



Corporate Center  
800-E Beatty Street  
Davidson, NC 28036 USA  
Tel (704) 655-4000  
www.irco.com

Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400 001  
BSE Code: **500210**

The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C-1,  
Block G, Bandra – Kurla Complex,  
Bandra (East), Mumbai – 400 051  
NSE Code: **INGERRAND EQ**

Dear Sir / Madam

**Subject: Disclosures under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.**

We refer to the disclosure dated *20 Feb 2020* made by Ingersoll-Rand Public Limited Company (“**IR plc**”) under Regulation 10(5) of the Takeover Regulations. We would like to submit that:

- Ingersoll-Rand (India) Limited is a public limited company (“**Target Company**”).
- As part of an ongoing internal restructuring Ingersoll-Rand Industrial U.S., Inc. (“**IR New Industrial**”) will become a wholly owned subsidiary of Ingersoll-Rand Services Company (“**IR Services Company**”). In addition, IR Services Company shall also become a wholly owned subsidiary of IR plc.
- IR New Industrial currently holds 73.99% of the equity shares of the Target Company.

As part of the proposed transaction, IR plc proposes to transfer 100% of equity shares held by it in IR Services Company in favor of Ingersoll-Rand US HoldCo, Inc. (“**IR US HoldCo**” and such transaction, the “**Proposed Transaction**”). IR US HoldCo is a wholly owned subsidiary of IR plc. Pursuant to the Proposed Transaction, IR US HoldCo shall indirectly hold 73.99% of the equity shares of the Target Company.

We hereby file the prescribed disclosures under the format prescribed under Regulation 10(5) of the Takeover Regulations, with respect to the Proposed Transaction.

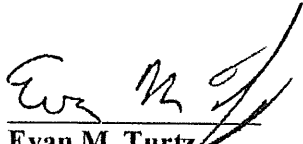
We request you to please take these disclosures on record.

Thanking you.

*Ingersoll Rand Family of Brands*



Please note that aforementioned transaction will be undertaken after the consummation of the transaction highlighted in the stock exchange intimation made by Ingersoll-Rand plc on 20 Feb 2020.

  
**Evan M. Turtz**  
**Authorized Signatory**

Encl: as above

**Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company	Ingersoll-Rand (India) Limited
2.	Name of the acquirer(s)	Ingersoll-Rand US HoldCo, Inc.
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	<p>Ingersoll-Rand (India) Limited is a public limited company (“<b>Target Company</b>”). As part of an ongoing internal restructuring Ingersoll-Rand Industrial U.S., Inc. (“<b>IR New Industrial</b>”) will become a wholly owned subsidiary of Ingersoll-Rand Services Company (“<b>IR Services Company</b>”). In addition, IR Services Company shall also become a wholly owned subsidiary of IR plc. IR New Industrial currently holds 73.99% of the equity shares of the Target Company.</p> <p>As part of the proposed transaction, IR plc proposes to transfer 100% of equity shares held by it in IR Services Company in favor of Ingersoll-Rand US HoldCo, Inc. (“<b>IR US HoldCo</b>” and such transaction, the “<b>Proposed Transaction</b>”). IR US HoldCo is a wholly owned subsidiary of IR plc. Pursuant to the Proposed Transaction, IR US HoldCo shall indirectly hold 73.99% of the equity shares of the Target Company. On account of the Proposed Transaction, IR US HoldCo shall be deemed to be a member of the Target Company’s promoter group.</p>
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Ingersoll-Rand plc
	b. Proposed date of acquisition	29 February 2020
	c. Number of shares to be acquired from each person mentioned in 4(a) above	<p>No equity shares of the Target Company are being acquired. IR plc proposes to transfer 100% of the equity shares of IR Services Company held by it in favour of IR US HoldCo.</p> <p>IR New Industrial, currently holds 73.99% of the equity share capital of the Target Company. Pursuant to the proposed transaction, the acquirer will indirectly hold 73.99% of the equity shares of the Target Company.</p>
	d. Total shares to be acquired as % of share capital of TC	

	e. Price at which shares are proposed to be Acquired	IR plc proposes to transfer its 100% interest in IR Services Company to IR US HoldCo in exchange for the issuance of additional shares of IR US HoldCo to IR plc.
	f. Rationale, if any, for the proposed Transfer	Internal group re-organisation
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Sub-clause (iii) of Regulation 10(1) (a)
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 traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 655.25
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable
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- as the transfer is of equity shares of IR Services Company from IR plc to IR US HoldCo.

9.	<p>(i) Declaration by the acquirer, that the transferor and transferee have complied (during the 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);</p> <p>(ii) The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p>	<p>The acquirer confirms that the transferor and the transferee have complied with during the last three years prior to the date of the proposed acquisition, to the extent applicable/ will comply with applicable disclosure requirements under Chapter V of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, to the extent applicable.</p> <p>No disclosures were required to be made by the transferor and/ or transferee during previous 3 years prior to the date of the proposed acquisition contemplated herein.</p>			
10.	<p>Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.</p>	<p>The Acquirer hereby declares that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.</p>			
11.	Shareholding details	<b>Before the proposed transaction</b>		<b>After the proposed transaction</b>	
		<b>No. of shares /voting rights</b>	<b>% w.r.t total share capital of TC</b>	<b>No. of shares /voting rights</b>	<b>% w.r.t total share capital of TC</b>
a	Acquirer(s) and PACs (other than sellers)				
	Acquirer	0	0%	0	0%
	Ingersoll-Rand Industrial U.S., Inc.	2,33,60,000	73.99%	2,33,60,000	73.99%
b	Seller (s)				

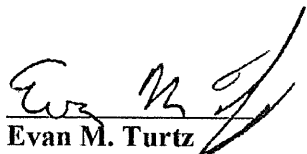
	Ingersoll- Rand plc	0	0%	0	0%
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Note:

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date and place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date:

Place: Davidson, NC, USA

A handwritten signature in black ink, appearing to read 'Evan M. Turtz', written over a horizontal line.

**Evan M. Turtz**  
**Authorized Signatory**