

**HONEYWELL AUTOMATION INDIA LIMITED - OUTCOME OF 32<sup>nd</sup> ANNUAL GENERAL MEETING (VOTING RESULTS),  
HELD ON WEDNESDAY, AUGUST 10, 2016**

<b>Date of AGM</b>	<b>August 10, 2016</b>
<b>Total number of shareholders on record date</b>	<b>10456</b>
<b>No of shareholders present in the meeting either in person or through proxy</b>	<b>34</b>
<b>Promoters and Promoter Group</b>	
Present in person	1
Present in proxy	0
<b>Public</b>	
Present in person	32
Present in proxy	1
<b>No of shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	NA
Public	NA

**Agenda- wise Voting Results are as below -**



Resolution No 1



Resolution required (Ordinary/Special)		ORDINARY - Adoption of the Audited Financial statements for the financial year ended March 31, 2016 and Directors' Report and Auditors' Report thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	E-Voting	6631142	0	0.00	0	0	0.00	0.00
	Poll	6631142	6631142	100.00	6631142	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Promoter and Promoter Group	Total	6631142	6631142	100.00	6631142	0	100.00	0.00
2	E-Voting	1369182	958534	70.01	958534	0	100.00	0.00
	Poll	1369182	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	Total	1369182	958534	70.01	958534	0	100.00	0.00
3	E-Voting	841199	5866	0.70	5865	1	99.98	0.02
	Poll	841199	837	0.10	837	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Public-Others	Total	841199	6703	0.80	6702	1	99.99	0.01
Total	E-Voting	8841523	964400	10.91	964399	1	100.00	0.00
	Poll	8841523	6631979	75.01	6631979	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Total	Total	8841523	7596379	85.92	7596378	1	99.99	0.01



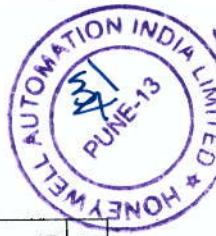
**Resolution No 2**



<b>Resolution required (Ordinary/Special)</b>		<b>ORDINARY - Declaration of dividend @ Rs. 10/- (100%) per equity share of Rs. 10/- each for the financial year ended March 31, 2016.</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>						
<b>Promoter/Public</b>	<b>Mode of Voting</b>	<b>Total No. of Shares Held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]=[(2)/(1)]*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[(4)/(2)]*100</b>	<b>[7]=[(5)/(2)]*100</b>
1 Promoter and Promoter Group	E-Voting	6631142	0	0.00	0	0	0.00	0.00
	Poll	6631142	6631142	100.00	6631142	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>6631142</b>	<b>6631142</b>	<b>100.00</b>	<b>6631142</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2 Public - Institutional holders	E-Voting	1369182	1358568	99.22	1358568	0	100.00	0.00
	Poll	1369182	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>1369182</b>	<b>1358568</b>	<b>99.22</b>	<b>1358568</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3 Public-Others	E-Voting	841199	5766	0.69	5765	1	99.98	0.02
	Poll	841199	837	0.10	837	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>841199</b>	<b>6603</b>	<b>0.78</b>	<b>6602</b>	<b>1</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>	E-Voting	8841523	1364334	15.43	1364333	1	100.00	0.00
	Poll	8841523	6631979	75.01	6631979	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>8841523</b>	<b>7996313</b>	<b>90.44</b>	<b>7996312</b>	<b>1</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No 3**

