

TONGANI TEA COMPANY LIMITED

CIN: L01132WB1893PLC000742;

Registered Office: 15-B, Hemanta Basu Sarani, 3rd Floor, Kolkata- 700 001; Tel no. (033) 2248 7685/ 2210 0540;

Fax no.: 2210 0541, Website: www.tonganitea.com; Email: info@tonganitea.com

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF TONGANI TEA COMPANY LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER ROUTE

This Public Announcement (the “**Public Announcement**” or “**PA**”) is being made pursuant to the Provisions of Regulation 8(1) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended (the “**Buyback Regulations**”) for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Part A of Schedule II to the Buyback Regulations.

OFFER FOR BUYBACK OF UPTO 60,000 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS.10/- EACH AT A PRICE OF RS. 500/- (RUPEES FIVE HUNDRED ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.

1. DETAILS OF THE BUY BACK OFFER AND OFFER PRICE

1.1 The Board of Directors (the “**Board**”) of Tongani Tea Company Limited (the “**Company**”) at its meeting held on October 04, 2017 (“**Board Meeting**”) passed a resolution to Buyback equity shares of the Company and sought approval of its shareholders, by way of a Special Resolution to be passed through an Extra Ordinary General Meeting (“**EGM**”). The shareholders of the Company at an EGM held on November 18, 2017 approved the proposal for Buyback of not exceeding 60,000 fully paid up equity shares of face value of Rs. 10/- each (the “**Buyback**”) from all the existing shareholders/ beneficial owners of Equity Shares of the Company as on Record Date (*hereinafter defined*), on a proportionate basis, through the “**Tender Offer**” route at a price of Rs. 500/- (Rupees Five Hundred Only) per equity share (“**Buyback Offer Price**”) payable in cash for an aggregate consideration not exceeding Rs. 3,00,00,000/- (Rupees Three Crores Only) (excluding Company’s transaction cost such as brokerage, securities transaction tax, stamp duty and other taxes etc) (“**Buyback Offer Size**”) being 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.

1.2 The Buyback is in accordance with the provisions contained in the Article 61 of the Articles of Association of the Company, Section 68, 69,70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as the “**Share Capital Rules**”) as amended and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the “**Buyback Regulations**”) and such other approvals, permissions and exemptions as may be required, from time to time, from the Calcutta Stock exchange Limited (“**CSE**”) where the equity shares of the Company are listed and from any other statutory and /or regulatory authority, as may be required and which may be agreed to by the Board and/ or any committee thereof. The Buyback would be undertaken in accordance with 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, which prescribes mechanism for acquisition of shares through Stock Exchange. In this regard, the Company will request BSE Limited (“**BSE**”) to provide the Acquisition Window. For the purpose of this Buyback, BSE would be the designated Stock Exchange.

1.3 The Buyback Offer Size is 22.10% of the fully paid-up equity share capital and free reserve as per latest audited Annual Financial Statement of the Company for the financial year ended March 31, 2017 which is within the statutory limits of 25% of the fully paid-up equity share capital and free reserves as per the last audited accounts of the Company. The maximum number of equity shares proposed to be bought back represents 24.41% of the total number of shares in the paid-up equity capital of the Company.

- 1.4 The equity shares of the company are proposed to be bought back at a price of Rs. 500/- (Rupees Five Hundred Only) per equity share which has been arrived at after considering various appropriate factors (including but not limited to), such as Return on Net worth, Book Value per Share and Profit Earning Capacity Value. There has been no trading on the equity shares of the company on the CSE for more than the last 4-5 years.
- 1.5 The Buyback shall be on a proportionate basis from all the equity shareholders of the Company through the Tender Offer route, as prescribed under Regulation 4(1)(a) of the Buyback Regulations. Please see paragraph 7 below for details regarding the record date and share entitlement for tender in the Buyback.

