

# Dhelakhat Tea Co. Ltd.

(CIN : L15492WB1917PLC002894)

Regd. Office : 4, Dr. Rajendra Prasad Sarani (Clive Row), Kolkata - 700 001

Phone : 033 2230-4351, (5 Lines), 033-3028 0530

Fax : (+91) 33 2230 7555, Website : www.dhelakhat.com

GSTIN: 19AABCD0386Q1Z5

## Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee Company	Transferor Company
Name of the company	Rydak Syndicate Limited	Dhelakhat tea Co Limited
Date of Incorporation & details of name changes, if any	24.07.1900	19.11.1917
Registered Office	4 Dr. Rajendra Prasad Sarani Kolkata - 700001	4 Dr. Rajendra Prasad Sarani Kolkata - 700001
Brief particulars of the scheme	The Scheme of Amalgamation provides for the merger of Dhelakhat Tea Company Limited (Transferor Company) with Rydak Syndicate Limited (Transferee Company) with effect from 01 <sup>st</sup> April, 2022. Upon the Coming into the effect of the Scheme of Amalgamation, the assets and liabilities of the Transferor Company shall pursuant to sanction of Scheme by Hon'ble NCLT, Kolkata Bench and pursuant to the provisions of Section 230-232 and other applicable provisions if any of the Companies Act, 2013 be and stand transferred to / vested in or be deemed to have been transferred to / vested in the transferee Company without any further act, instrument, deed, matter or thing so as to become as and from the appointed date.	
Rationale for the scheme	The proposed amalgamation would be in the best interests of the Companies (as defined hereinafter) and their respective shareholders, employees, creditors and other stakeholders. The proposed amalgamation will yield advantages as set out inter alia below:  1. The amalgamation would result in improving the	

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Director.

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	<p>potential for further expansion of the businesses by way of consolidation of capital base and increased borrowing strengths of the combined entity.</p> <p>2. The amalgamation will result not only in consolidating and improving the internal systems, procedures and controls but will also bring greater management and operational efficiency due to integration of various similar functions being carried out by both the Companies.</p> <p>3. Greater size, scale, financial strength and flexibility for the merged Transferee Company will result in maximizing and unlocking overall shareholders value.</p> <p>4. The amalgamation will result in significant reduction in multiplicity of legal and regulatory compliances which at present is required to be made separately by the Companies with saving in administrative cost and deriving economies of scale.</p> <p>5. The amalgamation would be advantageous to the combined entity by expanding its product portfolio through the inclusion of Orthodox producing Tea Estates. As a result, the merged Transferee Company will occupy a more dominant position in the industry through its wider "bouquet of teas i.e. CTC and Orthodox".</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	06 <sup>th</sup> January, 2023	06 <sup>th</sup> January, 2023
Date of meeting of the Audit committee in which the draft scheme has been approved	06 <sup>th</sup> January, 2023	06 <sup>th</sup> January, 2023
Appointed Date	01 <sup>st</sup> April 2022	
Name of Exchanges where securities of the company are listed	Calcutta Stock Exchange	Calcutta Stock Exchange
Nature of Business	The company is carrying on the business of	The company is carrying on the business of

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	harvesting, manufacturing and selling of tea and Tea Tourism business.	harvesting, manufacturing and selling of tea.
<b>Capital before the scheme</b> (No. of equity shares as well as capital in rupees)	The Authorised Share Capital of the Transferee Company is <b>Rs. 1,20,00,000/-</b> divided into <b>12,00,000</b> Equity Shares of Rs 10/- each. The Issued, Subscribed and Paid up Share Capital of the Transferee Company is <b>Rs 97,31,280/-</b> divided into <b>9,73,128</b> Equity Shares of Rs 10/- each all fully paid-up	The Authorised Share Capital of the Transferor Company is <b>Rs. 50,00,000/-</b> divided into 5,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid up Share Capital of the Transferor Company is Rs 39,27,700/- divided into 3,92,770 Equity Shares of Rs 10/- each all fully paid-up.
No. of shares to be issued	1,07,200 Shares	
Cancellation of shares on account of cross holding, if any	NA	62,924 Equity Shares of Rs 10/- each held by Transferee Company
Capital after the scheme (No. of equity shares as well as capital in rupees)	The Authorised Share Capital of the Transferee Company is Rs. 1,70,00,000/- divided into 17,00,000 Equity Shares of Rs 10/- each. The Issued, Subscribed and Paid up Share Capital of the Transferee Company is Rs 1,08,03,280/- divided into 10,80,328 Equity Shares of Rs 10/- each all fully paid-up	NA
Net Worth (Rs. In Crores) as on 31.03.2022		
Pre	Rs. 55.91 Crores	Rs. 3.53 Crores
Post	Rs. 59.44 Crores	NA

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Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	The Valuation was done by CA Harsha Saraf IBBI Registered Valuer – Securities & Financial Assets Membership No. IBBI/RV/06/2019/11425			
Relevant date for determining the price as per Para 8 of SEBI Circular dated March 10, 2017, If applicable.	NA		NA	
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	The Valuation was done by CA Harsha Saraf IBBI Registered Valuer – Securities & Financial Assets Membership No. IBBI/RV/06/2019/11425			
Fair value per shares	Rs. 1849.40 per share		Rs. 601.54 per share	
Exchange ratio (Also mention in words)	325:1000 325 (Three Hundred Twenty Five) equity shares of Rs.10/- each credited as fully paid up to the shareholders of Transferor Company for every 1000 (One Thousand) equity shares of Rs.10/- each fully paid up			
Name of Merchant Banker giving fairness opinion	GYR Capital Advisors Pvt Ltd			
Shareholding Pattern as on 31.12.2022	Pre		Pre	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	485366	49.877	0	0.000
Public (Excluding QIBs)	487762	50.123	392770	100.000
QIBs	0	0.000	0	0.000
Non-promoter Non-Public	0	0.000	0	0.000
Total	973128	100.000	392770	100.000
No of shareholders	644		228	
Name of the Promoter	Jardine Henderson Limited			
Shareholding Pattern as on 31.12.2022 (Post Amalgamation)	Post		Post	
	No. of Shares	% of holding	No. of Shares	% of holding

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Promoter	485366	44.928	NA
Public (Excluding QIBs)	594962	55.072	
QIBs			
Non-promoter Non-Public			
Total	1080328	100.000	
No of shareholders	871		
Name of the Promoter	Jardine Henderson Limited		
Name of the Board of Directors	Subir Das Suparna Chakrabortti Prabir Kumar Bhattacharjee Rajvinder Singh		Suparna Chakrabortti Rakesh Macwan Rajvinder Singh
Please specify relation among the companies involved in the scheme, if any	The Transferor Company and the Transferee Company belong to common group and common management. There are common shareholders and common directors in the Transferor Company and the Transferee Company		

For **Dhelakhat Tea Company Limited**

Dhelakhat Tea Company Limited

Director

**Rajvinder Singh**  
Director  
DIN: 06931916