



800 A Beaty Street
Davidson, NC 28036
(704) 896-4000

November 27, 2020

To,

The Compliance Officer
Ingersoll Rand (India)
Limited
First Floor, Subramanya
Arcade
No. 12/1, Bannerghatta Road
Bengaluru 560 029

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai, India 400 001

The Listing Department
The National Stock Exchange of
India Limited
Exchange Plaza, Plot no. C/1, G
Block, Bandra Kurla Complex,
Bandra (East)
Mumbai, India 400 051

Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI Takeover Regulations”)

Dear Sir/Madam,

We, Ingersoll Rand INC. (the “**Seller**”) have sold 1,425,798 equity shares of the face value of Rs. 10 each (“**Equity Shares**”) of Ingersoll Rand (India) Limited (the “**Target Company**”), representing 4.52% of the total issued and paid-up equity share capital of the Target Company, through the stock exchange mechanism which took place on November 24, 2020 and November 25, 2020 (the “**Sale**”).

The Sale took place on a separate, designated window of BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) and together with BSE, the “**Stock Exchanges**”) and was undertaken in accordance with the “Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India (the “**SEBI**”) through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended, pursuant to subsequent circulars issued by SEBI), read with section 21 of chapter 1 of the “Master Circular for Stock Exchange and Clearing Corporation” issued by SEBI through its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 and notices issued by the Stock Exchanges from time to time in this regard.

As required under Regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the Sale. The enclosed disclosure is in the relevant format notified by SEBI in respect of Regulation 29(2) of the SEBI Takeover Regulations.

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Thanking you,

Yours faithfully,

For Ingersoll-Rand/INC



Authorised Signatory

Name: Andrew R Schiesl

Title: SVP, GC, CCO + Sec

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 seller(s)/ acquirer and Persons Acting in Concert with the seller(s)/ acquirer	Ingersoll Rand INC.		
Whether the seller(s) belong to Promoter/ Promoter group	Yes, the Seller is one of the promoters of the Target Company		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
Details of the 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 disposal under consideration, holding of:			
a) Shares carrying voting rights	1,741,798	5.52	5.52
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(s) to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a + b + c + d)			
Details of sale[#]			
a) Shares carrying voting rights sold	1,425,798	4.52	4.52
b) VRs sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the seller(s)/ 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 / seller(s)	-	-	-

e) Total (a + b + c + d)	1,425,798	4.52	4.52
After the sale, holding of:			
a) Shares carrying voting rights	316,000	1.00	1.00
b) Shares encumbered with the acquirer / seller(s)	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer / seller(s) to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a + b + c + d)	316,000	1.00	1.00
Mode of sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Offer for Sale through the stock exchange mechanism, in accordance with the “Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 as amended by circulars nos. CIR/MRD/DP/04/2013 dated January 25, 2013, CIR/MRD/DP/17/2013 dated May 30, 2013, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/32/2014 dated December 1 2014, CIR/MRD/DP/12/2015 dated June 26, 2015, CIR/MRD/DP/36/2016 dated February 15, 2016, CIR/MRD/DP/65/2017 dated June 27, 2017 and SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018, and section 21 of chapter 1 of the “Master Circular for Stock Exchange and Clearing Corporation” issued by the SEBI through its circular no. SEBI/HO/MRD/DP/CIR/P/117 dated October 25, 2019 and the mechanism set out in the applicable guidelines and circulars issued in this regard by the Stock Exchanges.		
Date of sale of shares	November 24, 2020 and November 25, 2020		
Equity share capital / total voting capital of the TC before the said sale	Rs. 315,680,000/-		


Equity share capital/ total voting capital of the TC after the said sale	Rs. 315,680,000/-
Total diluted share/voting capital of the TC after the said sale	Rs. 315,680,000/-

#The Sale was carried out through the OFS Mechanism on BSE and NSE on price priority basis at multiple clearing prices. The floor price was Rs. 578.60 per Equity Share. During T day (i.e., November 24, 2020) and T+1 day (i.e. November 25, 2020), the Seller sold 1,425,798 Equity Shares.

**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.*

For **Ingersoll Rand INC**



Authorised Signatory

Name: Andrew R. Schiesl

Date: November 27, 2020

Place: Davidson, NC