebi.gov.in/legal/circulars/dec-2020/e-votingfacilityprovided-by-listed-entities_48390.html

Therefore, to support the above initiative undertaken by SEBI for the benefit of shareholders having demat accounts for increasing the efficiency of e-voting process on all the shareholders' resolution, Members are requested to intimate/ update changes, if any, pertaining to their email address & Mobile numbers with the respective Depositories/Depository Participants.

Shareholders holding shares in physical form and who want to avail the above initiatives of SEBI undertaken for enhancing ease and convenience of participating in e-voting facility provided by the Company on the shareholders' resolutions are requested to convert their physical holdings into Demat form. Holding of shares in Demat also eliminate all risks associated with physical shares and for ease of portfolio management.

Members can contact the Company or RTA for any assistance in this regard.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013.

ITEM NO.-1

Voluntary Delisting of Equity Shares having face value of Rs.10.00/- (Rupees Ten only) (hereinafter referred to as “Equity Shares”) of BIJNI DOOARS TEA CO. LTD. (hereinafter referred to as “Company”) from The Calcutta Stock Exchange Limited (“CSE”), where presently the Equity Shares of the Company are listed, as prescribed under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred to as “SEBI Delisting Regulations”)

1. As on date of this notice, 6,00,000 (Six Lakhs) Equity Shares of face value of Rs.10/- each of Bijni Dooars Tea Co. Ltd. (Company) are presently listed on The Calcutta Stock Exchange Limited (“CSE”). The Promoter & Promoter Group of the Company collectively hold 5,66,463 Equity Shares representing 94.41% of the total paid up Equity Share capital of the Company and the balance 33,537 Equity Shares representing 5.59% of the total paid up Equity Share capital of the Company is held by the Public.
2. Mr. Sharad Nahata (Acquirer), member of Promoter Group of the Company vide Initial Public Announcement dated June 27, 2022, has informed, of his intention to voluntary delist the Equity Shares of the Company from CSE in accordance with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (the “SEBI Delisting Regulations”).
3. In terms of Regulation 8 of SEBI Delisting Regulations, the Company also received Initial Public Announcement dated June 27, 2022, on behalf of the Acquirer from M/s.Intelligent Money Managers Private Limited, Manager to the proposed Delisting Offer.
4. As per the Initial Public Announcement, substantial acquisition of Equity Shares and voting rights accompanied with delisting of the Company will enable the Acquirer(s) to:
 - a. obtain full ownership of the Company, which will in turn provide enhanced operational flexibility to support the Company’s business;
 - b. save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listings, which can be refocused on the Company’s Business; and
 - c. provide an exit opportunity to the public shareholders of the Company.In view of the above, the Acquirer believe that the delisting of the Equity Shares of the Company is in the interest of the public shareholders as it will provide them with an exit opportunity at a price discovered in accordance with SEBI Delisting Regulations.
5. The “**Discovered Price**” will be determined through the reverse book building process specified in Schedule II of the SEBI Delisting Regulations, after fixation of the “**Floor Price**” which will be determined in terms of Regulation 20(2) and (3) of the SEBI Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, (SEBI Takeover Regulations).

6. The Public Shareholders, may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. The Acquirer shall have the sole discretion to accept or reject the “**Discovered Price**” or make a counter-offer in accordance with the SEBI Delisting Regulations. If the Equity Shares are delisted in accordance with the SEBI Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final offer price, are permitted to tender their Equity Shares up to a period of 1 year from the date of delisting of Equity Shares and, in such a case, the Acquirer, shall accept such Equity Shares at the same final offer price at which the earlier acceptance of Equity Shares was made.
7. The acquisition of the Equity Shares by the Acquirer from the Public Shareholders will be conditional upon the following:
 - a. the approval of the shareholders of the Company by way of a special resolution in accordance with the Regulation 11 of the SEBI Delisting Regulations and other applicable law;
 - b. receipt of the approval of the Stock Exchange in accordance with the SEBI Delisting Regulations and/or any other statutory/regulatory approvals and third-party consents, as may be required, in relation to Delisting Proposal;
 - c. the acceptance by the Acquirer of the “**Discovered Price**” determined by the reverse book building process or the counter-offer price, in accordance with the SEBI Delisting Regulations including other rights and obligations in terms of the SEBI Delisting Regulations;
 - d. the acceptance of the counter offer given by Promoters by the Public shareholders;
 - e. the number of the Equity Shares being validly tendered in the delisting offer is sufficient enough to result in the delisting offer being successful in accordance with the SEBI Delisting Regulations; and
 - f. such other terms and conditions, inter alia, as may be set out in the “**Detailed Public Announcement**” or the “**the Letter of offer**” to be made/dispatched to the Public Shareholders, or any addendum or corrigendum thereto, that are proposed to be issued in accordance with the SEBI Delisting Regulations.
8. In accordance with Regulation 10(2) of the SEBI Delisting Regulations, the Board appointed CS Smita Sharma, Proprietor of Smita Sharma & Associates, Practicing Company Secretary bearing Membership Number: A17757 and Certificate of Practice Number: 6077, Peer Review Company Secretary, to carry out the due diligence in accordance with Regulation 10(3) and any other applicable provisions of the SEBI Delisting Regulations. Further, the Board, in its meeting held on Friday, July 08, 2022, inter alia, took on record the due diligence report dated Monday, July 04, 2022 submitted by the Peer Review Company Secretary in accordance with Regulations 10(3) of the SEBI Delisting Regulations and granted approval to the Delisting Proposal and the consequent voluntary delisting of the Equity Shares of the Company in accordance with SEBI Delisting Regulations. Based on the information available with the Company and after taking on record the confirmation from the members of the promoter and the promoter group of the Company and the report, the Board, in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
 - a. The Company is in compliance with applicable provisions of securities law;
 - b. The members of the promoter and promoter group of the Company or their related entities, in terms of the due diligence report of the Company Secretary, are in compliance with Regulation 4(5) of the SEBI Delisting Regulations; and
 - c. The Delisting Proposal is in the interest of the shareholders of the Company.

9. Further, the Board, in its meeting held on Friday, July 08, 2022, also granted its consent to seek shareholders' approval by way of special resolution through postal ballot/remote e-voting in accordance with Regulation 11(2) of the SEBI Delisting Regulations and apply to the Stock Exchanges for obtaining in-principle approval in terms of Regulation 12 of the SEBI Delisting Regulations. In terms of Regulation 11(4) of the SEBI Delisting Regulations, the special resolution shall be acted upon only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the public shareholders of the Company, and upon receipt of such approval, the Acquirer will proceed, at their discretion, to make an offer to the public shareholders of the Company and purchase the equity shares at the exit price in accordance with the SEBI Delisting Regulations. In the event the Delisting Resolution is passed by the shareholders by way of special resolution, subject to receipt of the in-principle approval of the Stock Exchange and other applicable regulatory/ statutory approvals, as may be applicable, the Acquirer will make a public announcement in accordance with the SEBI Delisting Regulations followed by dispatch of the letter of offer to all public shareholders in accordance with the SEBI Delisting Regulations.
10. The Board recommends the special resolution and places it for the consideration and the approval of the shareholders of the Company.

The Acquirer is concerned and interested in the resolution. Except as provided, none of the other directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution except to the extent of their shareholding in the Company.

By Order of the Board
For **BIJNI DOOARS TEA CO. LTD.**

Sd/-
Dhanraj Chindalia
Compliance Officer

Date: July 08, 2022
Place: Kolkata

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