Honeywell

HONEYWELL ASIA PACIFIC INC.
101 Columbia Road
Morristown, NJ 07960 USA

December 12, 2012

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Managing Director
National Stock Exchange of India
Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Dear Sirs,

Subject: Notice of Offer for Sale of equity shares of Honeywell Automation India Limited by its Promoter, Honeywell Asia Pacific Inc., through the Stock Exchange Mechanism (the "Notice").

Honeywell Asia Pacific Inc. (the "**Seller**"), a company duly incorporated, created, organized and existing under and by virtue of the laws of Delaware and having its principal place of business at 101 Columbia Road, Morristown, New Jersey, United States of America, and the promoter of Honeywell Automation India Limited ("**Company**"), proposes to sell an aggregate of 5,51,333 equity shares of Rs. 10 each (such equity shares referred to as the ("**Sale Shares**") representing 6.24% of the equity share capital of the Company on December 12, 2012 exclusively through the Seller's broker named below on the separate window provided by the stock exchanges for this purpose (such sale referred to hereinafter as the "**Sale**") in terms of the circular number CIR/MRD/DP/19/2012 dated July 18, 2012, issued by Securities and Exchange Board of India ("**SEBI**") on "Comprehensive guidelines on Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism" (the "**Circular**") and the notice number 20120727-26 dated July 27, 2012 issued by BSE Limited (the "**BSE**") and the circular reference number 52/2012 dated August 2, 2012 issued by the National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**").

The information required to be announced under clause 5(b) of the Circular is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

1	Name of the Seller (Promoter/ Promoter Group)	Honeywell Asia Pacific Inc.
2	Name of the Company whose shares are proposed to be sold and ISIN	Honeywell Automation India Limited ISIN- INE671A01010
3	Name of the stock exchanges where orders shall be placed	BSE Limited and National Stock Exchange of India Limited.
4	Name of the designated stock exchange	BSE Limited
5	Date and time of the opening and closing of Sale	The Sale shall take place on the separate window of the Stock Exchanges and shall commence on December 14, 2012 at 9.15 am and shall close on the same day at 3.30 p.m. Indian Standard Time ("**Sale Date**").

6	Allocation Methodology	The allocation shall be on a 'price-priority basis at multiple clearing prices (the "**Clearing Prices**") in accordance with the Circular. A minimum of 25% of the Sale Shares being offered shall be reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory Development Authority Act, 1999, as amended ("**Insurance Companies**") subject to receipt of valid bids or orders at or above the Clearing Price(s). In the event of any under-subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale.
7	Total number of equity shares being offered in the Sale	5,51,333 equity shares of face value of Rs.10 each representing 6.24 % of the equity share capital of the Company.
8	Maximum number of shares that the seller may choose to sell over and above the offer made in the Sale	N.A.
9	Name of the broker(s) on behalf of the Seller (the "Seller's Broker")	Deutsche Equities India Private Limited
10	Floor Price (the "**Floor Price**")	The Seller shall declare the Floor Price for the Sale on December 13, 2012, after closure of trading hours of the Stock Exchanges but not later than 5 p.m. Indian Standard Time. Orders of bids below the Floor Price shall not be accepted and will not be considered for allocation.
11	Conditions for withdrawal of Sale	The Seller reserves the right to not proceed with the Sale at any time prior to opening of the Sale on the Sale Date. In such a case, there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal.
12	Conditions for cancellation of Sale	In the event (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares being offered for the Sale or (ii) of a default in settlement obligations, the Seller reserves the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.

13	Conditions for participating in the Sale	• Non Institutional Bidders shall deposit 100% of the order value in cash up-front with the Stock Exchanges, at the time of bidding in the Sale. • Institutional investors shall have the option to pay either 25% or 100% of the order value in cash with the clearing corporation/clearing house, at the time of bidding in the Sale. The balance 75% of the order value shall be paid as part of the settlement within one day of closure of the Sale. • Such funds shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. • Modification or cancellation of orders or bids would be allowed only for orders or bids for which 100% of the order value has been deposited with the Stock Exchanges. In case of any modification or cancellation, such funds shall be released/ collected on a real time basis by the Stock Exchanges. • Modification/ cancellation of bids in the Sale shall not be allowed during the last 60 minutes before the closure of the Sale. • Buyers shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including Securities Transaction Tax. Multiple orders from a single buyer shall be permitted. • In case of institutional trades, the custodian shall conclude the confirmation of bids with the available funds not later than the end of the half an hour post close session. • If case of default in pay-in, an amount equal to 10% of the order value shall be forfeited as penalty and shall be credited to the Investor Protection Fund. The balance amount shall be returned to the bidder.

Important Information

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each a "**Bidder**") and does not constitute an offer or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted or filed with any regulatory authority within or outside India.

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The Sale is being carried out in reliance on the Circular and subject to the circulars, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Accordingly, no documents have been or will be prepared as a "prospectus" or an offer document under the Companies Act, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or registered or submitted for approval with the Registrar of Companies in India, the SEBI, the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in India or any other jurisdiction.

Investors commitments should be made solely on the basis of publicly available information and previously published information by the Company available with the SEBI or the Stock Exchanges or on the Company's website (www.honeywellautomationindia.com), including, but not limited to the financial statements of the Company, including those for the quarter ended September 30, 2012, the calendar year ended December 31, 2011 along with the note on accounts and the Annual Report 2011 and the risks and concerns under the Management Discussion and Analysis Report, available on the websites of the stock exchanges and the Company's website together with the information this Notice, and shall be subject to the terms set forth in the contract note to be provided to the successful buyers.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in such Other Jurisdiction.

This Notice is not for publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "**United States**"), and is not an offer for sale within the United States of any equity shares or other securities of the Company. Securities may not be offered or sold in the United States absent registration under U.S. Securities Act of 1933, as amended (the "**Securities Act**"), unless exempt from registration under the Securities Act. The Sale Shares will be offered only outside the United States in offshore transactions pursuant to Regulation S under the Securities Act ("**Regulation S**"). Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an available exemption from Securities Act registration requirements.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, (i) the beneficial owner of such Sale Shares, (ii) located outside the United States (within the meaning of Regulation S), (iii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S, and (iv) not a promoter/part of the promoter group of the Company or an affiliate of the Company or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States, or (b) has engaged or will engage in any directed

selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares.

Yours sincerely,

John Tus
President and Treasurer
Honeywell Asia Pacific Inc.