2. NECESSITY/RATIONALE FOR BUYBACK

- 2.1 Share Buyback is the acquisition by a Company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the Company. The Board at its meeting held on October 04, 2017, considered the amount in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the latest audited Annual Financial Statement for the financial year ending March 31, 2017 and considering these, the Board decided to allocate a sum of Rs. 3,00,00,000/- (Rupees Three Crores Only) (excluding Company's transaction cost such as brokerage, securities transaction tax, stamp duty and other taxes, etc) for distributing to the shareholders holding equity shares of the Company through the Buyback.
- 2.2 After considering several factors and benefits to the shareholders holding equity shares of the Company, the Board decided to recommend Buyback of not exceeding 60,000 (Sixty Thousand) equity shares (24.41% of the total number of shares in the paid-up equity capital of the Company) at a price of Rs. 500/- (Rupees Five Hundred only) per equity share for an aggregate consideration of Rs. 3,00,00,000 (Rupees Three Crores Only). Buyback is a more efficient form of distributing surplus cash to the shareholders holding equity shares of the Company, inter-alia, for the following reasons:
- The Buyback will help the Company to distribute surplus cash to its shareholders holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to them;
 - The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of 15% of the outlay to small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of shareholders, who would get classified as "small shareholder";
 - The Buyback would help in improving return on equity, by reduction in the equity base;
 - The Buyback gives an option to the shareholders holding equity shares of the Company, who can choose to participate and get cash in lieu of equity shares to be accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment;
 - Optimizes the capital structure;

3. DETAILS OF THE PROMOTER SHAREHOLDING AND INTENTION TO PARTICIPATE IN THE BUYBACK

- 3.1 The aggregate shareholding of the Promoters, Promoter Group, the directors of the promoter group companies holding shares in the Company and of persons who are in control of the Company as on the date of notice convening the EGM (i.e., October 04, 2017) is as follows:

Sl. No.	Name	No. of Equity shares	% of Shareholding
1.	Manoj Kumar Daga	55,250	22.480
2.	Jyoti Devi Daga	59,825	24.341
3.	Shanti Devi Daga	56,600	23.029
4.	Aparna Daga	4,500	1.831
5.	Pallavi Daga	4,500	1.831
6.	Manoj Kumar Daga (HUF)	2875	1.170
7.	Anjum Investments Pvt. Ltd.	650	0.265
	Total	1,84,200	74.947

3.2 Shareholding of Directors of the promoter Group Company mentioned in point 3.1 above as on the date of notice convening the EGM (i.e., October 04, 2017) is as follows:

Sl. No.	Name	Ordinary shares held	% of the total paid up share capital
1	No shares held by directors of Anjum Investments Pvt. Ltd.		

3.3 Shareholding of Directors and Key Managerial Personnel of the Company:

DIN/PAN	Name	No. of Equity shares	% of Shareholding
00123386	Manoj Kumar Daga	55250	22.48
00421623	Ashok Vardhan Bagree	200	0.081
ADMPA1609G	Ajay Kumar Agarwal (CFO)	25	0.010

3.4 No shares or other specified securities in the Company were either purchased or sold by the Promoter/ Promoter Group during a period of six months preceding the date of Board Meeting at which the Buyback was approved and from that date till the date of this Public Announcement.

3.5 Intention of the Promoters and Persons in Control of the Company to tender equity shares in the Buyback:

In terms of the Buyback Regulations, under the Tender Offer, the Promoter and Promoter Group, being in control of the Company, have an option to participate in the Buyback. In this regard, the Promoters have expressed their intention vide their letters dated October 04, 2017 to participate in the Buyback Offer and tender an aggregate of 1,84,200 (One Lakh Eighty Four Thousand and Two Hundred Only) equity shares

The details of the date and price of acquisition of the equity shares that the promoters intend to tender are stated below:

MR. MANOJ KUMAR DAGA

Date of Acquisition / (disposal)	Number of equity shares Acquired / (Sold)	Cost of Acquisition / (sale) (Rs.)	Remarks
Opening Balance as on 01.04.2001	61,150*	-	Includes 4500 equity shares held on behalf of Aparna Daga (Minor Daughter) and 4500 equity shares held on behalf of Pallavi Daga (Minor Daughter)
30.10.2003	100	6000	Acquisition from public
31.10.2009	(4500) [#]		Excluded 4500 equity shares held on behalf of Aparna Daga (after obtaining majority) and 4500 equity shares held on behalf of Pallavi Daga (after obtaining majority)
31.10.2009	(4500) [#]		
28.03.2016	3000	1,20,000	Inter-se transfer amongst Promoters/Promoter's Group
Closing Balance as on 04.10.2017	55250		

JYOTI DEVI DAGA

Date of Acquisition / (disposal)	Number of equity shares Acquired / (Sold)	Cost of Acquisition / (sale) (Rs.)	Remarks
Opening Balance as on 01.04.2001	54825		
28.03.2016	5000	2,00,000	Inter-se transfer amongst Promoters/Promoter's Group
Closing Balance as on 04.10.2017	59825		

