

TEESTA VALLEY TEA CO. LTD.

Telephones :
2248-3585 / 2248-6738
2248-8704 / 2248-6458
Fax : 033-2248-2762
"TEESTATEA" KOLKATA

5 & 7, NETAJI SUBHAS ROAD
(2nd Floor)
P.O. Box 184
Kolkata - 700 001, INDIA
CIN : L15491WB1876PLC000347

Ref.

Date

e-mail id : accounts@teestavalley.com

To
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata- 700 001



07.04 2017

Dear Sir,

Ref No: Scrip Code - 10030069
Sub: Merger of The Bormah Jan Tea Co. (1936) Ltd. with the Company.

This has reference to your email dated 31st. March, 2017 we are enclosing herewith the following documents for your kind perusal :-

1. The Board of Directors in the meeting held on 12th. March, 2015 had appointed Bombay Stock Exchange as a 'Designated Stock Exchange' for the purpose of merger of "The Bormah Jan Tea Co. (1936)" Ltd. with the Company. A copy of the Board resolution is enclosed for your ready reference.
2. A copy of Capital evaluation of the Company pre and post Merger is enclosed herewith as Annexure vi.
3. A statutory Auditor's certificate from M/s. G. Basu & Company, Chartered Accountants, Kolkata is enclosed herewith as Annexure viii as specified in para (I)(A)(5)(a) of Annexure I of SEBI Circular No.CIR/CFD/CND/16/2015 dated 30th. November, 2015.

We hope that the above documents will be found in order and would request you to kindly issue a NOC for the above merger at your earliest convenience.

Thanking you,

Yours faithfully,
For TEESTA VALLEY TEA CO. LTD.

COMPLIANCE OFFICER

Encl : As above.

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Minutes of the proceedings of the meeting of the Board of Directors of M/s. Teesta Valley Tea Company Ltd. held at 3, Netaji Subhas Road, Kolkata: 700 001 on 12.03.2015

"Resolved that in terms of Circular No. CIR/CFD/DIL/8/2013 dated: May 21, 2013 of the Securities and Exchange Board of India, The Bombay Stock Exchange be appointed as a 'Designated Stock Exchange' for the purpose of merger of The Bormahjan Tea Co. (1936) Ltd. with the Company".

"Further Resolved that Mr. Alok Kumar Roy, Director of the Company be and is hereby authorized to take all necessary steps as required to be taken in relation to getting the said Stock Exchange appointed as a "Designated Stock Exchange".

"Further Resolved that Mr. Alok Kumar Roy, Director of the Company be and is hereby authorized to forward an intimation of the same along with a copy of this resolution to The Calcutta Stock Exchange for their perusal".

"Further Resolved that Mr. Alok Kumar Roy, Director of the Company be and is hereby authorized to certify copies of this resolution as true."

Certified to be true copy

CERTIFIED TO BE TRUE COPY

TEESTA VALLEY TEA CO. LTD.

Director

Sd/-
Chairman

TEESTA VALLEY TEA CO. LTD.

Director

TEESTA VALLEY TEA CO. LTD.

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ANNEXURE VI

Details of Capital evolution of the transferee company: Teesta Valley Tea Company Limited

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
01.04.1909	32000	--	Pursuant to a contract without payment received in Cash	32000	Listed
01.04.1934	32000	--	Bonus Shares	64000	Listed
01.04.1967	32000	--	Bonus Shares	96000	Listed
01.04.1969	32000	--	Bonus Shares	128000	Listed
03.11.1987	22000	10/-	Right Shares	150000	Listed
Post Merger	125000	10/-	Under Scheme of Arrangement	275000	Listed

TEESTA VALLEY TEA CO. LTD.


Compliance Officer

TELEGRAMS : "TROBAS' CALCUTTA
TELEPHONE : 2212-6253, 2212-8016
FAX : 00-91-33-2212 7476
WEBSITE : www.gbasuandcompany.org
E-MAIL : s.lahiri@gbasu.in

G. BASU & CO.
CHARTERED ACCOUNTANTS

BASU HOUSE
3, CHOWRINGHEE APPROACH
KOLKATA - 700 072

ANNEXURE VIII

To,
The Board of Directors,
Teesta Valley Tea Company Limited
5 & 7, Netaji Subhas Road,
Kolkata - 700 001


We, the statutory auditors of Teesta Valley Tea Company Limited (*name of the listed entity*), (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 12.2 (*specify clause number*) of the Draft Scheme of Merger (*specify the type of Scheme*) between Teesta Valley Tea Company Limited and The Bormah Jan Tea Company (1936) Limited (*names of the companies/entities involved*) in terms of the provisions of section(s) 211(3C) (*specify the relevant section(s)*) of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 1956 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956 except the accounting treatment in respect of Gratuity under Payment of Gratuity Act and Bonus under Payment of Bonus Act (*specify the financial statement item(s)*) as prescribed by Gratuity Act and Bonus Act (*name of the regulator*) vide its Notification XX (*details of the Notification*) which prevail over the accounting treatment for the same as prescribed under the aforesaid Accounting Standards (wherever applicable).

This Certificate is issued at the request of the Teesta Valley Tea Company Limited (*name of the Company*) pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the Calcutta Stock Exchange (*name of the Stock Exchange(s)*). This Certificate should not be used for any other purpose without our prior written consent.

Place: Kolkata
Date: April 6, 2017

For G. BASU & CO.
Chartered Accountants
R. No.-301174E

(PRIYABRATA BAGCHI)
Partner
(M. No.-051524)