

POST DELISTING OFFER LETTER

From:-

Nirmal Kumar Lohia,

[On behalf of self and other constituents of the Promoter/ Promoter Group]

C/o. M/s. Ledo Tea Company Limited,

Registered Office: Sir R.N.M. House, 3rd Floor, 3B, Lal Bazaar Street, Kolkata - 700001

Date: 03.02.2022

**To the Shareholders of,
M/s. Ledo Tea Company Limited**

Respected Members,

Re: Post Delisting Exit Offer to the public shareholders of M/s. Ledo Tea Company Limited (“LTCL” or the “Company”) pursuant to its delisting from the BSE Limited (“BSE”) i.e. the only Stock Exchange where the equity shares of the Company are listed.

I, Nirmal Kumar Lohia, would like to inform you that BSE vide their notice no. 20220120-01 dated January 20, 2022 have communicated that the equity shares of the Company will be delisted from its records with effect from February 04, 2022.

DELISTING OF THE EQUITY SHARES OF THE COMPANY MEANS THAT THE EQUITY SHARES OF THE COMPANY CANNOT AND WILL NOT BE TRADED ON THE STOCK EXCHANGE THEREAFTER.

OUTSTANDING EQUITY SHARES AFTER DELISTING:

In accordance with the Delisting Regulations and the SEBI Order **WTM/SM/CFD-DCR3/26/2020-21 dated May 24, 2021**, the remaining Public Shareholders of the Company who did not or were not able to tender their equity shares in the Delisting process will be able to offer their equity shares to the Acquirer at the price of Rs. 10/- (Rupees Ten Only) (**“Delisting Offer Price”**) for a period of two years starting from the Date of Delisting i.e., from February 04, 2022 to February 03, 2024 (**“Exit Period”**).

The Public Shareholders who hold equity shares in physical form and wish to sell their equity shares pursuant to the Delisting Offer will be required to submit the following documents to the Company at Sir R.N.M. House, 3rd Floor, 3B, Lal Bazaar Street, Kolkata- 700001 by Hand Delivery or by Registered Post/ Speed Post / Courier, at their own risk.

Shareholders holding in Physical Form:

The Securities and Exchange Board of India vide their circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 has allowed shareholders holding shares in physical form to tender shares in delisting. However, such tendering shall be as per the provisions of the Delisting Regulations.

a. Registered Shareholders:

- **Consent Form** duly completed and signed in accordance with the instructions contained therein, by all those shareholders whose names appear in the share certificates.
- **Original Share Certificate(s) along with self-attested copy of the PAN.**
- **Valid Share Transfer form(s)** duly signed as Sellers by all the registered shareholders (in case of joint holdings) in the same order and as per specimen signatures registered with the Company and duly witnessed at the appropriate place. A blank Share Transfer Form is enclosed along with this Offer Letter.
- Notwithstanding that the signature(s) of the transferor(s) has/have been attested, if the signature(s) of the transferor(s) on the blank Share Transfer Form differs from the Specimen signature(s) as is recorded with the Company or the signatures of the transferors are not in the same order, such shares are liable to be rejected.
- In case the shares are held by Body Corporate/ trust, the duly completed Consent form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.

b. **Unregistered Shareholders:**

- **Consent Form** duly completed and signed by the unregistered public shareholders in accordance with the instructions contained herein, or application on plain paper.
- **Original Share Certificate(s) along with self-attested copy of the PAN.**
- **Original Broker Contract Note / Seller's Note.**
- **Valid Share Transfer form(s)** duly signed by the Registered Shareholder(s) as the Transferor and as received from the market.
- In case the shares are held by Body Corporate/ trust, the duly completed Consent form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.

No indemnity is required from unregistered shareholders. **Unregistered shareholders should not sign the transfer form/ deed.** All other requirements for valid transfer will be treated as preconditions for valid acceptance. The Shareholders of the Company who have sent their equity shares for transfer should submit, Consent Form duly completed and signed, copy of the letter sent to the Company (for transfer of said shares) and acknowledgement received thereon and valid share transfer form. The equity shares tendered by shareholders holding equity shares in physical form will be acquired by the Promoter Acquirer, i.e., Mr. Nirmal Kumar Lohia.

