

## PineBridge Asia Partners II, L.P.

190 Elgin Avenue  
George Town, Grand Cayman  
Cayman Islands  
KY1-9005

### Disclosures under Regulation 29(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

#### Part-A- Details of the Acquisition

1.	Name of the Target Company (TC)	Kinetic Engineering Limited		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer.	Acquirer: PineBridge Asia Partners II,L.P. ("PB")  Persons Acting in Concert (PAC): AIA Singapore Private Limited ("AIA SPL"), AIA International Limited ("AIA IL") and Ashoka Investment Holdings Limited ("AIHL")		
3.	Whether the acquirer belongs to Promoter/Promoter group.	No		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	The Bombay Stock Exchange Limited		
5.	Details of the acquisition as follows:	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
	<u>Before the acquisition/disposal- under consideration, holding of:</u>			
	(a) Shares carrying voting rights	PB- Nil AIA SPL-195,867 AIA IL-122,417 AIHL-1,060,947	PB- Nil AIA SPL-1.44 AIA IL-0.90 AIHL- 7.82	PB- Nil AIA SPL-1.08 AIA IL-0.68 AIHL-5.86
	(b) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/others)	Nil	Nil	Nil
	(c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
	(d) Warrants/convertible securities/ <del>any other instrument</del> that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	PB- 139 FCCBs (equivalent to 34,98,167 shares); AIA SPL-25 FCCBs (equivalent to 6,29,167 shares); AIA IL-16 FCCBs (equivalent to 4,02,667 shares);	PB- 25.79 AIA SPL-4.64 AIA IL-2.97 AIHL- Nil	PB- 19.33 AIA SPL-3.48 AIA IL-2.23 AIHL- Nil

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		AIHL- Nil;		
	Total (a + b + c+ d)	59,09,231	32.66	32.66
	<u>Details of acquisition/sale</u>			
	(a) Shares carrying voting rights acquired	PB- 1,807,386 AIA SPL-325,069 AIA IL-208,044 AIHL- N.A.	PB- 11.36 AIA SPL-2.04 AIA IL-1.31 AIHL- N.A.	PB- 11.36 AIA SPL-2.04 AIA IL-1.31 AIHL- N.A.
	(b) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/others)	Nil	Nil	Nil
	(c) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
	Total (a + b + c+ d)	2,340,499	14.71	14.71
	<u>After the acquisition/sale, holding of:</u>			
	(a) Shares carrying voting rights	PB- 1,807,386 AIA SPL-520,936 AIA IL-330,461 AIHL- 1,060,947	PB- 11.36 AIA SPL-3.28 AIA IL-2.08 AIHL-6.67	PB- 11.36 AIA SPL-3.28 AIA IL-2.08 AIHL-6.67
	(b) Shares in the nature of encumbrance (pledge/lien/non disposal undertaking/others)	Nil	Nil	Nil
	(c) VRs otherwise than by equity shares	Nil	Nil	Nil
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after	Nil	Nil	Nil

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	acquisition			
	Total (a + b + c+ d)	3,719,730	21.38	23.39
6.	Mode of acquisition/ sale (e.g. <del>open market/public</del> <del>issue/rights issue/preferential</del> <del>allotment/inter-se transfer, etc.</del> )	Pursuant to a settlement agreement dated July 21, 2015 (as amended from time to time) between Kinetic Engineering Limited (TC), PineBridge Asia Partners II, L.P., AIA Singapore Private Limited and AIA International Limited		
7.	Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Equity shares of Rs. 10 each		
7.	Date of acquisition / <del>sale of shares / VR</del> or date of receipt of intimation of allotment of shares, whichever is applicable	December 1, 2015		
8.	Equity share capital/total voting capital of the TC before the acquisition /sale.	13,565,850		
9.	Equity share capital/total voting capital of the TC after the acquisition /sale.	15,906,349		
10.	Total diluted share/voting capital of the TC after the said the acquisition /sale.	23.39		

Signature of the PineBridge Asia Partners II,L.P

Place:

Date

A handwritten signature in black ink, appearing to read "Ajin Moe", written over a horizontal line.

3 December 2015

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Note:

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.