<b>Resolution required (Ordinary/Special)</b>		<b>ORDINARY - Appointment of Ms. Nisha Gupta as Director, who retires by rotation and is eligible for reappointment.</b>													
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		<b>No</b>													
<b>Promoter/Public</b>	<b>Mode of Voting</b>	<b>Total No. of Shares Held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>	<b>[1]</b>	<b>[2]</b>	<b>[3]=[(2)/(1)]*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=[(4)/(2)]*100</b>	<b>[7]=[(5)/(2)]*100</b>
1	E-Voting	6631142	0	0.00	0	0	0.00	0.00							
	Poll	6631142	6631142	100.00	6631142	0	100.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
	<b>Total</b>		6631142	6631142	100.00	6631142	0	100.00	0.00						
2	E-Voting	1369182	1358568	99.22	1358568	0	100.00	0.00							
	Poll	1369182	0	0.00	0	0	0.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
	<b>Total</b>		1369182	1358568	99.22	1358568	0	100.00	0.00						
3	E-Voting	841199	5866	0.70	5604	262	95.53	4.47							
	Poll	841199	837	0.10	837	0	100.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
	<b>Total</b>		841199	6703	0.80	6441	262	96.09	3.91						
<b>Total</b>	E-Voting	8841523	1364434	15.43	1364172	262	99.98	0.02							
	Poll	8841523	6631979	75.01	6631979	0	100.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
	<b>Total</b>		<b>8841523</b>	<b>7996413</b>	<b>90.44</b>	<b>7996151</b>	<b>262</b>	<b>99.99</b>	<b>0.01</b>						





Resolution No 4

Resolution required (Ordinary/Special)		ORDINARY - Ratification of appointment of M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366WW-100018) as the Statutory Auditors.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	E-Voting	6631142	0	0.00	0	0	0.00	0.00
	Poll	6631142	6631142	100.00	6631142	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Promoter and Promoter Group	Total	6631142	6631142	100.00	6631142	0	100.00	0.00
2	E-Voting	1369182	1358568	99.22	1358568	0	100.00	0.00
	Poll	1369182	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Public - Institutional holders	Total	1369182	1358568	99.22	1358568	0	100.00	0.00
3	E-Voting	841199	5766	0.69	5765	1	99.98	0.02
	Poll	841199	837	0.10	837	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Public-Others	Total	841199	6603	0.78	6602	1	99.98	0.02
Total	E-Voting	8841523	1364334	15.43	1364333	1	100.00	0.00
	Poll	8841523	6631979	75.01	6631979	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Total	Total	8841523	7996313	90.44	7996312	1	99.99	0.01



Resolution No 5



Resolution required (Ordinary/Special)		ORDINARY - Appointment of Mr. Suresh Senapaty as Independent Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	E-Voting	6631142	0	0.00	0	0	0.00	0.00
	Poll	6631142	6631142	100.00	6631142	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	6631142	6631142	100.00	6631142	0	100.00	0.00
2	E-Voting	1369182	1369182	99.22	1358568	0	100.00	0.00
	Poll	1369182	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	1369182	1358568	99.22	1358568	0	100.00	0.00
3	E-Voting	841199	5866	0.70	5454	412	92.98	7.02
	Poll	841199	837	0.10	837	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	841199	6703	0.80	6291	412	93.85	6.15
Total	E-Voting	8841523	1364434	15.43	1364022	412	99.97	0.03
	Poll	8841523	6631979	75.01	6631979	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	8841523	7996413	90.44	7996001	412	99.99	0.01



Resolution No 6

Resolution required (Ordinary/Special)		ORDINARY - Approval of Related Party transactions/arrangements with Honeywell International Inc., Ultimate Holding Company.													
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes													
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
		[1]													
	E-Voting	6631142	0	0.00	0	0	0.00	0.00							
	Poll	6631142	0	0.00	0	0	0.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
1	Total	6631142	0	0.00	0	0	0.00	0.00							
	E-Voting	1369182	1358568	99.22	1358568	0	100.00	0.00							
	Poll	1369182	0	0.00	0	0	0.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
2	Total	1369182	1358568	99.22	1358568	0	100.00	0.00							
	E-Voting	841199	5866	0.70	5650	216	96.32	3.68							
	Poll	841199	837	0.10	837	0	100.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
3	Total	841199	6703	0.80	6487	216	96.78	3.22							
	E-Voting	8841523	1364434	15.43	1364218	216	99.98	0.02							
	Poll	8841523	837	0.01	837	0	100.00	0.00							
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00							
Total	Total	8841523	1365271	15.44	1365055	216	99.98	0.02							



