April 04, 2024

To,

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ref.: Kinetic Trust Limited (Scrip Code: 531274)

Dear Sir/Madam,

SUBJECT: OPEN OFFER FOR ACQUISITION OF UPTO 8,73,600 EQUITY SHARES FROM THE SHAREHOLDERS OF KINETIC TRUST LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "KTL") BY MR. SANDEEP GARG AND MRS. MALLIKA AGGARWAL (HEREIN AFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH SEQUENCE BUILDERS PRIVATE LIMITED IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH ACQUIRERS ("PAC")

We are pleased to submit Copy of Detailed Public Statement ("DPS") dated April 03, 2024 pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15 and such other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Detailed Public Statement has been published in the following Newspapers on April 04, 2024:

S. No.	Newspapers	Language	Editions
1.0	Business Standard	English	All Editions
2.	Business Standard	Hindi	All Editions
3.	Pratahkal	Marathi	Mumbai Edition
4.	Daily Suraj	Punjabi	Ludhiana Edition

We are enclosing herewith a soft copy of newspaper clipping of the DPS published in Business Standard (English) for your kind perusal.

Kindly take the above information on your records.

Thanking You, Yours faithfully

For Fintellectual Corporate Advisors Private Limited

Amit Puri Director

### FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED

- 204, Kanishka Shopping Complex, Mayur Vihar, Phase 1 Extension, Delhi 110091
- info@fintellectualadvisors.com | valuations@fintellectualadvisors.com
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# KINETIC TRUST LIMITED CIN: L67120PB1992PLC012532

PB1992PLC012532 141002 | Phone: +91 9873220600 | Website: www.ktl.co.in; | Email Id: info@ktl.co.in Registered office: 527 R, City Tower, 2nd Floor, Model Town, Ludhiana Punjab-

OPEN OFFER FOR ACQUISITION OF UPTO 8,73,600 (EIGHT LAKH SEVENTY THREE THOUSAND SIX HUNDRED) EQUITY SHARES FROM THE SHAREHOLDERS OF KINETIC TRUST LIMITED, (HEREINAFTER REFERRED TO AS "KTL"TARGET COMPANY"/TC") BY MR. SANDEEP GARG AND MRS. MALLIKA AGGARWAL (HEREINAFTER COLLECTIVELY REFERRED TO AS "KTL" TARGET COMPANY"/TC") BY MR. SEQUENCE BUILDERS PRIVATE LIMITED IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRERS ("PAC"), PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND REGULATION 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS") This Detailed Public Statement ("DPS") is being issued by Fintellectual Corporate Advisors Private Limited ("Manager to the offer" or "FCAPL"), on behalf of the Acquirers and the PAC to the Public Shareholders (as defined below) of Target Company, pursuant to, and in compliance with, Regulation 3(1) and Regulation 47 and with Regulation 3, 14, 15(1) and such other applicable provisions of the SEBI (SAST) Regulations. This DPS is being issued in pursuant to the Public Announcement (PA) dated March 27, 2024, as filed with the Stock Exchange (as defined below) and the Securities and Exchange Board of India ("SEBI") and sent to Kinetic Trust Limited (hereinafter referred to as "Target" or "Target Company" or "KTL") in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations respectively.

For this Detailed Public Statement, the following terms would have the meaning assigned to them herein below:

