

Date: December 15, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001
Scrip Code: 512393

Dear Sir/Madam,

Sub: Initial Public Announcement under Regulation 8 of SEBI (Delisting of Equity Shares) Regulations, 2021 (“SEBI Delisting Regulations, 2021”) expressing the intention to delist the fully paid-up Equity Shares of Shardul Securities Limited (“Company”)

Promoters of Shardul Securities Limited (“Company”), M/S A To Z Broking Services LLP (“Promoter Acquirer 1”), Mr. Rajesh Dinanath Chaturvedi (“Promoter Acquirer 2”), Mr. Gagan Dinanath Chaturvedi (“Promoter Acquirer 3”), and Mr. Brijesh Devesh Chaturvedi (“Promoter Acquirer 4”) (Hereinafter ‘Promoter Acquirer 1’, ‘Promoter Acquirer 2’, ‘Promoter Acquirer 3’, ‘Promoter Acquirer 4’ Collectively Referred to as “Promoter Acquirers”), has expressed their intentions to: (a) acquire all the Equity shares that are held by Public Shareholders, either individually or together with other members of the Promoter and Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the Stock Exchange where the Equity Shares are presently listed namely, BSE Limited, by making a delisting offer in accordance with the Delisting Regulations (“Delisting Proposal”).

With regards to the Delisting Proposal, Saffron Capital Advisors Private Limited is acting as the “Manager to the Offer” pursuant to and in accordance with Regulation 9 of the SEBI Delisting Regulations, 2021

As required under Regulation 8(1) of the SEBI Delisting Regulations, 2021, we are enclosing herewith the copy of the Initial Public Announcement dated December 15, 2023, in relation to the Delisting Proposal (“Initial Public Announcement” or “IPA”).

We request you to kindly disseminate the IPA on your website at the earliest.

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the enclosed Initial Public Announcement.

In case you require any information or clarification the under-signed may be contacted:

Contact Person	Telephone	Email
Saurabh Gaikwad/ Vipin Gupta	+91 22 4973 0394	delistings@saffronadvisor.com

Thanking You
Yours sincerely,

For Saffron Capital Advisors Private Limited

S.V. Gaikwad


Name: Saurabh Gaikwad
Designation: Assistant Manager
Equity Capital Markets

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

SHARDUL SECURITIES LIMITED

Corporate Identification Number (CIN): L50100MH1985PLC036937

Registered Office: G 12, Tulsiani Chambers, Nariman Point, Mumbai - 400 021;

Tel. No.: +91 22 46032806 / 22-46032807; Fax. No.: +91 022-22846585 / 66308609.;

Email id: investors@shriyam.com; Website: www.shardulsecurities.com

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OFFER FOR 44,02,626 (FORTY FOUR LAKH TWO THOUSAND SIX HUNDRED AND TWENTY SIX) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF SHARDUL SECURITIES LIMITED (THE "COMPANY") REPRESENTING 25.16% OF THE PAID-UP EQUITY SHARE CAPITAL (AS DEFINED BELOW) FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE COMPANY BY M/S A TO Z BROKING SERVICES LLP ("PROMOTER ACQUIRER 1"), MR. RAJESH DINANATH CHATURVEDI ("PROMOTER ACQUIRER 2"), MR. GAGAN DINANATH CHATURVEDI ("PROMOTER ACQUIRER 3"), MR. BRIJESH DEVESH CHATURVEDI ("PROMOTER ACQUIRER 4") (HEREINAFTER 'PROMOTER ACQUIRER 1', 'PROMOTER ACQUIRER 2', 'PROMOTER ACQUIRER 3', 'PROMOTER ACQUIRER 4' COLLECTIVELY REFERRED TO AS "PROMOTER ACQUIRERS") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, (HEREINAFTER REFERRED TO AS THE "DELISTING REGULATIONS").

