

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

Dated: 27/02/2023.

The Manager

The Calcutta Stock Exchange Association Limited

7, Lyons Range.

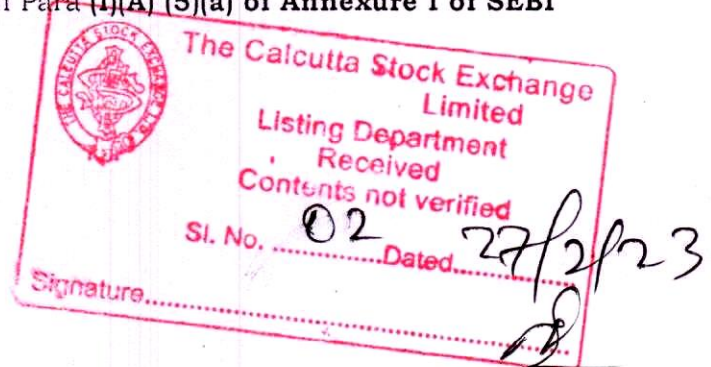
Kolkata - 700 001

Reg: Approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation

Dear Sir

This is to inform you that the Company has proposed to enter into a Scheme of Amalgamation of Dhelakhat Tea Company Limited with Rydak Syndicate Limited. For approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are enclosing herewith the following documents:

1. Certified true copy of the resolution passed by the Board of Directors of the company as per **Annexure A**.
2. Certified copy of the draft Scheme of Arrangement as per **Annexure B**.
3. Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report as per **Annexure C**
4. Valuation report from Registered Valuer as per **Annexure D**.
5. Fairness Opinion report by Merchant Banker as per **Annexure E**.
6. Shareholding pattern of both the companies pre and post Amalgamation as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per **Annexure F**.
7. Audited financials of the Company for the last 3 financial years as per **Annexure G**.
8. Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para **(I)(A) (5)(a) of Annexure I of SEBI**



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Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as per **Annexure H.**

9. Detailed Compliance Report as per SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards as per **Annexure I.**
10. Complaint report as per SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as per **Annexure J.**
11. Name of the Designated Stock Exchange (DSE) – **Calcutta Stock Exchange (CSE).**
12. Brief details of the transferee and transferor companies as per **Annexure K.**
13. Confirmation by the Managing Director as per **Annexure L.**
14. Processing fee of Rs. 30,000/- vide UTR No. IOBAN23049182164 dated 18th February 2023 in favour of Calcutta Stock Exchange
15. Name & Designation of the Contact Person: Mr. Rajvinder Singh, Director
16. Telephone Nos. (landline & mobile) & email ID: 9874681473/(033) 22304351, compliances@dhelakhat.com

You are requested to please acknowledge the receipt and issue the in principal approval as soon as possible.

Thanking You,

Yours faithfully

For Dhelakhat Tea Company Limited