Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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)**	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.	
3.	**Name of the stock exchange where shares of the TC are listed**	BSE Limited, and National Stock Exchange of India Limited.	
4.	**Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.**	**Details of the transaction**: Transfer of 648 shares, constituting 100% of the share capital of Honeywell Asia Pacific Inc. (promoter of TC) ("**HAPI**") by 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**") to New HAPI. **Rationale**: The transfer is part of an internal reorganization within the Honeywell group.	
5.	**Relevant regulation 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. HII (i.e., the seller) and New HAPI (i.e., the acquirer) are 'qualifying persons' as New HAPI is a wholly owned subsidiary of HII.	
6.	**Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,** - **whether disclosure was made and whether it was made within the timeline specified under the regulations.** - **date of filing with the stock exchange.**	Yes, disclosure was required to be made under Regulation 10(5). The said disclosure was made within the timeline specified under the regulations. The disclosure was filed on September 16, 2018.	
7.	**Details of acquisition**	**Disclosures required to be made under**	**Whether the disclosures under regulation 10(5)**

			regulation 10(5)		**are actually made**	
	a.	**Name of the transferor / seller**	Honeywell International Inc.		Yes	
	b.	**Date of acquisition**	September 23, 2018		Yes	
	c.	**Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above**	The acquirer, i.e., New HAPI, will acquire 648 shares representing 100% of the share capital of HAPI from HII.		Yes	
	d.	**Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC**	There will be no change in shareholding of TC.		Yes	
	e.	**Price at which shares are proposed to be acquired / actually acquired**	Nil.		Yes	
8.	**Shareholding details**		**Pre-Transaction**		**Post-Transaction**	
			No. of shares held	**% w.r.t total share capital of TC**	**No. of shares held**	**% w.r.t total share capital of TC**
	a	**Each Acquirer / Transferee(*)**	Please refer to **Annexure 1**.			
	b	**Each Seller / Transferor**				

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 (TC) – Honeywell Automation India Limited

Shareholding details	Before the transaction		After the 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 (TC) – Honeywell Asia Pacific Inc.

Shareholding details	Before the transaction		After the 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%