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THIS INITIAL PUBLIC ANNOUNCEMENT ("IPA" OR "INITIAL PUBLIC ANNOUNCEMENT") IS BEING ISSUED BY SAFFRON CAPITAL ADVISORS PRIVATE LIMITED ("MANAGER TO THE OFFER") FOR AND ON BEHALF OF THE PROMOTER ACQUIRERS EXPRESSING THEIR INTENTION TO: (A) ACQUIRE ALL THE EQUITY SHARES (AS DEFINED BELOW) THAT ARE HELD BY PUBLIC SHAREHOLDERS, EITHER INDIVIDUALLY OR TOGETHER WITH OTHER MEMBERS OF THE PROMOTER AND PROMOTER GROUP, AS THE CASE MAY BE; AND (B) CONSEQUENTLY VOLUNTARILY DELIST THE EQUITY SHARES FROM BSE LIMITED ("BSE") (THE ONLY STOCK EXCHANGE WHERE THE EQUITY SHARES OF THE COMPANY ARE PRESENTLY LISTED), BY MAKING A DELISTING OFFER IN ACCORDANCE WITH THE DELISTING REGULATIONS (AS DEFINED BELOW) (COLLECTIVELY AS THE "DELISTING PROPOSAL").

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

- a) **“Board”** shall mean the board of directors of the Company;
- b) **“Delisting Regulations”** shall mean the SEBI (Delisting of Equity Shares) Regulations, 2021;
- c) **“Equity Shares”** shall mean fully paid-up equity shares of the Company, each having the face value of ₹ 10.
- d) **“Paid-up Equity Share Capital”** means paid up Equity Share Capital of the Company i.e., ₹ 17,49,84,330 divided into 1,74,98,433 Equity Shares of face value of ₹10 each.
- e) **“Public Shareholders”** shall mean the public shareholders of the Company as defined under Regulation 2(1)(t) of the Delisting Regulations; and
- f) **“SEBI”** shall mean the Securities and Exchange Board of India.
- g) **“Stock Exchange”** shall mean the stock exchange where the Equity Shares of the Company are presently listed i.e., BSE Limited.
- g) **“Company”** shall mean Shardul Securities Limited.

1. Details of the Delisting Proposal:

- a. The Promoter Acquirers have decided to make this Delisting Proposal under the prevailing Delisting Regulations. As required under Regulation 8 of the Delisting Regulations, this Initial Public Announcement is being made to initiate the process and to express the intention of the Promoter Acquirers to undertake the Delisting Proposal.
- b. As on date, the Promoter Acquirers holds 85,60,038 Equity Shares representing 48.92% of the paid-up equity share capital of the Company and the aggregate shareholding of the Promoter Group is 1,30,95,807 Equity Shares representing 74.84% of the paid-up equity share capital of the Company.
- c. In view of the above, as required under Regulation 8 of the Delisting Regulations, this Initial Public Announcement is being made by the Manager to the Delisting Offer for and on behalf of the Promoter Acquirers to express their intention to undertake the Delisting Proposal.

2. Rationale for the Delisting Proposal:

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

- a. The main objective of the Delisting Proposal is to obtain full ownership of the Company by the Promoter and Promoter Group which will in turn provide increased financial flexibility to support the Company's business and financial needs, including but not limited to exploring new financing structures including financial support from the Promoter and Promoter Group;

- b. The Delisting Proposal will help in cost savings and allow the management to dedicate more time and focus on the Company's business as reduction in time and requirement of resources dedicated to listing compliances; and;
- c. The Delisting Proposal will provide the Public Shareholders an opportunity to realize immediate and certain value for their Equity Shares at a time of elevated market volatility.

3. **Undertakings/ Confirmations:**

In terms of Regulation 8(3)(b) of the Delisting Regulations, the Promoter Acquirers and members of the Promoter and Promoter Group of the Company confirms that:

- a. They have not sold the Equity Shares during the period of 6 months prior to the date of this Initial Public Announcement; and
- b. They will not directly or indirectly, in connection with proposed delisting:
 - i. employ any device, scheme or artifice to defraud any shareholder or other person; or
 - ii. engage in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
 - iii. engage in any act or practice that is fraudulent, deceptive or manipulative.