**Report of Scrutinizer on Remote E-Voting and Voting by Poll at AGM Venue**  
**[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies**  
**(Management and Administration) Rules, 2014]**

August 10, 2016

To  
Mr. Suresh Senapaty  
Chairman  
Honeywell Automation India Limited  
56 & 57, Hadapsar Industrial Estate  
Pune 411 013

Dear Sir,

**Sub: Report of Scrutinizer on Voting Process [including Remote E-voting and Voting by Poll at AGM Venue] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014**

The Board of Directors of Honeywell Automation India Limited ('the Company') have vide resolution passed on May 17, 2016, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of Thirty Second Annual General Meeting ('AGM') held on August 10, 2016; by way of Voting by electronic means (Remote E-voting) and voting by Poll at AGM Venue; as required under the provisions of Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 17, 2016 as required under Section 108 and 109 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Remote E-Voting and Voting by Poll at AGM Venue; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Thirty Second Annual General Meeting of the Company held on August 10, 2016 and reproduced herein below:





**Ordinary Resolutions:**

1. To adopt the Audited Financial Statements for the financial year ended March 31, 2016 and Director's Report and Auditor's Report thereon.
2. To declare dividend @ Rs.10/- (100%) per equity share of Rs.10 each for the year ended March 31, 2016.
3. To appoint Ms. Nisha Gupta as Director, who retires by rotation and is eligible for reappointment.
4. To ratify the appointment of M/s. Deloitte Haskins & Sells LLP (Firm Registration No.117366W/W-100018) as the Statutory Auditors.
5. To appoint Mr. Suresh Senapaty as an Independent Director.
6. To approve related party transactions / arrangements with Honeywell International Inc., Ultimate Holding Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting and voting by Poll at the AGM Venue. My responsibility as a scrutinizer for the Voting process is restricted to ensure that the Voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions, based on the reports generated from the E-Voting System provided by the National Securities Depository Limited (NSDL) the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose and Voting by the poll provided at the AGM Venue.

The Notice of AGM dated May 17<sup>th</sup>, 2016 convening the Thirty Second Annual General Meeting of the Company to be held at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune – 411 013 on Wednesday, August 10, 2016 at 03.00 p.m. was sent to the members of the Company and the members of the Company holding shares on the cut-off date i.e. August 3, 2016 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The E-voting period remained open from Sunday August 7, 2016 (9.00 A.M. IST) to Tuesday August 9, 2016 (5.00 P.M. IST).



2. After the closure of AGM on August 10, 2016, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>)
4. I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility, and Votes casted by Poll at the venue of AGM; for the purpose of this report.
5. The particulars of votes casted through Remote E-voting and Votes casted by Poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
6. I further report; pursuant to the Section 109 of Companies Act 2013 and read with Rule 21 of Companies (Management and Administration) Rules, 2014 that;
  - i. After the time fixed for closing of the poll by the Chairman, Mr. Suresh C. Senapaty, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
  - ii. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Register and Transfer Agent of the Company and the proxies lodged with the company.
  - iii. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.





7. The results of the Voting Process are as follows-

(a) The results based on Remote E-Voting facility is as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)
1	To adopt the Audited Financial Statements for the financial year ended March 31, 2016 and Director's Report and Auditor's Report thereon.	Ordinary	964399	99.9999	1	0.0001	0
2	To declare dividend @ Rs.10/- (100%) per equity share of Rs.10 each for the year ended March 31, 2016.	Ordinary	1364333	99.9999	1	0.0001	0
3	To appoint Ms. Nisha Gupta as Director, who retires by rotation and is eligible for reappointment.	Ordinary	1364172	99.9807	262	0.0193	0
4	To ratify the appointment of M/s. Deloitte Haskins & Sells LLP (Firm Registration No.117366W/W-100018) as the Statutory Auditors.	Ordinary	1364333	99.9999	1	0.0001	0
5	To appoint Mr. Suresh Senapaty as an Independent Director.	Ordinary	1364022	99.9698	412	0.0302	0
6	To approve related party transactions / arrangements with Honeywell International Inc., Ultimate Holding Company.	Ordinary	1364218	99.9841	216	0.0159	0



