



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**

20 February 2020

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.**

Ingersoll-Rand (India) Limited is a public limited company (“**Target Company**”). Ingersoll-Rand Industrial U.S., Inc. (“**IR New Industrial**”) is a wholly owned subsidiary of Ingersoll-Rand Company (“**IRNJ**”). IRNJ is a subsidiary of Ingersoll-Rand Global Holding Company Limited (“**IRGH**”). IR New Industrial currently holds 73.99% of the equity shares of the Target Company.

This is to inform you that IRGH proposes to acquire 100% of the equity shares of IR New Industrial from IRNJ (“**Proposed Transaction**”). Pursuant to this IRGH will 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.

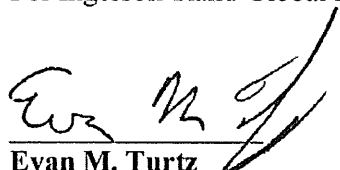
We request you to please take these disclosures on record.

Thanking you.

*Ingersoll Rand Family of Brands*



For Ingersoll-Rand Global Holding Company Limited.

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

**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 Global Holding Company Limited
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	Ingersoll-Rand Industrial U.S., Inc. (“ <b>IR New Industrial</b> ”) is a wholly owned subsidiary of Ingersoll-Rand Company (“ <b>IRNJ</b> ”). IRNJ is a subsidiary of Ingersoll-Rand Global Holding Company Limited (“ <b>IRGH</b> ”). IR New Industrial currently holds 73.99% of the equity shares of the Target Company. Accordingly, IRGH, is deemed to be a member of the Target Company’s promoter group.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Ingersoll-Rand Company
	b. Proposed date of acquisition	26 February 2020
	c. Number of shares to be acquired from each person mentioned in 4(a) above	No equity shares of the Target Company are being acquired. IRGH proposes to acquire 100% of the equity shares of IR New Industrial from IRNJ.  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.
	d. Total shares to be acquired as % of share capital of TC	
	e. Price at which shares are proposed to be Acquired	IRNJ will be distributing its 100% interest in IR New Industrial, to IRGH in redemption of IRNJ shares held by IRGH in a non-pro rata split-off of IR New Industrial. Hence, the proposed indirect transfer will be undertaken for consideration other than cash.
	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.	INR 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 New Industrial, from IRNJ to IRGH.
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>Please see Annexure 1 for the disclosures made during the previous 3 years prior to the date of the proposed acquisition, to the extent applicable.</p>

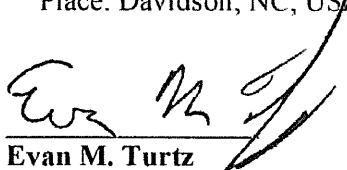
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	The Acquirer hereby declares that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding 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 Company	0	0%	0	0%

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: 20 February 2020

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**

## Annexure 1

Step 1B

Annexure 1



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

21 November 2019

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

PR Shubhakar  
Compliance Officer and Company Secretary  
Ingersoll- Rand (India) Limited  
8<sup>th</sup> floor, Tower D, IBC Knowledge Park  
Number 4/1, Bannerghatta Main Road  
Bangalore- 560 029

Dear Sir / Madam

**Subject: Disclosures under Regulation 29 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations").**

We hereby file the prescribed disclosures under the format prescribed under Regulation 29(2) of the Takeover Regulations, with respect to disposal of equity shares of Ingersoll- Rand (India) Limited in favour of Ingersoll-Rand Industrial U.S, INC.

We request you to please take these disclosures on record.

Thanking you.

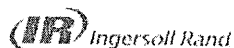
For Ingersoll-Rand Company

A handwritten signature in black ink, appearing to read 'Zufeng Benjamin Lei', written over a horizontal line.

