



KINETIC TRUST LIMITED

Date: March 28, 2024

To,

Listing Department

BSE Limited

Phiroze Jeejeebhoy Tower,

Dalal Street,

Mumbai- 400001

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 and Regulation 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations")

We wish to inform you that the members of Promoter and Promoter Group (*as specified in Annexure I*) (collectively referred to as the "Sellers") of Kinetic Trust Limited ("Company") have entered into a Share Purchase Agreement ("SPA") dated March 27, 2024 with Mr. Sandeep Garg ("Acquirer 1") and Mrs. Mallika Aggarwal ("Acquirer 2") (hereinafter Acquirer 1 and Acquirer 2 collectively referred to as "Acquirers") pursuant to which the Sellers propose to sell their entire shareholdings in the Company to the Acquirers. The consummation of the SPA would result in the Acquirers acquiring control over the Company.

The above said transaction shall attract an obligation on the Acquirers to make an Open Offer to the public shareholders of the Company in terms of applicable regulation of Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulation, 2011 ("SEBI (SAST) Regulations).

Please find attached Annexure I to this letter, disclosed pursuant to Regulation 30 and 30A of SEBI (LODR) Regulations and as per the circular bearing reference number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Kindly take the same on record.

Yours faithfully,

For Kinetic Trust Limited

RAJESH
ARORA

Digitally signed by
RAJESH ARORA
Date: 2024.03.28
12:59:12 +05'30'

Rajesh Arora
Director



CIN: L67120PB1992PLC012532

CORPORATE OFFICE : 1406, VIKRAM TOWER, 16 RAJENDRA PLACE, NEW DELHI - 110008. INDIA

PH.: 011-66402000-4 FAX : 25860460 E-MAIL : kintrust@gmail.com

REGD OFFICE : 527R, City Tower, 2nd Floor, Model Town, LUDHIANA - 141002. (Pb.) INDIA

Annexure - I

1.	If the listed entity is a party to the agreement, i. Details of the counterparties	Not applicable																																	
2.	If listed entity is not a party to the agreement, i. Name of the party entering into such an agreement and the relationship with the listed entity; ii. Details of the counterparties to the agreement (including name and relationship with the listed entity); iii. Date of entering into the agreement	<table border="1"> <thead> <tr> <th>Sl. No.</th><th>Name of Sellers</th><th>Relationship with the Company</th></tr> </thead> <tbody> <tr><td>1.</td><td>Mr. Rajesh Arora</td><td>Promoter</td></tr> <tr><td>2.</td><td>Mrs. Sangita Bansal</td><td>Promoter</td></tr> <tr><td>3.</td><td>Mr. Sarbjit Singh</td><td>Promoter</td></tr> <tr><td>4.</td><td>Mr. Ranjan Kumar</td><td>Promoter</td></tr> <tr><td>5.</td><td>Mr. Dinesh Chandra Arya</td><td>Promoter</td></tr> <tr><td>6.</td><td>Mr. Vikram Gupta</td><td>Promoter</td></tr> <tr><td>7.</td><td>Mr. Anil Singh</td><td>Promoter</td></tr> <tr><td>8.</td><td>M/s. Master Flow Private Limited</td><td>Promoter Group</td></tr> </tbody> </table> <p>Acquirer(s):</p> <table border="1"> <tbody> <tr><td>1.</td><td>Mr. Sandeep Garg</td><td>Acquirer 1</td></tr> <tr><td>2.</td><td>Mrs. Mallika Aggarwal</td><td>Acquirer 2</td></tr> </tbody> </table> <p>The share Purchase Agreement has been executed on March 27, 2024</p>	Sl. No.	Name of Sellers	Relationship with the Company	1.	Mr. Rajesh Arora	Promoter	2.	Mrs. Sangita Bansal	Promoter	3.	Mr. Sarbjit Singh	Promoter	4.	Mr. Ranjan Kumar	Promoter	5.	Mr. Dinesh Chandra Arya	Promoter	6.	Mr. Vikram Gupta	Promoter	7.	Mr. Anil Singh	Promoter	8.	M/s. Master Flow Private Limited	Promoter Group	1.	Mr. Sandeep Garg	Acquirer 1	2.	Mrs. Mallika Aggarwal	Acquirer 2
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1.	Mr. Sandeep Garg	Acquirer 1																																	
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3.	Purpose of entering into the agreement	<p>The Sellers and the Acquirers have executed a Share Purchase Agreement whereby the Acquirers proposes to acquire 23,49,675 (Twenty Three Lakh Forty Nine Thousand Six Hundred and Seventy Five only) Equity Shares, representing 69.93% (Sixty Nine Point Nine Three Percent) of the Voting Share Capital of the Company in the manner and terms of the SPA.</p> <p>Further, the proposed transaction shall attract an obligation on the Acquirers to make an open offer as required under SEBI (SAST) Regulations.</p>																																	



