



March 27, 2024

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

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

Dear Sir (s),

**SUBJECT: OPEN OFFER FOR ACQUISITION OF UPTO 8,73,600 EQUITY SHARES FROM THE SHAREHOLDERS OF KINETIC TRUST LIMITED, (HEREIN AFTER REFERRED AS ("KTL/" TARGET COMPANY"/"TC") 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 Public Announcement dated March 27, 2024 pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15(1) and such other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Further, you are requested to disseminate this information of Public Announcement to the Public.

Thanking You,  
Yours faithfully

**For Fintellectual Corporate Advisors Private Limited**

  
Amit Puri

Director



**PUBLIC ANNOUNCEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 3(1) AND 4 READ WITH REGULATIONS 13 (1), 14, AND 15 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF**

**KINETIC TRUST LIMITED**

**CIN: L67120PB1992PLC012532**

**Registered office: 527 R, City Tower, 2<sup>nd</sup> Floor, Model Town, Ludhiana Punjab-141002**

**Phone: +91 9873220600; Website: www.ktl.co.in;**

**Email Id: info@ktl.co.in**

**OPEN OFFER FOR ACQUISITION OF UPTO 8,73,600 (EIGHT LAKH SEVENTY THREE THOUSAND SIX HUNDRED) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF RS. 10/- (RUPEES TEN ONLY) EACH, REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF KINETIC TRUST LIMITED, (HEREINAFTER REFERRED TO AS ("KTL/"TARGET COMPANY"/"TC") AT AN OFFER PRICE OF ₹20/-(RUPEES TWENTY ONLY) PER OFFER SHARES TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF THE TARGET COMPANY BY MR. SANDEEP GARG AND MRS. MALLIKA AGGARWAL (HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") ALONG WITH SEQUENCE BUILDERS PRIVATE LIMITED IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRERS ("PAC"), FOR THE PURPOSE OF THE OPEN OFFER, PURSUANT TO AND IN COMPLIANCE WITH REGULATION 3(1) AND 4 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT THERETO ("SEBI (SAST) REGULATIONS") ("OPEN OFFER" OR "OFFER")**

This Public Announcement ('PA/' 'Public announcement') is being issued by Fintellectual Corporate Advisors Private Limited ('Manager to the offer' or 'FCAPL') for and on behalf of Acquirers and the PAC to the Public Shareholders of Target Company ('Public Shareholders') pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15(1) and such other applicable provisions of the SEBI (SAST) Regulations.

For this Public Announcement, the following terms have the meaning assigned to them below:

**1. DEFINITIONS AND ABBREVIATIONS**

<b>Definitions &amp; Abbreviations</b>	<b>Particulars</b>
Acquirer 1	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.
Acquirer 2	Mrs. Mallika 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 Nine Thousand Six Hundred Seventy Five) Equity Shares, representing 69.93% of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirers, 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/- (Rupees Twenty Only) per Offer Share.  <b><i>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% (Ten Percent) per annum from the Financial Year 2019-20, 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.</i></b>
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 10 <sup>th</sup> (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/Promoter 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) (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, 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% (Sixty 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 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).
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 bearing Corporate Identification Number- L67120PB1992PLC012532.
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
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.
Working Day	The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

## 2. OFFER DETAILS

<b>Offer Size</b>	Acquisition of up to 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, subject to the
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	terms and conditions specified in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
<b>Offer price/ Consideration</b>	This cash Offer is being made at a price of ₹20/- (Rupees Twenty only) per Offer Share. The Equity Shares of the Target Company are infrequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹1,74,72,000/- (Rupees One Crore Seventy-Four Lakh Seventy-Two Thousand Only).
<b>Mode of payment</b>	The Offer Price is paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
<b>Type of offer</b>	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement. <b>The Target Company is a Non-Banking Finance Company ('NBFC') registered with Reserve Bank of India ('RBI') having Certificate of Registration number 06.00084. Being an NBFC, the acquisition of shares and control by the Acquirers as envisaged under this PA is subject to the prior approval of RBI.</b>

### 3. TRANSACTION WHICH HAS TRIGGERED THE OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

<b>Type of Transaction (direct/indirect)</b>	Direct Acquisition
<b>Mode of Transaction (Agreement/<del>Allotment</del>/market purchase)</b>	<p>The Acquirers and the Promoter Sellers have entered and executed a Share Purchase Agreement as on the date of the Public Announcement, in pursuance of which the Acquirers have agreed to acquire 23,49,675 (Twenty 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/- (Rupees Three and Fifty Paise Only), and in accordance with the terms of the Share Purchase Agreement.</p> <p>Consequently, the Acquirers shall acquire substantial Voting Share Capital along with complete control over the management of the Target Company after the successful completion of this Offer.</p> <p><b>Note: During the financial year 2019-20, 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. Since, no public announcement had been</b></p>

		<b><i>made, the Acquirers are making offer at a price of ₹20.00/- (Rupees Twenty Only) (including interest @ 10% p.a), for complying with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.</i></b>
<b>Equity Shares / Voting rights acquired/ proposed to be Acquired</b>	<b>Number of Equity Shares</b>	23,49,675 (Twenty-Three Lakhs Forty Nine Thousand Six Hundred Seventy Five)
	<b>% vis-à-vis Total Voting Share Capital</b>	69.93% (Sixty-Nine Point Ninety Three Percent)
<b>Total Consideration for Equity Shares / Voting Rights acquired</b>		₹82,23,862.50/- (Rupees Eighty-Two Lakhs Twenty Three Thousand Eight Hundred Sixty Two and Fifty Paise Only)
<b>Mode of payment (Cash/ securities)</b>		Cash
<b>Regulation which has triggered</b>		Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations

**Note:** Upon completion of the Offer, the Promoter Sellers shall not hold any Equity Shares of the Target Company, nor any management control, and shall cease to be promoters of the Target Company and the Acquirers shall be the new promoter of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations.