Definitions & Abbreviations	Particulars
Acquirer1	Mr. Sandeep Garg, Son of Shri Som Prakash Garg, aged 54 years, Indian Inhabitant having PAN: AGHPG8760C under the Income Tax Act, 1961 and residing at A-1/15, Varun Apartments, Sector-9, Rohini, Delhi-110085.
Acquirer 2	Mrs. Malika Aggarwal, Daughter of Shri Om Parkash Aggarwal, aged 47 years, Indian Inhabitant having PAN: AIRPA9188J under the Income Tax Act, 1961 and residing at A-1/15, Varun Apartment, Sector-9, Rohini, Delhi-110085.
Acquirers	Acquirer 1 and Acquirer 2 collectively referred to as Acquirers.
Agreement	The Share Purchase Agreement are hereinafter referred to as the Agreement.
Board of Directors	The board means the Board of Directors of the Target Company.
BSE Limited	BSE Limited is the stock exchange where presently the Equity shares of the Target Company are Listed.
Equity Shares	Equity Shares shall mean the fully paid-up equity shares of the face value of ₹10.00/- (Rupees Ten Only) each.
ISIN	International Securities Identification Number
NBFC	Non-Banking Financial Company
Negotiated Price	A negotiated price of ₹ 3.50/- (Rupees Three and Fifty Paise Only) per Sale Share, aggregating to an amount of ₹ 82,23,862.50/- (Rupees Eighty Two Lakhs Twenty Three Thousand Eight Hundred Sixty Two and Fifty Paise Only) for the sale of 23,49,675 (Twenty Three Lakhs Forty Mine Thousand Six Hundred Seventy Five) Equity Shares, representing 69,93% of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquiriers, pursuant to the execution of the Share Purchase Agreement.
Offer Period	The period from the date of entering into an agreement to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement is being issued by the Acquirers and the PAC, i.e., Wednesday, March 27, 2024, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	An offer price of ₹20.1- (Rupees Twenty Only) per Offer Share.  The offer price of ₹20.00/- (Rupees Twenty Only) per Equity Share has been calculated considering the interest factor at the rate of 10.00% (fen Percent) per annum from the Financial Year 2019-2020, in accordance with the provisions of Regulation 18(11A) of the SEBI (SAST) Regulations, as an open offer had been triggered due to change in the promoter and promoter group of the Target Company, in pursuance of which a public announcement should have had been made on July 13, 2019.
Offer Shares	8,73,600 (Eight Lakh Seventy Three Thousand Six Hundred) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) working day from the closure of the Tendering Period.
PA/ Public Announcement	Public Announcement dated Wednesday, March 27, 2024.
PAC/ Persons Acting in Concert	Sequence Builders Private Limited, is a private limited company incorporated under the provisions of Companies Act, 1956, bearing Corporate Identification Number 'U74899DL1991PTC043197', having its registered office located at 116, Ring Road Mall, 21 Mangalam Place, Sector-3, Rohini, New Delhi-110085
Promoters/Promoters Group	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (op), and 2 (1) (op) of the SEBI (ICDR) Regulations, in this case namely being, Mr. Rajesh Arora, Ms. Sangita Bansal, Mr. Sarbjit Singh, Mr. Ranjan Kumar, Mr. Dinesh Chandra Arya, Mr. Vikram Gupta, Mr. Anil Singh, Mr. Vinod Bansal and Master Flow Private Limited.
Promoter Sellers/ Selling Promoter Shareholder	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo), and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Mr. Rajesh Arora, Ms. Sangita Bansal, Mr. Sarbjit Singh, Mr. Ranjan Kumar, Mr. Dinesh Chandra Arya, Mr. Vikram Gupta, Mr. Anil Singh and Master Flow Private Limited.
Public Shareholders	All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers and the parties to the Share Purchase Agreement, including persons deemed to be acting in concert with such parties to the Share Purchase Agreement (if any), pursuant to and in compliance with the SEBI (SAST) Regulations.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Share Purchase Agreement/ SPA	The Share Purchase Agreement dated Wednesday, March 27, 2024, executed between the Acquirers and the promoter Sellers, pursuant to which the Acquirers have agreed to acquire 23,49,675 (Twenty Three Lakhs Forty Nine Thousand Six Hundred Seventy Five) Equity Shares, representing 69,93% (Skty Nine Point Ninety Three Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹3,50/- (Rupees Three and Fifty Palse Only) per Sale Share, aggregating to an amount of ₹82,23,862,50/- (Rupees Eighty Two Lakhs Twenty Three Thousand Eight Hundred Sixty Two and Fifty Palse Only).
Stock Exchanges	BSE Limited is the stock Exchanges on which the Equity Shares of the Target Company are presently listed.
Target Company/ KTL	Kinetic Trust Limited a public limited Company incorporated under the provision of the Companies Act, 1956, having its registered office at 527 R, City Tower, 2nd Floor, Model Town, Ludhiana Punjab-141002 and
Tendering Period	bearing Corporate Identification Number-L67120PB1992PLC012532.  The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST)
Voting Share Capital	Regulations.  The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) undivided for the place of the Tandarian Pariad.
Working Day	working day from the closure of the Tendering Period.  The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations

## ACQUIRERS, PAC, SELLERS, TARGET COMPANY AND OFFER

- mation about Acquirers: Mr. Sandeep Garg (Acquirer1)
  Nature of Entity: Individual
  Mr. Sandeep Garg. Son of Shri Som Prakash Garg, aged 54 years, Indian Inhabitant having PAN: AGHPG8760G under
  the Income Tax Act, 1961 and residing at A-1/15, Varun Apartments, Sector-9, Rohini, Delhi-110085. His email id is sgarg0811@gmail.com.
- Mr. Sandeep Garg is a qualified Chartered Accountant. He has more than 15 Years of experience in the field of Finance & Accounts. Mr. Sandeep Garg does not belong to any group.

  As on the date of this DPS, Mr. Sandeep Garg is not acting as Whole Time Director in any public limited company and is not
- As on the date of this Pors, with Sandeep being is not acting as whole time brieduct in any public limited company and is not on the Board of any listed company. Sandeep Garg does not hold of equity share capital/Voting Share Capital of the Tar Company and has not acquired any Equity shares of the Target Company during the 12 (Twelve) months period prior to date of Public Announcement.
- Mr. Sandeep Garg has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI
- under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other egulations made under the SEBLAct
- regulations made under the SEBIAct.

  viii. Mr. Sandeep Garg is not categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

  ix. Mr. Sandeep Garg is not categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic OffendersAct, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.

  x. Mr. Sandeep Garg undertakes that he will not sell any Equity Shares of the Target Company, held and acquired, if any, during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.

- Mr. Sandeen Gard has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS The provisions of Chapter V of the SERI (SAST) Regulations, 2011 are not applicable to M
- The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to Mr. Sandeep Garg as he does not hold any shares in the Target Company.

  The Net Worth of Mr. Sandeep Garg as on March 26, 2024, is ₹ 13,49,62,211 (Thirteen Crore Forty Nine Lakh Sixty Two Thousand Two Hundred Eleven Only) as certified bearing unique document identification number "24085615BGDF165" on March 27, 2024, by Chartered Accountants, Subhash Garg bearing Membership Number "085615, Partner of S.C. Garg & Associates, (Chartered Accountants) bearing firm registration number "006873N" having their office located at 49. Ekiot Apartment, Road No. 44. Pitampura, New Delhi-110034 with contact details being '9 9810282061', and E-mail Address being 'scg171@gmail.com'

### (B) Information about Acquirers: Mrs. Mallika Aggarwal (Acquirer 2)

- Nature of Entity: Individual Mrs. Mallika Aggarwal, Aggarwal, aged 47 years, Indian Inhabitant having PAN: AIRPA9188J under the Income Tax Act, 1961 and residing at A-1/15, Varun Apartment, Sector-9, Rohini, Delhi-110085. Her email id is aggarwalmallika22@gmail.com.

  Mrs. Mallika Aggarwal holds a degree of Master of Science in Statistics from Punjab University, Chandigarh. She has done PhD (Management) from Indian Institute of Foreign Trade New Delhi and has more than 10 years of experience of teaching statistics, quantitative techniques, business statistics, operations and research experience in green supply chain management with two research papers to her credit.
- Mrs. Mallika Aggarwal does not belong to any group.

