**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)** | Honeywell East Asia Inc., a company incorporated under the laws of Delaware, USA, having its registered office at 251 Little Falls Drive, Wilmington, DE 19808 ("**HEAI**") | |
| 3. | **Name of the stock exchange where shares of the TC are listed** | BSE Limited, and<br>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 50,100 shares, constituting 100% of the share capital of HAIL Mauritius Limited (promoter of TC) ("**HAIL Mauritius**") by New HAPI Inc. ("**New HAPI**"), which is ultimately owned and controlled 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 HEAI.<br><br>**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. New HAPI (i.e., the seller) and HEAI (i.e., the acquirer) are 'qualifying persons' as HEAI is a wholly owned subsidiary of New HAPI. | |
| 6. | **Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,**<br>- **whether disclosure was made and whether it was made within the timeline specified under the regulations.**<br><br>- **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.<br><br>The disclosure was filed on October 5, 2018. | |
| 7. | **Details of acquisition** | **Disclosures** | **Whether the** |

| | | | required to be made under regulation 10(5) | | disclosures under regulation 10(5) are actually made | |
|---|---|---|---|---|---|---|
| | **a.** | **Name of the transferor / seller** | New HAPI Inc. | | Yes | |
| | **b.** | **Date of acquisition** | October 16, 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., HEAI, will acquire 50,100 shares representing 100% of the share capital of HAIL Mauritius from New HAPI. | | 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., Honeywell East Asia Inc.**

Name: John J. Tus
Designation: Authorized Signatory
Date: October 17, 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 |
| 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 Promoter of Target Company – HAIL Mauritius Limited.**

| 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 |
| New HAPI | 50,100 | 100% | Nil | - |
| Honeywell East Asia Inc. (acquirer) | Nil | - | 50,100 | 100% |
| **Total** | **50,100** | **100%** | **50,100** | **100%** |