Zufeng Benjamin Lei  
Assistant Treasurer

Encl: as above

*Ingersoll Rand Family of Brands*





Format for disclosures under Regulation 29(2) of Securities and Exchange Board of India  
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Ingersoll- Rand (India) Limited		
Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer	Ingersoll- Rand Company		
Whether the acquirer / seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the 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 / disposal under consideration, holding of :		
a) Shares carrying voting rights	2,33,60,000 Equity Shares	74.00 <sup>†</sup>	74.00 <sup>†</sup>
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer / seller to receive shares carrying voting rights in the T.C (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	2,33,60,000 Equity Shares	74.00 <sup>†</sup>	74.00 <sup>†</sup>

<sup>†</sup> 2,33,60,000 Equity Shares represent 73.99% of total number of shares. However for convenience we have rounded it off to 74.00%.

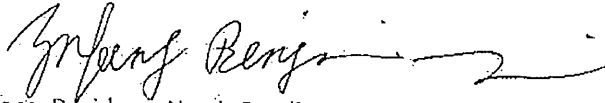
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	2,33,60,000 Equity Shares	74.00 <sup>†</sup>	74.00 <sup>†</sup>
b) VRs acquired-/sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer-/ seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer / seller	NIL	NIL	NIL
e) Total (a+b+c+/-d)	2,33,60,000 Equity Shares	74.00 <sup>†</sup>	74.00 <sup>†</sup>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights			
b) Shares encumbered with the acquirer-/ seller			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer-/ seller to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
Total (a+b+c+d)			
Mode of acquisition-/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	By way of block trade		
Date of acquisition-/sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	2,33,60,000 Equity Shares were sold on 20 November 2019, by way of block trade on the floor of the stock exchange.		
Equity share capital / total voting capital of the TC before the said acquisition-/sale	3,15,68,000 Equity Shares of Rs.10 each carrying one vote per Equity Share.		
Equity share capital/ total voting capital of the TC after the said acquisition-/ sale	3,15,68,000 Equity Shares of Rs.10 each carrying one vote per Equity Share.		
Total diluted share/voting capital of the TC after the said acquisition-/ sale	3,15,68,000 Equity Shares of Rs.10 each carrying one vote per Equity Share.		

*† 2,33,60,000 Equity Shares represent 73.99% of total number of Shares. However for convenience we have rounded it off to 74%.*

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the ~~acquirer~~ seller / Authorised Signatory

A handwritten signature in black ink, appearing to read "David Davidson", with a long horizontal flourish extending to the right.

Place: Davidson, North Carolina USA

Date: 21 November 2019



Corporate Center  
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April 1, 2019

DGM - Corporate Relations,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 500210

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

The Listing Department,  
Ahmedabad Stock Exchange Limited,  
Kamdhenu Complex,  
Opp Sahajanand College,  
Panjarapole, Ahmedabad- 380 015  
Scrip Code: 26610

**Subject: Disclosure in terms of Regulation 30(1) and 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

In terms of Regulation 30(1) and 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure as of March 31, 2019.

Thanking you,

Very truly yours,  
For **INGERSOLL-RAND COMPANY**

**AUTHORISED SIGNATORY**

Encl: As above

*Ingersoll Rand Family of Brands*



**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)	Ingersoll-Rand (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 Ahmedabad Stock Exchange 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.	Ingersoll-Rand Company		
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	23,360,000	73.999%	73.999%
b) Voting Rights (otherwise than by shares)	-	0.000%	0.000%
c) Warrants	-	0.000%	0.000%
d) Convertible Securities	-	0.000%	0.000%
e) Any other instrument that would entitle the holder to receive shares in the TC.	-	0.000%	0.000%
<b>Total</b>	<b>23,360,000</b>	<b>73.999%</b>	<b>73.999%</b>

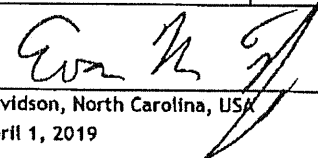
**Part-B\*\*\***

Name of the Target Company: **Ingersoll-Rand (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
Ingersoll-Rand Company	Yes	AAAC3490F

Signature of the acquirer / Authorised Signatory

Place:

  
Davidson, North Carolina, USA

Date:

April 1, 2019

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 the outstanding convertible securities/warrants into equity shares of the TC.

