

Dhelakhat Tea Co. Ltd.

(CIN : L15492WB1917PLC002894)

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GSTIN: 19AABCD0386Q1Z5

Date:

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001

Sub: Application for obtaining "No Objection Certificate" to the Scheme of Amalgamation between Dhelakhat Tea Company Ltd ("Transferor Company") and Rydak Syndicate Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme")

Ref.: Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated 20th June, 2023

Dear Sir(s),

Dhelakhat Tea Company Ltd ("Transferor Company") and Rydak Syndicate Limited ("Transferee Company"), Companies solely listed on the Calcutta Stock Exchange Ltd ("Regional Stock Exchange"), have in their respective meeting of their Board of Directors dated 25th June, 2024 have approved a Scheme of Amalgamation providing for merger of the Transferor with the Transferee Company.

Now, in pursuance of the requirement of SEBI Master Circular on Scheme of Arrangement no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023, for taking no objection certificate from SEBI, the companies listed solely on the Regional Stock Exchange are required to choose a designated Stock Exchange having nationwide trading terminals. Accordingly, both the Companies in the present case have chosen BSE Ltd as the "Designated Stock Exchange".

In continuation of the aforesaid, we are now submitting the draft Scheme under Regulation 37 of the SEBI LODR Regulations for obtaining the No Objection Certificate. Also enclosed is the checklist, duly filled in together with the annexures thereto.

We will be pleased to provide any clarification/information as may be required in relation to the above.

We request you to kindly grant the No Objection Certificate to the Scheme at your earliest convenience.

You are requested to take the above information on your records.

Thanking you,

Yours faithfully

For Dhelakhat Tea Company Ltd

RAJVIN Digitally signed
by RAJVINDER
DER SINGH
SINGH Date: 2024.07.12
16:28:12 +05'30'

Rajvinder Singh
Director
DIN: 06931916



Scheme of Amalgamation between Dhelakhat Tea Co. Ltd. ('Transferor Company') and Rydak Syndicate Limited ('Transferee Company') and their respective shareholders and creditors ('Scheme')

Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under Sections 230-234 and Section 66 of Companies Act, 2013,

Note: Kindly refer the file on pre-checks before filing the scheme under Regulation 37 of LODR non-compliance of which will lead to scheme related documents being returned even before processing and processing fee will be forfeited.

Sr. No.	Documents to be submitted along with application under Regulation 37 of the LODR Regulations	Annexure Reference	Remarks
1.	Certified true copy of the resolution passed by the Board of Directors of the Company approving the scheme and taking into account the Audit Committee Report, Independent Report and all the relevant documents related to scheme. The same needs to be submitted by all the entities involved in the Scheme of arrangement	A-1	
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT	A-2	
3.	Valuation report from Registered Valuer, along with workings, as applicable, as per Para (A)(4) of Part I of SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ["SEBI Master Circular"]. The valuation report shall be as per the format given in Annexure I Confirmation from the listed entity signed by Company Secretary/ Compliance Officer stating that: a) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation. b) Declaration/ details on any past defaults of listed debt obligations of the entities forming part of the scheme	A-3	There are no listed debt obligation
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above. As per Para (A)(2)(c) of Part I of SEBI Master Circular. The Audit Committee report shall also comment on the	A-4	



	<p>following:</p> <ul style="list-style-type: none"> • Need for the merger/demerger/amalgamation/arrangement • Rationale of the scheme • Synergies of business of the entities involved in the scheme • Impact of the scheme on the shareholders. • Cost benefit analysis of the scheme. 		
5.	Fairness opinion by Independent SEBI Registered Merchant Banker as per Para (A)(2)(d) of Part I of SEBI Master Circular.	A-5	
6.	Shareholding pattern of equity shares and/or preference shares or any other type of security involved in the scheme of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations Kindly submit shareholding pattern on fully diluted basis as well	A-6	
7.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as given in Annexure II	A-7	
8.	Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies in the format as provided in Annexure III	A-8	
9.	Audited Standalone and Consolidated financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old of unlisted company) as per Annexure IV . Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	A-9	Both the transferor and transferee company are listed in CSE only and the companies are not intending to get listed in BSE/ NSE post merger.
10.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(5) of Part I of SEBI Master Circular, as per the format given in Annexure III of said SEBI Master Circular. Format given in Annexure V.	A-10	
11.	Detailed Compliance Report as per the format specified in Annexure III of SEBI Master Circular duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with each regulatory requirements specified for schemes of arrangement and all accounting standards as per Para (A)(2)(h) of Part I of SEBI Master Circular (format attached	A-11	



