

# TONGANI TEA COMPANY LIMITED

CIN: L01132WB1893PLC000742

Registered Office and Correspondence Address: 15-B, Hemanta Basu Sarani, 3<sup>rd</sup> Floor, Kolkata- 700 001;  
Tel no. (033) 2248 7685/ 2210 0540; Fax no.: 2210 0541, Website: [www.tonganitea.com](http://www.tonganitea.com); Email: [info@tonganitea.com](mailto:info@tonganitea.com);  
Contact Person: Mr. Manoj Kumar Daga, Chairman and Compliance Officer

## POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF TONGANI TEA COMPANY LIMITED

This Post Buyback Public Announcement ("Post Buyback PA") is published pursuant to Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("Buyback Regulations"). This Post Buyback PA should be read in conjunction with the Public Announcement ("PA") dated November 20, 2017 which was published on November 21, 2017 and the Letter of Offer ("LOF") dated December 23, 2017. The terms used but not defined in this Post Buyback PA shall have the same meanings as assigned in PA and LOF.

1. This is in continuance to the PA and the LOF in connection with the Buyback of upto 60,000 fully paid-up Equity Shares of face value Rs. 10/- each ("Equity Shares") from the existing shareholders/beneficial owners of Tongani Tea Company Limited (the "Company" or "TTCL") holding Equity Shares as on record date i.e. December 08, 2017, on a proportionate basis, through the tender offer route at a price of Rs. 500/- per equity share payable in cash, for an aggregate amount of Rs. 3,00,00,000 (Rupees Three Crores Only) (excluding Company's transaction cost such as brokerage, securities transaction tax, other taxes, stamp duty etc.). The Buyback Offer Size is 22.10% of the fully paid-up equity share capital and free reserves as per the latest audited Annual Financial Statement of the Company for the financial year ended March 31, 2017.
2. The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented by the Company through the "Mechanism for acquisition of shares through Stock Exchange" as provided under the Buyback Regulations and Circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with Circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by the Securities and Exchange Board of India.
3. The Tender period for the Buyback opened on Monday, January 08, 2018 and closed on Friday, January 19, 2018.
4. The Company has completed the process of the Buyback and has accepted 60,000 equity shares at a price of Rs. 500/- per Equity Share aggregating to Rs. 3,00,00,000 (Rupees Three Crores Only) (excluding Company's transaction cost such as brokerage, securities transaction tax, other taxes, stamp duty etc).
5. The details of valid applications received in the Buyback Offer are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid applications	Total Valid Equity Shares tendered	% Response
Reserved Category for small shareholders	9,000	9	1,892	21.022%
General Category of other shareholders	51,000	7	73,387	143.896%
<b>Total</b>	<b>60,000</b>	<b>16</b>	<b>75,279</b>	<b>125.465%</b>

6. All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the process as described in the LOF.
7. 1 application covering 300 equity shares was rejected due to old invalid share certificates deposited by the shareholder.
8. The settlement of all valid bids has been completed by the Indian Clearing Corporation Limited ("ICCL") on January 31, 2018. ICCL has made direct funds payout to eligible equity shareholders whose shares have been accepted under the Buyback. If shareholder's bank account details were not available or if the funds transfer instruction were rejected by RBI/Bank, due to any reason, then such funds were transferred to the concerned Seller Members settlement bank account for onward transfer to their respective shareholders.
9. Demat equity shares accepted under the Buyback Offer were transferred to the Company's Demat account on January 31, 2018. The unaccepted Demat Equity shares were returned to the respective equity shareholders by the ICCL / the BSE Limited on January 31, 2018.
10. The Company has initiated steps for extinguishment of 60,000 Equity Shares accepted pursuant to the Buyback and shall complete the same in accordance with the Buyback Regulations.

For TONGANI TEA CO. LTD

*M. L. D.*  
Director

For TONGANI TEA CO. LTD

*A. B. S.*  
Director

11. The details of the shareholders/beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares accepted for buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares Accepted	% of total Equity Shares Accepted for the Buyback	% of total post Buyback Equity Shares
1.	Jyoti Devi Daga	18,720	31.20%	10.077%
2.	Shanti Devi Daga	14,743	24.57%	7.936%
3.	Manoj Kumar Daga	13,042	21.74%	7.02%
4.	Pushpa Bihani	7,516	12.53%	4.046%
5.	Sharda Devi Lakhotia	1,967	3.28%	1.059%
6.	Manoj Kumar Daga – HUF	1,795	2.99%	0.97%

12. The capital structure of the Company Pre and Post Buyback is as under:

Particulars	Pre- Buyback (Amt in Rs.)	Post-Buyback (Amt in Rs.)
<b>Authorized Equity Share Capital</b>		
10,00,000 Equity Shares of face value of Rs. 10/- each	1,00,00,000	1,00,00,000
Issued, Subscribed and Paid-up Equity Shares of Face value of Rs. 10/- each	24,57,750	18,57,750*

\* Subject to Extinguishment of 60,000 equity shares


13. The shareholding pattern of the Company Pre and Post Buyback is as under:

Particulars	Pre- Buyback*		Post Buyback*	
	No. of equity shares	% of existing equity share capital	No. of equity shares	% of Post-Buyback equity share capital
Promoters and persons acting in Concert (Collectively "the Promoters")	1,84,200	74.95	1,35,900	73.15%
Foreign Investors (Including Non Resident Indians, FIs and Foreign Mutual Funds)	Nil	Nil	49,875	26.85%
Financial Institutions/Banks & Mutual Funds promoted by Banks/institutions	Nil	Nil		
Others (Public, Public Bodies Corporate etc.)	61,575	25.05		
<b>Total</b>	<b>2,45,775</b>	<b>100.00</b>	<b>1,85,775</b>	<b>100.00%</b>

# As on Record date i.e., December 08, 2017

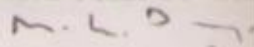

\* Subject to Extinguishment of 60,000 equity shares

14. Manager to the Buyback:

	<b>MANAGER TO THE BUYBACK OFFER:</b>
	VC CORPORATE ADVISORS PRIVATE LIMITED SEBI REGN NO: INM000011096 (Contact Person: Mr. Anup Kumar Sharma) 31 Ganesh Chandra Avenue, 2 <sup>nd</sup> Floor, Suite No -2C, Kolkata-700 013. Phone No : (033) 2225-3940 / 3941; Fax : (033) 2225-3941 Email: <a href="mailto:mail@vccorporate.com">mail@vccorporate.com</a>

15. Directors Responsibility

As per Regulation 19(1)(a) of the Buy Back Regulations, the Board of Directors of the Company accept responsibility for all the information contained in this Post Buy Back Public Announcement or any other advertisement, circular, brochure, publicity material which may be issued and confirm that the information in such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Tongani Tea Company Limited	
For TONGANI TEA CO. LTD  Manoj Kumar Daga Chairman & Compliance Officer DIN: 00123386 Director	For TONGANI TEA CO. LTD  Ashok Vardhan Bagree Independent Director DIN: 00421623 Director

Place- Kolkata

Date- 01.02.2018