

May 22, 2023

To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001

Subject: Post Offer Advertisement made to the shareholders of SG Finserve Limited (Earlier Known as “Moongipa Securities Limited”) (‘TC’ or ‘Target Company’) in terms of Regulation 18(12) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (‘SEBI (SAST) Regulations, 2011’) to the shareholders of

Dear Sir/Madam,

We, **Corporate Professionals Capital Private Limited** (hereinafter referred to as ‘**Manager to the Offer**’), are hereby submitting the **Post Offer Advertisement** made by us on behalf of **Mr. Rahul Gupta and Mr. Rohan Gupta** (hereinafter collectively referred as ‘**Acquirers**’) along with **Sudesh Business Ventures Private Limited** (hereinafter referred as ‘**PAC**’) to acquire upto 1,07,30,980 (One Crore Seven Lakh Thirty Thousand Nine Hundred and Eighty) Equity Shares constituting 26.00% of Paid up Equity Share Capital of the Target Company at an Offer Price of INR 107/- (Indian Rupees One Hundred and Seven only) inclusive of interest for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**



Ruchika Sharma
Associate Partner – M&A and Transactions

POST OFFER ADVERTISEMENT
SG FINSERVE LIMITED
(EARLIER KNOWN AS "MOONGIPA SECURITIES LIMITED")

(Hereinafter referred to as 'TC' or 'Target Company')

CIN: L74899DL1994PLC057941

Registered Office: 37, Hargobind Enclave Vikas Marg, East Delhi, Delhi - 110092, India

Tel. No.: 011 - 44457164 Email ID: compliance@sgfinserve.com Website: www.sgfinserve.com

Open Offer for acquisition of 1,07,30,980 Equity Shares from the Shareholders of

Target Company by Mr. Rahul Gupta and Mr. Rohan Gupta along with Sudesh Business Ventures Private Limited

This Post Offer Advertisement is being issued by **Corporate Professionals Capital Private Limited**, for and on behalf of **Mr. Rahul Gupta, Mr. Rohan Gupta** (hereinafter collectively referred to as 'Acquirers') and **Sudesh Business Ventures Private Limited** (hereinafter referred to as 'PAC') in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Detailed Public Statement ('DPS') with respect to the same was published on August 01, 2022, Monday in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions) and Pratahkal (Marathi) (Mumbai Edition).

1.	Name of the Target Company	SG Finserve Limited (Earlier known as 'Moongipa Securities Limited')
2.	Name of the Acquirers	<ul style="list-style-type: none"> Mr. Rahul Gupta Mr. Rohan Gupta
3.	Name of the PAC	Sudesh Business Ventures Private Limited
4.	Name of the Manager to the Offer	Corporate Professionals Capital Private Limited
5.	Name of the Registrar to the Offer	Beetal Financial and Computer Services Private Limited
6.	Offer Details	
a.	Date of Opening of the Offer	April 28, 2023 Friday
b.	Date of Closure of the Offer	May 15, 2023 Monday
7.	Date of Payment of Consideration	Last date of payment to shareholders as per SEBI (SAST) Regulations, 2011 is May 29, 2023, Monday, however, Nil shares have been tendered under Open Offer, thus no payment is required to be made to the shareholders
8.	Details of Acquisition	

Sl. No.	Particulars	Proposed in the Offer Document	Actuals												
8.1	Offer Price	INR 107 per equity Share (including interest)	INR 107 per equity Share (including interest)												
8.2	Aggregate number of shares tendered	1,07,30,980 Equity Shares	Nil Equity Shares												
8.3	Aggregate number of shares accepted	1,07,30,980 Equity Shares	Nil Equity Shares												
8.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 1,14,82,14,860	Nil												
8.5	Shareholding of Acquirers before Agreements/Public Announcement (No. & %)	0 0.00%	0 0.00%												
8.6	Shares Acquired by way of Agreements / Allotment <ul style="list-style-type: none"> Number % of Fully Diluted Equity Share Capital ** 	1,81,81,847 44.05%	1,81,81,847 44.05%												
8.7	Shares Acquired by way of Open Offer <ul style="list-style-type: none"> Number % of Fully Diluted Equity Share Capital** 	1,07,30,980 26.00%	0 0.00%												
8.8	Shares acquired after Detailed Public Statement @ <ul style="list-style-type: none"> Number of shares acquired Price of the shares acquired % of the shares acquired* 	28,18,153 INR 17 56.25%	28,18,153 INR 17 56.25%												
8.9	Post offer shareholding of Acquirers <ul style="list-style-type: none"> Number % of Fully Diluted Equity Share Capital 	3,17,30,980 76.88%	2,10,00,000 50.88%												
8.10	Pre & Post offer shareholding of Public <ul style="list-style-type: none"> Number % of Fully Diluted Equity Share Capital 	<table border="1"> <thead> <tr> <th>Pre offer</th> <th>Post offer</th> </tr> </thead> <tbody> <tr> <td>21,92,047</td> <td>95,42,020</td> </tr> <tr> <td>43.75%*</td> <td>23.12%**</td> </tr> </tbody> </table>	Pre offer	Post offer	21,92,047	95,42,020	43.75%*	23.12%**	<table border="1"> <thead> <tr> <th>Pre offer</th> <th>Post offer</th> </tr> </thead> <tbody> <tr> <td>21,92,047</td> <td>2,02,73,000</td> </tr> <tr> <td>43.75%*</td> <td>49.12%**</td> </tr> </tbody> </table>	Pre offer	Post offer	21,92,047	2,02,73,000	43.75%*	49.12%**
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43.75%*	49.12%**														

@ These shares are acquired by the Acquirers pursuant to completion of acquisition of shares under the Share Purchase Agreement dated August 20, 2021 and includes the shares acquired by the Acquirers after the Public Announcement till Detailed Public Statement.

* % based on Pre-Issue Paid-up Share Capital of the Target Company.

** % based on Paid-up Equity Share Capital of the Target Company.

The Acquirers accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (Substantial Acquisition of Shares and Takeovers), 2011.

A copy of this Post Offer Advertisement will also be available on the SEBI website at www.sebi.gov.in; BSE website at www.bseindia.com; website of Manager to the Offer www.corporateprofessionals.com and at the registered office of the Target Company at 37, Hargobind Enclave Vikas Marg, East Delhi, Delhi - 110092, India.

Issued by Manager to the Offer



Corporate Professionals

CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

D-38, South Extn. Part 1, New Delhi - 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

Ph.: +91-11-40622228/ +91-11-40622248, Fax: +91-11-40622201

Email ID: manoj@indiacp.com / ruchika.sharma@indiacp.com

SEBI Regn. No: INM000011435

For and on behalf of

Sd/-
Rahul Gupta
(Acquirer 1)

Sd/-
Rohan Gupta
(Acquirer 2)

Sd/-
Sudesh Business Ventures
Private Limited (PAC)

Place: New Delhi
Date: May 22, 2023