

Initial Public Announcement under Regulation 8 read with Regulation 35 of Chapter VI (Part-A) (Special Provisions for Small Companies) of The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended (“SEBI Delisting Regulations”) for the attention of the Public Shareholders of

ALIPURDUAR TEA CO. LIMITED

CIN: L01132WB1912PLC002308

Registered Office: Babupara Babupara Girls High School, Jalpaiguri,

Alipurduar, West Bengal-736121

Phone No.: 91-9126676610

This Initial Public Announcement (“IPA”) is being issued by DIGGI CORPORATE ADVISORS PRIVATE LIMITED, 912, Corporate Annexe, Sonawala Road, NR. Udyog Bhawan, Goregaon East, Mumbai, Maharashtra, Pin-400063 (“**Manager**” or “**Manager to the Offer**”) for and on behalf of Shri Dilip Kumar Saha, member of the Promoter Group of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**Promoter Group**”) (hereby referred to as “**Acquirer**”), to the Public Shareholders.

1. Shri Dilip Kumar Saha, Promoter and member of the Promoter Group of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**Promoter Group**”) (referred to as “**Acquirer**”) presently hold 424290 out of 500000 fully paid-up equity shares of the Company (“**Equity Shares**”) aggregating to 84.86% of the paid-up equity share capital of the Company as on date.
2. Shri Dilip Kumar Saha, is desirous of:
 - (a) acquiring all Equity Shares that are held by the public shareholders of the Company (to be referred as “**Public Shareholders**”) in accordance with the SEBI Delisting Regulations (the “**Delisting Offer**”) subject to receipt of all necessary approvals. As on date, the Public Shareholders hold 75710 out of 500000 Equity Shares aggregating to 15.14% of the paid-up equity share capital of the Company: and
 - (b) consequently, voluntarily delist the Equity Shares from the Calcutta Stock Exchange Limited (“**CSE**”), the only stock exchange where the shares of the company are presently listed by making a delisting offer in accordance with the Delisting Regulations. (collectively to be referred as “**Delisting Proposal**”).
3. Rationale of the Delisting Proposal:
 - (a) The Company’s Equity Shares are presently listed with only CSE where there are no trading operations thus the proposed delisting offer would provide the public shareholders with an opportunity to exit on account of no volume and liquidity in the trading of the Equity Shares on the stock exchange at a price determined in accordance with the SEBI Delisting Regulations;
 - (b) The Company can also save the cost of compliance with various clauses of the Listing Regulations and save dedicated management time to comply with the requirements associated with the continued listing of equity shares;
 - (c) It would enhance Company’s operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the Promoters; and
 - (d) The proposed delisting is in the interest of the Public Shareholders as it will provide them an opportunity to exit from the Company at a price determined in accordance with the SEBI Delisting Regulations, providing immediate liquidity.

Hence, the Acquirer is desirous of providing an exit opportunity to all the public shareholders in compliance with the provisions of SEBI Delisting Regulations.

4. In order to proceed with the delisting proposal, it is *inter-alia* necessary to comply with the provisions contained in Regulation 10 and 11 and other applicable regulations, if any, of the SEBI Delisting Regulations and in this respect, we DIGGI CORPORATE ADVISORS PRIVATE LIMITED, 912, Corporate Annexe, Sonawala Road, NR. Udyog Bhawan, Goregaon East, Mumbai, Maharashtra, Pin-400063. a SEBI Registered Category I Merchant Banker have been appointed as Manager to the Offer.

5. The Floor Price determined by us in terms of provisions contained in SEBI Delisting Regulations is Rs. (148.00)/- per share and the Exit Offer Price at which the shares will be acquired is Rs. 10.00/- per share.
6. Shri Dilip Kumar Saha, an acquirer do hereby undertake and confirms that none of the members of the Promoter Group:
 1. have sold the Equity Shares of the Company during the period of six months prior to the date of this Initial Public Announcement made in terms of Regulation 8(1) of the SEBI Delisting Regulations.
 2. shall not, directly or indirectly, -
 - a. employ any device, scheme or artifice to defraud any shareholder or other person; or
 - b. engage in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; and
 - c. engage in any act or practice that is fraudulent, deceptive or manipulative

in connection with the delisting of the Equity Shares sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the SEBI Delisting Regulations.

In accordance with Regulation 35(2)(d) of the SEBI Delisting Regulations, the Company can delist the shares only on receipt of positive consent in writing from the public shareholder irrespective of their numbers, **holding 75710 (15.14%)** or more of the public shareholding of the Company to the proposal for delisting and have consented either to sell their Equity Shares at the price offered by the Promoter/Acquirer or to remain holders of the Equity Shares even if they are delisted from CSE. The consent for dispensing with the exit price discovery through reverse book-building proposal will also be sought.

Considering the aforesaid, we request the Board of Directors of the Company to take the above on record and undertake requisite activities as per the SEBI Delisting Regulations.



DIGGI CORPORATE ADVISORS

Diggi Corporate Advisors Private Limited

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Corporate Identification Number: U64990MH2022PTC382904

SEBI Registration Number: INM000013332

Validity: Permanent

Yours Sincerely

(Dilip Kumar Saha)

Acquirer and Member of the Promoter Group

Place: Kolkata

Date: 12.02.2026