M3 GLOBAL FINANCE LIMITED

Registered Office: 152, Narayan Dhuru Street, 2nd Floor, Room No. 24,
Mumbai - 400 003, Maharashtra, India. Tel. No.: 022 - 2272 1563; Fax No.: 022 - 2272 2270

POST-OFFER ADVERTISEMENT IN ACCORDANCE WITH REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

OPEN OFFER FOR ACQUISITION OF UP TO 10,486,433 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF INR 10 (RUPEES TEN) EACH ("EQUITY SHARES") OF M3 GLOBAL FINANCE LIMITED (THE "TARGET COMPANY"), FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY INFORMATION INTERFACE INDIA PRIVATE LIMITED (THE "ACQUIRER") TOGETHER WITH MR. AMIT RAJPAL ("PAC 1"), MR. MAKARAND RAM PATANKAR ("PAC 2"), MR. GAURAV MAKARAND PATANKAR ("PAC 3") AND MRS. JAYASHREE MAKARAND PATANKAR ("PAC 4"), BEING THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER (COLLECTIVELY THE "PACs") (THE "OFFER"/"OPEN OFFER").

This Post Offer Advertisement ("**Post-Offer Advertisement**") is being issued by Equirus Capital Private Limited (hereinafter referred to as "**Manager to the Offer**") on behalf of the Acquirer along with the PACs in respect of the Offer to the Public Shareholders of the Target Company pursuant to and in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**"). The Detailed Public Statement dated August 25, 2016 ("**DPS**") with respect to the aforesaid Offer was published on August 25, 2016 in Financial Express (English National Daily, all editions), Jansatta (Hindi National Daily, all editions) and Navshakti (Marathi Regional daily, Mumbai edition). The Letter of Offer dated January 4, 2017 was dispatched to the public shareholders of the Target Company (the "**LOF**") on January 9, 2017. Thereafter a Corrigendum dated January 11, 2017 to the DPS and LOF ("**Corrigendum**") was published in the same newspapers in which the DPS was published.

1. Name of the Target Company : M3 Global Finance Limited
2. Name of the Acquirer(s) and PACs : Information Interface India Pvt. Ltd. ("**Acquirer**")
Mr. Amit Rajpal ("**PAC 1**")
Mr. Makarand Ram Patankar ("**PAC 2**")
Mr. Gaurav Makarand Patankar ("**PAC 3**")
Mrs. Jayashree Makarand Patankar ("**PAC 4**")
3. Name of the Manager to the Offer : Equirus Capital Private Limited
4. Name of the Registrar to the Offer : Link Intime India Private Limited
5. Offer Details
   a. Date of Opening of the Offer : Monday, January 16, 2017
   b. Date of Closure of the Offer : Tuesday, January 31, 2017
6. Date of Payment of Consideration : No shares have been tendered in the Offer and thus there is no consideration payable
7. Details of Acquisition :

