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July 22, 2020

**Ingersoll-Rand (India) Limited**

First Floor,  
Subramanya Arcade, No. 12/1,  
Bannerghatta Road,  
Bengaluru 560 029

Dear Sir/Madam,

**Sub: Post Offer Advertisement for open offer (“Offer”) for acquisition of up to 8,207,680 Equity Shares from shareholders of Ingersoll-Rand (India) Limited (“Target”) by Ingersoll Rand Inc. (earlier named as Gardner Denver Holdings, Inc.) (the “Acquirer”) along with Ingersoll-Rand U.S. HoldCo, Inc. (the “PAC 1”) and Ingersoll-Rand Industrial U.S., Inc. (the “PAC 2”, and together with the PAC 1, the “PACs”), in their capacity as persons acting in concert with the Acquirer, pursuant to and in compliance with Regulation 3, 4 and 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended (“Takeover Regulations”).**

With respect to the captioned matter and in terms of Regulation 18(12) of Takeover Regulations please find enclosed a copy of the Post Offer Advertisement dated and published on July 22, 2020.

Please feel free to contact the following persons from our offices in case you require any information or clarification.

| Contact Person | Telephone        | Email  |
|----------------|------------------|--|
| Varun Chokhani | +91 22 6175 9811 | <a href="mailto:varun.chokhani@citi.com">varun.chokhani@citi.com</a> |
| Ashish Guneta  | +91 22 6175 9847 | <a href="mailto:ashish.guneta@citi.com">ashish.guneta@citi.com</a>   |

Kindly acknowledge receipt.

For **Citigroup Global Markets India Private Limited**

By: \_\_\_\_\_  
Anshul Gupta  
Managing Director



Encl: as above

# INGERSOLL-RAND (INDIA) LIMITED

Registered Office: First Floor, Subramanya Arcade, No. 12/1, Bannerghatta Road, Bengaluru 560 029  
Tel: +91 80 4685 5100; Fax: +91 80 4169 4399; Website: <https://www.irco.com>

Open Offer for acquisition of up to 8,207,680 (Eight Million Two Hundred Seven Thousand Six Hundred Eighty) equity shares of face value INR 10 (Indian Rupees Ten only) each (the "Equity Shares") representing 26.00% of the Voting Share Capital of Ingersoll-Rand (India) Limited (the "Target Company") at a price of INR 642.63 (Indian Rupees Six Hundred Forty Two and Sixty Three Paise) per Equity Share (the "Offer Price"), under Regulation 3(1) read with Regulations 4 and 5(1) and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI (SAST) Regulations") from the Public Shareholders of the Target Company by Ingersoll Rand Inc. (formerly known as Gardner Denver Holdings, Inc.) (the "Acquirer") along with Ingersoll-Rand U.S. Holdco, Inc. (the "PAC 1") and Ingersoll-Rand Industrial U.S., Inc. (the "PAC 2") (PAC 1 and PAC 2 collectively referred to as the "PACs") in their capacity as the persons acting in concert with the Acquirer (the "Offer")

This Post Offer Advertisement (the "Post Offer Advertisement") is being issued by Citigroup Global Markets India Private Limited, the manager to the Offer (the "Manager to the Offer") for and on behalf of the Acquirer and the PACs, in compliance with Regulation 18(12) of the SEBI (SAST) Regulations with respect of the Offer.

This Post Offer Advertisement is to be read in continuation of, and in conjunction with: (a) the Public Announcement dated May 7, 2019 (the "PA"), (b) the Detailed Public Statement which was published in Financial Express (English, all editions), Jansatta (Hindi, all editions), Vishwavani (Kannada, Bangalore edition) and Navshakti (Marathi, Mumbai edition), on March 6, 2020 (the "DPS"), (c) the Letter of Offer dated June 15, 2020 (the "LoF"); (d) the Dispatch Advertisement which was published in Financial Express (English, all editions), Jansatta (Hindi, all editions), Vishwavani (Kannada, Bangalore edition) and Navshakti (Marathi, Mumbai edition), on June 16, 2020; (e) the Pre-Offer Advertisement dated June 19, 2020; and (f) the Corrigendum to the DPS, the Draft Letter of Offer (dated March 16, 2020) and the LoF, which was published in Financial Express (English, all editions), Jansatta (Hindi, all editions), Vishwavani (Kannada, Bangalore edition) and Navshakti (Marathi, Mumbai edition), on June 22, 2020.

Unless otherwise specified, the capitalised terms used but not defined in this Post Offer Advertisement shall have the meaning assigned to them in the LoF.

