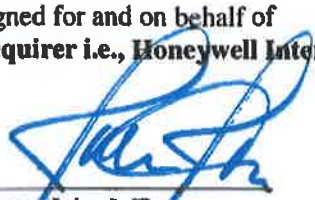
**Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | |
|---|---|---|
| 1. | **Name of the Target Company (TC)** | Honeywell Automation India Limited |
| 2. | **Name of the acquirer(s)** | Honeywell International Inc., a publicly listed company incorporated under the laws of Delaware, USA, having registration number 2061772, having its registered office at 251 Little Falls Drive, Wilmington, DE 19808 ("**HII**"). |
| 3. | **Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters** | The acquirer (i.e., HII) is the ultimate holding company of the promoter of TC i.e., HAIL Mauritius Limited ("**HAIL Mauritius**"). |
| 4. | **Details of the proposed acquisition** | |
| | **a. Name of the person(s) from whom shares are to be acquired** | New HAPI Inc., a company incorporated under the laws of Delaware, USA, and having its registered office at 251 Little Falls Drive, Wilmington, DE 19808 ("**New HAPI**") |
| | **b. Proposed date of acquisition** | At any time after 4 working days from the date of this intimation i.e., on or after October 12, 2018. |
| | **c. Number of shares to be acquired from each person mentioned in 4(a) above** | The acquirer, i.e., HII, will acquire 100 shares, representing 100% of the share capital of Honeywell East Asia Inc. from New HAPI. |
| | **d. Total shares to be acquired as % of share capital of TC** | There will be no change in shareholding of TC. |
| | **e. Price at which shares are proposed to be acquired** | Nil. |
| | **f. Rationale, if any, for the proposed transfer** | The proposed transfer is part of an internal reorganization within the Honeywell group. |
| 5. | **Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer** | Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. New HAPI (i.e., the seller) and HII (i.e., the acquirer) are 'qualifying persons' as New HAPI is a wholly owned subsidiary of HII. |
| 6. | **If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are** | Not relevant since shares are proposed to be transferred without any consideration. |

| | | | | | | |
|---|---|---|---|---|---|---|
| | **recorded during such period.** | | | | | |
| 7. | **If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.** | | See above | | | |
| 8. | **Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.** | | Not applicable. Shares are proposed to be transferred without any consideration. | | | |
| 9. | i. **Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)** | | The transferor and transferee have complied with the disclosure requirements under Chapter V of the Takeover Regulations, 2011 during 3 years prior to the date of proposed acquisition. The transferor and transferee, as applicable, will comply with the disclosure requirements of Chapter V of the Takeover Regulations, 2011. | | | |
| | ii. **The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.** | | We have enclosed the disclosures made by the transferor and transferee under Chapter V during the 3 years prior to the date of proposed acquisition. Copies of the same are enclosed as **Annexure 1**.<br><br>For the sake of completeness, we have also enclosed the disclosures made by Honeywell Asia Pacific Inc. (*erstwhile promoter of TC*) and HAIL Mauritius (*current promoter of TC*) under Chapter V of the Takeover Regulations during the 3 years prior to the date of proposed acquisition. Copies of the same are enclosed as **Annexure 2**. | | | |
| 10. | **Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.** | | All the conditions specified under regulation 10(1)(a) with respect to exemptions have been duly complied with. | | | |
| 11. | **Shareholding details** | | **Before the proposed transaction** | | **After the proposed transaction** | |
| | | | **No. of shares /voting rights** | **% w.r.t total share capital of TC** | **No. of shares /voting rights** | **% w.r.t total share capital of TC** |
| | **a** | **Acquirer(s) and PACs (other than sellers)(*)** | Please refer to **Annexure 3**. | | | |
| | **b** | **Seller (s)** | | | | |

