INITIAL PUBLIC ANNOUNCEMENT UNDER REGULATION 8 READ WITH REGULATION 35, CHAPTER VI, (PART-A) (SPECIAL PROVISIONS FOR SMALL COMPANIES) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021, AS AMENDED, ("DELISTING REGULATIONS") FOR THE ATTENTION OF THE SHAREHOLDERS

OF

RITZ MERCANTILE LIMITED
Corporate Identification Number: L52110DL1985PLC019805
Registered office: 1305, 13th Floor, Devika Tower, 6 Nehru Place, South Delhi, New Delhi-110019, India
Tel No. +91-11-20887121/20887122; Email Id: ritzmercantilelimited@gmail.com
Website: www.ritzmercantile.com

Exchanges Listed on: The Equity Shares (*defined below*) of the Company are listed on Metropolitan Stock Exchange of India Limited (**"MSEI"**) and Calcutta Stock Exchange of India Limited (**"CSE"**);
Scrip Code: RITZ; **ISIN:** INE092S01011

This initial public announcement ("**Initial Public Announcement**"/"**IPA**") is being issued by SPA Capital Advisors Limited ("**Manager" or** "**Manager to the Offer**") for and on behalf of promoters of Ritz Mercantile Limited, viz., Mr. Gajendra Singh Singhvi ("**Acquirer**" **or "Promoter"**) to the Public Shareholders (*as defined below*) with an intention to : (a) acquire all Equity Shares (*as defined below*) that are held by Public Shareholders; and (b) consequently voluntarily delist the Equity Shares from all Stock Exchange (*as defined below*), by making a delisting offer pursuant to and in compliance with the Delisting Regulations (*as defined below*)("**Delisting Proposal**").

For the purpose of this Initial Public Announcement, the following terms have the meanings assigned to them below:

a. "**Company**" shall mean Ritz Mercantile Limited;
b. **"Board"** shall mean the Board of Directors of the Company;
c. **"Delisting Regulations"** shall mean the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
d. **"Equity Shares"** shall mean fully paid-up equity shares of the Company, each having the face value of INR 10;
e. **"Public Shareholders"** shall mean public shareholders of the Company as defined under Regulation 2(1)(t) of the Delisting Regulations;
f. **"SEBI"** shall mean the Securities and Exchange Board of India;
g. **"Stock Exchange"** shall mean the stock exchange where the Equity Shares are presently listed i.e. Metropolitan Stock Exchange of India Limited ("MSEI") and Calcutta Stock Exchange of India Limited ("CSE"); and
h. **"SEBI Takeover Regulations"** shall mean Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Ritz Mercantile Limited
Director

1. **Details of Delisting Proposal:**

1.1 As on the date, the Acquirer holds 159900 Equity Shares aggregating to 15.23% of the paid-up Equity Share Capital and Acquirer along with other Promoter Group holds in aggregate 7,19,600 equity shares representing 68.53% of the paid-up equity share capital of the Company.

The Acquirer intends to voluntarily delist the Equity Shares in accordance with the Delisting Regulations by acquiring equity shares from the Public Shareholders in accordance of with the Delisting Regulations.

1.2 As required under Regulation 8 read with regulation 35 of Chapter VI (Part A) (Special Provision for Small Companies) of the Delisting Regulations, this Initial Public Announcement is being made by the Manager for and on behalf of Acquirer to express the intention to undertake the Delisting Proposal.

2. **Rationale of Delisting Proposal:**

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

a. the proposed delisting would enable the Acquirer to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility to support the Company's business;

b. the proposed delisting will result in reduction of the ongoing substantial compliance costs which includes the cost associated with listing of equity shares such as annual listing fees and fees payable to share transfer agents or such other expenses required to be incurred as per the applicable securities law; and

c. given low liquidity of the equity shares on the Stock Exchange, the proposed delisting will provide the Public Shareholders an opportunity to exit from the Company at a price to be determined in accordance with applicable provisions of Delisting Regulations.

3. **Undertaking/Confirmations**

3.1 In terms of Regulation 8(3)(b) of the Delisting Regulations, the Acquirer undertakes and confirms that he and none of the persons belonging to Promoter and Promoter Group of the Company:

a. have not sold any equity shares of the company during the period of 6 months prior to the date of this Initial Public Announcement; and

b. shall not, directly or indirectly, in connection with Delisting Proposal:

   i. employ any device, scheme or artifice to defraud any shareholder of the Company or other person; or

   ii. engage in any transaction or practice that operates as a fraud or deceit upon any shareholder of the Company or other person; or

   iii. engage in any act or practice that is fraudulent, deceptive or manipulative.

Ritz Mercantile Limited

Director

4. Price/Consideration

4.1 The Exit Price offered to the Public Shareholders shall not be less than the "Floor Price" which shall be determined in terms of Regulation 35(2)(b) of Delisting Regulations read with Regulation 8(2)(e) of the Takeover Regulations.

5. Conditions

5.1 The acquisition of the equity shares by the Acquirer from the Public Shareholders will be Conditional upon the following:

a. the Board approving the Delisting Proposal in accordance with Regulation 10 of the Delisting Regulations;

b. the completion of Due Diligence by a Peer Reviewed Company Secretary as required under Regulation 10(2) and Regulation 10(3) of Delisting Regulations.

b. the approval of 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 Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it;

c. 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;

d. the acquirer writes individually to all the Public Shareholders of the Company informing them of their intention to get the equity shares delisted, the exit price together with justification therefor and seeking their consent for the proposal for delisting;

e. the Public Shareholders, irrespective of their numbers, holding 90% or more of the public shareholding give their consent in writing to the proposal for delisting, and consent either to sell their equity shares at the price offered by the acquirer or to continue to hold the equity shares even if they are delisted, in accordance with the Delisting Regulations; and

f. such other terms and conditions, inter alia, as may be set out in the 'letter of offer' to be made/dispatched to the Public Shareholders, or any addendum or corrigendum thereto, that are proposed to be issued in accordance with Delisting Regulations.

6. Other Details

6.1 The Acquirer hereby confirms that he has firm financial arrangement for fulfilling the payment obligations under the delisting offer and he is able to implement the delisting offer, subject to any statutory approvals for the Delisting Proposal that may be necessary.

Ritz Mercantile Limited

Director

6.2 The Acquirer 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 Acquirer is aware of and will comply with the obligations under the Delisting Regulations.

6.3 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 Managers.

Issued by the Manager to the Offer on behalf of Acquirer

SPA
THE FINANCIAL ADVISORS

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Contact Person: Ms. Gurpreet Kaur

Acquirer

(GAJENDRA SINGH SINGHVI)
ACQUIRER/PROMOTER

Place: New Delhi
Date: February 07, 2025

Ritz Mercantile Limited
Director