Shareholders holding in Dematerialised Form:

The beneficial owners and public shareholders holding shares in the **dematerialized form**, will be required to send their Consent Form and other relevant documents to the Promoter Acquirer at Sir R.N.M. House, 3rd Floor, 3B, Lal Bazaar Street, Kolkata- 700001, either by registered post/ courier or by hand delivery, at address mentioned above, along with a photocopy of the delivery instructions in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the depository participant ("**DP**"), in favour of "**Nirmal Kumar Lohia**" filled in as per the instructions given below:

Name of the Promoter Acquirer	Nirmal Kumar Lohia
Name of Depository	Central Depository Services (I) Ltd.
Name of Depository Participant	Raima Equities Private Limited
Depository Participant's ID No.	12043800
Client ID No.	00024577
ISIN No.	INE643B01017

Shareholders are advised to ensure that the Consent Form and other relevant documents are completed in all respects; otherwise the same is liable to be rejected.

PAYMENT OF CONSIDERATION TO RESIDUAL SHAREHOLDERS:

Subject to any regulatory approvals as may be required, the Acquirer intends to make payments on monthly basis, within 15 days of the end of the relevant calendar month ("**Monthly Payment Cycle**"). The first Monthly Payment Cycle shall commence within 15 days from March 01, 2022 for Equity Shares tendered upto February 28, 2022. Payments will be made only to those shareholders who have validly tendered their equity shares. Please note that the Acquirer reserves the right to make payments earlier.

Thanking you.

Yours Faithfully,

Sd/-

Nirmal Kumar Lohia

(On behalf of self & other Constituents of the Promoter/ Promoter Group)

Enclosures:-

1. Consent cum Acceptance Form
2. SH-4

Consent cum Acceptance Form

To,

Nirmal Kumar Lohia,

[On behalf of self and other constituents of the Promoter/ Promoter Group]

C/o. M/s. Ledo Tea Company Limited

Registered Office: Sir R.N.M. House, 3rd Floor, 3B, Lal Bazaar Street, Kolkata- 700001

Dear Sir,

Sub: Delisting of Equity Shares of M/s. Ledo Tea Company Limited ("LTCL" or the "Company") from the BSE Limited ("BSE") i.e. the only Stock Exchange where the equity shares of the Company are presently listed.

Ref: Your letter dated 03.02.2022

I/ we am/are holding _____ Equity Shares of the Company having Folio No. _____ or DP / Client ID

I /we would like to inform you that I/we have tendered equity shares at the offered price of Rs. 10/- (Rupees Ten Only) per equity share and the details of which are as follows:-

Name of the First/ Sole Holder : _____

Name of the Joint Holder(s) : _____

No. of Shares Tendered : _____

Folio No. : _____

Number of Share Certificates : _____
(use separate sheet if required)

Certificates No. : _____

Dist. Nos. : _____

Name of the Bank : _____

Branch Details : _____

Bank Account No. : _____

Savings/ Current : _____

IFSC Code : _____

PAN of the holders (copy enclosed) : _____

Please arrange to pay the consideration by way of Demand Draft/ Pay Orders/ Electronic Transfer, as applicable.

Signature

(_____)
First Shareholder

(_____)
Joint Holder-1

(_____)
Joint Holder-2

Form No. SH-4 - Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: ___/___/___

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

L	0	1	1	3	2	W	B	1	9	8	3	P	L	C	3	6	2	0	4				
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Name of the company (in full): **LEDO TEA COMPANY LIMITED**

Name of the Stock Exchange where the company is listed, (if any): BSE Limited

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
No. of Securities being Transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures
Distinctive Number	From		
	To		
Corresponding Certificate Nos.			

Transferors' Particulars

Registered Folio Number:		
Name(s) in full		<i>Signature(s)</i>
1.	_____	_____
2.	_____	_____
3.	_____	_____

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

_____ Pin code: _____

Transferees' Particulars		
Name in full (1)	Father's/ Mother's / Spouse Name (2)	Address & E-mail id (3)
1. _____	1. _____	_____
2. _____	2. _____	_____
3. _____	3. _____	_____ Pin code _____
		Email ID _____
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
1. _____	_____	1. _____
2. _____		2. _____
3. _____		3. _____

Folio No. of Transferee

Specimen Signature of Transferee(s)

1. _____

2. _____

3. _____

Value of Stamp affixed: Rs. _____

STAMPS

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferee(s)(For all listed Cos.)
4. Others, Specify, _____

For Office Use Only

Checked by _____

Signature Tallied by _____

Entered in the Register of Transfer on _____
 _____vide Transfer no _____

Approval Date _____

Power of attorney / Probate / Death certificate / Letter of Administration

Registered on _____

at No _____