Signed for and on behalf of
**Acquirer i.e., Honeywell International Inc.**



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

**Annexure 1**
Copies of Disclosures
(Enclosed separately)

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | Honeywell Automation India Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | New HAPI Inc. ("**New HAPI**"), a company incorporated under the laws of Delaware, USA, with its registered office at 251 Little Falls Drive, Wilmington, DE 19808. | | |
| Whether the acquirer belongs to Promoter/Promoter group | The acquirer (i.e., New HAPI) belongs to the Promoter group as the promoter of TC i.e., Honeywell Asia Pacific Inc. ("**HAPI**") and the acquirer are wholly owned direct subsidiaries of and are controlled by the same entity i.e., Honeywell International Inc., a publicly listed company incorporated under the laws of Delaware, USA, having registration number 2061772, with its principal place of business at 115 Tabor Road, Morris Plains, NJ 07950 and registered office at 251 Little Falls Drive, Wilmington, DE 19808 ("**HII**"). | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited; and<br>National Stock Exchange of India Limited. | | |
| 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 (**) |
| **Before the acquisition under consideration, holding of acquirer along with PACs of:**<br><br>a) Shares carrying voting rights<br><br>b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)<br><br>c) Voting rights (VR) otherwise than by equity shares<br><br>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)<br><br>e) Total (a+b+c+d) | Please refer to **Annexure 1**. | | |
| **Details of acquisition** | Please refer to **Annexure 1**. | | |

| | |
|---|---|
| a) Shares carrying voting rights acquired<br><br>b) VRs acquired otherwise than by equity shares/<br><br>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired<br><br>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)<br><br>e) Total (a+b+c+/-d) | |
| **After the acquisition, holding of acquirer along with PACs of:**<br><br>a) Shares carrying voting rights<br><br>b) VRs otherwise than by equity shares<br><br>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 acquisition<br><br>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)<br><br>e) Total (a+b+c+d) | Please refer to **Annexure 1**. |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.) | Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | 648 shares representing 100% of the share capital of HAPI, the promoter of TC. |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | September 23, 2018 |
| Equity share capital / total voting capital of the TC before the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |
| Equity share capital/ total voting capital of the TC after the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |
| Total diluted share/voting capital of the TC after the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |

**Part-B*****

**Name of the Target Company:** Honeywell Automation India Limited

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs |
|---|---|---|
| New HAPI Inc. (acquirer) | Yes. Acquirer is part of the promoter group. | NA |

Signed for and on behalf of
**Acquirer i.e., New HAPI Inc.**

Name: John J. Tus
Designation: Authorized Signatory
Date: September 24, 2018
Place: Morris Plains, NJ

**Annexure 1**

Pre and Post Shareholding Details

**Shareholding Pattern of Target Company – Honeywell Automation India Limited**

| Shareholding details | Before the proposed transaction | | After the proposed transaction | |
|---|---|---|---|---|
| | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| HAPI (Promoter) | 66,31,142 | 75% | 66,31,142 | 75% |
| Public | 22,10,381 | 25% | 22,10,381 | 25% |
| **Total** | **88,41,523** | **100%** | **88,41,523** | **100%** |

**Shareholding Pattern of Promoter of Target Company – Honeywell Asia Pacific Inc.**

| Shareholding details | Before the proposed transaction | | After the proposed transaction | |
|---|---|---|---|---|
| | No. of shares /voting rights | % w.r.t total share capital | No. of shares /voting rights | % w.r.t total share capital |
| HII | 648 | 100% | Nil | - |
| New HAPI (acquirer) | Nil | - | 648 | 100% |
| **Total** | 648 | 100% | 648 | 100% |

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | Honeywell Automation India Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | New HAPI Inc. ("**New HAPI**"), a company incorporated under the laws of Delaware, USA, with its registered office at 251 Little Falls Drive, Wilmington, DE 19808. | | |
| Whether the acquirer belongs to Promoter/Promoter group | The acquirer (i.e., New HAPI) belongs to the Promoter group as the promoter of TC i.e., Honeywell Asia Pacific Inc. ("**HAPI**") and the acquirer are wholly owned subsidiaries of and are controlled by the same entity i.e., Honeywell International Inc., a publicly listed company incorporated under the laws of Delaware, USA, having registration number 2061772, having its registered office at 251 Little Falls Drive, Wilmington, DE 19808. | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited; and<br>National Stock Exchange of India Limited. | | |
| Details of the acquisition / 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 under consideration, holding of :**<br><br>a) Shares carrying voting rights<br>b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)<br>c) Voting rights (VR) otherwise than by shares<br>d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)<br>e) Total (a+b+c+d) | Please refer to **Annexure 1**. | | |
| **Details of acquisition/sale**<br><br>a) Shares carrying voting rights acquired/sold<br>b) VRs acquired /sold otherwise than by shares<br>c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each | Please refer to **Annexure 1**. | | |

| | |
|---|---|
| category) acquired/sold<br>d) Shares encumbered / invoked/released by the acquirer<br>e) Total (a+b+c+/-d) | |
| **After the acquisition/sale, holding of:**<br><br>a) Shares carrying voting rights<br>b) Shares encumbered with the acquirer<br>c) VRs otherwise than by shares<br>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<br>e) Total (a+b+c+d) | Please refer to **Annexure 1**. |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | September 23, 2018 |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |
| Total diluted share/voting capital of the TC after the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |

Signed for and on behalf of
**Seller i.e., Honeywell International Inc.**

Name: John J. Tus
Designation: Authorized Signatory
Date: September 24, 2018
Place: Morris Plains, NJ

**Annexure 1**

Pre and Post Shareholding Details

**Shareholding Pattern of Target Company – Honeywell Automation India Limited**

| **Shareholding details** | **Before the proposed transaction** | | **After the proposed transaction** | |
|---|---|---|---|---|
| | **No. of shares /voting rights** | **% w.r.t total share capital of TC** | **No. of shares /voting rights** | **% w.r.t total share capital of TC** |
| HAPI (Promoter) | 66,31,142 | 75% | 66,31,142 | 75% |
| Public | 22,10,381 | 25% | 22,10,381 | 25% |
| **Total** | **88,41,523** | **100%** | **88,41,523** | **100%** |

**Shareholding Pattern of Promoter of Target Company – Honeywell Asia Pacific Inc.**

| **Shareholding details** | **Before the proposed transaction** | | **After the proposed transaction** | |
|---|---|---|---|---|
| | **No. of shares /voting rights** | **% w.r.t total share capital** | **No. of shares /voting rights** | **% w.r.t total share capital** |
| HII | 648 | 100% | Nil | - |
| New HAPI (acquirer) | Nil | - | 648 | 100% |
| **Total** | 648 | 100% | 648 | 100% |

**Annexure 2**

Copies of Disclosures by HAPI & HAIL Mauritius

(Enclosed separately)

Honeywell Asia Pacific Inc.
2711 Centerville Road
Wilmington DE 1 9808
USA
Tel: (973) 455-2000
Fax: (973) 455-4807

April 1, 2016

National Stock Exchange of India Ltd.,
"Exchange Plaza", Bandra-Kurla Complex,
C-1, Block G, Bandra,
Mumbai 400051

Sub: Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Dear Sir,

We enclose herewith the declaration pursuant to Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Honeywell Asia Pacific Inc.,

Inder Mohan Singh
Authorised Signatory

Encl: A/a

Honeywell Asia Pacific Inc.
2711 Centerville Road
Wilmington DE 1 9808
USA
Tel: (973) 455-2000
Fax: (973) 455-4807

April 1, 2016

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Sub: Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares &Takeovers) Regulations, 1997.

Dear Sir,

We enclose herewith the declaration pursuant to Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Honeywell Asia Pacific Inc.,

Inder Mohan Singh
Authorised Signatory

Encl: A/a

Honeywell Asia Pacific Inc.
2711 Centerville Road
Wilmington DE 1 9808
USA
Tel: (973) 455-2000
Fax: (973) 455-4807

April 1, 2016

Honeywell Automation India Ltd.,
56, 57, Hadapsar Industrial Estate,
Pune 411 013
India

Sub: Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Dear Sir,

We enclose herewith the declaration pursuant to Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 1997

Kindly acknowledge receipt.
Thanking you,

Yours faithfully,
For Honeywell Asia Pacific Inc.,

Inder Mohan Singh
Authorised Signatory

Encl: A/a

| Format for Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 | | | |
|---|---|---|---|
| **Part-A- Details of Shareholding** | | | |
| 1.Name of the Target Company (TC) | **HONEYWELL AUTOMATION INDIA LIMITED** | | |
| 2.Name(s) of the stock exchange(s) where the shares of the TC are listed | **BOMBAY STOCK EXCHANGE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED** | | |
| 3. Particulars of the shareholder(s) :<br>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.<br>or<br>b. Name(s) of promoter(s), member of the promoter group and PAC with him. | HONEYWELL ASIA PACIFIC INC. | | |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above | Number of shares | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (*) |
| | | | |
| a) Shares | 6,631,142 | 75 | |
| b) Voting Rights (otherwise than by shares) | | | |
| c) Warrants | | | |
| d) Convertible Securities | | | |
| e) Any other instrument that would entitle the holder to receive shares in the TC. | | | |
| Total | 6,631,142 | 75 | |

**Part-B*****

Name of the Target Company: HONEYWELL AUTOMATION INDIA LIMITED

| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/ Promoter group | PAN of the person and PACs |
|---|---|---|
| | | |
| | | |

