Honeywell
THE POWER OF CONNECTED

Date: October 5, 2018

To,

BSE Limited Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	**National Stock Exchange of India Limited** Exchange Plaza, C/1, Block G, Bandra – Kurla Complex, Bandra (East), Mumbai 400 051
Honeywell Automation India Limited 56 & 57, Hadapsar Industrial Estate, Pune - 411 013, India.	

Sub: Intimation under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Ma'am,

In continuation of the disclosures dated September 16, 2018 made by New HAPI Inc. ("**New HAPI**") and HAIL Mauritius Limited ("**HAIL Mauritius**") under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**"), it may be noted the following additional steps are proposed in relation to the internal reorganization within the Honeywell group ("**Proposed Reorganization**"):

(a) Step 3 – Transfer of shares of HAIL Mauritius: New HAPI will transfer, without any consideration, its entire shareholding (i.e., 100%) in HAIL Mauritius **to its wholly owned subsidiary** i.e., Honeywell East Asia Inc., a company incorporated under the laws of the State of Delaware, United States of America, having its registered office at 251 Little Falls Drive, Wilmington, Delaware, 19808 ("**US Newco**") (hereinafter referred to as "**Step 3 Transfer**"). Immediately upon completion of Step 3 Transfer:

(i) the entire share capital (i.e., 100%) of HAIL Mauritius will be held by US Newco, which in turn, is a wholly owned indirect subsidiary of Honeywell International Inc. ("**HII**"), a publicly listed company incorporated under the laws of Delaware, USA, with its principal place of business at 115 Tabor Road, Morris Plains, NJ 07950;

(ii) HAIL Mauritius will continue to hold 75% of the equity share capital of Honeywell Automation India Limited ("**HAIL India**"/ "**TC**"); and

(iii) HAIL India will continue to remain an indirect subsidiary and under ultimate control of HII.

The direct and indirect ownership structure of HAIL India after completion of Step 3 Transfer is depicted in **Appendix I**.

(b) Step 4 – Transfer of shares of US Newco: Immediately after completion of Step 3 Transfer, New HAPI will transfer, without any consideration, its entire shareholding (i.e., 100%) in US Newco **to its holding company** i.e., HII (hereinafter referred to as "**Step 4 Transfer**"). Immediately upon completion of Step 4 Transfer:

(i) the entire share capital (i.e., 100%) of US Newco will be held by HII;
(ii) the entire share capital (i.e., 100%) of HAIL Mauritius will continue to be held by US Newco;
(iii) HAIL Mauritius will continue to hold 75% of the equity share capital of HAIL India; and
(iv) HAIL India will continue to remain an indirect subsidiary and under ultimate control of HII.

The direct and indirect ownership structure of HAIL India after completion of Step 4 Transfer is depicted in **Appendix II**.

We are enclosing herewith our disclosures in the prescribed format as specified under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with respect to Step 3 Transfer and Step 4 Transfer, for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours sincerely,

Signed for and on behalf of
New HAPI Inc.

Name: John J. Tus
Designation: Authorized Signatory
Date: October 5, 2018
Place: Morris Plains, New Jersey

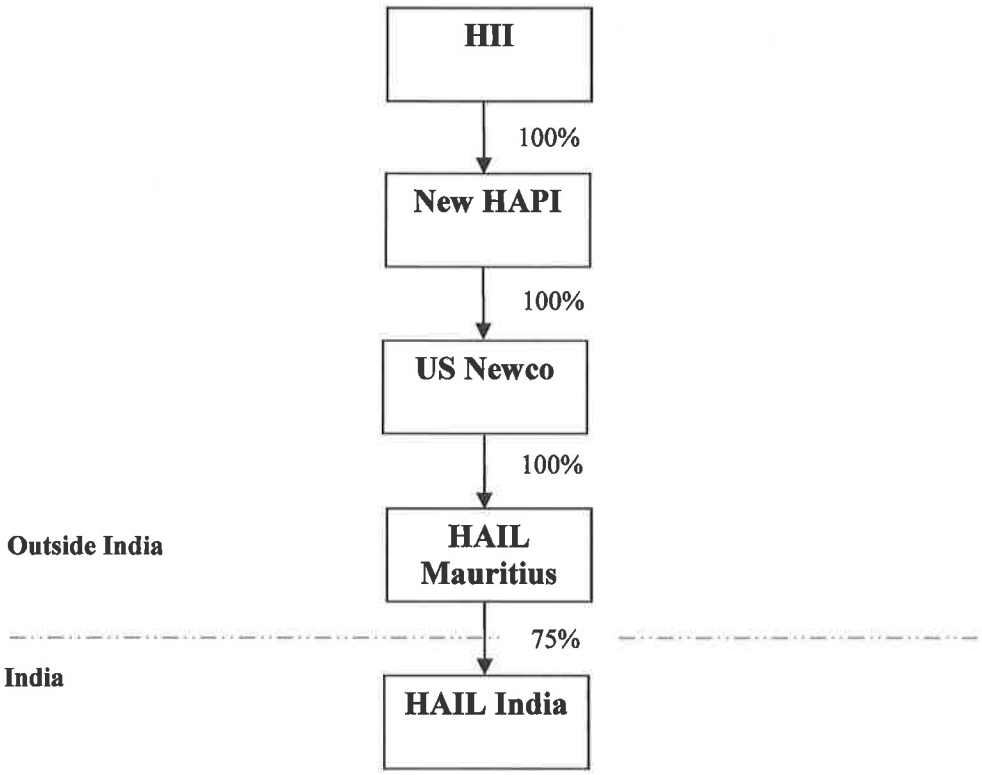
Signed for and on behalf of
Honeywell East Asia Inc.

Name: Jacqueline Katzel
Designation: Authorized Signatory
Date: October 5, 2018
Place: Morris Plains, New Jersey

Signed for and on behalf of
Honeywell International Inc.

Name: John J. Tus
Designation: Authorized Signatory
Date: October 5, 2018
Place: Morris Plains, New Jersey

Appendix I
Direct and Indirect Ownership of HAIL after Completion of Step 3 Transfer



Appendix II
Direct and Indirect Ownership of HAIL after Completion of Step 4 Transfer