	as Annexure VI).		
12.	Report from the Committee of Independent Directors recommending the draft scheme taking into consideration, inter alia, that the scheme is not detrimental to the shareholders of the listed entity, as per Para (A)(2)(i) of Part I of SEBI Master Circular	A-12	
13.	Complaint report as per Annexure IV of SEBI Master Circular (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure VII)		To be provided post filing the Scheme with SEBI
14.	If as per the company, approval from the Public shareholders through e-voting, as required under Para (A)(10)(a) of Part I of SEBI Master Circular, is not applicable then as required under Part I (A) (10)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 10(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.		N.A
15.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor / Practicing CA / Practicing CS of the listed company as per Provisions of SEBI (ICDR) Regulations is to be provided. [Kindly refer Reg.158 of SEBI (ICDR) Regulations. The relevant date for determining the price shall be the date of approval of the scheme by the BOD of the company.]		N.A
16.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	A-13	
17.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VIII .	A-14	
18.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX	A-15	
19.	Net-worth certificate from Auditor / PCA/ PCS (excluding Revaluation Reserve) together with related workings pre and post scheme for all the entities involved in the Scheme.	A-16	



20.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure X .	A-17																					
21.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI .	A-18																					
22.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	A-19	Transferor company is also a CSE listed company. Therefore AR of Transferee only attached																				
23.	<p>a) Processing fee (non-refundable) will be payable to BSE as below, through Online Payment Gateway (via Net Banking Facility) in Listing Centre portal- Details given in Annexure XII. Kindly submit the details of UTRN, TDS and GST paid wrt the payment made as per the following format:.</p> <table border="1" data-bbox="507 913 992 1733"> <tr> <td>Complete Name of the remitter entity / person</td> <td></td> </tr> <tr> <td>Address of the entity / person</td> <td></td> </tr> <tr> <td>Date of remittance of fee</td> <td></td> </tr> <tr> <td>Fee remitted (Rs.)</td> <td></td> </tr> <tr> <td>Transaction Reference no.</td> <td></td> </tr> <tr> <td>Date of remittance of GST</td> <td></td> </tr> <tr> <td>GST Amount</td> <td></td> </tr> <tr> <td>Transaction Reference no.</td> <td></td> </tr> <tr> <td>GST Registration No.</td> <td></td> </tr> <tr> <td>Name as appearing in GST Registration</td> <td></td> </tr> </table> <p>Rs.4,00,000/- plus GST as applicable for Main Board Companies. Rs.2,00,000/- plus GST as applicable for SME Companies.</p>	Complete Name of the remitter entity / person		Address of the entity / person		Date of remittance of fee		Fee remitted (Rs.)		Transaction Reference no.		Date of remittance of GST		GST Amount		Transaction Reference no.		GST Registration No.		Name as appearing in GST Registration		A-20	9731280*0.1%= 9731.28
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GST Amount																							
Transaction Reference no.																							
GST Registration No.																							
Name as appearing in GST Registration																							



	<p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in Annexure XII or through DD <u>favoring 'Securities and Exchange Board of India' payable at Mumbai'</u></p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000. Additionally, Kindly provide the calculation of SEBI Fees and the details of payment as per the format prescribed in Annexure XII-</p> <p>Further, The company is advised not to deduct TDS on SEBI Fees. Wherever TDS is deducted, the Company is advised to pay the same immediately.</p>		
24.	In case of scheme of demerger, additional documents as per Annexure XIII are to be submitted		NA since the present matter is not pertaining to demerger
25.	In case NCDs and/or NCRPS are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure XIV confirming compliance with the requirements Para (A)(12)(A) of Part I of SEBI Master Circular.		NA, since Transferee is not issuing NCD/ NCRPS
26.	In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the Proviso to Para (A)(1)(b) of Part II of SEBI Mater Circular by CS/MD and statutory auditor of the company.		NA, none of the applicant is unlisted
27.	If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a ' Report on the Unpaid Dues ' which shall contain the details of such unpaid dues in the format given in Annexure IV of SEBI Master circular which is also attached as Annexure XV [Note: In case there are no pending dues as mentioned above, please confirm the same]	A-21	
28.	No objection certificate (NOC) from lending scheduled commercial banks/ financial institutions/	A-22	