Signature of the acquirer / Authorised Signatory

Place: GURGAON

Date: 5/4/2016

Note:

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of

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

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Honeywell Asia Pacific Inc.
2711 Centerville Road
Wilmington DE 1 9808
USA
Tel: (973) 455-2000
Fax: (973) 455-4807

Date: 4th April, 2017

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Kind Attn: Mr. K. Gopalkrishnan

To
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400051
Kind Attn: Mr. Hari

To
R. Ravichandran
Chief Financial Officer
Honeywell Automation India Limited
56 & 57, Hadapsar Industrial Estate
Hadapsar, Pune 411013

Dear Sirs,

**Sub: Submission under Regulation 30(3) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

Please find enclosed the disclosure as on March 31, 2017 under Regulation 30(3) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in the prescribed format.

Kindly take the same on record.

Yours faithfully,
**For Honeywell Asia Pacific Inc.**

**Inder Mohan Singh**
**Authorised Signatory**

**Encl: as above**

**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**ANNEXURE - 1**

**Part-A- Details of Shareholding**

| | | | |
|---|---|---|---|
| 1. Name of the Target Company (TC) | Honeywell Automation India Limited | | |
| 2. Name(s) of the stock exchange(s) where the shares of the TC are listed | 1) BSE Limited (BSE)<br>2) National Stock Exchange of India limited (NSE) | | |
| 3. Particulars of the shareholder(s) :<br><br>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.<br><br>or<br><br>b. Name(s) of promoter(s), member of the promoter group and PAC with him. | **Promoter (Shareholding as on 31st March 2017)**<br><br>Honeywell Asia Pacific Inc.<br>2711, Centerville Road, Suite 400,<br>Wilmington DE 19808, United States | | |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above | Number of shares | % w.r.t. total share /voting capital wherever applicable | % of total diluted share/voting capital of TC (*) |
| As of March 31st of the year, holding of:<br>As on March 31, 2017<br><br>a) Shares<br><br>**Promoter**<br>1. **Honeywell Asia Pacific Inc.** | 6,631,142 | 75 % | NA |
| b) Voting Rights (otherwise than by shares) | N.A. | N.A. | N.A. |
| c) Warrants, | N.A. | N.A. | N.A. |
| d) Convertible Securities | N.A. | N.A. | N.A. |
| e) Any other instrument that would entitle the holder to receive shares in the TC. | N.A. | N.A. | N.A. |
| **Total** | 6,631,142 | **75%** | **NA** |

4/4/2017

**Part-B**

| Name(s) of the person and Persons Acting In Concert (PAC) with the person | Whether the person belongs to Promoter/ Promoter group | PAN of the person and PACs |
|---|---|---|
| Honeywell Asia Pacific Inc. | Promoter | AABCH7451A |

For promoter group of
**Honeywell Automation India Limited**

**Inder Mohan Singh**
**Authorised Signatory**

Place: Gurgaon
Date: 4th April, 2017

Honeywell

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**Honeywell Asia Pacific Inc.**
Regd. Office: 251 Little Falls Drive
Wilmington DE 19808
United States
Tel: (973) 455-2000
Fax: (973) 455-4807

Date: April 3, 2018

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Kind Attn: Mr. K. Gopalkrishnan

To
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400051
Kind Attn: Mr. Hari

To
Farah Irani
Company Secretary
Honeywell Automation India Limited
56 & 57, Hadapsar Industrial Estate
Hadapsar, Pune 411013

Dear Sirs,

**Sub: Submission under Regulation 30(3) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011**

Please find enclosed the disclosure as on March 31, 2018 under Regulation 30(3) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 in the prescribed format.

Kindly take the same on record.