SHANTI DEVI DAGA

Date of Acquisition / (disposal)	Number of equity shares Acquired / (Sold)	Cost of Acquisition / (Sale) (Rs.)	Remarks
Opening Balance as on 01.04.2001	56500		
30.04.2002	100	16,500	Acquisition from public
Closing Balance as on 04.10.2017	56600		

APARNA DAGA

Date of Acquisition / (disposal)	Number of equity shares Acquired / (Sold)	Cost of Acquisition / (Sale) (Rs.)	Remarks
Opening Balance as on 01.04.2001	0		
31.10.2009	4500		Shares transferred on obtaining majority earlier held by Mr. Manoj Kumar Daga
Closing Balance as on 04.10.2017	4500		

PALLAVI DAGA

Date of Acquisition / (disposal)	Number of equity shares Acquired / (Sold)	Cost of Acquisition / (Sale) (Rs.)	Remarks
Opening Balance as on 01.04.2001	0		
31.10.2009	4500		Shares transferred on obtaining majority earlier held by Mr. Manoj Kumar Daga
Closing Balance as on 04.10.2017	4500		

MANOJ KUMAR DAGA (HUF)

Date of Acquisition / (disposal)	Number of equity shares Acquired / (Sold)	Cost of Acquisition / (Sale) (Rs.)	Remarks
Opening Balance as on 01.04.2001	2875		
Closing Balance as on 04.10.2017	2875		

ANJUM INVESTMENTS PVT. LTD.

Date of Acquisition / (disposal)	Number of equity shares Acquired / (Sold)	Cost of Acquisition / (Sale) (Rs.)	Remarks
Opening Balance as on 01.04.2001	1500		
02.03.2016	(850)	(34,000)	Sale to Public
Closing Balance as on 04.10.2017	650		

- The Board confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.
- The Board of Directors of the Company has confirmed on the date of Board Meeting (i.e., October 04, 2017) that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- i. That immediately following the date of the Board Meeting held on October 04, 2017 and the date on which the special resolution is passed, there will be no grounds on which the Company can be found unable to pay its debts;
- ii. That as regards the Company's prospects for the year immediately following the date of the board meeting as well as the year immediately following the date on which the special resolution is passed, approving the Buyback and having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board meeting approving the Buyback as well as within a period of one year from the date on which the special resolution is passed be;
- iii. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 2013.

6. **REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY:**

The text of the Report dated October 04, 2017 received from M/s. Navin Nayar & Company (Chartered Accountants) the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

To,
The Board of Directors,
Tongani Tea Company Limited,
15B, Hemanta Basu Sarani, 3rd Floor,
Kolkata- 700 001

Sub: Proposed Buyback Offer of Equity Shares of Tongani Tea Company Limited (the "Company")

Dear Sir,

At the request of the Company, vide their letter dated 21/09/2017, we the statutory auditors of the Company, are providing the certificate on the proposed Buyback of Equity Shares of the Company. The Certificate is required for the purpose of inclusion of the same (a) in the explanatory statement to be annexed to the notice for general meeting for authorizing Buyback by passing a special resolution and (b) in the Public Announcement and Letter Of Offer for Buyback of its share by the Company and for submission to the Securities and Exchange Board of India (SEBI) and other Regulatory Authorities.

- 1) We have been informed that the board of directors of the Company in their meeting held on October 04, 2017 have decided to Buyback 60,000 equity shares under Section 68 and 70(1) of the Companies Act, 2013, as amended from time to time (the "Act") at a price of Rs. 500/- per share for an aggregate consideration of Rs. 3,00,00,000 (Rupees Three Crores Only). In terms of the requirements of Clause (xi) of Schedule II, Part A of the Securities and Exchange Board of India (Buyback of Securities), Regulations, 1998 as amended from time to time, (hereinafter called the "**Buyback Regulations**") we confirm as under:
 - a) We have enquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2017.
 - b) The amount of permissible capital payment towards Buyback of Equity Shares if any, as ascertained below in our view has been properly determined in accordance with Section 68 of the Companies Act, 2013.