  As on the date of this DPS, Mrs. Mallika Aggarwal is not acting as Whole Time Director in any public limited Company and is
- not on the Board of any listed Company.

  As on the date of this DPS, Mrs. Mallika Aggarwal holds 234 shares representing 0.007% of equity share capital/Voting Share Capital of the Target Company.

  Mrs. Mallika Aggarwal has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI
- under Section 11B of the Securities and Exchange Board of India Act. 1992, as amended (the "SEBI Act") or any other regulations made under the SEBLAct
- Mrs. Mallika Aggarwal is not categorized as a wilful defaulter by any bank or financial institution or consortium thereof, accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India ("RBi"), in terms of Regulation
- accordance with the globelines of which declared is severe bank of India (Raf), in terms of regulations (21/1)(ze) of the SEBI (SAST) Regulations.

  Mrs. Mallika Aggarwal is not categorized/declared as a fluigitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation (21/1)(a) of the SEBI (SAST) Regulations.

  Mrs. Mallika Aggarwal undertakes that she will not sell any Equity Shares of the Target Company during the Offer period in
- terms of Regulation 25(4) of SEBI (SAST) Regulations.
- Mrs. Mallika Aggarwal has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS.
- The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to Mrs. Mallika Aggarwal as he shareholding is within the threshold limit prescribed under SEBI (SAST) Regulations, 2011.
- The Net Worth of Mrs. Mallika Aggarwal as on March 26, 2024, is ₹ 3,118,657 (Three Crore Eleven Lakh Eighty Three Thousand Six Hundred Fifty Seven Only) as certified bearing unique document identification number '24085615BKBOFJ1845' on March 27, 2024, by Chartered Accountant, Subhash Garg bearing Membership Number '085615, Partner of S.C Garg & Associates, (Chartered Accountants) bearing firm registration number '006873N' having their office located at 49, Ekjot Apartment, Road No. 44, Pitampura, New Delhi-110034 with contact details being '91-9810282061', and E-mail Address being 'scg171@gmail.com'.

## (C) Information about PAC: Sequence Builders Private Limited

- Sequence Builders Private Limited (hereinafter referred to as "SBPL or the PAC"). Sequence Builders Private Limited is a Private Limited Company, having its registered office at 116, Ring Road Mall, 21 Mangalam Place, Sector-3, Rohini, New Delhi-110085, Tel no: +91-11-42804171. SBPL does not have any subsidiary as on the date of this DPS.
- Sequence Builders Private Limited was incorporated on February 22, 1991 under the Companies Act, 1956 with Registra of Companies, NCT of Delhi & Haryana. The main objects of the SBPL are to carry on the business as owners, builden colonisers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainer and mortgagers residential, commercial and industrial buildings, colonies, mills and factory's shed and building, workshop buildings
- cinema house and to deal in all kinds of immovable properties whether belonging to the company or not.

  The present Authorised Capital of SBPL is ₹1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakh Only) equity shares of ₹10. (Rupees Ten only) each. As on the date of this DPS, the paid-up share capital of SBPL consists of ₹ 88,00,020/- (Rupees Eighty-Eight Lakhs Twenty Only) divided into 8,80,002 (Eight Lakh Eighty Thousand Two only) fully paid up equity shares of ₹10/- each. SBPL is a Private Limited Company and is not listed on any Stock Exchange.

- The Current Promoters of SBPL are Mrs. Mallika Aggarwal, Mr. Sandeep Garg and Mr. Harit Garg.

  As of the date of this DPS, SBPL, its directors and key employees do not have any interest in the Target Company except 700 Equity Shares representing 0.021% of equity share capital/Voting Share Capital of the Target Company and SBPL
- 700 Equity Shares representing 0.021% of equity shados not belong to any Group.
  viii. Brief details of the board of directors of SBPL are as follows:
- Name of the Directors Designation Qualification Mrs. Mallika Aggarwal (DIN: 06525402) Director PHD (Management) Programme Mr. Sandeep Garg (DIN: 02241236) Director Chartered Accountant
  - Neither SBPL nor any of its Directors have been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 118 of the SEBIAct, 1992 ("SEBIAct") as amended or under any of the Regulations made under the SEBIAct. Neither SBPL nor any of its Directors is categorized as a wildlu defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 2(1)(ze) of accordance with the guidelines on willful defaulters issued by the Reserve Bank of India (\*RBI\*), in terms of Regulation 2(1)(ze) of the SEBI(SAST) Regulations.

    Neither SBPL nor any of its Directors is categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic OffendersAct, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI(SAST) Regulations and SBPL undertakes that they will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.

    SBPL has not acquired any Equity Shares from the date of Public Announcement till the date of this DPS.

    The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to SBPL as the shareholding is within the threshold limit prescribed under SEBI (SAST) Regulations, 2011.

  - -audited result for the 9 months period ended December 31, 2023 and audited result for the year ended March 3
  - 2023, March 31, 2022 and March 31, 2021, the financial highlights duly certified by the Statutory Auditors of the SBPL are a

follows: (Figures in "Rupees Lakh"							
	9 Months period ending (Un-audited)	Year ended (Audited)					
Particulars	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021			
Total Revenue	0	0.93395	0.18000	0			
Net Income (PAT)	(0.44326)	0.17879	0.11151	(0.04926)			
Earnings Per Share (EPS) (in Rs.)	(0.03280)	0.00179	0.01200	(0.00023)			
Net worth/ Shareholders Funds	224.36	224 69	224 51	224.40			

(Source- As certified by Mr. Neelesh Kumar Jain (Membership No. 511815) Partner of M/s J J J and Company, Chartered Accountants (UDIN:24511815BKFWX09114) having office at 41. First Floor, Sharad Vihar, Karkarduma, Delhi-110092, Phone No. 9818068202 Email Id: nskj.co@gmail.com, vide certificate dated March 27, 2024).