#### 4. DETAILS OF ACQUIRERS AND PAC:

Details	Acquirer 1	Acquirer 2	PAC	Total
<b>Name of Acquirers and PAC</b>	Sandeep Garg	Mallika Aggarwal	Sequence Builders Private Limited	-
<b>Address</b>	A-1/15, Varun Apartments, Sector-9, Rohini, Delhi-110085	A-1/15, Varun Apartment, Sector-9, Rohini, Delhi-110085	116, Ring Road Mall, 21 Mangalam Place, Sector-3, Rohini, New Delhi-110085	-
<b>Name(s) of person in control/ promoters of the Acquirers</b>	Not Applicable	Not Applicable	Mallika Aggarwal, Sandeep Garg and Harrit Garg	-
<b>Name of the Group, if any, to which the Acquirers belongs to</b>	Not Applicable	Not Applicable	Not Applicable	-
<b>Pre-Transaction shareholding:</b>	Nil	234	700	934
<b>• Number</b>				
<b>• % of total share capital</b>	Nil	0.007%	0.021%	0.028%
<b>Proposed shareholding after the acquisition of shares which triggered the Open Offer</b>	17,85,575	5,64,334	700	23,50,609
<b>• Number</b>				

<b>• % of total share capital</b>	53.14%	16.80%	0.021%	69.96%
<b>Any other interest in the Target Company</b>	As on date of this Public Announcement, except for execution of the Share Purchase Agreement and Acquirer 2 and PAC being the existing shareholder of the Target Company, they do not have any other interest or any other relationship in or with the Target Company.			

## 5. DETAILS OF SELLING SHAREHOLDERS, IF APPLICABLE

Name of the Promoter Sellers	Part of Promoter group (Yes/No)	Details of shares/ Voting rights held by the Promoter Sellers			
		Pre Transaction		Post Transaction	
		Number of shares	%	Number of shares	%
Rajesh Arora	Yes	52,925	1.58	Nil	Nil
Sangita Bansal	Yes	50	Negligible	Nil	Nil
Sarbjit Singh	Yes	5,45,600	16.24	Nil	Nil
Ranjan Kumar	Yes	5,17,000	15.39	Nil	Nil
Dinesh Chandra Arya	Yes	3,40,000	10.12	Nil	Nil
Vikram Gupta	Yes	3,30,000	9.82	Nil	Nil
Anil Singh	Yes	2,90,100	8.63	Nil	Nil
Master Flow Private Limited	Yes	2,74,000	8.15	Nil	Nil

## 6. TARGET COMPANY

<b>Name</b>	Kinetic Trust Limited
<b>CIN</b>	L67120PB1992PLC012532
<b>Registered Office</b>	527 R, City Tower, 2nd Floor, Model Town, Ludhiana Punjab-141002
<b>Exchange where listed</b>	Equity Shares are listed on the BSE Limited
<b>Scrip Code for BSE Limited</b>	531274
<b>Scrip ID for BSE Limited</b>	KINETRU
<b>ISIN</b>	INE674M01019

## 7. OTHER DETAILS

- This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.
- The Acquirers accepts full responsibility for the information contained in this Public Announcement.
- The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with the provisions of Regulations 13(4), 14(3), 15(2), and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Thursday, April 04, 2024. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, PAC, the Target Company, the Promoter Sellers, background to the Offer, relevant conditions under the Share Purchase Agreement, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.
- The completion of this Offer and the Underlying Transaction is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the Underlying Transaction under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the

Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement, and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

- e. The Acquirers and the PAC have given an undertaking that they are aware of, and will comply with, their obligations as laid down under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of this Offer.
- f. The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.
- g. The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.
- h. All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company. All the information pertaining to the Promoters Sellers contained in this Public Announcement has been obtained from them and the accuracy thereof related to all has not been independently verified by the Manager.

**Issued by the Manager to the Open Offer**



**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](http://www.fintellectualadvisors.com)

**Email Address:** [info@fintellectualadvisors.com](mailto:info@fintellectualadvisors.com)

**Contact Person:** Mr. Amit Puri

**SEBI Registration Number:** MB/INM000012944

**Validity:** Permanent

**CIN:** U74999DL2021PTC377748

Sd/-

**Sandeep Garg**

Acquirer 1

Sd/-

**Mallika Aggarwal**

Acquirer 2

**For** Sequence Builders Private Limited

Sd/-

**Sandeep Garg**

Director

PAC

Place: Delhi

Date: March 27, 2024