

**To,**

The Corporate Relationship Department  
BSE Limited  
25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai- 400001

**Scrip Code: 512329**

The Listing Compliance Department  
National Stock Exchange of India Limited  
"Exchange Plaza" Bandra-Kurla Complex,  
Bandra (E) Mumbai-400051

**NSE Symbol: SGMART**

**Sub:** Prior Intimation under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations") for the proposed acquisition of Shares by way of Gift.

**Ref:** Target Company - SG Mart Limited, ISIN INE385F01024

Dear Sir/Ma'am,

Please find enclosed herewith prior intimation via disclosure as required under Regulation 10(5) of the SAST Regulations for acquisition of 4,42,00,000 (Four Crore Forty Two Lakhs only) Equity Shares of face value of ₹1/- (Indian Rupee One only) each of SG Mart Limited ("**Company**") by way of "inter-se transfer amongst immediate relatives" in the following manner:

Date of Proposed Transaction	Name of the Transferor/Donor (Promoter)	Name of the Acquirer/Donee (Immediate Relative)	Number of Equity Shares Proposed to be Transferred by Way of Gift	% of Total Shareholding
[On or After November 11, 2025]	Mr. Dhruv Gupta	Mr. Sameer Gupta	3,28,00,000	26.03%
	Mrs. Meenakshi Gupta	Mr. Sameer Gupta	1,14,00,000	9.05%
<b>Total</b>			<b>4,42,00,000</b>	<b>35.08%</b>

The aforementioned shares are proposed to be acquired by way of a gift amongst immediate relatives. The same is covered under the exemption provided in Regulation 10(1)(a)(i) of the SAST Regulations.

Further, after completion of the aforesaid transaction(s), I understand that I, Sameer Gupta, would be classified as Promoter of the Company, in accordance with the provisions of the Regulation 31A(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I request you to kindly take note of the same for compliance purposes and update the above disclosed information in your records.



Sameer Gupta

**Acquirer**

Date: 03.11.2025

Place: Delhi



**Disclosure under Regulation 10(5) - Intimation to Stock Exchange in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	SG Mart Limited
2.	Name of the acquirer(s)	Mr. Sameer Gupta
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	No  <b>Nature of relationship:</b> The acquirer is the immediate relative of the Promoters of the TC i.e., Mr. Sameer Gupta is the father of Mr. Dhruv Gupta and husband of Mrs. Meenakshi Gupta.
4.	Details of the proposed acquisition	
	a.	Name of the person(s) from whom shares are to be acquired
		i. Mr. Dhruv Gupta (son) ii. Mrs. Meenakshi Gupta (wife)
	b.	Proposed date of acquisition
		[On or after November 11, 2025]
	c.	Number of shares to be acquired from each person mentioned in 4(a) above
		The Acquirer proposes to acquire 3,28,00,000 equity shares of the TC from Mr. Dhruv Gupta; and 1,14,00,000 equity shares of the TC from Mrs. Meenakshi Gupta
	d.	Total shares to be acquired as % of share capital of TC
		35.08% of the total paid-up equity share capital of the TC
	e.	Price at which shares are proposed to be acquired
		NIL. The shares are proposed to be transferred in an off-market transaction by way of gift between immediate relatives.
	f.	Rationale, if any, for the proposed transfer
		Inter-se transfer of shares by way of gift from:  i. Mr. Dhruv Gupta to his father, Mr. Sameer Gupta, and ii. Mrs. Meenakshi Gupta to her husband, Mr. Sameer Gupta.  The proposed acquisition is part of a private family restructuring.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i) of SEBI (SAST) Regulations, 2011 – inter-se transfer between immediate relatives.
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC is recorded during such period.	Not Applicable. The shares are proposed to be transferred by way of gift. Therefore, no consideration is involved.

*Sameer Gupta*

7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable. The shares are proposed to be transferred by way of gift. Therefore, no consideration is involved.			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not Applicable. The shares are proposed to be transferred by way of gift. Therefore, no consideration is involved.			
9.	<p>Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997).</p> <p>The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p>	<p>The acquirer declares that the transferor and transferee have complied with the applicable disclosure requirements under Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the 3 years prior to the date of proposed acquisition.</p> <p>Transferee/Acquirer has not held any shares or voting rights of the Company prior to the proposed acquisition.</p> <p>The aforesaid disclosures made during the previous 3 years by the transferors can be accessed at the BSE's website: <a href="https://www.bseindia.com/stock-share-price/sg-mart-ltd/sgmart/512329/">https://www.bseindia.com/stock-share-price/sg-mart-ltd/sgmart/512329/</a></p>			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	The Acquirer declares that all the conditions specified under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to exemptions have been duly complied with.			
11.	Shareholding details				
		Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than sellers) (*)				
1.	Mr. Sameer Gupta	0	0.00%	4,42,00,000	35.08%
b.	Seller (s)				
1.	Mr. Dhruv Gupta	3,43,00,000	27.22%	15,00,000	1.19%
2.	Mrs. Meenakshi Gupta	1,14,00,000	9.05%	0	0.00

*James Aft-*

**Note:**

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Sameer Gupta

**Sameer Gupta**

**Acquirer**

Date: 03.11.2025

Place: Delhi