(D) Other Information about the Acquirers and PAC:

Per Information about the Acquirer's and PAC:
There is no agreement amongst the Acquirers and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons/entities propose to participate in the acquisition.
Acquirer 1 and Acquirer 2 are related to each other as spouse. Acquirer 1 and Acquirer 2 are promoters and directors of PAC and hence Acquirer 1, Acquirer 2 and PAC are related to each other.

There are no directors representing the Acquirers and the PAC on the board of the Target Company

iii. There are no directors representing the Acquirers and the PAC on the board of the larget Company.

(E) DETAILS OF SELLINB SHAREHOLDERS:

i. The Acquirers have entered into the Share Purchase Agreement ("SPA") with the promoter Sellers, on March 27, 2024, for acquisition of 23,49,675 (Iwenty Three Lakhs Forty Nine Thousand Six Hundred Seventy Five) Equity Shares, constituting 69,93% (Sixty Nine Point Ninety Three Percent) of the Voting Share Capital of the Target Company at a negotiated price of ₹3,50<sup>1</sup> (Rupees Three and Fifty Paise Only) per equity share aggregating to ₹82,23,862,50<sup>1</sup> (Rupees Eighty Two Lakhs Twenty Three Thousand Eight Hundred Sixty Two and Fifty Paise Only), subject to the terms and conditions as mentioned in the SPA.

ii. The details of the promoter Sellers ("Sellers") are as stated hereunder:

			Part of	Details of Shares/ Voting Rights held by the Promoter Sellers			
			Promoter/ Promoter	Pre-Trans	saction	Post Tran	saction
SI. No	Name and Address of the Promoter Sellers	Nature of Entity	group (Yes/No)	No. of shares	%	No. of shares	%
1	Rajesh Arora Permanent Account Number: AAEPA6576B resident of Plot No: 8-C, Flat No.: C-12, IDC-CGHS, Sector-11, Dwarka, New Delhi-110075	Individual	Yes	52,925	1.58%	Nil	Ni
2	Sangita Bansal, Permanent Account Number: AALPB2684A resident of D-6/7, Vasant Vihar, New Delhi-110057	Individual	Yes	50	Negligible	Nil	Ni
3	Sarbjit Singh Permanent Account Number: BINPS6738K resident of F-55, Harswaroop Colony, Fatehpur Beri, New Delhi-110074	Individual	Yes	5.45.600	16.24%	Nil	N
4	Ranjan Kumar Permanent Account Number: ALSPK2591B resident of C-10A. 1st Floor, Subhash Park, Uttam Nagar, New Delhi-110059	Individual	Yes	5.17.000	15.39%	Nil	N
5	Dinesh Chandra Arya Permanent Account Number: BHXPA8079G resident of A-27, Vipin Garden, Uttam Nagar, New Delhi-110059	Individual	Yes	3,40,000	10.12%	Nil	N
6	Vikram Gupta Permanent Account Number: ABWPG3484F resident of 6146/7, D-6, Vasant Kunj, New Delhi- 110070	Individual	Yes	3,30,000	9.82%	Nil	N
7	Anil Singh Permanent Account Number: BXNPS1065C resident of A-325, Camp No. 4, Jwalapuri, Nangloi, New Delhi-110041	Individual	Yes	2,90,100	8.63%	Nil	N
8	Master Flow Private Limited bearing Corporate Identification Number: U74899DL1982PTC013651 and Permanent Account Number: AAACM6214D having its registered Office at 1408, Vikram Tower.						

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirers shall be replaced as the promoters of the Company and will exercise the control over the management and affairs of the Company and the Promoter Sellers shall cease to be promoters of the Target Company.

None of the Promoter Sellers have been prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

(F) KINETIC TRUST LIMITED ("TARGET COMPANY"/ "KTL"/" TARGET"):

Kinetic Trust Limited was originally incorporated under the Companies Act, 1956 as a Public Limited Company with the name and style as "Kinetic Trust Limited" vide Certificate of Incorporation no. 16-12532 dated August 12, 1992, issued by the Registrar of Companies, Punjab, H. P. & Chandigarh. The Corporate Identification Number of the Target Company is LE7120PB1992PLC012532.

L67120PB1992PLC012532.
The Target Company is engaged in the business of loans & advances, investment, and other financial activity. The Target Company is registered with Reserve Bank of India (hereinafter referred to as "RBI") as a Non-Banking Financial Company. Reserve Bank of India has granted registration vide its registration no. 06.00084 dated April 20, 1998 with a condition that the Target Company shall not accept public deposits. (Source <a href="www.ktl.co.in/">www.ktl.co.in/</a>; Auditors' Report)
The registered office of the Target Company is situated at 527 R, City Tower, 2nd Floor, Model Town, Ludhiana Punjab-141002 and corporate office at 1406, 14th Floor, Vikram Tower, Rajendra Places, New Delhi-110008 (Source: <a href="www.mca.gov.in">www.mca.gov.in</a>; <a href="https://www.mca.gov.in">www.mca.gov.in</a>; <a href="https://www.mca.gov.in">www.mca.gov.in

corporate office at 1406, 14th Floor, Vikram Tower, Rajendra Places, New Delhi-110008 (Source: <a href="www.mca.gov.in: www.mca.gov.in: www.mca.gov.in">www.mca.gov.in</a>; <a href="www.mca.gov.in">www.mca.gov.in</a>; <a href="www.mca.gov.in">www

As on date of this DPs, there is no subsidiary or holding Company of the Target Company.

There has been no merger/de-merger, spin-off during the last three years involving the Target Company.