	<p>debenture trustees (not less than 75% of the secured creditors in value).</p> <p>OR</p> <p>An undertaking from the listed entity signed by Managing Director/ Company Secretary/ Compliance Officer stating that:</p> <p>We hereby confirm that we have initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions/debenture trustees as required under Para A (2) (k) of Part I of SEBI Master Circular dated June 20, 2023 and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>		
29.	<p>Undertaking to be confirmed by the listed company/resulting company that:</p> <p>(i) The transferee entity/resulting company will not issue/reissue shares not covered under the draft scheme.</p> <p>(ii) As on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date. In case there are such outstanding instrument, kindly provide details and also provide the shareholding pattern of the listed entity/resulting company on fully diluted basis</p>	-	Please refer Scheme of Amalgamation
30.	<p>Details to be submitted by the company in case of demerger where there is no change in shareholding pattern of Demerged company and the Resulting company:</p> <p>In case of scheme of demerger wherein mirror image is created in the resulting company, following standard information to be submitted by the listed company:</p> <p>1) Details of assets, liability, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement</p> <p>2) Assets, liability, revenue, PAT and net worth of the demerged undertaking along with a write up on the history of the demerged undertaking</p>		NA, since the present matter is not of demerger



	<p>3) Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed/demerged entity in last three financial years.</p> <p>4) Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement.</p> <p>Such information to be certified by Auditor of the company / PCA/PCS.</p>		
31.	Annual Report for the last 3 financial years for all unlisted companies involved in the scheme.		NA, there are no unlisted companies involved
32.	NOC/Clearance from the respective sectorial regulators, if any sectoral regulators approval is applicable to the any of the company involved in the scheme. Also confirm status of the approval. If not applicable, all the companies involved in the Scheme are requested to provide an undertaking confirming the same.		NA
33.	Prior history of any scheme of arrangement concerning the Company		NA
34.	Please confirm that the proposed Scheme of Arrangement is in accordance with the MoA & AoA of the Companies involved in the scheme of arrangement.	A-23	
35.	Kindly submit non- applicability certificate of the requirements of the corporate governance, if required.	A-24	
36.	<p>Name: Pankaj Mahadeo Singh</p> <p>Designation of the Contact Person: Company Secretary</p> <p>Telephone Nos. (landline & mobile): 9717327003</p> <p>Email ID. compliance@rydaksyndicate.com</p>		
37.	In cases of Demerger, apportionment of losses of the listed company among the companies involved in the scheme.		NA
38.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Company certified by Chartered Accountant (CA).		Please refer to the capital evaluation
39.	Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.		NA



40.	In the cases of capital reduction/ reorganization of capital of the Company, Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.		NA
41.	In the cases of capital reduction/ reorganization of capital of the Company, Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.		NA
42.	In the cases of capital reduction/ reorganization of capital of the Company, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.		NA
43.	In the cases of capital reduction/ reorganization of capital of the Company, the built up of the accumulated losses over the years, certified by CA.		NA
44.	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Refer Annexure- "A-10"	Section 230 read with section 232 of the Companies Act, 2013 IND AS- 103
45.	In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage		NA, since present scheme is not a composite scheme
46.	Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof.		NA, there are no unlisted companies involved
47.	List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.		NA
48.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.		NA
49.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.		NA
50.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.		NA since the present matter pertains to merger
51.	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the	Please refer Annexure-	Valuation report



	listed company.	"A-3"	
52.	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.		NA since the present matter pertains to merger
53.	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	Please refer Annexure-"A-4"	
54.	Tax/other liability/benefit arising to the entities involved in the scheme, if any.	Please refer Scheme at Annexure-"A-2"	
55.	Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards.	Please refer Annexure-"A-1"	Refer auditor's certificate in terms of sec 133 of CA, 2013
56.	If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	Please refer valuation report at Annexure-"A-3"	Refer valuation report
57.	Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.	Please refer BR	Confirmation given by the CA
58.	Confirmation that the scheme is in compliance with the applicable securities laws.	Refer Annexure-"A-11"	
59.	Confirmation that the arrangement proposed in the scheme is yet to be executed.		The Companies are yet to file the Application with NCLT.

Note:

- 1) In addition to compliance with the requirements of SEBI (LODR) Regulations / SEBI circulars on scheme and other statutory requirements, the listed entity shall also comply with the following requirements:
 - a. In case of merger of an unlisted company or a division of unlisted company with the listed transferee company, the transferee company should have a minimum paid up capital of Rs.3 crores post scheme of arrangement / amalgamation- **NA**
 - b. In case a listed company merges with an unlisted company or division of a listed company is hived off into an unlisted company and the unlisted company applies for listing to BSE, the transferee / resulting company should have a minimum paid up capital of Rs.3 crores post scheme of amalgamation / arrangement- **NA**

