

Date: October 22, 2018

To,
Securities and Exchange Board of India
Plot No. C4-A, 'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Sub: Intimation under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Ma'am,

1. Honeywell Automation India Limited ("**HAIL India**"/ "**TC**") is a company incorporated under the Companies Act, 1956, with its registered office at 56 & 57, Hadapsar Industrial Estate, Pune – 411013, Maharashtra. The equity shares of HAIL India are currently listed on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). The shareholding pattern of HAIL India for the quarter ending June, 2018 was as under:

Category of Shareholders	Number of shares	Percentage
Promoters/ Promoter Group (i.e., Honeywell Asia Pacific Inc.)	66,31,142	75%
Public	22,10,381	25%
Total	88,41,523	100%

2. The promoter of HAIL India was Honeywell Asia Pacific Inc. ("**HAPI**"), a company incorporated under the laws of Delaware, USA. The entire share capital of HAPI (i.e., 100%), in turn, was held by Honeywell International Inc. ("**HII**"), a publicly listed company incorporated under the laws of Delaware, USA, having registration number 2061772, with its principal place of business at 115 Tabor Road, Morris Plains, NJ 07950 and registered office at 251 Little Falls Drive, Wilmington, DE 19808. Therefore, HAIL India was an indirect subsidiary and under ultimate control of HII.
3. Pursuant to an internal global reorganization within the Honeywell group ("**Reorganization**"), certain steps were undertaken which are as follows:
 - (a) Step 1 – Transfer of shares of HAPI: HII transferred, without any consideration, its entire shareholding (i.e., 100%) in HAPI to its wholly owned subsidiary i.e., New HAPI Inc., a company incorporated under the laws of Delaware, USA, having its registered office at 251 Little Falls Drive, Wilmington, DE 19808 ("**New HAPI**") (hereinafter referred to as "**Step 1 Transfer**"). Immediately upon completion of Step 1 Transfer:
 - (i) New HAPI, which is a wholly owned subsidiary of HII, owned the entire share capital (i.e., 100%) of HAPI;
 - (ii) HAPI continued to hold 75% of the equity share capital of HAIL India; and
 - (iii) HAIL India continued to remain an indirect subsidiary and under ultimate control of HII.

The direct and indirect ownership structure of HAIL India prior to and after completion of Step 1 Transfer is depicted in Appendix I.

- (b) Step 2 – Transfer of Shares of HAIL India: After completion of Step 1 Transfer, all the shares of HAIL India held by HAPI were transferred to HAIL Mauritius Limited, a company incorporated under the laws of Mauritius, having its registered office at 5th Floor, Ebene Esplanade 24 Cybercity, Ebene, 72201 Mauritius (“**HAIL Mauritius**”), pursuant to a merger of HAPI into HAIL Mauritius in accordance with laws of US and Mauritius (hereinafter referred to as “**Step 2 Transfer**”). At the time of Step 2 Transfer, both HAPI and HAIL Mauritius were wholly owned subsidiaries of a common holding company, i.e. New HAPI, which, in turn, is a wholly owned subsidiary of HII. There was no acquisition price paid by HAIL Mauritius to HAPI for the aforesaid transfer. HAIL Mauritius issued 50,000 additional shares to New HAPI, being a common holding company of HAPI and HAIL Mauritius (the aggregate value of which is USD 50,000 at the time of their issuance). Immediately upon completion of Step 2 Transfer:
- (i) HAIL Mauritius became the owner of 75% of equity share capital of HAIL India;
 - (ii) HAIL Mauritius continues to be a wholly owned subsidiary of New HAPI, which, in turn, is a wholly owned subsidiary of HII; and
 - (iii) HAIL India continues to remain an indirect subsidiary and under ultimate control of HII.

The direct and indirect ownership structure of HAIL India prior to and after completion of Step 2 Transfer is depicted in Appendix II.

- (c) Step 3 – Transfer of Shares of HAIL Mauritius: After completion of Step 2 Transfer, New HAPI transferred, without any consideration, its entire shareholding (i.e., 100%) in HAIL Mauritius to another wholly owned subsidiary of New HAPI i.e., 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 (hereinafter referred to as “**HEAI**”) (hereinafter referred to as “**Step 3 Transfer**”). Immediately upon completion of Step 3 Transfer:
- (i) HEAI, a wholly owned subsidiary of New HAPI, which, in turn is held by HII, owned the entire share capital (i.e., 100%) of HAIL Mauritius;
 - (ii) HAIL Mauritius continued to hold 75% of the equity share capital of HAIL India; and
 - (iii) HAIL India continued to remain an indirect subsidiary and under ultimate control of HII.