4.	Shareholding, if any, in the entity with whom the agreement is executed	<table><tr><th colspan="4">Shareholding of the Sellers prior to SPA:</th></tr><tr><th>S.no</th><th>Name</th><th>No. of shares</th><th>% of holdings</th></tr><tr><td>1.</td><td>Mr. Rajesh Arora</td><td>52,925</td><td>1.58%</td></tr><tr><td>2.</td><td>Ms. Sangita Bansal</td><td>50</td><td>Negligible</td></tr><tr><td>3.</td><td>Mr. Sarbjit Singh</td><td>5,45,600</td><td>16.24%</td></tr><tr><td>4.</td><td>Mr. Ranjan Kumar</td><td>5,17,000</td><td>15.39%</td></tr><tr><td>5.</td><td>Mr. Dinesh Chandra Arya</td><td>3,40,000</td><td>10.12%</td></tr><tr><td>6.</td><td>Mr. Vikram Gupta</td><td>3,30,000</td><td>9.82%</td></tr><tr><td>7.</td><td>Mr. Anil Singh</td><td>2,90,100</td><td>8.63%</td></tr><tr><td>8.</td><td>M/s. Master Flow Private Limited</td><td>2,74,000</td><td>8.15%</td></tr></table> <table><tr><th colspan="4">Shareholding of the Acquirers prior to SPA:</th></tr><tr><th>S.no</th><th>Particulars</th><th>No. of shares</th><th>% of holdings</th></tr><tr><td>1.</td><td>Mr. Sandeep Garg</td><td>Nil</td><td>Nil</td></tr><tr><td>2.</td><td>Mrs. Mallika Aggarwal</td><td>234</td><td>0.007%</td></tr></table>	Shareholding of the Sellers prior to SPA:				S.no	Name	No. of shares	% of holdings	1.	Mr. Rajesh Arora	52,925	1.58%	2.	Ms. Sangita Bansal	50	Negligible	3.	Mr. Sarbjit Singh	5,45,600	16.24%	4.	Mr. Ranjan Kumar	5,17,000	15.39%	5.	Mr. Dinesh Chandra Arya	3,40,000	10.12%	6.	Mr. Vikram Gupta	3,30,000	9.82%	7.	Mr. Anil Singh	2,90,100	8.63%	8.	M/s. Master Flow Private Limited	2,74,000	8.15%	Shareholding of the Acquirers prior to SPA:				S.no	Particulars	No. of shares	% of holdings	1.	Mr. Sandeep Garg	Nil	Nil	2.	Mrs. Mallika Aggarwal	234	0.007%
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5.	Significant terms of the agreement (in brief);	In terms of the SPA, the Acquirers have agreed to purchase from the Sellers and the Sellers have agreed to sell to the Acquirers 23,49,675 Equity Shares of Rs. 10/- each being 69.93% of the total Paid up and Issued Share Capital of the Company in the manner and subject to the terms and conditions contained herein.																																																								
6.	Extent and the nature of impact on management or control of the listed entity	<p>Pursuant to the Open Offer and the consummation of the Proposed Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Company and the Acquirers shall become the promoters of the Company in accordance with the provisions of the SEBI (LODR) Regulations.</p> <p>Further, upon sale of the entire shareholding of the Sellers in the Company pursuant to the SPA, the Sellers are desirous that they will cease to be members of the promoter and promoter group of the Company in accordance with applicable law.</p>																																																								
7.	Details and quantification of the restriction or liability imposed upon the listed entity	Not applicable																																																								



8.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	The Sellers are members of promoter and promoter group of the Company.
9.	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	The transaction executed as per Share Purchase Agreement would not be considered as a related party transaction.
10.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not applicable
11.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not applicable
12.	In case of rescission, amendment or alteration, listed entity shall disclose additional details to the stock exchange(s):	Not applicable
	i. name of parties to the agreement	-
	ii. nature of the agreement;	-
	iii. date of execution of the agreement;	-
	iv. details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	-
	v. reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	-

