

Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	General Details	
	a. Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Name: Honeywell East Asia Inc. ("HEAI") Address: 251 Little Falls Drive, Wilmington, DE 19808 Telephone: +1(973)-455-2000 Email: john.tus@honeywell.com
	b. Whether sender is the acquirer (Y/N)	Yes
	c. If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not Applicable
	d. Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not Applicable
2	Compliance of Regulation 10(7)	
	a. Date of Report	October 22, 2018
	b. Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes. The date of the acquisition is October 16, 2018.
	c. Whether the report is accompanied with fees as required under Regulation 10(7)	Yes, 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 is enclosed as <u>Annexure 1.</u>
3	Compliance of Regulation 10(5)	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition.	Yes.
	b. Date of Report	October 5, 2018
4	Compliance of Regulation 10(6)	
	a. Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes.
	b. Date of Report	October 17, 2018
5	Details of the Target Company	
	a. Name & address of TC	Name: Honeywell Automation India Limited Address: 56 & 57, Hadapsar Industrial Estate,

			Pune - 411 013, India.			
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed	BSE Limited; and National Stock Exchange of India Limited.			
6	Details of the acquisition					
	a.	Date of acquisition	October 16, 2018			
	b.	Acquisition price per share (in Rs.)	Nil.			
	c.	Regulation which would have been triggered an open offer, had the report not been filed under Regulation 10(7) (whether Regulation 3(1), 3(2),4 or 5)	Regulation 3(1) and Regulation 4 read with Regulation 5(1) of Takeover Regulations.			
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total share/voting capital of the TC)(*)	Before the acquisition		After the acquisition	
			No. of Shares	% w.r.t total share capital /voting rights of TC	No. of Shares	% w.r.t total share capital /voting rights of TC
		Name(s) of the acquirer(s)(**)				
		Honeywell East Asia Inc.	Please refer to <u>Annexure 2</u>			
	e.	Shareholding of seller/s in TC (in terms of no: & as a percentage of the total share/voting capital of the TC) (*)	Before the acquisition		After the acquisition	
			No. of Shares	% w.r.t total share capital /voting rights of TC	No. of Shares	% w.r.t total share capital /voting rights of TC
		Name(s) of the seller(s) (**)				
		New HAPI Inc.	Please refer to <u>Annexure 2</u>			
7	Information specific to the exemption category to which the instant acquisition belongs - Regulation 10(1)(a)(iii)					
	a.	Provide the names of the seller/s	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 ”)
	b.	Specify the relationship between the acquirer/s and the seller/s.	The acquirer, i.e. HEAI, is a wholly owned subsidiary of the seller, i.e. New HAPI.
	c.	Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations	Yes, the acquirer and the transferor are ‘qualifying persons’.
	d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	Not applicable. Shares have been transferred without any consideration.
	e.	If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	See above
	f.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.	See above
	g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	October 5, 2018.
	h.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). 2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.	While the acquirer was not required to comply with Chapter V of the Takeover Regulations, 2011 during 3 years prior to the date of acquisition; the seller, has complied with the said regulations during the aforesaid period. We have enclosed the disclosures dated September 24, 2018 made by New HAPI under Regulations 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (i.e. during the 3 years prior to the date of acquisition), as <u>Annexure 3</u>. For the sake of completeness: (i) we have enclosed the disclosures made by Honeywell Asia Pacific Inc. (<i>erstwhile promoter of TC</i>) under Regulations 30 (1) and (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the 3 years prior to the date of acquisition as follows: • Disclosure dated April 1, 2016;

			• Disclosure dated April 4, 2017; • Disclosure dated April 3, 2018. (ii) we have enclosed the disclosures made by HAIL Mauritius Limited (<i>the current promoter of TC</i>) under Regulations 29(1) and 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the 3 years prior to the date of acquisition as follows: • Disclosure dated September 27, 2018; • Disclosure dated September 27, 2018; Copies of the same are enclosed as <u>Annexure 4</u>. We have also attached the disclosure dated October 17, 2018 (i.e. after the date of acquisition) made by the acquirer and seller under Regulations 29(1) and 29(2) of the Takeover Regulations, as <u>Annexure 5</u>.
	i.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with.	The acquirer confirms that all the conditions specified under regulation 10(1)(a)(iii) of the Takeover Regulations with respect to exemptions has been duly complied with.

We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

For Honeywell East Asia Inc.