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



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April 2, 2018

DGM - Corporate Relations,  
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Dalal Street,  
Mumbai - 400 001  
**Scrip Code: 500210**

The Listing Department,  
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Bandra (East), Mumbai – 400 051  
**Scrip Symbol: INGERRAND EQ**

The Listing Department,  
Ahmedabad Stock Exchange Limited,  
Kamdhenu Complex,  
Opp Sahajanand College,  
Panjarapole, Ahmedabad- 380 015  
**Scrip Code: 26610**

**Subject: Disclosure in terms of Regulation 30(1) and 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

In terms of Regulation 30(1) and 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure as of March 31, 2018.

Thanking you,

Very truly yours,  
For **INGERSOLL-RAND COMPANY**

**AUTHORISED SIGNATORY**

Encl : As above

*Ingersoll Rand Family of Brands*



**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**

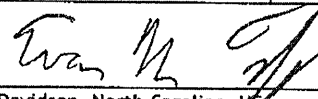
1. Name of the Target Company (TC)	Ingersoll-Rand (India) Limited		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited Ahmedabad Stock Exchange Limited		
3. Particulars of the shareholder(s) : a. Name of person(s) 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.	Ingersoll-Rand Company		
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	23,360,000	73.999%	73.999%
b) Voting Rights (otherwise than by shares)	-	0.000%	0.000%
c) Warrants	-	0.000%	0.000%
d) Convertible Securities	-	0.000%	0.000%
e) Any other instrument that would entitle the holder to receive shares in the TC.	-	0.000%	0.000%
<b>Total</b>	<b>23,360,000</b>	<b>73.999%</b>	<b>73.999%</b>

**Part-B\*\*\***

Name of the Target Company: **Ingersoll - Rand (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
Ingersoll-Rand Company	Yes	AAACI3490F

Signature of the acquirer / Authorised Signatory



Place:

Davidson, North Carolina, USA

Date:

April 2, 2018

Note:

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

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

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April 3, 2017

DGM - Corporate Relations,  
BSE Limited,  
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Mumbai - 400 001  
**Scrip Code: 500210**

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

The Listing Department,  
Ahmedabad Stock Exchange Limited,  
Kamdhenu Complex,  
Opp Sahajanand College,  
Panjarapole, Ahmedabad- 380 015  
**Scrip Code: 26610**

**Subject: Disclosure in terms of Regulation 30(1) and 30(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/Madam,

In terms of Regulation 30(1) and 30 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure as of March 31, 2017.

Thanking you,

Very truly yours,  
For **INGERSOLL-RAND COMPANY**

A handwritten signature in black ink, appearing to read 'Evan M. ...'.

**AUTHORISED SIGNATORY**

Encl : As above

*Ingersoll Rand Family of Brands*





**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**

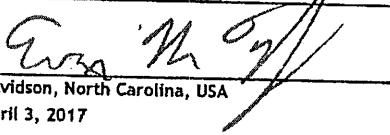
1. Name of the Target Company (TC)	Ingersoll-Rand (India) Limited		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited National Stock Exchange of India Limited Ahmedabad Stock Exchange Limited		
3. Particulars of the shareholder(s) : a. Name of person(s) 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.	Ingersoll-Rand Company		
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	23,360,000	73.999%	73.999%
b) Voting Rights (otherwise than by shares)	-	0.000%	0.000%
c) Warrants	-	0.000%	0.000%
d) Convertible Securities	-	0.000%	0.000%
e) Any other instrument that would entitle the holder to receive shares in the TC.	-	0.000%	0.000%
<b>Total</b>	<b>23,360,000</b>	<b>73.999%</b>	<b>73.999%</b>

**Part-B\*\*\***

Name of the Target Company: **Ingersoll - Rand (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
Ingersoll-Rand Company	Yes	AAAC13490F

Signature of the acquirer / Authorised Signatory  
Place:  
Date:  
Note:

  
Davidson, North Carolina, USA  
April 3, 2017

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 the outstanding convertible securities/warrants into equity shares of the TC.

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