(b) The results of Voting by Poll at the venue of AGM; by the members attending the Annual General Meeting are as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)
1	To adopt the Audited Financial Statements for the financial year ended March 31, 2016 and Director's Report and Auditor's Report thereon.	Ordinary	6631979	100	0	0	46
2	To declare dividend @ Rs.10/- (100%) per equity share of Rs.10 each for the year ended March 31, 2016.	Ordinary	6631979	100	0	0	46
3	To appoint Ms. Nisha Gupta as Director, who retire by rotation and is eligible for reappointment.	Ordinary	6631979	100	0	0	46
4	To ratify the appointment of M/s. Deloitte Haskins & Sells LLP (Firm Registration No.117366W/W-100018) as the Statutory Auditors.	Ordinary	6631979	100	0	0	46
5	To appoint Mr. Suresh Senapaty as an Independent Director.	Ordinary	6631979	100	0	0	46
6	*To approve related party transactions / arrangements with Honeywell International Inc., Ultimate Holding Company.	Ordinary	837	100	0	0	46

\*Honeywell Asia Pacific Inc. being interested party to the Resolution no. 6 has abstained from voting. (Number of Votes: 6631142)





(c) The consolidated result of the Voting Process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)
1	To adopt the Audited Financial Statements for the financial year ended March 31, 2016 and Director's Report and Auditor's Report thereon.	Ordinary	7596378	99.9999	1	0.0001	46
2	To declare dividend @ Rs.10/- (100%) per equity share of Rs.10 each for the year ended March 31, 2016.	Ordinary	7996312	99.9999	1	0.0001	46
3	To appoint Ms. Nisha Gupta as Director, who retire by rotation and is eligible for reappointment.	Ordinary	7996151	99.9967	262	0.0033	46
4	To ratify the appointment of M/s. Deloitte Haskins & Sells LLP (Firm Registration No.117366W/W-100018) as the Statutory Auditors.	Ordinary	7996312	99.9999	1	0.0001	46
5	To appoint Mr. Suresh Senapaty as an Independent Director.	Ordinary	7996001	99.9948	412	0.0052	46
6	*To approve related party transactions / arrangements with Honeywell International Inc., Ultimate Holding Company.	Ordinary	1365055	99.9841	216	0.0159	46

\*Honeywell Asia Pacific Inc. being interested party to the Resolution no. 6 has abstained from voting. (Number of Votes: 6631142)



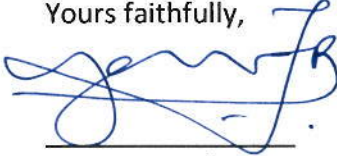
8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

**Result:**

All the Six resolutions having secured requisite majority of votes, the resolutions number 01 to 06 may be considered to have been passed as Ordinary Resolutions.

The Chairman of Thirty Second Annual General Meeting may accordingly declare the result of voting.

Thanking You,  
Yours faithfully,

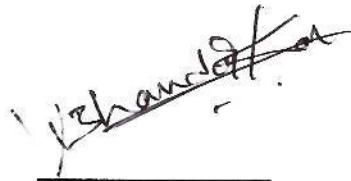


**Jayavant B Bhave**  
**FCS 4266 CP 3068**  
**Scrutinizer appointed for the**  
**Voting process by the Board of Directors**

**Date: 10<sup>th</sup> August, 2016**

**Place: Pune**

We understand that the votes were unblocked from the e voting website of NSDL in our presence at 04.30 p.m. on Wednesday August 10, 2016.



**Vivek Bhandarkar**



**Nilesch Awale**