The key financial information of the Target Company based on the un-audited result for the 9 months period ended December 31, 2023 and audited result for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 are as follows:

(Figures in "Rupees Lakh"

	9 Months period ending (Un-audited)	Year ended (Audited)				
Particulars	December 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021		
Total Revenue	0.19	27.44	15.82	13.04		
Net Income (PAT)	(11.89)	(10.05)	4.11	2.84		
Earnings Per Share (EPS) (in Rs.)	(0.35)	(0.30)	0.12	(0.08)		
Net worth/ Shareholders Funds	362.99	374.88	384.93	380.82		
otes:						

The key financial information for the period of nine months ended on December 31, 2023 has been extracted from limited review repor of the unaudited financial results for the nine months period ended December 31, 2023 burnited to BSE under Regulation 33 of SEB (LODR) Regulations.

The Key financial information for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 have been extracter from Target Company's annual reports for financial years 2022-2023, 2021-2022 and 2020-2021, respectively.

from Target Company's annual reports for financial years 2022-2023, 2021-2022 and 2020-2021, respectively.

(G) Details of the Offer:

I. The Offer is a triggered offer in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

Ii. The Offer is a triggered offer in terms of Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

The Acquirers and the PAC have made this open offer in terms of SEBI (SAST) Regulations to the shareholders of the Target Company to acquire up to 8,73.600 (Eight Lakh Seventy Three Thousand Six Hundred) fully paid up equity shares of ₹10/- (Rupees Ten Only) each representing 26% of the Paid-up Share Capital of the Target Company ("Offer Stez") at a price of ₹20/-(Rupees Ten Only) each representing 26% of the Paid-up Share Capital of the Target Company ("Offer Stez") at a price of ₹20/-(Rupees Ten Only) each representing 26% of the Paid-up Share Capital of the Target Company ("Offer Stez") at a price of ₹20/-(Rupees Ten Only) each representing 26% of the Paid-up Share Capital of the Target Company ("Rupees Twenty Only) (including interest) ("Offer Stez) ("Rupees Twenty Only) (including interest) ("Offer Stez) ("Rupees Twenty Only) (including interest) ("Offer Stez) ("Rupees Twenty Only) (including Indicated to all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer except the Acquirers, Pac and the partness of the Target Company who are eligible to the derived the Company of the Company ("Offer Stez) ("Off

It agred Company and the the public shareholders shall be in cash only, epayment to be made to the public shareholders shall be in cash only, epayment to be made to the public shareholders shall be in cash only, epayment to be made to the receipt of the statutory and other approvals as mentioned in Section VI of this DPS. In terms of Regulation (1)(a) of the Takeover Regulations, if the statutory approvals are not received, the Offer will stand withdrawn. of Offer in settler conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations nor is a competing offer in terms of Regulation 20 of the Takeover Regulations. Also, there is no differential pricing in this Offer as all sequity Shares of the Target Company are fully paid-up.

of the Target Company.

The Manager to the Offer, Fintellectual Corporate Advisors Private Limited, does not hold any Equity Shares in the Target Company as on the date of this DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account the Equity Shares of the Target Company during the Offer Period.

(H) As on the date of this DPS, the Acquirers and the PAC does not have any intention to alienate any significant assets of the Targe Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business can the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders throug Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, amended ("SCRR"), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing Pursuant to the completion of this Offer, the Public Shareholding in the Target Company may fall below the minimum level required as practice of the SCRR. Acquirers hereby undertake to reduce their shareholding to the level stipulated in the SCRR and SEBI (LOD Regulation within the time specified therein and through any such routes as may be approved by SEBI from time to time. **BACKGROUND TO THE OFFER** 

NGROUND TO THE OFFER
The Acquirer's have entered into the Share Purchase Agreement ("SPA") with the promoter sellers, on March 27, 2024, for acquisition of 23,49,575 fully paid up equity shares ("Sale Shares") of ₹10/- each representing the existing fully paid up capital and voting equity share capital of Target Company at a price of ₹3,50/- (Rupees Eight) ruby per equity paid and segregating to ₹82,23,682.0% (Rupees Eight) rub Lakhs Twenty Three Thousand Eight Hunderd Sixty Two and Fifty Paise Only) subject to the terms and Conditions as mentitioned in the SPA, the details of which rate specified so under:

Name of the Promoter Sellers	No. of Equity Shares	% of total share capital of the company	Name of Acquirers	No. of Equity Shares	% of total share capital of the company
Mr. Rajesh Arora	52,925	1.58			
Ms. Sangita Bansal	50	Negligible			
Mr. Ranjan Kumar	5,17,000	15.39			
Mr. Dinesh Chandra Arya	3,40,000	10.12	Sandeep Garg	17,85,575	53.15%
Mr. Vikram Gupta	3,30,000	9.82			
Mr. Sarbjit Singh	5,45,600	16.24			
Mr. Anil Singh	2,90,100	8.63			
Master Flow Private Limited	2,74,000	8.15	Mallika Aggarwal	5,64,100	16.78%
TOTAL	23,49,675	69.93%		23,49,675	69.93%

During the financial year 2019-20, the present promoter sellers namely Mr. Ranjan Kurnar, Mr. Sarbjit Singh, Mr. Dinesh Chandra Arya, Mr. Vikram Gupta and Mr. Anil Singh have been categorized as the promoters of the Target Company, thus, pursuant to change in management and control of the Target Company, the present promoter sellers were under an obligation to make an open ofter in terms of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations for acquiring equity shares of the Target Company from the erstwhile promoters. As no public announcement had been made by the promoter sellers, the offer price of 720.001- (Rupees Twenty Only) per equity shares has been calculated considering the interest factor at the rate of 10% (Ten Percent) per annum from July 13, 2019, in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.

This open offer is for acquisition of 26.00% of the paid-up and voting equity share capital of Target Company, After the Completion of this open offer and pursuant to acquisition of equity shares as assuming full acceptance, the Acquirers and the PAC will become the largest equity shareholders with clear majority, by virtue of which they shall be in a position to exercise effective control over the management and affairs of the Target Company.

management and affairs of the Target Company.

