



**Dhunseri Tea & Industries Limited**

CIN : L15500WB1997PLC085661

Registered Office : Dhunseri House, 4A, Woodburn Park, Kolkata 700020

November 15, 2024

BSE Limited Phiroze-Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 <b><u>Scrip Code: 538902</u></b>	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, 5 <sup>th</sup> Floor Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <b><u>Symbol: DTIL</u></b>
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**Sub: Disclosure under Regulation 30A read with Clause 5A, para A, part A of Schedule III of the SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30A read with Clause 5A, para A, part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, this is to inform you, that, the Company has received intimations from Dhunseri Investments Limited (DIL) and Naga Dhunseri Group Limited (NDGL), Promoter Group Companies, in relation to the approval of execution of a Share Purchase / Share Sale Agreement for the sale and transfer of 48,09,595 equity shares constituting 45.77% of the total issued and paid up share capital of Dhunseri Tea & Industries Limited (DTIL) held by DIL to NDGL at a price to be determined in accordance with Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares And Takeover) Regulations, 2011.

Thus, upon completion of the transaction, NDGL will hold 57,33,221 shares constituting 54.56% stake in the Company and thus the Company will become a subsidiary of NDGL.

This is for your information and record.

Thanking you,

Yours faithfully,  
For Dhunseri Tea & Industries Limited

R.Mahadevan  
Company Secretary



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**Disclosure pursuant to Regulation 30A read with Clause 5A, para A, part A of Schedule III of the Listing Regulations and the SEBI Circular:**

SL. NO.	PARTICULARS	DETAILS
1	If listed entity is not a party to the agreement, i. name of the party entering into such an agreement and the relationship with the listed entity; ii. details of the counterparties to the agreement (including name and relationship with the listed entity); iii. date of entering into the agreement	i. <b>Name-</b> Dhunseri Investments Limited (Seller) and Naga Dhunseri Group Limited (Buyer) <b>Relationship-</b> Promoter Group Companies  ii. <b>Details of the counterparties -NIL</b>  iii. Date of Agreement- 14.11.2024
2	Purpose of entering into the agreement	For consolidating and increasing focus on NDGL's interests in the tea business and as part of reorganisation of NDGL's major investment portfolio
3	Shareholding, if any, in the entity with whom the agreement is executed	NIL
4	Significant terms of the agreement (in brief);	NDGL proposes to acquire 48,09,595 equity shares constituting 45.77% of the Company held by DIL at a price to be determined in accordance with Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares And Takeover) Regulations, 2011.  This is an inter-se transfer between the Promoter Group Companies.
5	Extent and the nature of impact on management or control of the listed entity	Upon completion of the transaction, NDGL will hold 57,33,221 shares constituting 54.56% stake in the Company and thus the Company will become a subsidiary of NDGL.
6	Details and quantification of the restriction or liability imposed upon the listed entity;	NIL
7	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	Yes,  NDGL & DIL are Promoter Group Companies

**Dhunseri**<sup>®</sup>**Dhunseri Tea & Industries Limited**

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SL. NO.	PARTICULARS	DETAILS
8	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No,  The said agreement is entered into by the Promoter Group Companies and the Company is not a party to the Agreement.
9	In case of issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
10	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	NIL
11	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s): i. name of parties to the agreement; ii. nature of the agreement; iii. date of execution of the agreement; iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier); v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	Not Applicable

Thanking you,

Yours faithfully,  
For Dhunseri Tea & Industries Limited

R.Mahadevan  
Company Secretary