The direct and indirect ownership structure of HAIL India prior to and after completion of Step 3 Transfer is depicted in Appendix III.

- (d) Step 4 – Transfer of Shares of HEAI: After completion of Step 3 Transfer, New HAPI transferred, without any consideration, its entire shareholding (i.e., 100%) in HEAI to its holding company i.e., HII (hereinafter referred to as “**Step 4 Transfer**”). Immediately upon completion of Step 4 Transfer:
- (i) HII directly owned the entire share capital (i.e., 100%) of HEAI;

- (ii) HAIL Mauritius continued to hold 75% of the equity share capital of HAIL India; and
- (iii) HAIL India continued to remain an indirect subsidiary and under ultimate control of HIL.

The direct and indirect ownership structure of HAIL India prior to and after completion of Step 4 Transfer is depicted in Appendix IV.

4. We are enclosing herewith our disclosures in the prescribed format as specified under Regulation 10(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, with respect to each of the above steps for your information and records, together with:

- (i) a demand draft no. 583643 dated October 19, 2018 drawn on HDFC Bank Ltd. for an amount of INR 1,50,000 in favor of Securities and Exchange Board of India in relation to Step 1 Transfer;
- (ii) a demand draft no. 583644 dated October 19, 2018 drawn on HDFC Bank Ltd. for an amount of INR 1,50,000 in favor of Securities and Exchange Board of India in relation to Step 2 Transfer;
- (iii) a demand draft no. 583645 dated October 19, 2018 drawn on HDFC Bank Ltd. for an amount of INR 1,50,000 in favor of Securities and Exchange Board of India in relation to Step 3 Transfer; and
- (iv) a demand draft no. 583646 dated October 19, 2018 drawn on HDFC Bank Ltd. for an amount of INR 1,50,000 in favor of Securities and Exchange Board of India in relation to Step 4 Transfer.

Kindly acknowledge receipt.

Thanking you,
Yours sincerely,

Signed for and on behalf of
New HAPI Inc.



Name: John J. Tus
Designation: Authorized Signatory
Date: October 22, 2018
Place: Morris Plains, NJ

Signed for and on behalf of
Honeywell International Inc.



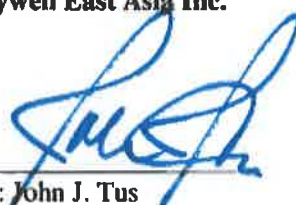
Name: John J. Tus
Designation: Authorized Signatory
Date: October 22, 2018
Place: Morris Plains, NJ

Signed for and on behalf of
HAIL Mauritius Limited

Name:

Designation: Authorized Signatory
Date: October 22, 2018
Place:

Signed for and on behalf of
Honeywell East Asia Inc.



Name: John J. Tus
Designation: Authorized Signatory
Date: October 22, 2018
Place: Morris Plains, NJ

CC To:

BSE Limited Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, C/1, Block G, Bandra – Kurla Complex, Bandra (East), Mumbai 400 051
Honeywell Automation India Limited 56 & 57, Hadapsar Industrial Estate, Pune - 411 013, India.	

Thanking you,
Yours sincerely,

Signed for and on behalf of
New HAPI Inc.

Signed for and on behalf of
HAIL Mauritius Limited



Name: John J. Tus
Designation: Authorized Signatory
Date: October 22, 2018
Place: Morris Plains, NJ

Name: Jeannine J. Lane
Designation: Authorized Signatory
Date: October 22, 2018
Place: USA

Signed for and on behalf of
Honeywell International Inc.

Signed for and on behalf of
Honeywell East Asia Inc.

Name: John J. Tus
Designation: Authorized Signatory
Date: October 22, 2018
Place: Morris Plains, NJ

Name: John J. Tus
Designation: Authorized Signatory
Date: October 22, 2018
Place: Morris Plains, NJ

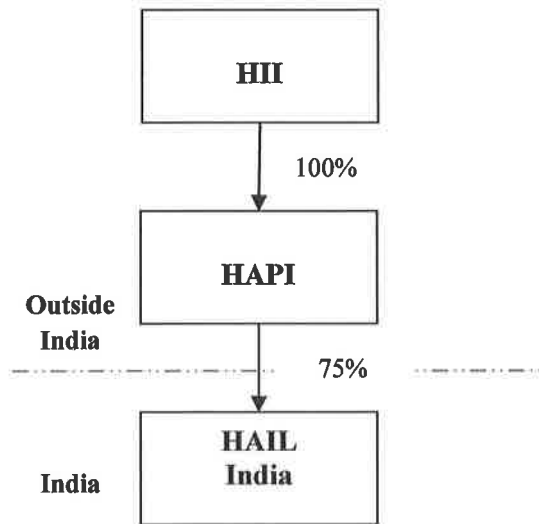
CC To:

BSE Limited Phirozee Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, C/1, Block G, Bandra – Kurla Complex, Bandra (East), Mumbai 400 051
Honeywell Automation India Limited 56 & 57, Hadapsar Industrial Estate, Pune - 411 013, India.	

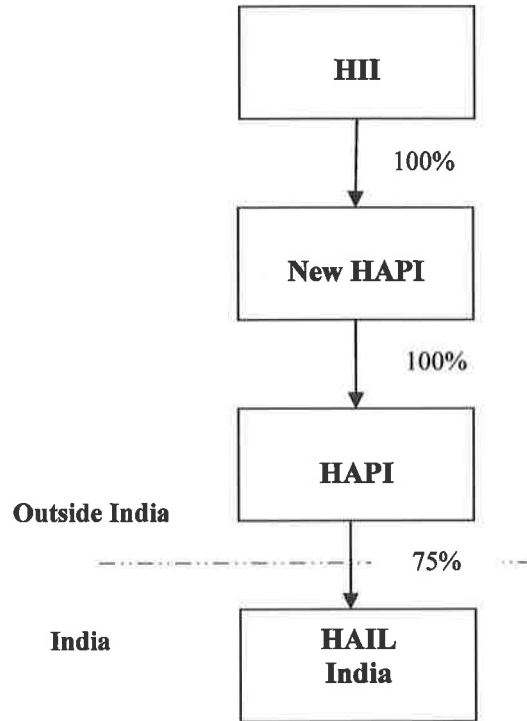
APPENDIX I

Direct and Indirect Ownership of HAIL India prior to and after completion of Step 1 Transfer

BEFORE STEP 1 TRANSFER



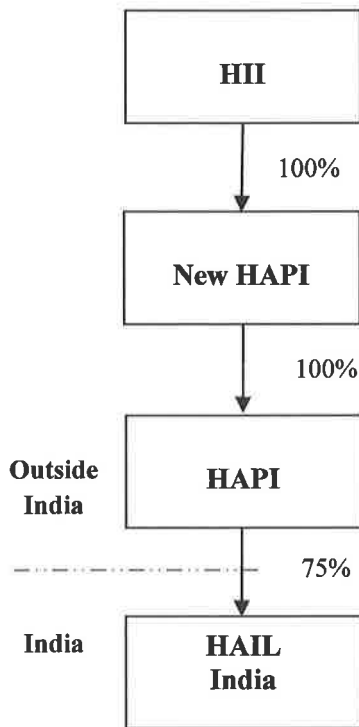
AFTER STEP 1 TRANSFER



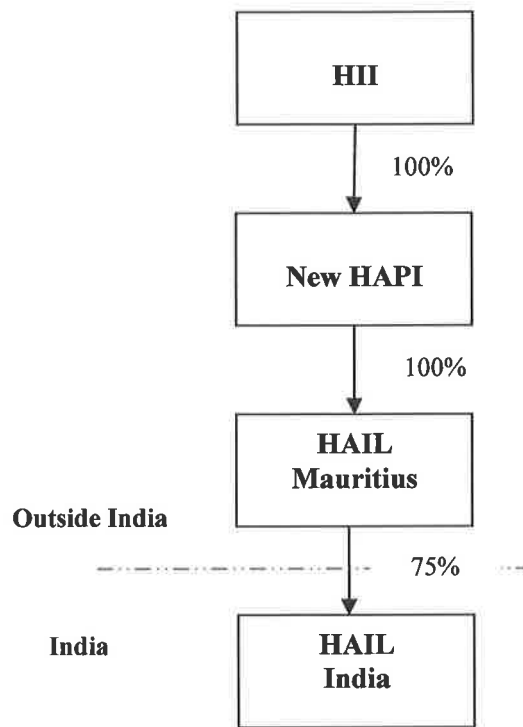
APPENDIX II

Direct and Indirect Ownership of HAIL India prior to and after completion of Step 2 Transfer