The payment to be made to all the Public Shareholders who will validly tender their equity Shares and whose Equity Shares are accepted under this offer shall be in cash only.

The pine objective of the Acquirers for this open offer is substantial acquisition of equity Shares and voting rights and control over the management and affairs of the Target Company.

management and affairs of the Target Company.
The Acquirers and the PAC will continue the existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the graped Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirers and the PAC cannot ascertain the repercussions, frany, on the employees and locations of the business place of Target Company.

repercussions, if any, on the employees and locations of the business place of Target Company.

The salient features of the Share Purchase Agreement are as follows:

a. The promoter sellers are holding 23,49,675 (Twenty Three Lakhs Forty Nine Thousand Six Hundred Seventy Five) Equity Shares, representing 69,39% (sixty Nine Point Ninely Three Percent) of the Voltry Bhare Spatial of the Target Company.

b. The promoter sellers have agreed to sell 23,49,675 (Twenty Three Lakhs Forty Nine Thousand Six Hundred Seventy Five) Equity Shares and the Acquirers have agreed to acquire 23,49,675 (Twenty Three Lakhs Forty Nine Thousand Six Hundred Seventy Five) Equity Shares, constituting 69,93% of the equity share capital/volting share capital of the Target Company, at a negotiated price of ₹3,50/. (Rupees Three and Fifty Paise Only) per equity share aggregating to aggregating to an amount of ₹8,22,386,250/. (Rupees Eighty Two Lakhs Twenty Three Thousand Eight Hundred Sixty Two and Fifty Paise Only), payable in accordance with terms and conditions stipulated in the Share Purchase Agreement.

c. The shares sold are free from all charges, encumbrances, pledges, lien, attachments, and litigations are not subjects to any lock in period.

In period.

d. Upon completion of acquisition of the Sale Shares of the Company and compliance of Regulation 31A of Securities and Exchange Board of Indiria (Listing Obligations and Disclosure Requirements) Requirements, 2015 ("SEBI (LODR) Regulations") the Acquirers shall be replaced as the promoter of the Company and will exche the control over the management and affairs of the Company and the Sellers shall cease to be promoters of the Target Company.

For further details of SPA, Public Shareholders of the Target Company may refer to the SPA, which would be available to them for inspection at the office of the Manager to the Offer.

at the office of the Manager to use Chief.

SHAREHOLDING AND ACQUISITION DETAILS:

The current and proposed shareholding of the Acquirers and the PAC in the Target Company and the detail of their acquisition are a

	Acqui	Acquirer 1		Acquirer 2		PAC		
Details	Number of shares	%	Number of shares	%	Number of shares	%	Total	%
Shareholding before the date of								
Public Announcement	Nil	Nil	234	0.007%	700	0.021%	934	0.028%
Equity Shares acquired between the								
date of the PA and the date of DPS	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shareholding acquired through								
Share Purchase Agreement	17,85,575	53.15%	5,64,100	16.78%	Nil	Nil	23,49,675	69.93%
Equity Shares Proposed to be acquired								
in the Offer	8,73,600 (26.00%)							
Post Offer shareholding as of the 10th (Tenth) Working Day affer the closure of the Offer (assuming the entire 26.00% is tendered in the Offer)	22.24.200 (05.06%)							
tendered in the Olier)	32,24,209 (95.96%)							

The Equity Share Capital of the Target Company is currently listed on BSE Limited.

The total trading turnover in the Equity Shares of the Target Company on the Stock Exchange based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e., from March 01, 2023 to February 29, 2024) is as under:

Name of the Stock Exchange	Total No. of Equity Shares traded during the Twelve months prior to the month of PA	Total No. of Equity Shares listed	Total Trading Turnover (as % of total Equity Shares listed)
BSE Limited	25322	33,60,000	0.75%

Based on the above information available on the website of BSE, Equity Shares of Target Company are infrequently traded on the Stock Exchange within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price of ₹20½ (Rupees Twen Child net Equity Shares is instifted in terms of Regulation 8(7) of the SEBI (SAST) as its higher of the following

Only) per Equity Share is justified in terms of Regulation 6(2) of the SEBI (SAST) as it is higher of the follow					
S. No.	Particulars	Price (In ₹) as on 31.12.2023	Price (In ₹) as on 31.03.2019		
١.	Negotiated Price per Equity Share under the Share Purchase Agreement				
	attracting the obligation to make a Public Announcement of an open offer;	₹3.50 per share	Not Applicable		
3	The volume-weighted average price paid or payable for acquisition by the				
	Acquirers during 52 weeks immediately preceding the date of PA	Not Applicable	Not Applicable		
)	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks				
	immediately preceding the date of PA	Not Applicable	Not Applicable		
)	The Volume-Weighted Average Market Price of shares for a period of sixty trading	Not Applicable,	Not Applicable,		
	days immediately preceding the date of the PA as traded on the Stock Exchange	as the equity shares	as the equity shares		
	where the maximum volume of trading in the shares of the Target Company are	are not frequently traded	are not frequently traded		
	recorded during such period, provided such shares are frequently traded				
	Where the shares are not frequently traded, the price determined by the acquirers				
	and the manager to the open offer taking into account valuation parameters				
	including, book value, comparable trading multiples, and such other parameters				
	as are customary for valuation of shares of such companies;	₹9.18 per share*	₹9.04 per Share**		
2011	2 14 174 14 17 17 18 18 18 18 18 18 18 18 18 18 18 18 18	DUDI (/44/0040/400551 11-			

"IBBI Registered Valuer Mr. Hitesh Jhamb, bearing IBBI Registered Valuer Registration number "IBBI/RV/11/2019/12355" and having his office at 116, FF, I Tower, Cloud 9, Sector-1, Valshail-2010 to with the Email address being jassociates.cs@gmail.com/, dated March 27, 2024, has certified that the fair value the Equity Share of Target Company is ₹ 9.18 ("Rupees Nime and Eighteen Paiss Only) per Equity Share. \*\*IBBI Registered Valuer Mr. Hilesh Jhamb, bearing IBBI Registered Valuer Registration number 'IBBI/RV/11/2019/12355' and having his office at 116, Fr, L Tower, Cloud 9, Sector-1, Vaishail-201010 with the Email address being 'jassociates.cs@gmail.com', dated March 27, 2024, has certified that the fair value the Equity Share of Target Company is ₹9.04/- (Rupees Nine and Four Paise Only) per Equity Share.

