



TDSL/CS/BSE/BM/04-2022-23

Tasty Dairy
SPECIALITIES LTD.

October 15, 2022

To,
Corporate Relationship Department,
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers
Dalal Street,
Mumbai- 400001

Scrip Code- 540955, ISIN: INE773Y01014 (TDSL)

Sub: Outcome of Board Meeting held on October 15, 2022

Ref: Regulation 30 and Schedule III of SEBI (LODR) Regulations, 2015

Dear Sir,

With reference to our earlier Intimation dated October 03, 2022, we would like to inform you that the Board of Directors of the company at its Board meeting held on Saturday, 15th October, 2022 at its Administrative office of the company, **has inter alia considered and approved** the following:

1. Issue of Optionally Convertible Preference Shares (OCPSs) on Preferential Basis to Lender Pursuant to Restructuring of part of the Debt of the Company. The Details terms and conditions of issuance of OCPSs are provided in **Annexure –A** enclosed herewith.
2. Increase in Authorised Share Capital and consequent Alteration of Memorandum of Association.
3. The Notice of Extra Ordinary General Meeting (“EGM”) of the Members of the Company will be held on Wednesday, November 16, 2022 at 02:00 P.M. through Video Conferencing / Other Audio Visual Means (“VC”/“OAVM”)
4. Appointment of Mr. Saket Sharma, Partner, GSK & Associates, Company Secretaries, as Scrutinizer for Extra Ordinary General Meeting and conducting voting process of EGM.
5. Cut-off date 09th November, 2022, to record the entitlement of the shareholders to cast their vote electronically at the Extra Ordinary General Meeting (EGM) to be held on 16th November, 2022 through video conferencing / other audio visual means.

Meeting commenced at 04:30 P.M. and concluded at 05:15 P.M.

This is for your information and record, please.

Yours faithfully,

for TASTY DAIRY SPECIALITIES LIMITED

Nishi Sheikh
Company Secretary & Compliance Officer
Encl.: As stated above



Annexure A

SALIENT FEATURES & TERMS OF ISSUE:

The proposed issue of Optionally Convertible Preference Shares, Redeemable, to the Punjab National Bank (referred as PNB / Lender) is in terms of Restructuring of part of existing debt into unsustainable debt of Rs.12.21 Crores under sole banking arrangement in terms of Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India (“RBI”) vide its circular dated 07th June,2019 (hereinafter referred to as the “RBI Circulars”).

Terms of Issue:

1. **Objective:** The Board proposes to issue OCPS to the lenders upon conversion of facilities/loans availed by the Company from the lenders, as per the terms of Restructuring Package sanctioned by the lender in terms of the RBI Circular dated 07.06.2019 on Prudential Framework For Resolution Of Stressed Assets. Hence, the Board recommends the Issue of the OCPS to the lender.
2. **Instrument to be issued:** Optionally Convertible non-Cumulative Redeemable Preference shares (“OCPSs”)
3. **Face Value:** ₹ 10/- per OCPS
4. **Amount of Issue:** ₹ 12.21 Crores divided into 1,22,10,000 Preference Shares of ₹10/- each.
5. **Voting Rights:** The OCPS shall not carry any voting rights.
6. **Cutoff Date:** Cutoff date shall be 31.10.2021 (as per terms and conditions of the lender) for the purpose of reckoning of time period of 10 years to redeem or exercise conversion, if defaults in redemption of OCPS.
7. The OCPS shall, in winding up be entitled to rank, as regards repayment of capital and dividend, upto the commencement of the winding up, in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund;
8. The OCPS shall rank for dividend in priority to the equity shares of the Company (“Equity Shares”), for the time being of the Company;



9. **Coupon rate:** The OCPSs shall carry Non-Cumulative coupon rate as per the following table:

Description	31 st Mar. 2022	31 st Mar. 2023	31 st Mar. 2024	31 st Mar. 2025	31 st Mar. 2026	31 st Mar. 2027	31 st Mar. 2028	31 st Mar. 2029	31 st Mar. 2030	31 st Mar. 2031	31 st Mar. 2032
Coupon on OCPS	0.50 %	0.50 %	1.00 %	2.00 %	2.00 %	3.00 %	3.00 %	4.00 %	4.00 %	5.00 %	5.00 %

10. **Repayment/Redemption:** The OCPSs shall be redeemable as per the following table:

Description	31 st Mar. 2022	31 st Mar. 2023	31 st Mar. 2024	31 st Mar. 2025	31 st Mar. 2026	31 st Mar. 2027	31 st Mar. 2028	31 st Mar. 2029	31 st Mar. 2030	31 st Mar. 2031	31 st Mar. 2032
Opening Balance	-	12.21	12.19	12.18	12.17	12.16	12.15	12.13	12.12	6.06	-
Addition	12.21	-	-	-	-	-	-	-	-	-	-
Redemption	-	0.01	0.01	0.01	0.01	0.01	0.01	0.01	6.06	6.06	-
Closing Balance	12.21	12.19	12.18	12.17	12.16	12.15	12.13	12.12	6.06	-	-
											Exit Premium

11. **Exit Premium:** ₹ 5.27 Crores (Subject to variation as per the changes in the interest rates from time-to-time . The prevailing rates will be considered for fixing of the exit premium.)

12. The 'Relevant Date' under SEBI ICDR Regulations for the purpose of determination of price of Equity Shares to be issued upon conversion of the OCPSs shall be a date 30 (Thirty) days prior to the date on which the holders of the OCPSs avail the option to convert the OCPS to apply for the Equity Shares.

13. OCPSs will not be listed on any stock exchange.



14. Conversion Event:

In case of default in redemption of OCPSs pursuant to its terms, the holders of OCPSs shall have the option to convert the defaulted redemption amount into equity shares of the Company.

- a) The OCPSs as well as Equity shares to be allotted on conversion of the OCPSs shall be made fully paid up at the time of allotment.
- b) Equity shares so allotted shall rank pari- passu with the existing equity shares of the company in all respect.
- c) The OCPSs as well as the equity shares issued upon conversion of OCPSs shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

15. Conversion Price:

Conversion Price of the OCPSs for their conversion into equity shares of the company shall be determined at the time of conversion of the OCPSs as per Regulation 164A of SEBI (ICDR Regulations) and/or any other applicable provision, if any, RBI Regulations and guidelines (including circulars etc.) and the Companies Act, 2013.

16. Form of Allotment:

The OCPSs or the Equity Shares to be allotted pursuant to conversion of the OCPSs shall be in dematerialized form and subject to lock-in as applicable under SEBI ICDR Regulations.

As per the SEBI ICDR Regulations, the securities to be issued upon conversion of the facilities/loans availed by the Company from the lender shall be allotted within a period of 15 (Fifteen) days from the date of this resolution, provided that where the allotment is pending on account of pendency of any regulatory, Stock Exchange or Government of India (GOI) or other statutory approval(s), if any, and to the extent required under applicable laws, the allotment shall be completed within 15 (Fifteen) days of receipt of such approval(s).

17. Term of the OCPS is 10 years, subject to the approval of the shareholders to be granted for the extension of the conversion option of the OCPS beyond 18 (eighteen) months to such longer period up to 120 (one hundred and twenty) months as may be decided by the Board, provided that an application has been made for such extension to the Securities & Exchange Board of India (SEBI) or any other regulatory authority(ies) as may be required and further subject to such terms and conditions as may be stipulated in this regard.