Particulars	Amount (Rs)
Issued, Subscribed and Paid-up share capital as at March 31, 2017	24,57,750
Free reserves as at March 31, 2017	
- Agriculture Development Reserve	5,23,00,566
- General Reserve	7,37,50,511
- Surplus in Statement of Profit & Loss	72,06,174
Securities Premium Account	56250
Total	13,57,71,251.00
Maximum amount permissible for buy-back i.e. 25% of the total paid-up capital and free reserves	3,39,42,812.75

- 2) The opinion expressed by the directors of the Company in the Declaration as to any of the matters mentioned in the declaration as per Schedule II- Clause (x) of the rules is reasonable;
- 3) The Board of Directors of the Company is responsible for :
 - i. properly determining the amount of capital payment for Buyback;
 - ii. making a full enquiry into the affairs and prospects of the Company and forming the opinion that the Company will not be rendered insolvent within a period of one year from the date on which the special resolution is passed.
- 4) Based on the representation made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we report that we are not aware of anything to indicate that the opinion expressed by Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on 04/10/2017 is unreasonable in the circumstances in the present context.
- 5) Compliance with the provisions of the Act and Rules is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on our review procedures. This report is intended solely for your information and for the purpose of inclusion of the same (a) in the explanatory statement to be annexed to the notice for general meeting for authorizing Buyback by passing a special resolution and (b) in the Public Announcement and Letter Of Offer for Buyback of its share by the Company and is not to be used, referred or distributed for any other purpose without our written consent. Nothing contained in this report should be construed to be representation as to the future. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

Dated: 4th October, 2017

Place: Kolkata

For **NAVIN NAYAR & COMPANY**
Chartered Accountants
Firm Registration No. 317117E

Sd/-
(Navin Nayar)
Membership Number: 053267
Partner

UNQUOTE

7. RECORD DATE AND SHAREHOLDERS ENTITLEMENT:

- 7.1 As required under the Buyback Regulations, the Company has fixed Friday, December 08, 2017 as the Record Date (the "**Record Date**") for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback.

- 7.2 In due course, each shareholder as on the Record Date will receive a Letter of Offer along with a Tender / Offer Form indicating the entitlement of the shareholder for participating in the Buyback.
- 7.3 The Equity Shares proposed to be bought back by the Company shall be divided into two categories:
- a) reserved category for Small Shareholders; and
 - b) the general category for all other shareholders.
- 7.4 As defined in the Buyback Regulations, a “Small Shareholder” is a shareholder who holds Equity Shares of the Company having market value, on the basis of closing price on CSE as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs Only). Presently the equity shares of the Company are not traded, thus the closing price for the same is not available. Hence a shareholder who holds equity shares having market value on the basis of Buyback Offer price, of not more than Rs. 2,00,000 (Rupees Two Lakhs Only) is considered for determination of Small shareholder in terms of the Buyback Regulations. However if on the Record date the closing price of CSE would be available then the same shall be considered for the determination of Small Shareholder in terms of the Buyback Regulations.
- 7.5 In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. The Company believes that this reservation of 15% for Small Shareholders would benefit shareholders, who would get classified as “Small Shareholder”.
- 7.6 On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.
- 7.7 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.
- 7.8 The participation of Eligible Shareholder’s in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also accept a part of their entitlement. Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- 7.9 The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.
- 7.10 The equity shares tendered as per the entitlement by the equity shareholders of the company as well as additional Equity shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.
- 7.11 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the shareholders as on Record Date.
- 8. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK:**
- 8.1 The Buyback is open to all equity shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or electronic form on the Record Date.

- 8.2 The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- 8.3 For implementation of the Buyback, the Company has appointed JRK Stock Broking Pvt. Ltd as the registered broker of the Company (the “Company’s Broker”) through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:

Name: **JRK Stock Broking Pvt. Ltd**

Address: Tobacco House, 1 Old Court House Corner, 3rd Floor, Room No 301, Kolkata – 700 001.

Tel No. 033-40174777, Fax No. 033-40174700, Email Id: info@jrkgroup.in, Website: www.jrk.in

Contact Person: Mr. Birendra Kumar Jain,

- 8.4 The Company will request BSE to provide the separate Acquisition window to facilitate placing of sell orders by shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback.
- 8.5 During the tendering period, the order for selling the shares will be placed in the Acquisition Window by eligible shareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers (“**Seller Member(s)**”) can enter orders for demat shares as well as physical shares.

8.6 Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialized form:

- 8.6.1 Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
- 8.6.2 The Seller Member would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE. Before placing the bid, the concerned Seller Member would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation of India Limited (“**Clearing Corporation**”), by using the settlement number and the procedure prescribed by the Clearing Corporation. This shall be validated at the time of order/bid entry.
- 8.6.3 The details of the Special Account of Clearing Corporation shall be informed in the issue opening circular that will be issued by BSE Limited/Clearing Corporation.
- 8.6.4 For Custodian Participant orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 8.6.5 Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip (“**TRS**”) generated by the BSE Exchange Bidding System to the shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