4. **Price/ Consideration:**

- a. The discovered price will be determined through the reverse book building process specified in Schedule II of the Delisting Regulations, after fixation of the 'floor price' which will be determined in terms of Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**"). We will separately inform the floor price determined in accordance with the aforesaid provisions, in due course.
- b. In terms of the Delisting Regulations, the discovered price will be determined as the price at which shares are accepted through eligible bids, that takes the shareholding of the members of the Promoter and Promoter Group (along with persons acting in concert) to 90% of the total issued shares excluding the shares which are held by following:
 - i) custodian(s) holding shares against which depository receipts have been issued overseas;
 - ii) a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014 or SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and;
 - iii) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read

with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (**"SEBI LODR Regulations"**).

- c. The Promoter Acquirers shall have the sole discretion to accept or reject the discovered price or make a counter-offer in accordance with Delisting Regulations.

5. Conditions for Delisting Proposal:

The acquisition of Equity Shares by the Promoter Acquirers either individually or together with other members of the Promoter and Promoter Group, as the case may be, from the Public Shareholders will be conditional upon the following:

- a. completion of Due Diligence by a Peer Reviewed Company Secretary as required under Regulation 10 (2) and 10(3) of Delisting Regulations;
- b. the Board approving the Delisting Proposal in accordance with Regulation 10 of the Delisting Regulations;
- c. the approval of the shareholders of the Company by way of a special resolution in accordance with the Regulation 11 of the Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it;
- d. receipt of the approval of the Stock Exchange in accordance with the Delisting Regulations and/ or any other statutory/ regulatory approvals and third party consents, as may be required, in relation to the Delisting Proposal;
- e. the acceptance by the Promoter Acquirers of the discovered price determined by the reverse book building process in accordance with the Delisting Regulations including other rights and obligations in terms of the Delisting Regulations or in case the discovered price is not acceptable to the Promoter Acquirers, a counter offer may be made by the Promoter Acquirers to the Public Shareholders within 2 (Two) working days of the closure of the bidding period;
- f. the number of Equity Shares being validly tendered in the delisting offer is sufficient enough to result in the delisting offer being successful in accordance with the Delisting Regulations; and
- g. such other terms and conditions as may be set out in the 'Detailed Public Announcement' or the 'letter of offer' to be made/ dispatched to the Public Shareholders in accordance with the Delisting Regulations.

6. Other Details:

- a. The Promoter Acquirers hereby confirms that they have made firm financial arrangements for fulfilling the payment obligations under the delisting offer and it is able to implement the delisting offer, subject to any statutory approvals for the delisting offer that may be necessary.
- b. The Promoter Acquirers accepts full responsibility for the information contained in this Initial Public Announcement and confirms that such information is true, fair and adequate in all material aspects. The Promoter Acquirers are aware of and will comply with the obligations under the Delisting Regulations.
- c. All the information pertaining to the Company contained in this Initial Public Announcement has been obtained from publicly available sources, and the accuracy thereof has not been independently verified by the Manager.

Issued by Manager to the Offer on behalf of the Promoter Acquirers



SAFFRON CAPITAL ADVISORS PRIVATE LIMITED

605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar,
Andheri (East), Mumbai - 400 059, Maharashtra, India.

Telephone: +91 22 4973 0394

Facsimile: NA

E-mail: delistings@saffronadvisor.com

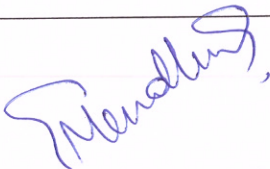
Website: www.saffronadvisor.com

Investor grievance: investorgrievance@saffronadvisor.com

Contact Person: Mr. Saurabh Gaikwad/ Mr. Vipin Gupta

SEBI Registration Number: INM 000011211

Validity of Registration: Permanent

On the Behalf of Promoter Acquirers
 Pravin Mundhwa*

*** Signed by Mr. Pravin Mundhwa, for and on behalf of the Promoter Acquirers, holding Specific Power of Attorney dated 17th November 2023)**

Place: Mumbai

Date: December 15, 2023