

AIA International Limited

*Clarendon House,
2, Church Street, Hamilton, HM11, Bermuda*

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: AIA International Limited ("AIA IL") Persons Acting in Concert (PAC): AIA Singapore Private Limited ("AIA SPL"), Ashoka Investment Holdings Limited ("AIHL") and PineBridge Asia Partners II, L.P. ("PB")		
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</u> — under consideration, holding of:			
	(a) Shares carrying voting rights	AIA IL-122,417 AIA SPL-195,867 AIHL-1,060,947 PB- Nil	AIA IL-0.90 AIA SPL-1.44 AIHL- 7.82 PB- Nil	AIA IL-0.68 AIA SPL-1.08 AIHL-5.86 PB- Nil
	(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/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	AIA IL-16 FCCBs (equivalent to 4,02,667 shares); AIA SPL-25 FCCBs (equivalent to 6,29,167 shares); AIHL- Nil PB- 139 FCCBs (equivalent to 34,98,167 shares)	AIA IL-2.97 AIA SPL-4.64 AIHL- Nil PB- 25.79	AIA IL-2.23 AIA SPL-3.48 AIHL- Nil PB- 19.33

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	Total (a + b + c+ d)	59,09,231	32.66	32.66
<u>Details of acquisition/sale</u>				
	(a) Shares carrying voting rights acquired	AIA IL-208,044 AIA SPL-325,069 AIHL- N.A. PB- 1,807,386	AIA IL-1.31 AIA SPL-2.04 AIHL- N.A. PB- 11.36	AIA IL-1.31 AIA SPL-2.04 AIHL- N.A. PB- 11.36
	(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	AIA IL-330,461 AIA SPL-520,936 AIHL- 1,060,947 PB- 1,807,386	AIA IL-2,08 AIA SPL-3.28 AIHL-6.67 PB- 11.36	AIA IL-2.08 AIA SPL-3.28 AIHL-6.67 PB- 11.36
	(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 acquisition	Nil	Nil	Nil
	Total (a + b + c+ d)	3,719,730	23.39	23.39

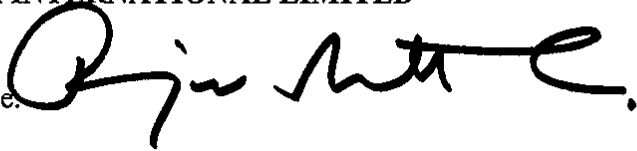
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6.	Mode of acquisition/ sale (e.g. open market/public issue/rights issue/preferential allotment/inter-se transfer, etc.)	Pursuant to a settlement agreement dated July 21, 2015 (as amended from time to time) between Kinetic Engineering Limited (TC), 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 / sale of shares / VR 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

On behalf of PineBridge Investments Asia Limited
for and on behalf of its client
AIA INTERNATIONAL LIMITED

Place: 

Date: 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.