8.7 Procedure to be followed by Registered Equity Shareholders holding Equity Shares in the Physical form:

- 8.7.1 Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s), (ii) valid share transfer forms duly filled and signed by the transferors (i.e. by all registered shareholders in same order and per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) Self attested copy of the shareholder's PAN Card (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable, in addition, if the address of the shareholder has undergone a change from the address registered in the Register of Shareholders of the Company, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aaddhar Card, Voter Identity Card or Passport or any other document Seller Member may require.
- 8.7.2 Based on these documents, the concerned Seller Member shall place a bid on behalf of the Eligible Shareholders holding Equity Shares in physical form and who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Seller Member shall provide a TRS generated by the Exchange Bidding System to the shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.
- 8.7.3 The Seller Member/Shareholder has to deliver the original share certificate(s) and documents (as mentioned in Paragraph 8.7.1 above) along with TRS either by registered post or courier or hand delivery to the Registrar and Transfer Agent ("RTA") (at the address mentioned at paragraph 12 below or the collection centers of the RTA details of which will be included in the Letter of Offer) within 2 (two) days of bidding by Seller Member. The envelope should be superscribed as "Tongani Tea Company Limited- Buyback Offer 2017". One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Seller Member/shareholder.
- 8.7.4 Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on a daily basis and till such time the BSE Limited shall display such bids as 'unconfirmed physical bids'. Once, RTA confirms the bids it will be treated as 'Confirmed Bids'.
- 8.8 **Modification**/cancellation of orders will be allowed during the tendering period of the Buyback.
- 8.9 The cumulative quantity tendered shall be made available on BSE Limited's website - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

9. METHOD OF SETTLEMENT:

Upon finalization of the basis of acceptance as per Buyback Regulations:

- 9.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 9.2 The Company will pay the consideration to the Clearing Corporation on or before the pay-in date for settlement for Equity Shares accepted under the Buyback, the Shareholders whose shares have been accepted in the Buyback will receive funds payout in their settlement bank account from Clearing Corporation.

- 9.3 The equity shares bought back in the demat form would be transferred directly to the demat account of the Company opened for Buyback (the "**Special Demat Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Special Demat Account on receipt of the equity shares from the clearing and settlement mechanism of BSE.
- 9.4 The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance.
- 9.5 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. Any excess Equity Shares held in physical form pursuant to proportionate acceptance/rejection will be returned back to the shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by Eligible Sellers holding Equity Shares in the physical form.
- 9.6 The Clearing Corporation would settle the trades by making direct funds payout to the Eligible Shareholders and the Seller Member would issue contract note. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. If Eligible Sellers bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Eligible Shareholders will be transferred to the Seller Member for onward transfer to the Eligible Sellers.
- 9.7 Eligible Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders
10. The Equity Shares lying to the credit of the Special Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

11. **COMPLIANCE OFFICER:**

Mr. Manoj Kumar Daga; Chairman & Compliance Officer,
C/o. Tongani Tea Company Limited,
Tel no. (033) 22487685/ 22100540
Email: info@tonganitea.com

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10 a.m. to 5 p.m. on all working days except Saturday, Sunday and Public holidays.

12. **INVESTOR SERVICE CENTRE & REGISTRAR TO THE OFFER/ RTA:**

In case of any query, the shareholders may contact the Registrar & Share Transfer Agent during working hours, i.e. 10 a.m. to 4:30 p.m. on all working days except Saturday, Sunday and Public holidays at the following address:

REGISTRAR TO THE BUYBACK OFFER:

NICHE TECHNOLOGIES PRIVATE LIMITED,
Contact Person: Mr. S. Abbas,
D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001
Tel No.: (033) 2235 7271/7270, Fax No.: (033) 2215 6823
Email: nichetechpl@nichtechpl.com, Website: www.nichtechpl.com

13. MANAGER TO THE BUYBACK OFFER



VC CORPORATE ADVISORS PRIVATE LIMITED

SEBI REGN NO: INM000011096

(Contact Person: Mr. Anup Kumar Sharma)

31 Ganesh Chandra Avenue, 2nd Floor, Suite No –2C, Kolkata-700 013

Phone No : (033) 2225-3940

Fax : (033) 2225-3941

Email: mail@vccorporate.com

14. 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 Public Announcement or any other information, advertisement, circular, brochure, publicity material which may be issued and confirm that 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

Sd/-

Manoj Kumar Daga
Chairman & Compliance
Officer
DIN: 00123386

Sd/-

Ashok Vardhan Bagree
Independent Director
DIN: 00421623

Date: 20.11.2017

Place: Kolkata