V Share of Target Company is ₹9.04/- (Rupees Nine and Four Paise Only) per Equity Share.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹20.00 (Rupees Twenty Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations. The Offer Price of ₹20.00 (Rupees Twenty Only) per equity shares has been calculated considering the interest factor at the rate of 10% (Ten Percent) per annum from the financial year 2019-2020, in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations, as an open offer had been triggered due to acquisition of equity shares by the promoter of the Target Company in pursuance of which a public announcement should have been made on July 13, 2019.

There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split, etc. where the record date for effecting such corporate actions falls prior to 3 Working Days prior to the commencement of Tendering Period of the Offer. As on the date of this Detailed Public Statement, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers and the PAC shall comply with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations.

In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations.

revision:

a. the Acquirers and the PAC shall make corresponding increases to the Escrow Amount (as defined below);

b. make a public announcement in the same newspapers in which this Detailed Public Statement has been published; and

c. Simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.

viii. In the event of acquisition of the Equity Shares by the Acquirers and the PAC, during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price per Equity Share, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers and the PAC shall: irers and the PAC shall:

Make corresponding increases to the Escrow Amount;

Make a public announcement in the same newspapers in which this Detailed Public Statement has been published; and

Simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at i

However, the Acquirers and the PAC shall not acquire any Equity Shares of the target Company during the period between 3 working days prior to the commencement of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer and Until the expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period of this Open Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and Until the Expiry of the Tendering Period Offer and

Offer.

If the Acquirers and the PAC acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirers and the PAC shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another offer under the SEBI (SAST) Regulations, as amended from time to time or Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time or open market purchases and the state of the State Securities and the state of the state of the State Securities and the state of made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form

registered office of such revision

made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.

FINANCIAL ARRANGEMENTS

i. The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of upto 8,73,600 (Eight Lakh Seventy Three Thousand Six Hundred) Equity Shares at a price of ₹20/- (Rupees Twenty only) per Equity Share is ₹1,74,72,000/- (Rupees One Crore Seventy-Four Lakh Seventy-Two Thousand Only), ("Maximum Consideration").

ii. The Acquirers and the PAC have adequate financial resources and have made firm financial arrangements for the implementation of the Offer infull, out of their own sources/net worth and no borrowings from any Bank and/or Financial Intions are envisaged.

iii. CA Subhash Garg bearing Membership Number '085615, Partner of S.C Garg & Associates, (Chartered Accountants) bearing firm registration number '066673N' having their office located at 49, Eight Apartment, Road No. 44, Pitampura, New Delhi-110034 with contact details being '91-9810282061', and E-mail Address being 'scg1710gmail.com', has certified, bearing unique document identification number '240856158KBOFK9517' on March 27, 2024 that sufficient resources are available with the Acquirers for fulfilling the obligations under this Offer in full.

Identification number "24085615BKBOFK9517" on March 27, 2024" that sufficient resources are available with the Acquirers for fulfilling the obligations under this Offer in full.

In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers has opened an Escrow Account in the name and style of "KTL OPEN OFFER ESCROW ACCOUNT" bearing number 084066200000172, with Yes Bank Limited, having its registered office at YES Bank House, 5th Floor Off Western Express highway, Santacruz East, Mumbai - 40055, India and a Branch Office at Yes Bank, JMD Galleria, Sohna Road, Sector-48, Gurgaon- 122018, India, holding SEBI Registration for Bankers to Issue (Code INBI00000935) (hereinafter referred to as the "Escrow Banker") and deposited therein an amount of ₹44,00,000/- (Rupees Forty Fou Lakh Only), in cash, being more than 25% of the Maximum Consideration payable under the Offer.

The Manager to the Offer is authorized to operate the above-mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers and the PAC to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and mone for payment through verifiable means are in place to fulfill the Offer obligations.

\*\*ATUTORY AMD OTHER APPROVALS\*\*

for payment through verifiable means are in place to fulfill the Offer obligations.

STATUTORY AND OTHER APPROVALS

i. The Target Company, being a Non-Deposit taking Non-Banking Finance Company registered with the Reserve Bank of India, is mandated in an event of any acquisition or transfer of control of Non-Banking Finance Company, to seek and obtain prior approval of Reserve Bank of India in terms of Paragraph 61 of Chapter - IX of Section III of Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 bearing notification number DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016. The Target Company have made an application with the Reserve Bank of India for change in control and management of the Target Company. Further, as on the date of this Detailed Public Statement, to the best of the Knowledge of the Acquirers and the PAC, except the approval of the Reserve Bank of India, as specified above, there are no other statutory approval and/or consents required. However, this offer would be subject to all statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.

ii. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them, they will be required to require the first of the Equity Shares and the PAC reserve the right to reject such Equity Shares and for first into the revent such approvals are not Subject to the receipt of statutory and other approvals, if any, the Acquirers and the

Tendering Period.

In case of delay / non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers and the PAC to diligently pursue such approvals, grant extension o time for the purpose of making the payments, subject to the Acquirers and the PAC to diligently pursue such approvals, grant extension o time for the purpose of making the payments, subject to the Acquirers agreeing to pay interest to the Equity Sharensholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirers and the PAC have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.

