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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**

26 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 Global Holding Company Limited (“**IRGH**”) under Regulation 10(6) of the Takeover Regulations on 26 February 2020 (“**IRGH’s Disclosure**”).

Pursuant to completion of transactions mentioned in IRGH’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 Lux International Holding Company S.à r.l. (“**IRLIHC**”), has acquired 100% of the equity shares of Ingersoll-Rand Industrial U.S., Inc. (“**IR New Industrial**”) from its subsidiary ie, IRGH (“**Transaction**”);
- IR New Industrial holds 73.99% of the equity shares of Ingersoll-Rand (India) Limited (“**Target Company**”/ “**TC**”). Pursuant to the Transaction, IRLIHC 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 Lux International Holding Company S.à r.l.



**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 Lux International Holding Company S.à r.l.	
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. Ingersoll-Rand Lux International Holding Company S.à r.l. (“<b>IRLIHC</b>”), has acquired 100% of the equity shares of Ingersoll-Rand Industrial U.S., Inc. (“<b>IR New Industrial</b>”) from its subsidiary ie, Ingersoll-Rand Global Holding Company Limited (“<b>IRGH</b>”) (“<b>Transaction</b>”). IR New Industrial holds 73.99% of the equity shares of the TC. Pursuant to the Transaction, IRLIHC has indirectly acquired 73.99% of the equity shares of the TC.</p> <p>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. There has been a delay of 2 working days in submitting the disclosure.	
7.	Details of the acquisition	Disclosures made/ required to be made under Regulation 10(5)	Actual

	a.	Name of the transferor/ seller	IRGH	IRGH		
	b.	Date of acquisition	26 February 2020	26 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. IRLIHC to acquire 100% of the equity shares of IR New Industrial	No equity shares of the TC were directly acquired. IRLIHC has acquired 100% of the equity shares of IR New Industrial		
	d.	Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC	(which holds 73.99% of the equity shares of the TC) from its subsidiary ie, IRGH. Pursuant to the Transaction, IRLIHC will indirectly acquire 73.99% of the equity shares of the TC.	(which holds 73.99% of the equity shares of the TC) from its subsidiary ie, IRGH. Pursuant to the Transaction, IRLIHC has indirectly acquired 73.99% of the equity shares of the TC.		
	e.	Price at which shares are proposed to be acquired/ actually acquired	IRGH will be distributing its 100% interest in IR New Industrial to IRLIHC, as a dividend on the shares of IRGH held by IRLIHC.	IRGH has distributed its 100% interest in IR New Industrial to IRLIHC, as a dividend on the shares of IRGH held by IRLIHC.		
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. IRLIHC (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. IRGH	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: 26 February 2020  
Place: Davidson, NC, USA

A handwritten signature in black ink, appearing to read 'Evan M. Turtz', with a large, sweeping flourish extending from the end of the signature.

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