<table>
<tr><th>Sl. No</th><th>Particulars</th><th colspan="2">Proposed in Offer Document</th><th colspan="2">Actuals</th></tr>
<tr><td>7.1.</td><td>Offer Price</td><td colspan="2">INR 10.00 per share</td><td colspan="2">INR 10.00 per share</td></tr>
<tr><td>7.2.</td><td>Aggregate number of shares tendered</td><td colspan="2">1,04,86,433</td><td colspan="2">Nil</td></tr>
<tr><td>7.3.</td><td>Aggregate number of shares accepted</td><td colspan="2">-</td><td colspan="2">Nil</td></tr>
<tr><td>7.4.</td><td>Size of the Offer (Number of shares multiplied by offer price per share)</td><td colspan="2">INR 104,864,330</td><td colspan="2">Nil</td></tr>
<tr><td>7.5.</td><td>Shareholding of the Acquirer before Agreements/Public Announcement (No. & %)</td><td colspan="2">Nil
Nil</td><td colspan="2">Nil
Nil</td></tr>
<tr><td>7.6.</td><td>Shares Acquired by way of Agreements
• Number
• % of Fully Diluted Equity Share Capital</td><td colspan="2">3,29,36,000*
81.66%**</td><td colspan="2">3,29,36,000*
81.66%**</td></tr>
<tr><td>7.7.</td><td>Shares Acquired by way of Open Offer
• Number
• % of Fully Diluted Equity Share Capital</td><td colspan="2">Nil
Nil</td><td colspan="2">Nil
Nil</td></tr>
<tr><td>7.8.</td><td>Shares acquired after Detailed Public Statement
• Number of shares acquired
• Price of the shares acquired
• % of the shares acquired</td><td colspan="2">3,29,36,000*
INR 9.88 per share^
81.66%**</td><td colspan="2">3,29,36,000*
INR 9.88 per share^
81.66%**</td></tr>
<tr><td>7.9.</td><td>Post offer shareholding of Acquirer
• Number
• % of Fully Diluted Equity Share Capital</td><td colspan="2">3,29,36,000*
81.66%**</td><td colspan="2">3,29,36,000*
81.66%**</td></tr>
<tr><td rowspan="3">7.10</td><td>Pre & Post offer shareholding of the Public***</td><td>Pre-Offer</td><td>Post-Offer</td><td>Pre-Offer</td><td>Post-Offer</td></tr>
<tr><td>• Number</td><td>2,078,005^^</td><td>Nil</td><td>2,078,005^^</td><td>2,078,005^^</td></tr>
<tr><td>• % of Voting Share Capital</td><td>5.15%^^</td><td>0.00%</td><td>5.15%^^</td><td>5.15%^^</td></tr>
</table>

**As per the terms of the Share Purchase Agreements, the Acquirers on December 5, 2016 acquired 936,000 shares ("Tranche 1 shares") from erstwhile promoters of the Company and other Selling Shareholders. On the same day, the Acquirer also subscribed to 25,00,000 compulsorily convertible preference shares each having a face value of INR 10 ("CCPS") and 2,95,00,000 convertible warrants each having a face value of INR 10 ("Warrants"), issued by the Target Company to the Acquirer. As per the terms of the Share Purchase Agreements, the Acquirer can further acquire 585,995 shares from the erstwhile promoters of the Company and other Selling Shareholders subject to the number of shares tendered in the Open Offer and fulfillment of other terms as specified in the Share Purchase Agreements.*

***In a meeting of the Board of Directors of the Target Company held on January 11, 2017, the Target Company, subject to shareholders approval through a special resolution by way of postal ballot, proposed issuance of 4,732,433 CCPS to Strategic India Equity Fund. While the same is subject to approval from shareholders of the Target Company, the proposed dilution from the issuance has been included for the workings.*

^The price denotes the weighted average price of shares acquired by the Acquirer as under:

- *Tranche 1 shares at INR 5.90 per share; and*
- *the CCPS and Warrants at INR 10.00 per share*

****Public Shareholders mean shareholders other than parties to the Share Purchase Agreements, the Acquirer and the PACs.*

^^As the shares proposed to be issued to Strategic India Equity Fund have not been approved by the shareholders of the Target Company till now, we have not included the same in public shareholding. If, and when, issued such CCPS will constitute 11.73% of the fully diluted equity share capital of the Company.

8. The Acquirer along with its Directors and PACs severally and jointly accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under SEBI (SAST) Regulations.
9. Capitalized terms used in this Post-Offer Advertisement and not defined herein shall have the same meaning assigned to them in the LOF and Corrigendum.
10. A copy of this Post Offer Advertisement will be available on the website of SEBI, that is, *www.sebi.gov.in*, BSE Limited on its website, *www.bseindia.com*, and the registered office of the Target Company.

ISSUED FOR AND ON BEHALF OF THE ACQUIRER AND THE PACs BY THE MANAGER TO THE OFFER

Equirus

EQUIRUS CAPITAL PRIVATE LIMITED
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Email: project.blueberry@equirus.com; **Website:** www.equirus.com
Contact Person: Mr. Munish Aggarwal/Ms. Swati Chirania

Place : Mumbai
Date : February 13, 2017

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Size: 12(w) x 40(h)