There are no conditions stipulated in the Share Purchase Agreement between the promoter Sellers and the Acquirers, the meeting of which would be outside the reasonable control of the Acquirers and in view of which the offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF ACTIVITY

ı	Nature of Activity	Day and Date
ı	Date of the Public Announcement	Wednesday, March 27, 2024
ı	Last date of publication of the Detailed Public Statement	Thursday, April 04, 2024
ı	Last date of filing of Draft Letter of Offer with SEBI	Monday, April 15 2024
ı	Last date for a Competing Offer	Tuesday, April 30, 2024
ı	Identified Date*	Friday, May 10, 2024
ı	Last Date by which Letter of Offer will be dispatched to the Shareholders	Friday, May 17, 2024
ı	Last date by which an independent committee of the Board of Target Company shall give its	
ı	recommendation	Tuesday, May 21, 2024
ı	Last Date for revising the Offer Price/Offer Size	Wednesday, May 22, 2024
ı	Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in	
ı	newspaper	Friday, May 24, 2024
ı	Date of commencement of tendering period (Offer Opening Date)	Monday, May 27, 2024
ı	Date of expiry of tendering period (Offer Closing Date)	Friday, June 07, 2024
ı	Date by which all requirements including payment of consideration would be completed	Monday June 24, 2024

"Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All own (registered or unregistered) of Equity Shares of the Target Company (except the Acquirers, PAC and the parties to the Share Purchase Agreement) are eligit to participate in the Offer any time before the closure of the Offer.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

OCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

All the shareholders (registered or unregistered) of the Target Company, except the Acquirers, PAC and the parties to the Share
Purchase Agreement, owning equity shares any time before the Closure of the Open Offer, are eligible to participate in the Open Offer.
Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the
Identified Date ie. the date falling on the 10th (tenth) Working Day prior to the commencement of Tendering Period, or unregistered
owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer any person to whom the Offer is made or the nonreceipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
The Public Shareholders may also download the Letter of Offer for men the SEBI's website (<a href="https://www.sebi.gov.in">www.sebi.gov.in</a>), once available, or obtain a
copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares and their
folion number, DP identity-client identity, current address and contact details.

In the event that the number of Equity Shares validity tendered by the Public Shareholders under this offer in more than the sumber of the public shareholders.

tollo number, De trennity-calent loening, current accress and contact oreigns.

In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number Equity Shares agreed to be acquired in this Offer, the Acquirers and the PAC shall accept those Equity Shares validly tendered by sur Public Shareholders on a proportionate basis in consultation with the Manager to the Offer.
The Open Offer will be implemented by the Acquirers and the PAC through Stock Exchange Mechanism made available by Sto Exchanges in the form of a separate window ('Acquisition Window'), as provided under the SEBI (SAST) Regulations and SEB circular numbered CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as further amended by SEBI circular numbered CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, as per further amendment vide SEBI circular numbered ci

SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021. SESTIMUCE-DIDCK-INICKEP/2021/615 dated August 13, 2021.

BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.

The Acquirers have appointed Nikunj Stock Brokers Limited ("Buying Broker") as its broker for the Open Offer through whom the purchases and settlement for the Offer Shares tendered under Open Offer shall be made. The Contact details of the Buying Broker all the Broker a

as mentioned below:

Name: Nikunj Stock Brokers Limited

Communication Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007

Mobile No.: 011-47030017/18/9999492292

Email ID: complianceofficer@nikunjonline.com

Website: www.nikunjonline.com

Email to: Compination (Including Including Inc

he placing of sell orders

the placing of sell orders.

As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBIHO/CFD/CMD/ICR/PR/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.

# IT MUST BE NOTED THAT THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE MENTIONED IN THE LETTER OF OFFER.

### OTHER INFORMATION

The Acquirers and the PAC, accept full responsibility for the information contained in the PA, and this DPS (other than such information rine Acquirers and the PAC, accept full responsibility for the information contained in the PAC, and this DPS (other hard such information contained in the PAC), accept full responsibility from public sources or provided or relating to and confirmed by the Target Company), and undertake that he is aware and shall comply with and fulfill his obligations under the SEBI (SAST) Regulations. The information pertaining to the Target Company contained in the PA or DPS or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or publicly available sources or as provided by the Target Company. The Acquirers, PAC and Manager to the Offer have not independently verified such information and does not accept any responsibility with respect to any information provided in the PAor this DPS pertaining to the Target Company. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Fintellectual Corporate Advisors Private Limited as the Manager to the Offer.

Fürstland on Regulation 12 of the Octon (Prof.) regulations, in regulation of the Offer having office at First Floor, The Acquirers have appointed Skyline Financial Services Private Limited as the Registrar to the Offer having office at First Floor, 153 A, 1st Floor, Okhla Industrial Area Phase-1, New Delhi-110020, Contact Person: Mr. Alok Gautam, Tel No: 011- 40450193-97, mail: compiliances@skylineria.com.

This Detailed Public Statement will also be available on SEBI's website at <a href="https://www.sebi.gov.in">www.sebi.gov.in</a> and the website of the Manager to the Offer

### sued by the Manager to the Open Offer on Behalf of the Acquirers (A) FINTELLECTUAL CORPORATE ADVISORS

Fintellectual Corporate Advisors Private Limited 204, Kanishka Shopping Complex, Mayur Vihar, Phase 1 Extension, Delhi-110091
Contact Number: +91- 11- 48016991
Website: www.fintellectualadvisors.com Email Address: info@fintellectualadvisors.com Contact Person: Mr. Amit Puri SEBI Registration Number: MB/INM000012944

For and on behalf of

Validity: Permanent CIN: U74999DL2021PTC377748

Sandeep Garg Mallika Aggarwal Acquirer 1 Acquirer 2

For Sequence Builders Private Limited

Sandeep Garg PAC

Place: New Delhi Date: April 03, 2024