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)**		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.	**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., New HAPI) and the promoter of TC i.e., Honeywell Asia Pacific Inc. ("**HAPI**") 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.
4.	**Details of the proposed acquisition**		
	a.	**Name of the person(s) from whom shares are to be acquired**	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**")
	b.	**Proposed date of acquisition**	At any time after 4 working days from the date of this intimation i.e., on or after September 23, 2018.
	c.	**Number of shares to be acquired from each person mentioned in 4(a) above**	The acquirer, i.e., New HAPI, will acquire 648 shares, representing 100% of the share capital of HAPI from HII.
	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. 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.	**If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as**		Not relevant since shares are proposed to be transferred without any consideration.

	traded on the stock exchange where the maximum volume of trading in the shares of the TC are 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)** ii. **The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.**		While the transferor and transferee were not required to comply with Chapter V of the Takeover Regulations, 2011 during 3 years prior to the date of proposed acquisition, HAPI, as a promoter of TC, has complied with the said regulations during the aforesaid period. The transferor and transferee, as applicable, will comply with the disclosure requirements of Chapter V of the Takeover Regulations, 2011. For the sake of completeness, we have enclosed the disclosures made by HAPI under Regulation 30 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the 3 years prior to the date of proposed acquisition. Copies of the same are enclosed as **Annexure 1**.			
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 2**.			
	b	**Seller (s)**				

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

Name: John J. Tus
Designation: Authorized Signatory
Date: September 16, 2018
Place: Morris Plains, NJ USA

Annexure 1

Copies of Disclosures made by HAPI under Regulation 30

(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

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

Honeywell

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

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

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		
shares of the TC are listed			EXCHANGE OF INDIA
3. Particulars of the shareholder(s) :	HONEYWELL ASIA PACIFIC INC.		
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. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.			
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share/voting capital wherever applicable(*)	r.t. total diluted e/voting capital of TC (*)
a) Shares	6,631,142		
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	

of the acquirer / Authorised Signatory

GURGAON
5/4/2016

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

means the total number of shares in the TC full conversion of

Part-B shall be disclosed to the Stock but shall not be disseminated.

Honeywell
THE POWER OF CONNECTED

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) 2) National Stock Exchange of India limited (NSE)		
3. Particulars of the shareholder(s) : 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. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	**Promoter (Shareholding as on 31st March 2017)** Honeywell Asia Pacific Inc. 2711, Centerville Road, Suite 400, 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: As on March 31, 2017 a) Shares **Promoter** 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

n India Limited

Inder Mohan Singh
Authorised Signatory

Place: Gurgaon
Date: 4th April, 2017

Honeywell

THE POWER OF CONNECTED

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) 2) National Stock Exchange of India limited (NSE)		
3. Particulars of the shareholder(s) : 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. or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	<u>**Promoter (Shareholding as on 31st March, 2018)**</u> Honeywell Asia Pacific Inc. 251 Little Falls Drive 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: As on March 31, 2018 a) Shares **Promoter** 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**

For promoter group of
Honeywell Automation India Limited

K.V. Ananthanarayanan
Authorised Signatory

P :
D , 2018

Annexure 2

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%