Honeywell

HONEYWELL ASIA PACIFIC INC.

2711 Centerville Road -Suite 400

Wilmington, Delaware 19808 USA

Format for Disclosures under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	**Honeywell Automation India Limited**		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer.	**Honeywell Asia Pacific Inc.**		
3.	Whether the acquirer belongs to Promoter/Promoter group.	**Yes**		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	**National Stock Exchange of India Limited and BSE Limited**		
5.	Details of the disposal as follows:	**Number**	**% w.r.t. total share/voting capital wherever applicable**	**% w.r.t. total diluted share/voting capital of the TC (*)**
	Before the ~~acquisition~~/disposal under consideration, holding of:			
	(a) Shares carrying voting rights	**7,182,475**	**81.24%**	**81.24%**
	(b) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
	(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
	Total (a + b + c)	**7,182,475**	**81.24%**	**81.24%**
	Details of ~~acquisition~~/sale			
	(a) Shares carrying voting rights disposed	**551,333**	**6.24%**	**6.24%**
	(b) VRs disposed otherwise than by	Nil	Nil	Nil

	equity shares (c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) sold	Nil	Nil	Nil
	Total (a + b + c)	**551,333**	**6.24%**	**6.24%**
	After the ~~acquisition~~/sale, holding of: (a) Shares carrying voting rights (b) VRs otherwise than by equity shares (c) 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 sale	**6,631,142** Nil Nil	**75%** Nil Nil	**75%** Nil Nil
	Total (a + b + c)	**6,631,142**	**75%**	**75%**
6.	Mode of sale (e.g. open market/public issue/rights issue/preferential allotment/inter-se transfer, etc.)	**Open market through the "Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism" in accordance with the SEBI Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012.**		
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	**December 14, 2012**		
8.	Equity share capital/total voting capital of the TC before the ~~acquisition /~~ sale.	**8,841,523 equity shares of Rs. 10 each**		
9.	Equity share capital/total voting capital of the TC after the ~~acquisition /~~ sale.	**8,841,523 equity shares of Rs. 10 each**		
10.	Total diluted share/voting capital of the TC after the said the ~~acquisition /~~ sale.	**8,841,523 equity shares of Rs. 10 each**		

Note:
(*) 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.

For Honeywell Asia Pacific Inc.

John Tus
President and Treasurer
Honeywell Asia Pacific Inc.

Place: City of Morristown, County of Morris, State of New Jersey, USA
Date: December 17, 2012