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 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.	**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 100 shares, constituting 100% of the share capital of Honeywell East Asia Inc. (the immediate holding company of the promoter of TC, i.e. HAIL Mauritius Limited) ("**HEAI**") to HII by New HAPI Inc. ("**New HAPI**"), which is ultimately owned and controlled by HII. **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 HII (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 October 5, 2018.	
7.	**Details of acquisition**	**Disclosures required to be made under regulation 10(5)**	**Whether the 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., HII, will acquire 100 shares representing 100% of the share capital of HEAI 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 International 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 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%**