



Corporate Center  
800-E Beatty Street  
Davidson, NC 28038 USA  
Tel (704) 855-4000  
www.irco.com

Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400 001  
BSE Code: 500210

The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C-1,  
Block G, Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400 051  
NSE Code: INGERRAND EQ

13 November 2019

Dear Sir / Madam

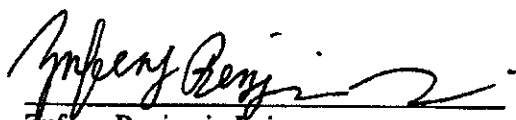
**Subject: Disclosures under Regulation 10 (5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.**

We hereby file the prescribed disclosures under the format prescribed under Regulation 10(5) of the Takeover Regulations, with respect to proposed acquisition of equity shares of Ingersoll- Rand (India) Limited, from Ingersoll-Rand Company, USA.

We request you to please take these disclosures on record.

Thanking you.

For Ingersoll-Rand Industrial U.S, INC.

  
Zufeng Benjamin Lei  
Assistant Treasurer

Encl: as above

*Ingersoll Rand Family of Brands*



Ingersoll Rand.



THERMO KING



TRANE

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

|    |                                                                                                                                                          |                                                                                                                                                                                                                    |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Name of the Target                                                                                                                                       | Ingersoll- Rand (India) Limited                                                                                                                                                                                    |
| 2. | Name of the acquirer(s)                                                                                                                                  | Ingersoll-Rand Industrial U.S, INC.                                                                                                                                                                                |
| 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 is a subsidiary of the TC's holding company, and accordingly a part of the promoter group of the TC.<br><br>The acquirer and the TC have a common parent company (i.e., Ingersoll Rand Company, USA). |
| 4. | Details of the proposed acquisition                                                                                                                      |                                                                                                                                                                                                                    |
|    | a. Name of the person(s) from whom shares are to be acquired                                                                                             | Ingersoll-Rand Company, USA                                                                                                                                                                                        |
|    | b. Proposed date of acquisition                                                                                                                          | 20 November 2019                                                                                                                                                                                                   |
|    | c. Number of shares to be acquired from each person mentioned in 4(a) above                                                                              | 2,33,60,000 Equity Shares                                                                                                                                                                                          |
|    | d. Total shares to be acquired as % of share capital of TC                                                                                               | 74.00%                                                                                                                                                                                                             |
|    | e. Price at which shares are proposed to be Acquired                                                                                                     | Shares are proposed to be transferred by way of a block deal and the price for such block deal will be determined in accordance with SEBI circular number CIR/MRD/DP/118/2017.                                     |
|    | f. Rationale, if any, for the proposed Transfer                                                                                                          | Internal group re-organisation                                                                                                                                                                                     |
| 5. | Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer                                                   | Sub-clause (iii) of Regulation 10(1) (a)                                                                                                                                                                           |

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 recorded during                                                                                                                                                                                                         | Not applicable. The Equity Shares of the TC are not frequently traded on the stock exchanges.                                                                                                                                                                                                                                                                                                                                                                                                |
| 7. | If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.                                                                                                                                                                                                                                                                                                                                                    | Rs. 702.97                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 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                                                                                                                                                                                                                                                                                                                       | The Acquirer hereby confirms that the acquisition price would not be higher by more than 25% of the price computed in point 7.                                                                                                                                                                                                                                                                                                                                                               |
| 9. | <p>(i) Declaration by the acquirer, that the transferor and transferee have complied (during the 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);</p> <p>(ii) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p> | <p>The acquirer confirms that the transferor and the transferee have complied with during the last three years prior to the date of the proposed acquisition and will comply with applicable disclosure requirements under Chapter V of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.</p> <p>Please see Annexure 1 for the disclosures made during the previous 3 years prior to the date of the proposed acquisition.</p> |

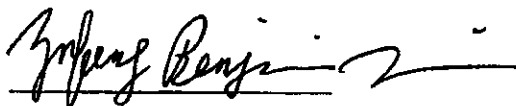
|     |                                                                                                                                                 |                                                                                                                                                  |                                   |                                |                                   |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------|-----------------------------------|
| 10. | Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with. | The Acquirer hereby declares that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has 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)                                                                                                     | NIL                                                                                                                                              | NIL                               | 2,33,60,000                    | 74.00                             |
|     | b Seller (s)                                                                                                                                    | 2,33,60,000                                                                                                                                      | 74.00                             | NIL                            | NIL                               |

Note:

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date and place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date:

Place: Davidson, North Carolina, USA



Zufeng Benjamin Lei

Assistant Treasurer

Authorized Signatory

## **Annexure 1**



Corporate Center  
800-E Beatty Street  
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Tel (704) 855-4000  
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April 1, 2019

DGM - Corporate Relations,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 500210

The Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot No. C-1,  
Block G, Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400 051  
Scrip Symbol: INGERRAND EQ

The Listing Department,  
Ahmedabad Stock Exchange Limited,  
Kamdhenu Complex,  
Opp Sahajanand College,  
Panjarapole, Ahmedabad- 380 015  
Scrip Code: 26610

**Subject: Disclosure in terms of Regulation 30(1) and 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

In terms of Regulation 30(1) and 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure as of March 31, 2019.