Yours faithfully,
**For Honeywell Asia Pacific Inc.**

**K.V. Ananthanarayanan**
**Authorised Signatory**

**Encl: as above**

**Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**ANNEXURE - 1**

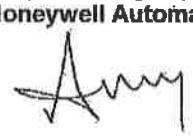
**Part-A- Details of Shareholding**

| | | | |
|---|---|---|---|
| 1. Name of the Target Company (TC) | Honeywell Automation India Limited | | |
| 2. Name(s) of the stock exchange(s) where the shares of the TC are listed | 1) BSE Limited (BSE)<br>2) National Stock Exchange of India limited (NSE) | | |
| 3. Particulars of the shareholder(s) :<br><br>a. Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.<br><br>or<br><br>b. Name(s) of promoter(s), member of the promoter group and PAC with him. | **Promoter (Shareholding as on 31st March, 2018)**<br><br>Honeywell Asia Pacific Inc.<br>251 Little Falls Drive<br>Wilmington DE 19808<br>United States | | |
| 4. Particulars of the shareholding of person(s) mentioned at (3) above | Number of shares | % w.r.t. total share /voting capital wherever applicable | % of total diluted share/voting capital of TC |
| As of March 31st of the year, holding of:<br>As on March 31, 2018<br><br>a) Shares<br><br>**Promoter**<br>1. **Honeywell Asia Pacific Inc.** | 6,631,142 | 75 % | N.A. |
| b) Voting Rights (otherwise than by shares) | N.A. | N.A. | N.A. |
| c) Warrants, | N.A. | N.A. | N.A. |
| d) Convertible Securities | N.A. | N.A. | N.A. |
| e) Any other instrument that would entitle the holder to receive shares in the TC. | N.A. | N.A. | N.A. |
| **Total** | **6,631,142** | **75%** | **N.A** |

Part-B

| Name(s) of the person and Persons Acting In Concert (PAC) with the person | Whether the person belongs to Promoter/ Promoter group | PAN of the person and PACs |
|---|---|---|
| Honeywell Asia Pacific Inc. | Promoter | AABCH7451A |

For promoter group of
**Honeywell Automation India Limited**



**K.V. Ananthanarayanan**
**Authorised Signatory**

Place: Pune
Date: April 3, 2018

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | Honeywell Automation India Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | HAIL Mauritius Limited ("**HAIL Mauritius**"), a company incorporated under the laws of Mauritius, with its registered office at 5th Floor, Ebene Esplanade 24 Cybercity, Ebene, 72201 Mauritius. | | |
| Whether the acquirer belongs to Promoter/Promoter group | The acquirer (i.e., HAIL Mauritius) belongs to the Promoter group, as the promoter of TC i.e., HAPI and the acquirer are both wholly owned direct subsidiaries of and are controlled by the same entity i.e., New HAPI Inc., ("**New HAPI**") which, in turn, is a wholly owned subsidiary of Honeywell International Inc., a publicly listed company incorporated under the laws of Delaware, USA, having registration number 2061772, with its principal place of business at 115 Tabor Road, Morris Plains, NJ 07950 and registered office at 251 Little Falls Drive, Wilmington, DE 19808 ("**HII**"). | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited; and<br>National Stock Exchange of India Limited. | | |
| 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 (**) |
| **Before the acquisition under consideration, holding of acquirer along with PACs of:** | | | |
| a) Shares carrying voting rights | | | |
| 1. **Honeywell Asia Pacific Inc.** | 66,31,142 | 75% | 75% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by equity shares | - | - | - |
| 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) | - | - | - |
| e) Total (a+b+c+d) | 66,31,142 | 75% | 75% |
| **Details of acquisition** | | | |

| | | | |
|---|---|---|---|
| a) Shares carrying voting rights acquired | | | |
| 1. **Honeywell Asia Pacific Inc.** | (66,31,142) | (75%) | (75%) |
| 2. **HAIL Mauritius Limited** | 66,31,142 | 75% | 75% |
| b) VRs acquired otherwise than by equity shares/ | - | - | - |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired | - | - | - |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| e) Total (a+b+c+/-d) | 66,31,142 | 75% | 75% |
| **After the acquisition, holding of acquirer along with PACs of:** | | | |
| a) Shares carrying voting rights | | | |
| 1. **HAIL Mauritius Limited** | 66,31,142 | 75% | 75% |
| 2. **Honeywell Asia Pacific Inc.** | Nil | Nil | Nil |
| 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 acquisition | - | - | - |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| e) Total (a+b+c+d) | 66,31,142 | 75% | 75% |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.) | Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. | | |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | Equity Shares | | |
| Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other | September 26, 2018 | | |

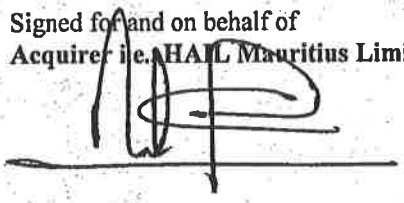
| | |
|---|---|
| instrument that entitles the acquirer to receive shares in the TC. | |
| Equity share capital / total voting capital of the TC before the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |
| Equity share capital/ total voting capital of the TC after the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |
| Total diluted share/voting capital of the TC after the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. |