Name: John J. Tus

Designation: Authorized Signatory

Date: October 22, 2018

Place: John J. Tus

Annexure 1
Copy of the Demand Draft

(enclosed separately)

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
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%

Annexure 3
Copies of Disclosures by New HAPI

(enclosed separately)

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Honeywell Automation India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	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.		
Whether the acquirer belongs to Promoter/Promoter group	The acquirer (i.e., New HAPI) belongs to the Promoter group as the promoter of TC i.e., Honeywell Asia Pacific Inc. ("HAPI") and the acquirer are wholly owned direct 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, 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 ("HII").		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Limited.		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) e) Total (a+b+c+d)	Please refer to <u>Annexure 1</u> .		
Details of acquisition	Please refer to <u>Annexure 1</u> .		

a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity shares/ c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+/-d)	
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d)	Please refer to <u>Annexure 1</u>.
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	648 shares representing 100% of the share capital of HAPI, the promoter of TC.
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	September 23, 2018
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.

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
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%

Annexure 4
Copies of Disclosures by HAPI and HAIL Mauritius
(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

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



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 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

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		
2.Name(s) of the stock exchange(s) where the shares of the TC are listed	BOMBAY STOCK EXCHANGE LIMITED & NATIONAL STOCK EXCHANGE OF INDIA LIMITED		
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.	HONEYWELL ASIA PACIFIC INC.		
4. Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (*)
a) Shares	6,631,142	75	
b) Voting Rights (otherwise than by shares)			
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	

Part-B***

Name of the Target Company: HONEYWELL AUTOMATION INDIA LIMITED

Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter / Promoter group	PAN of the person and PACs

Signature of the acquirer / Authorised Signatory

Place: GURGAON

Date: 5/4/2016

Note:

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

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.



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) :	<u>Promoter (Shareholding as on 31st March 2017)</u> Honeywell Asia Pacific Inc. 2711, Centerville Road, Suite 400, Wilmington DE 19808, United States		
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	% of total diluted share/voting capital of TC (*)
As of March 31 st 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

[Signature]
4/4/2017



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) :	Promoter (Shareholding as on 31st March, 2018) 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: Honeywell Asia Pacific Inc. 251 Little Falls Drive Wilmington DE 19808 United States 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	% of total diluted share/voting capital of TC
As of March 31 st 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



Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Honeywell Automation India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HAIL Mauritius Limited ("HAIL Mauritius"), a company incorporated under the laws of Mauritius, with its registered office at 5th Floor, Ebene Esplanade 24 Cybercity, Ebene, 72201 Mauritius.		
Whether the acquirer belongs to Promoter/Promoter group	The acquirer (i.e., HAIL Mauritius) belongs to the Promoter group, as the promoter of TC i.e., HAPI and the acquirer are both wholly owned direct subsidiaries of and are controlled by the same entity i.e., New HAPI Inc., ("New HAPI") which, in turn, is a wholly owned subsidiary of Honeywell International Inc., 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 ("HII").		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Limited.		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
1. Honeywell Asia Pacific Inc.	66,31,142	75%	75%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	66,31,142	75%	75%
Details of acquisition			

a) Shares carrying voting rights acquired			
1. Honeywell Asia Pacific Inc.	(66,31,142)	(75%)	(75%)
2. HAIL Mauritius Limited	66,31,142	75%	75%
b) VRs acquired otherwise than by equity shares/	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	66,31,142	75%	75%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
1. HAIL Mauritius Limited	66,31,142	75%	75%
2. Honeywell Asia Pacific Inc.	Nil	Nil	Nil
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	66,31,142	75%	75%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other	September 26, 2018		

instrument that entitles the acquirer to receive shares in the TC.	
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.

Part-B***

Name of the Target Company: Honeywell Automation India Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	
HAIL Mauritius Limited (acquirer)	Yes. Acquirer is part of the promoter group.	

Signed for and on behalf of
Acquirer i.e. HAIL Mauritius Limited



Name: Aslam Koomar
Designation: Authorized Signatory
Date: September 27, 2018
Place: Mauritius

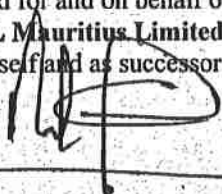
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Honeywell Automation India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HAIL Mauritius Limited ("HAIL Mauritius"), a company incorporated under the laws of Mauritius, with its registered office at 5th Floor, Ebene Esplanade 24 Cybercity, Ebene, 72201 Mauritius.		
Whether the acquirer belongs to Promoter/Promoter group	The acquirer (i.e., HAIL Mauritius) belongs to the Promoter group, as the promoter of TC i.e., HAPI and the acquirer are both wholly owned direct subsidiaries of and are controlled by the same entity i.e., New HAPI Inc., ("New HAPI") which, in turn, is a wholly owned subsidiary of Honeywell International Inc., 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 ("HII").		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Limited.		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights			
1. Honeywell Asia Pacific Inc.	66,31,142	75%	75%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	66,31,142	75%	75%