Thanking you,

Very truly yours,  
For **INGERSOLL-RAND COMPANY**

**AUTHORISED SIGNATORY**

Encl: As above

*Ingersoll Rand Family of Brands*



**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)                                                                                                                                                                                                                                                                                                                                                                                                | Ingersoll-Rand (India) Limited                                                                                |                                                            |                                                           |
| 2.Name(s) of the stock exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                         | Bombay Stock Exchange Limited<br>National Stock Exchange of India Limited<br>Ahmedabad Stock Exchange 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. | Ingersoll-Rand Company                                                                                        |                                                            |                                                           |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                        | 23,360,000                                                                                                    | 73.999%                                                    | 73.999%                                                   |
| b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                      | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                      | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| d) Convertible Securities                                                                                                                                                                                                                                                                                                                                                                                                        | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| e) Any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                               | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| <b>Total</b>                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>23,360,000</b>                                                                                             | <b>73.999%</b>                                             | <b>73.999%</b>                                            |

**Part-B\*\*\***

Name of the Target Company: Ingersoll-Rand (India) Limited

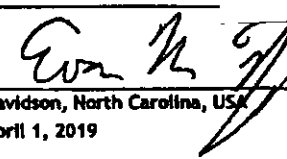
|                                                                           |                                                        |
|---------------------------------------------------------------------------|--------------------------------------------------------|
| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/ Promoter group |
| Ingersoll-Rand Company                                                    | Yes                                                    |

Signature of the acquirer / Authorised Signatory

Place:

Date:

Note:

  
Davidson, North Carolina, USA  
April 1, 2019

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 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.



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April 2, 2018

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Scrip Code: 500210

The Listing Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot No. C-1,  
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The Listing Department,  
Ahmedabad Stock Exchange Limited,  
Kamdhenu Complex,  
Opp Sahajanand College,  
Panjarapole, Ahmedabad- 380 015  
Scrip Code: 26610

**Subject: Disclosure in terms of Regulation 30(1) and 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

In terms of Regulation 30(1) and 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure as of March 31, 2018.

Thanking you,

Very truly yours,  
For **INGERSOLL-RAND COMPANY**

**AUTHORISED SIGNATORY**

Encl : As above

*Ingersoll Rand Family of Brands*



**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)                                                                                                                                                                                                                                                                                                                                                                                                | Ingersoll-Rand (India) Limited                                                                                |                                                            |                                                           |
| 2.Name(s) of the stock exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                         | Bombay Stock Exchange Limited<br>National Stock Exchange of India Limited<br>Ahmedabad Stock Exchange 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. | Ingersoll-Rand Company                                                                                        |                                                            |                                                           |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                        | 23,360,000                                                                                                    | 73.999%                                                    | 73.999%                                                   |
| b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                      | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                      | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| d) Convertible Securities                                                                                                                                                                                                                                                                                                                                                                                                        | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| e) Any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                               | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| Total                                                                                                                                                                                                                                                                                                                                                                                                                            | 23,360,000                                                                                                    | 73.999%                                                    | 73.999%                                                   |

**Part-B\*\*\***

Name of the Target Company: Ingersoll - Rand (India) Limited

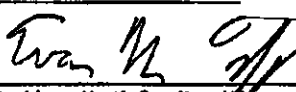
|                                                                           |                                                        |
|---------------------------------------------------------------------------|--------------------------------------------------------|
| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/ Promoter group |
| Ingersoll-Rand Company                                                    | Yes                                                    |

Signature of the acquirer / Authorised Signatory

Place:

Date:

Note:

  
Davidson, North Carolina, USA  
April 2, 2018

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 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.



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April 3, 2017

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Dear Sir/Madam,

In terms of Regulation 30(1) and 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure as of March 31, 2017.

Thanking you,

Very truly yours,  
For **INGERSOLL-RAND COMPANY**

**AUTHORISED SIGNATORY**

Encl : As above

*Ingersoll Rand Family of Brands*



**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)                                                                                                                                                                                                                                                                                                                                                                                                | Ingersoll-Rand (India) Limited                                                                                |                                                            |                                                           |
| 2.Name(s) of the stock exchange(s) where the shares of the TC are listed                                                                                                                                                                                                                                                                                                                                                         | Bombay Stock Exchange Limited<br>National Stock Exchange of India Limited<br>Ahmedabad Stock Exchange 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. | Ingersoll-Rand Company                                                                                        |                                                            |                                                           |
| 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                                                                                                                                                                                                                                                                                                                                                                                                                        | 23,360,000                                                                                                    | 73.999%                                                    | 73.999%                                                   |
| b) Voting Rights (otherwise than by shares)                                                                                                                                                                                                                                                                                                                                                                                      | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| c) Warrants                                                                                                                                                                                                                                                                                                                                                                                                                      | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| d) Convertible Securities                                                                                                                                                                                                                                                                                                                                                                                                        | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| e) Any other instrument that would entitle the holder to receive shares in the TC.                                                                                                                                                                                                                                                                                                                                               | -                                                                                                             | 0.000%                                                     | 0.000%                                                    |
| Total                                                                                                                                                                                                                                                                                                                                                                                                                            | 23,360,000                                                                                                    | 73.999%                                                    | 73.999%                                                   |

**Part-B\*\*\***

Name of the Target Company: Ingersoll - Rand (India) Limited

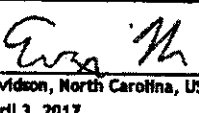
|                                                                           |                                                        |
|---------------------------------------------------------------------------|--------------------------------------------------------|
| Name(s) of the person and Persons Acting in Concert (PAC) with the person | Whether the person belongs to Promoter/ Promoter group |
| Ingersoll-Rand Company                                                    | Yes                                                    |

Signature of the acquirer / Authorised Signatory

Place:

Date:

Note:

  
Davidon, North Carolina, USA  
April 3, 2017

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 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.