



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**

PR Shubhakar
Compliance Officer and Company Secretary
Ingersoll-Rand (India) Limited
1st Floor, Subrahmanya Arcade, Number 12/1
Bannerghatta Road, Bangalore- 560 029

29 February 2020

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 the indirect disposal of voting rights in Ingersoll-Rand (India) Limited in favour of Ingersoll-Rand U.S. HoldCo, Inc.

We request you to please take these disclosures on record.

Thanking you.

For Ingersoll-Rand Public Limited Company


Evan M. Turtz
Authorized Signatory

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 Public Limited Company. (" Transferor ") Ingersoll-Rand Industrial U.S., Inc. (" IR New Industrial ") (person acting in concert with the Acquirer) Ingersoll-Rand U.S. HoldCo, Inc. (" Acquirer ")		
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			
• Transferor	0	0	0
• IR New Industrial	2,33,60,000	73.99	73.99
• Acquirer	0	0	0
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 / seller to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	2,33,60,000	73.99	73.99

<p>Details of acquisition/sale</p> <p>a) Shares carrying voting rights acquired/sold</p> <p>b) VRs acquired/sold otherwise than by shares</p> <p>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</p> <p>d) Shares encumbered / invoked/released by the acquirer/ seller</p> <p>e) Total (a+b+c+/-d)</p>	<p>The Transferor (holding company of the Acquirer) has transferred to the Acquirer 100% of the equity shares of Ingersoll-Rand Services Company ("IR Services Company") ("Transaction"). IR Services Company is the holding company of Ingersoll-Rand Industrial U.S., Inc. ("IR New Industrial"). IR New Industrial holds 73.99% of the equity shares of the TC. The Transaction has resulted in an indirect transfer of 73.99% of the equity shares of the TC from the Transferor to the Acquirer. No equity shares of the TC have been transferred directly.</p> <p>The Transaction has been consummated to give effect to an internal group re-organisation.</p>		
<p>After the acquisition/sale, holding of:</p> <p>a) Shares carrying voting rights</p> <ul style="list-style-type: none"> • Transferor • IR New Industrial • Acquirer <p>b) Shares encumbered with the acquirer/ seller</p> <p>c) VRs otherwise than by shares</p> <p>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</p> <p>e) Total (a+b+c+d)</p>	<p>0</p> <p>2,33,60,000</p> <p>0</p> <p>-</p> <p>-</p> <p>-</p> <p>2,33,60,000</p>	<p>0</p> <p>73.99</p> <p>0</p> <p>-</p> <p>-</p> <p>-</p> <p>73.99</p>	<p>0</p> <p>73.99</p> <p>0</p> <p>-</p> <p>-</p> <p>-</p> <p>73.99</p>
<p>Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).</p>	<p>The Transferor (holding company of the Acquirer) has transferred to the Acquirer 100% of the equity shares of IR Services Company. IR Services Company is the holding company of IR New Industrial. IR New Industrial holds 73.99% of the equity shares of the TC. The Transaction has resulted in an indirect transfer of 73.99% of the equity shares of the TC from</p>		

	<p>the Transferor to the Acquirer. No equity shares of the TC have been transferred directly.</p> <p>The Transaction has been consummated to give effect to an internal group re-organisation.</p>
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares , whichever is applicable	29 February 2020.
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.

(*) 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 Public Limited Company

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

Evan M. Turtz
Authorized Signatory

Place: Davidson, NC, USA

Date: 29 February 2020