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Corporate Relations Department  
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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**

29 February 2020

Dear Sir / Madam

**Subject: Disclosures under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) in respect of an acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.**

We refer to: (a) the stock exchange intimation earlier submitted by us in terms of Regulation 10(5) of the Takeover Regulations on 20 February 2020 (“**10(5) Intimation**”); and (b) the intimation filed by Ingersoll-Rand Public Limited Company (“**IR plc**”) under Regulation 10(6) of the Takeover Regulations on 29 February 2020 (“**IR plc’s Disclosure**”).

Pursuant to completion of transactions mentioned in IR plc’s Disclosure and our 10(5) Intimation, we hereby file the prescribed disclosures under the format prescribed under Regulation 10(6) of the Takeover Regulations.

We would like to submit that:

- Ingersoll-Rand U.S. HoldCo, Inc. (“**IR US HoldCo**”) has acquired 100% of the equity shares of Ingersoll-Rand Services Company (“**IR Services Company**”) from its holding company, ie, IR plc (“**Transaction**”);
- Ingersoll-Rand Industrial U.S., Inc., holds 73.99% of the equity shares of Ingersoll-Rand (India) Limited (“**Target Company**”/ “**TC**”) and is a subsidiary of IR Services Company. Pursuant to the Transaction, IR US HoldCo has indirectly acquired 73.99% of the equity shares of the Target Company.

We request you to please take these disclosures on record.

*Ingersoll Rand Family of Brands*



Thanking you.

For Ingersoll-Rand U.S. HoldCo, Inc.

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

**Evan M. Turtz**  
**Authorised Signatory**

Encl: as above

**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)	Ingersoll-Rand (India) Limited	
2.	Name of the acquirer (s)	Ingersoll-Rand U.S. HoldCo, Inc. (“ <b>IR US HoldCo</b> ”)	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited and the National Stock Exchange of India Limited (“ <b>Stock Exchanges</b> ”)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	<p>No equity shares of the TC were directly acquired. IR US HoldCo has acquired 100% of the equity shares of Ingersoll-Rand Services Company (“<b>IR Services Company</b>”) from its holding company, ie, IR plc (“<b>Transaction</b>”).</p> <p>Ingersoll-Rand Industrial U.S., Inc., holds 73.99% of the equity shares of Ingersoll-Rand (India) Limited (“<b>Target Company</b>”/ “<b>TC</b>”) and is a subsidiary of IR Services Company. Pursuant to the Transaction, IR US HoldCo has indirectly acquired 73.99% of the equity shares of the Target Company. The Transaction has been consummated to give effect to an internal group re-organisation.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer	Sub-clause (iii) of Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“ <b>Takeover Regulations</b> ”)	
6.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so,</p> <ul style="list-style-type: none"> <li>- Whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>- Date of filing with the stock exchange</li> </ul>	Disclosure under Regulation 10(5) of the Takeover Regulations was made on 20 February 2020 to the Stock Exchanges. The disclosure has been made within the timeline specified under the Takeover Regulations.	
7.	Details of the acquisition	Disclosures made/ required to be made under Regulation 10(5)	Actual

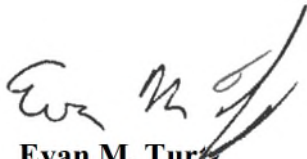
	a.	Name of the transferor/ seller	IR plc	IR plc		
	b.	Date of acquisition	29 February 2020	29 February 2020		
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	No equity shares of the TC are being acquired. IR US HoldCo to acquire 100% of the equity shares of IR Services Company (which indirectly holds 73.99% of the equity shares of the TC) from its holding company ie, IR plc. Pursuant to the Transaction, IR US HoldCo will indirectly acquire 73.99% of the equity shares of the TC.	No equity shares of the TC were acquired. IR US HoldCo acquired 100% of the equity shares of IR Services Company (which indirectly holds 73.99% of the equity shares of the TC) from its holding company ie, IR plc. Pursuant to the Transaction, IR US HoldCo indirectly acquired 73.99% of the equity shares of the TC.		
	d.	Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC				
	e.	Price at which shares are proposed to be acquired/ actually 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.	IR plc has transferred 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.		
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 (*)				
		i. IR US HoldCo (acquirer)	0	0%	0	0%
		ii. IR New Industrial (person acting in concert with the acquirer).	2,33,60,000	73.99%	2,33,60,000	73.99%
	b.	Each Seller/ Transferor				
		i. IR plc	0	0%	0	0%

Note:

- (\*) Shareholding of each entity shall 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 authorised to do so on behalf of all the acquirers.

Date: 29 February 2020

Place: Davidson, NC, USA

A handwritten signature in black ink, appearing to read 'Evan M. Turtz', with a large, sweeping flourish extending upwards and to the right.

**Evan M. Turtz**

**Authorised Signatory**