Details of acquisition				
a)	Shares carrying voting rights acquired/sold			
1.	Honeywell Asia Pacific Inc.	(66,31,142)	(75%)	(75%)
2.	HAIL Mauritius Limited	66,31,142	75%	75%
b)	VRs acquired /sold otherwise than by shares	-	-	-
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d)	Shares encumbered / invoked/released by the acquirer	-	-	-
e)	Total (a+b+c+/-d)	66,31,142	75%	75%
After the acquisition, holding of:				
a)	Shares carrying voting rights			
1.	HAIL Mauritius Limited	66,31,142	75%	75%
2.	Honeywell Asia Pacific Inc.	Nil	Nil	Nil
b)	Shares encumbered with the acquirer	-	-	-
c)	VRs otherwise than by shares	-	-	-
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in	-	-	-

each category) after acquisition			
e) Total (a+b+c+d)	66,31,142	75%	75%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	September 26, 2018		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.		

Thanking you
Signed for and on behalf of
HAIL Mauritius Limited
(for itself and as successor of Honeywell Asia Pacific Inc.)



Name: Aslam Koomar
Designation: Authorized Signatory
Date: September 27, 2018
Place: Mauritius

Annexure 5
Copies of Disclosures by Acquirer and Seller

(enclosed separately)

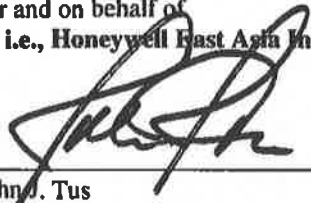
Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Honeywell Automation India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	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")		
Whether the acquirer belongs to Promoter/Promoter group	The acquirer (i.e., HEAI) belongs to the Promoter group as the promoter of TC i.e., HAIL Mauritius Limited ("HAIL Mauritius") and the acquirer are wholly owned direct subsidiaries of and are controlled by the same entity i.e., New HAPI Inc., 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").		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Limited.		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of: a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by equity shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) e) Total (a+b+c+d)	Please refer to <u>Annexure 1.</u>		
Details of acquisition	Please refer to <u>Annexure 1.</u>		

a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity shares/ c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying category) acquired d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+/-d)	
After the acquisition, holding of acquirer along with PACs of: a) Shares carrying voting rights b) VRs otherwise than by equity shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d)	Please refer to <u>Annexure 1.</u>
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	50,100 shares representing 100% of the share capital of HAIL Mauritius, the promoter of TC.
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	October 16, 2018
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.

Signed for and on behalf of
Acquirer i.e., Honeywell East Asia Inc.

A handwritten signature in black ink, appearing to read 'John J. Tus', written over a horizontal line.

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.

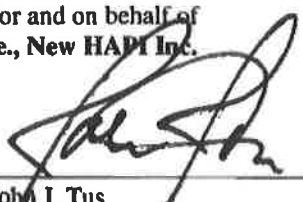
Shareholding details	Before the proposed transaction		After the proposed transaction	
	No. of shares /voting rights	% w.r.t total share capital	No. of shares /voting rights	% w.r.t total share capital
New HAPI	50,100	100%	Nil	-
Honeywell East Asia Inc. (acquirer)	Nil	-	50,100	100%
Total	50,100	100%	50,100	100%

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Honeywell Automation India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	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")		
Whether the acquirer belongs to Promoter/Promoter group	The acquirer (i.e., HEAI) belongs to the Promoter group as the promoter of TC i.e., HAIL Mauritius Limited ("HAIL Mauritius") and the acquirer are wholly owned direct subsidiaries of and are controlled by the same entity i.e., New HAPI Inc., 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").		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Limited.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of : a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) c) Voting rights (VR) otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) e) Total (a+b+c+d)	Please refer to <u>Annexure 1</u> .		
Details of acquisition/sale a) Shares carrying voting rights acquired/sold b) VRs acquired /sold otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive	Please refer to <u>Annexure 1</u> .		

shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered / invoked/released by the acquirer e) Total (a+b+c+/-d)	
After the acquisition/sale, holding of: a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition e) Total (a+b+c+d)	Please refer to <u>Annexure 1.</u>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer amongst 'qualifying persons' as referred under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	October 16, 2018
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 8,84,15,230 divided into 88,41,523 equity shares of Rs. 10 each.

Signed for and on behalf of
Seller i.e., New HAPI Int.


 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%