The shareholders of the Target Company are requested to kindly note the following information relating to the Offer:

- Name of the Target Company : Ingersoll-Rand (India) Limited
- Name of the Acquirer(s) and the PACs : Ingersoll Rand Inc. (formerly known as Gardner Denver Holdings, Inc.) (Acquirer)  
Ingersoll-Rand U.S. Holdco, Inc. (PAC 1)  
Ingersoll-Rand Industrial U.S., Inc. (PAC 2)
- Name of the Manager to the Offer : Citigroup Global Markets India Private Limited
- Name of the Registrar to the Offer : Link Intime India Private Limited
- Offer details
  - Date of opening of the Offer : June 22, 2020, Monday
  - Date of closure of the Offer : July 3, 2020, Friday
- Date of payment of consideration : July 17, 2020, Friday
- Details of acquisition

| Sl.No.                      | Particulars  | Proposed in the DPS and the LoF                      |                           | Actuals              |                           |            |
|-----------------------------|--|--|---------------------------|----------------------|---------------------------|------------|
| 7.1                         | Offer Price <sup>(1)</sup>   | INR 642.63   |                           | INR 642.63           |                           |            |
| 7.2                         | Aggregate number of shares tendered  | 8,207,680 <sup>(2)</sup>                             |                           | 1,741,798            |                           |            |
| 7.3                         | Aggregate number of shares accepted  | 8,207,680 <sup>(2)</sup>                             |                           | 1,741,798            |                           |            |
| 7.4                         | Size of the Offer (Number of Equity Shares multiplied by Offer Price per Equity Shares)  | INR 5,274,501,398.40                                 |                           | INR 1,119,331,648.74 |                           |            |
| 7.5                         | Shareholding of the Acquirer and PACs before the PA (No. & %)  |  |                           |                      |                           |            |
|                             | Acquirer   |  |                           |                      |                           |            |
|                             | • Number   | Nil  |                           | Nil                  |                           |            |
|                             | • % of Voting Share Capital  | Nil  |                           | Nil                  |                           |            |
|                             | PAC 1  |  |                           |                      |                           |            |
|                             | • Number   | Nil  |                           | Nil                  |                           |            |
|                             | • % of Voting Share Capital  | Nil  |                           | Nil                  |                           |            |
|                             | PAC 2  |  |                           |                      |                           |            |
| 7.6                         | Shares acquired by way of agreements   |  |                           |                      |                           |            |
|                             | Acquirer   |  |                           |                      |                           |            |
|                             | • Number   | Nil <sup>(3)</sup>                                   |                           | Nil <sup>(3)</sup>   |                           |            |
|                             | • % of Voting Share Capital  | Nil <sup>(3)</sup>                                   |                           | Nil <sup>(3)</sup>   |                           |            |
|                             | PAC 1  |  |                           |                      |                           |            |
|                             | • Number   | Nil <sup>(3)</sup>                                   |                           | Nil <sup>(3)</sup>   |                           |            |
|                             | • % of Voting Share Capital  | Nil <sup>(3)</sup>                                   |                           | Nil <sup>(3)</sup>   |                           |            |
|                             | PAC 2  |  |                           |                      |                           |            |
| 7.7                         | Shares acquired by way of the Offer  |  |                           |                      |                           |            |
|                             | Acquirer   |  |                           |                      |                           |            |
|                             | • Number   | 8,207,680 <sup>(2)</sup>                             |                           | 1,741,798            |                           |            |
|                             | • % of Voting Share Capital  | 26.0000% <sup>(2)</sup>                              |                           | 5.5176%              |                           |            |
|                             | PAC 1  |  |                           |                      |                           |            |
|                             | • Number   | Nil  |                           | Nil                  |                           |            |
|                             | • % of Voting Share Capital  | Nil  |                           | Nil                  |                           |            |
|                             | PAC 2  |  |                           |                      |                           |            |
| 7.8                         | Shares acquired by the Acquirer and the PACs after the DPS (other than pursuant to the Offer, as set out in paragraph 7.7 above) |  |                           |                      |                           |            |
|                             | • Number of Equity Shares acquired   | Nil  |                           | Nil                  |                           |            |
|                             | • Price of the Equity Shares acquired  | NA   |                           | NA                   |                           |            |
|                             | • % of the Equity Shares acquired  | Nil  |                           | Nil                  |                           |            |
|                             | 7.9  | Post Offer shareholding of the Acquirer and the PACs |                           |                      |                           |            |
|                             |  | • Number   | 31,567,680 <sup>(4)</sup> |                      | 25,101,798 <sup>(5)</sup> |            |
|                             |  | • % of Voting Share Capital                          | 99.9990 <sup>(4)</sup> %  |                      | 79.5166% <sup>(5)</sup>   |            |
|                             | 7.10   | Pre & post Offer shareholding of the public          | Pre-Offer                 | Post Offer           | Pre-Offer                 | Post Offer |
| • Number                    |  | 8,208,000  | 320 <sup>(2)</sup>        | 8,208,000            | 6,466,202                 |            |
| • % of Voting Share Capital |  | 26.0010%   | 0.0010 <sup>(2)</sup> %   | 26.0010%             | 20.4834%                  |            |