**Part-B*****

**Name of the Target Company:** Honeywell Automation India Limited

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs |
|---|---|---|
| HAIL Mauritius Limited (acquirer) | Yes. Acquirer is part of the promoter group. | AAECH6453P |

Signed for and on behalf of
**Acquirer i.e. HAIL Mauritius Limited**



Name: Aslam Koomar
Designation: Authorized Signatory
Date: September 27, 2018
Place: Mauritius

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

| | | | |
|---|---|---|---|
| Name of the Target Company (TC) | Honeywell Automation India Limited | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | HAIL Mauritius Limited ("**HAIL Mauritius**"), a company incorporated under the laws of Mauritius, with its registered office at 5th Floor, Ebene Esplanade 24 Cybercity, Ebene, 72201 Mauritius. | | |
| Whether the acquirer belongs to Promoter/Promoter group | The acquirer (i.e., HAIL Mauritius) belongs to the Promoter group, as the promoter of TC i.e., HAPI and the acquirer are both wholly owned direct subsidiaries of and are controlled by the same entity i.e., New HAPI Inc., ("**New HAPI**") which, in turn, is a wholly owned subsidiary of Honeywell International Inc., a publicly listed company incorporated under the laws of Delaware, USA, having registration number 2061772, with its principal place of business at 115 Tabor Road, Morris Plains, NJ 07950 and registered office at 251 Little Falls Drive, Wilmington, DE 19808 ("**HII**"). | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | BSE Limited; and<br>National Stock Exchange of India Limited. | | |
| 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 (**) |
| **Before the acquisition under consideration, holding of :** | | | |
| a) Shares carrying voting rights | | | |
| 1. **Honeywell Asia Pacific Inc.** | 66,31,142 | 75% | 75% |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | - | - | - |
| c) Voting rights (VR) otherwise than by shares | - | - | - |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | - | - | - |
| e) Total (a+b+c+d) | 66,31,142 | 75% | 75% |

| | | | |
|---|---|---|---|
| **Details of acquisition** | | | |
| a) Shares carrying voting rights acquired/sold | | | |
| 1. **Honeywell Asia Pacific Inc.** | (66,31,142) | (75%) | (75%) |
| 2. **HAIL Mauritius Limited** | 66,31,142 | 75% | 75% |
| b) VRs acquired /sold otherwise than by 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) acquired/sold | - | - | - |
| d) Shares encumbered / invoked/released by the acquirer | - | - | - |
| e) Total (a+b+c+/-d) | 66,31,142 | 75% | 75% |
| **After the acquisition, holding of:** | | | |
| a) Shares carrying voting rights | | | |
| 1. **HAIL Mauritius Limited** | 66,31,142 | 75% | 75% |
| 2. **Honeywell Asia Pacific Inc.** | Nil | Nil | Nil |
| b) Shares encumbered with the acquirer | - | - | - |
| c) VRs otherwise than by shares | - | - | - |
| 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 | | | |
| e) Total (a+b+c+d) | 66,31,142 | 75% | 75% |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | September 26, 2018 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. | | |
| Total diluted share/voting capital of the TC after the said acquisition | Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each. | | |

Thanking you
Signed for and on behalf of
**HAIL Mauritius Limited**
(for itself and as successor of Honeywell Asia Pacific Inc.)

Name: Aslam Koomar
Designation: Authorized Signatory
Date: September 27, 2018
Place: Mauritius

**Annexure 3**

Pre and Post Shareholding Details

**Shareholding Pattern of Target Company – Honeywell Automation India Limited**

| Shareholding details | Before the proposed transaction | | After the proposed transaction | |
|---|---|---|---|---|
| | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| HAIL Mauritius Limited (Promoter) | 66,31,142 | 75% | 66,31,142 | 75% |
| Public | 22,10,381 | 25% | 22,10,381 | 25% |
| **Total** | **88,41,523** | **100%** | **88,41,523** | **100%** |

**Shareholding Pattern of Target Company – Honeywell East Asia Inc.**

| Shareholding details | Before the proposed transaction | | After the proposed transaction | |
|---|---|---|---|---|
| | No. of shares /voting rights | % w.r.t total share capital of TC | No. of shares /voting rights | % w.r.t total share capital of TC |
| New HAPI Inc. | 100 | 100% | Nil | - |
| Honeywell International Inc. | Nil | - | 100 | 100% |
| **Total** | **100** | **100%** | **100** | **100%** |