

**INITIAL PUBLIC ANNOUNCEMENT UNDER REGULATION 8(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF**

**ARMCHAIR INVESTMENTS LIMITED**

Corporate Identity Number: L67120WB1981PLC033907

Registered Office: 23-A, NETAJI SUBHAS ROAD, 3<sup>RD</sup> FLOOR, ROOM NO 19, KOLKATA- 700001

Phone Number: 033- 2230- 4765 Email ID: armchairinvestments@yahoo.in

**DELISTING OFFER FOR ACQUISITION OF UP TO 459280 (FOUR LAKHS FIFTY NINE THOUSAND TWO HUNDRED AND EIGHTY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEES TEN ONLY) EACH (HEREINAFTER REFERRED TO AS 'EQUITY SHARES'), REPRESENTING 95.68% OF THE TOTAL PAID-UP EQUITY AND VOTING SHARE CAPITAL OF ARMCHAIR INVESTMENTS LIMITED, (HEREINAFTER REFERRED TO AS 'AIL' OR 'THE COMPANY') BY THE PRESENT PROMOTERS AND PROMOTER GROUP (HEREINAFTER COLLECTIVELY REFERRED TO AS THE 'ACQUIRERS'/'PROMOTERS') 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 'DELISTING REGULATIONS').**

On March 15, 2023, the Acquirers intend to acquire all the Equity Shares that are held by the Public Shareholders of the Company pursuant to the SEBI Delisting Regulations (hereinafter referred to as '**Delisting Proposal**'), subject to receipt of approval by the Board of Directors of the Company and the public shareholders of the company by way of a special resolution through postal ballot in accordance with the SEBI Delisting Regulations wherein the number of votes cast by the shareholders in favor of the Delisting Proposal is at least two times the number of votes cast by the shareholders against the Delisting Proposal, receipt of all other necessary approvals, including relevant third-party consents.

The objective of the Delisting Proposal is to enable the Promoters to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with the continued listings, which can be refocused on the Company's business. Further it is believed by the Acquirers that, the Delisting Proposal will enhance the Company's operational, financial, and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the Promoters. The long-term business plan of the Acquirers involve expanding the operations of the company into new geographies and new business activities, which may have different risk profiles, longer gestation periods compared to the current risk profile of the Company, and that the Acquirers believe that the Delisting Proposal is in the interest of the Public Shareholders as it will provide the Public Shareholders an opportunity to exit from the Company at a price determined in accordance with the SEBI Delisting Regulations, providing immediate liquidity given the heightened market volatility.

This Initial Public Announcement (hereinafter referred to as the '**IPA**') is being issued by Navigant Corporate Advisors Limited (hereinafter referred to as '**Manager to the Offer**') for and on behalf of the Acquirers to the Public Shareholders of the Company.

The Acquirers confirm that:

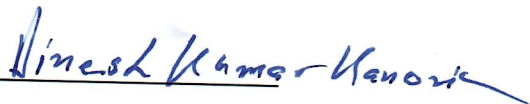
1. They have not sold the equity shares of the company during the period of six months prior to the date of this IPA made in terms of Regulation 8(1) of the SEBI Delisting Regulations.
2. They shall not directly or indirectly, -
  - (a) employed any device, scheme or artifice to defraud any shareholder or other person; or
  - (b) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
  - (c) engaged in any act or practice that is fraudulent, deceptive or manipulative

- in connection with the delisting of the equity shares sought or permitted or exit opportunity given or other acquisition of equity shares made under the SEBI Delisting Regulations.

The exit offer price will be determined as specified under Regulation 35 (2) (a) and (b) of the SEBI Delisting Regulations, after fixation of the 'floor price' which shall be determined in terms of Regulation 20 (2) of the SEBI Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)

Regulations, 2011, which will be separately informed to the Public Shareholders in accordance with the SEBI Delisting Regulations, in due course.

The Acquirers shall write individually to all the public shareholders of the Company informing them of their intention to get the Equity Shares delisted, specifying the exit price together with its justification for seeking the Public Shareholder's consent for the said delisting offer. The Public Shareholders, irrespective of their numbers, holding 90% or more of the public shareholding are required to give their consent in writing for the said delisting offer, consenting either to sell their Equity Shares at the price offered by the Acquirers or to continue to hold their Equity Shares even if they are delisted from the Calcutta Stock Exchange Limited.



**Dinesh Kumar Kanoria**  
(Promoter)

**Issued by the Manager to the Offer on behalf of the Acquirers:**

**MANAGER TO THE OFFER:**  
**ISSUED BY MANAGER TO THE OFFER**  
For and on behalf of the Acquirers

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**Navigant Corporate Advisors Limited**  
(SEBI Regd Category - I Merchant Banker)  
CIN- L67190MH2012PLC231304  
423, Bonanza, A Wing, Sahar Plaza Complex,  
J B Nagar, Andheri Kurla Road,  
Andheri East, Mumbai-400 059



**Contact Person:**

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**Mr Vikas Chhangani (Company Secretary)**

**Place: Kolkata**

**Date: March 15, 2023**