

**INITIAL PUBLIC ANNOUNCEMENT UNDER REGULATION 8 OF SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021**

**FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF**

**SHINEWELL LEASING LIMITED**

Registered Office: Flat No. 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019

CIN:L65910DL1984PLC019329

This Initial Public Announcement ("IPA"/ "Public Announcement") is being issued by Turnaround Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of Mr. Ankit Aggarwal, one of the Promoters of M/s Shinewell Leasing Limited (the "Company"), along with other Promoters of the Company (hereinafter referred as "Acquirer"), to the public shareholders of the Company ("Shareholders"), either individually/collectively or together with other Promoters, with an intention to: (a) acquire all the Equity Shares (as defined below) that are held by public shareholders; and (b) consequently voluntarily Delist the Equity Shares from the Stock Exchange (as defined below), by making a delisting offer, pursuant to and in compliance with Delisting Regulations.

For the purpose of this IPA, the following terms have the meaning assigned to them below:

- a. "Acquirer" shall mean Mr. Ankit Aggarwal, resident of M-129, Greater Kailash-1, New Delhi-110048;
- b. "Company" shall mean Shinewell Leasing Limited (CIN:L65910DL1984PLC019329);
- c. "Board" shall mean Board of Director of the Company;
- d. "Delisting Regulations" shall mean the SEBI (Delisting of Equity Shares) Regulations, 2021;
- e. Equity Shares shall mean fully paid up equity shares of the Company, each having face value of Rs. 10/-;
- f. "Public shareholder" shall mean a public shareholder of the Company as defined under Regulation 2(1)(t) of Delisting Regulations;
- g. "SEBI" shall mean Securities and Exchange Board of India;
- h. "Stock Exchange" shall mean the stock exchange where the Equity Shares are presently Listed i.e. Metropolitan Stock Exchange of India Limited (MSEI);
- i. "Promoters" shall mean Promoters of the Company as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018; and
- j. "Takeover Regulations" shall mean the SEBI (Substantial Acquisition of Share and Takeover) Regulations, 2011.

**1. DELISTING PROPOSAL DETAILS:**

- The Acquirer along with other Promoters collectively hold 1,53,800 (One Lakh Fifty Three Thousand Eight Hundred Only) Equity Shares of the Company representing 61.77% of the total paid up Equity Share Capital of the Company. The Acquirer, vide his letter dated January 31, 2023, has expressed his intention to:
  - a) acquire 95,200 (Ninety Five Thousand Two Hundred Only) fully paid up Equity Shares constituting 38.23% of total equity and voting share capital from the public shareholders of the Company.



b) consequently voluntarily delist the Equity Shares of the Company from the Stock Exchange where the Equity Shares of the Company are presently listed namely, Metropolitan Stock Exchange of India Limited (MSEI) by making a Delisting Offer in accordance with the provisions of the Delisting Regulations ("Delisting Proposal").

- The Acquirer has appointed, Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker, as the Manager to the Offer pursuant to and in accordance with Regulation 35(2)(a) of the Delisting Regulations.
- As on date the aggregate shareholding of the Acquirer and Promoters of the Company is 1,53,800 (One Lakh Fifty Three Thousand Eight Hundred Only ) fully paid up Equity Shares aggregating to 61.77% of the total paid up Equity Share Capital of the Company. The public shareholders hold 95,200 (Ninety Five Thousand Two Hundred Only) fully paid up Equity Shares aggregating to 38.23% of the total paid up Equity Share Capital of the Company. The Shareholding of the Acquirer and other Promoters of the Company is as under:

S.No	Name	No. of Shares	% of shares
1	Ankit Aggarwal	40,300	16.18
2	Samita Gupta	56,900	22.85
3	Deepak Aggarwal	55,000	22.09
4	Deepak Aggarwal HUF	1,600	0.64
	<b>Total</b>	<b>1,53,800</b>	<b>61.77</b>

## 2. REASON OF DELISTING

In terms of the provision of Regulation 8(3)(a) of the Delisting Regulations , the rationale for the Delisting Proposal is as follows:

- to obtain full ownership of the Company, which will provide the Promoters with increased operational flexibility to support the Company's business;
- to provide an exit opportunity to the public shareholders of the Company since there has been no trading in the Equity Shares of the Company since the date of listing of the Company on MSEI; and
- to save time and cost for compliance with various laws.

## 3. UNDERTAKING / CONSIDERATION

In terms of provisions of Regulation 8(3)(b) of the Delisting Regulations, the Acquirer, individually/collectively or together with other Promoters, undertakes and confirms that he:

- has not sold any Equity Shares of the Company during the period of six months prior to the date of the IPA; and
- shall not , directly or indirectly,—
  - employ any device, scheme or artifice to defraud any shareholder or other person; or
  - engage in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
  - engage in any act or practice that is fraudulent, deceptive or manipulative

in connection with any delisting of Equity Shares sought under the Delisting Regulations.

**4. PRICE / CONSIDERATION:**

The exit price at which the Equity Shares will be acquired from the Public Shareholders of the Company under the Delisting Offer would be determined by the Merchant Banker in accordance with the provision contained under the Delisting Regulations.

We will separately inform the Company of the Exit Price for the Delisting Proposal determined by the Merchant Banker, in accordance with Regulation 35(2)(b) of the Delisting regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**5. CONDITIONS:**

The acquisition of the Equity Shares by the Acquirer from the public shareholders will be conditional upon the following:

- a) Approval of Board of Directors of the Company of the Delisting Proposal;
- b) Approval of the public shareholders, irrespective of their numbers, holding ninety percent or more of the public shareholding, who give their consent in writing to the proposal for delisting, and consent either to (a) sell their equity shares at the price offered by the acquirer or (b) continue to hold the equity shares even if they are delisted.
- c) Receipt of the approval of Stock Exchange in accordance with the Delisting Regulations and/or any other statutory/regulatory approvals and third party consent, as may be required, in relation to the Delisting Proposal;
- d) Such other terms and conditions as may be set out in the "Letter of Offer" to be dispatched to the Public Shareholders in accordance with the Delisting Regulations

**6. OTHER DETAILS:**

- a) The Acquirer, hereby confirms that he has firm financial arrangements for fulfilling the payment obligation under the Delisting offer and he is able to implement the delisting offer and has provided a net worth certificate and fund sufficiency certificate dated January 31, 2023, issued by M/s G P Jaiswal & Co, Chartered Accountants, having their office at 17-A/39, 4th Floor, WEA, Karol Bagh, New Delhi -110005, Tel/Fax : +91- 9650634666. E-mail: cavirendravikram@gmail.com, to substantiate his ability to fulfil the payment obligation under the delisting offer.
- b) The Acquirer accepts full responsibility for the information contained in this IPA and confirms that such information is true, fair and adequate in all material aspects. The Acquirer is aware and will comply with the Obligations under Delisting Regulations.
- c) All the information pertaining to the Company contained in this IPA has been obtained from publically available sources, and the accuracy thereof has not been independently verified by the Manager to the Offer.

**Issued by the Manager to the Offer**





**Turnaround Corporate Advisors Private Limited**

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**Contact Person:** Ms. Ayushi Gupta

**SEBI Registration No.:** MB/INM000012290

(ANKIT AGGARWAL)

**Acquirer**

Place: New Delhi

Date: January 31, 2023