<sup>(1)</sup> Offer Price of INR 642.63 (Indian Rupees Six Hundred Forty Two and Sixty Three Paise) per Offer Share, comprised a basic offer price of INR 592.02 (Indian Rupees Five Hundred Ninety Two Rupees and Two Paise) per Offer Share, calculated in accordance with Regulation 8(1) read with Regulation 8(3) of the SEBI (SAST) Regulations plus interest of INR 50.61 (Indian Rupees Fifty and Sixty One Paise) per Offer Share, computed at the rate of 10% per annum, for the period between April 30, 2019 and March 6, 2020, being the date of publication of the DPS, in terms of Regulation 8(12) of SEBI (SAST) Regulations.

<sup>(2)</sup> Assuming full acceptance of the Offer.

<sup>(3)</sup> There are no parties to an agreement directly acquiring any Equity Shares of the Target Company and no sellers that are selling any Equity Shares of the Target Company as this is an Offer triggered by an indirect acquisition of the Target Company. However, pursuant to the consummation of the Underlying Transaction, the PAC 2 held 23,360,000 (Twenty Three Million Three Hundred Sixty Thousand) Equity Shares, representing approximately 73.9990% of the Voting Share Capital of the Target Company. As a result, the Acquirer and the PAC 1, indirectly, through subsidiaries, held 23,360,000 (Twenty Three Million Three Hundred Sixty Thousand) Equity Shares, representing approximately 73.9990% of the Voting Share Capital of the Target Company.

<sup>(4)</sup> Assuming full acceptance of offer of 8,207,680 (Eight Million Two Hundred Seven Thousand and Six Hundred Eighty) Equity Shares, the Acquirer to directly hold 8,207,680 (Eight Million Two Hundred and Seven Thousand and Six Hundred Eighty) Equity Shares representing 26% of the Voting Share Capital, and the PAC 2 (a subsidiary of the Acquirer and the PAC 1) to directly hold 23,360,000 (Twenty Three Million Three Hundred Sixty Thousand) Equity Shares representing 73.9990% of the Voting Share Capital.

<sup>(5)</sup> Post completion of the Offer, the Acquirer directly holds 1,741,798 (One Million Seven Hundred Forty One Thousand and Seven Hundred Ninety Eight) Equity Shares representing 5.5176% of the Voting Share Capital, and the PAC 2 (a subsidiary of the Acquirer and PAC 1) directly holds 23,360,000 (Twenty Three Million Three Hundred Sixty Thousand) Equity Shares representing 73.9990% of the Voting Share Capital.

- The Acquirer and the PACs, and their respective directors accept full responsibility for the information contained in this Post Offer Advertisement and also for their obligations under the SEBI (SAST) Regulations, other than such information as has been obtained from public sources or information with respect to the Target Company which has been compiled from information published or provided by the Target Company as the case may be, or publicly available sources and which information has not been independently verified by the Acquirer, the PACs or the Manager to the Offer.
- A copy of this Post Offer Advertisement is expected to be available on the respective websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), the Target Company (<https://www.irco.com>), the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)), the Manager to the Offer (<https://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm>), BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).

| Manager to the Offer   | Registrar to the Offer   |
|--|--|
| <br><b>Citigroup Global Markets India Private Limited</b><br>1202, 12th Floor, First International Financial Centre, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400098, Maharashtra, India<br><b>Tel:</b> +91-22-61759999<br><b>Fax:</b> +91-22-61759898<br><b>Website:</b> <a href="https://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm">https://www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm</a><br><b>Contact Person:</b> Mr. Dheeraj Janakiraman<br><b>Email:</b> <a href="mailto:ingersollrand.openoffer@citigroup.com">ingersollrand.openoffer@citigroup.com</a><br><b>SEBI Registration Number:</b> INM000010718 | <b>LINK Intime</b><br><br><b>Link Intime India Private Limited</b><br>C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India<br><b>Tel:</b> + 91 22 4918 6170/6171/6200<br><b>Fax:</b> +91-22-49186195<br><b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a><br><b>Contact Person:</b> Mr. Sumeet Deshpande<br><b>Email:</b> <a href="mailto:ingersollrand.offer@linkintime.co.in">ingersollrand.offer@linkintime.co.in</a><br><b>SEBI Registration Number:</b> INR000004058 |

Place: Mumbai

Date: July 22, 2020

On behalf of the Acquirer and the PACs

| INGERSOLL RAND INC.<br>(Acquirer) | INGERSOLL-RAND U.S. HOLDCO, INC.<br>(PAC 1) | INGERSOLL-RAND INDUSTRIAL U.S., INC.<br>(PAC 2) |
|-----------------------------------|---|---|
| Sd/-                              | Sd/-  | Sd/-  |
| Authorized Signatory              | Authorized Signatory                        | Authorized Signatory                            |