

HONEYWELL ASIA PACIFIC INC.
101 Columbia Road
Morristown, NJ 07960 USA

December 13, 2012

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Dear Sirs,

Subject: Announcement of the floor price for the proposed offer for sale of equity shares of Honeywell Automation India Limited by its Promoter, Honeywell Asia Pacific Inc., pursuant to the SEBI circular number CIR/MRD/DP/19/2012 dated July 18, 2012 (“the Announcement”)

Honeywell Asia Pacific Inc. (the “**Seller**”), a company duly incorporated, created, organized and existing under and by virtue of the laws of Delaware and having its principal place of business at 101 Columbia Road, Morristown, New Jersey, United States of America, and the promoter of Honeywell Automation India Limited (“**Company**”), proposes to sell an aggregate of 5,51,333 equity shares of Rs. 10 each (such equity shares referred to as the (“**Sale Shares**”) representing 6.24% of the equity share capital of the Company on the separate window provided by the stock exchanges for this purpose (such sale referred to hereinafter as the “**Sale**”) in terms of the circular number CIR/MRD/DP/19/2012 dated July 18, 2012, issued by Securities and Exchange Board of India (“**SEBI**”) on “Comprehensive guidelines on Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism” (the “**Circular**”) and the notice number 20120727-26 dated July 27, 2012 issued by BSE Limited (the “**BSE**”) and the circular reference number 52/2012 dated August 2, 2012 issued by the National Stock Exchange of India Limited (the “**NSE**”, and together with the BSE, the “**Stock Exchanges**”).

In this regard, the Seller has submitted a notice dated December 12, 2012 (“the **Notice**”) to the BSE and the NSE, a copy of which is set out in Annexure 1. As set out in paragraph 10 of the Notice, the Seller has opted to disclose the “Floor Price” for the Sale Shares.

Pursuant to clause 5(c)(i) of the Circular and paragraph 10 of the Notice, the Seller now wishes to declare the “Floor Price” for the Sale Shares shall be Rs. 2,150 (Rupees Two thousand one hundred and fifty) per equity share. The Seller requests you to disseminate the “Floor Price” to the market in accordance with Circular.

Important Information

The Sale is personal to each prospective buyer (including individuals, funds or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each a “**Bidder**”) and does not constitute an offer or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted or filed with any regulatory authority within or outside India.

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The Sale is being carried out in reliance on the Circular and subject to the circulars, rules and regulations of the Stock Exchanges. There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the “**Companies Act**”) or any other jurisdiction. Accordingly, no documents have been or will be prepared as a “prospectus” or an offer document under the Companies Act, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or registered or submitted for approval with the Registrar of Companies in India, the SEBI, the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in India or any other jurisdiction.

Investors commitments should be made solely on the basis of publicly available information and previously published information by the Company available with the SEBI or the Stock Exchanges or on the Company’s website (www.honeywellautomationindia.com), including, but not limited to the financial statements of the Company, including those for the quarter ended September 30, 2012, the calendar year ended December 31, 2011 along with the note on accounts and the Annual Report 2011 and the risks and concerns under the Management Discussion and Analysis Report, available on the websites of the stock exchanges and the Company’s website together with the information this Notice, and shall be subject to the terms set forth in the contract note to be provided to the successful buyers.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction (“**Other Jurisdiction**”) in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in an Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in such Other Jurisdiction.

This Notice is not for publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the “**United States**”), and is not an offer for sale within the United States of any equity shares or other securities of the Company. Securities may not be offered or sold in the United States absent registration under U.S. Securities Act of 1933, as amended (the “**Securities Act**”), unless exempt from registration under the Securities Act. The Sale Shares will be offered only outside the United States in offshore transactions pursuant to Regulation S under the Securities Act (“**Regulation S**”). Purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with an available exemption from Securities Act registration requirements.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder’s behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, (i) the beneficial owner of such Sale Shares, (ii) located outside the United States (within the meaning of Regulation S), (iii) purchasing such Sale Shares in an offshore transaction

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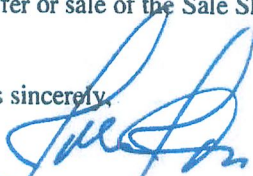
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pursuant to Regulation S, and (iv) not a promoter/part of the promoter group of the Company or an affiliate of the Company or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a Bidder in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States, or (b) has engaged or will engage in any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares.

Yours sincerely,



John Tus
President and Treasurer
Honeywell Asia Pacific Inc.