BEFORE STEP 2 TRANSFER



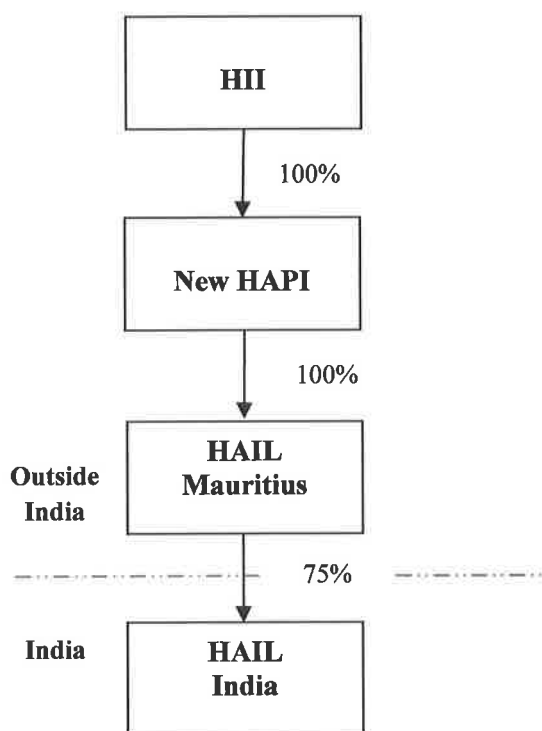
AFTER STEP 2 TRANSFER



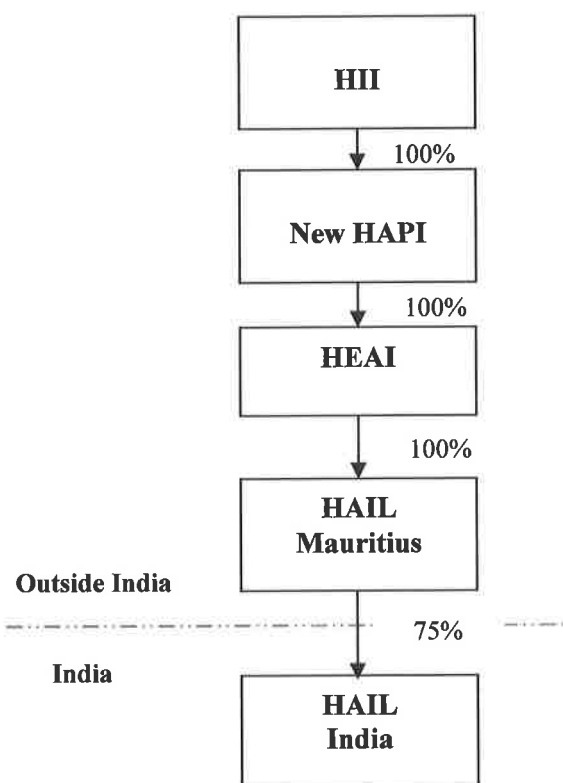
APPENDIX III

Direct and Indirect Ownership of HAIL India prior to and after completion of Step 3 Transfer

BEFORE STEP 3 TRANSFER



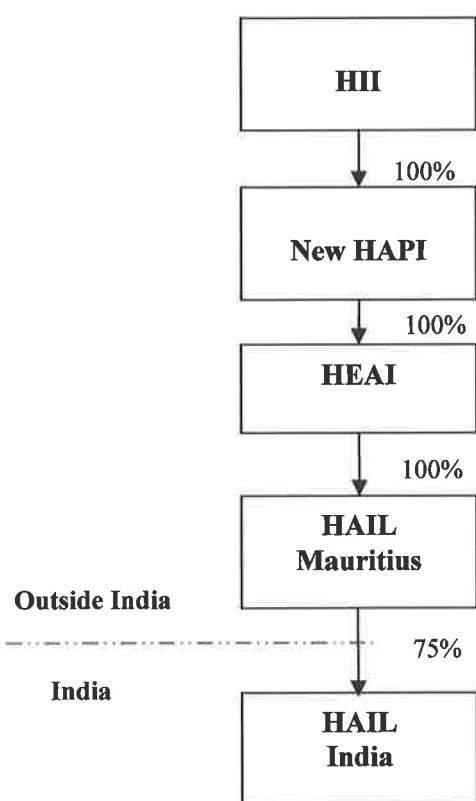
AFTER STEP 3 TRANSFER



APPENDIX IV

Direct and Indirect Ownership of HAIL India prior to and after completion of Step 4 Transfer

BEFORE STEP 4 TRANSFER



AFTER STEP 4 TRANSFER

