

Honeywell

Honeywell Automation India Limited
CIN: L29299PN1984PLC017951
Regd. Office: 56 & 57, Hadapsar Industrial
Estate, Pune - 411 013, Maharashtra
Tel: +91 20 7114 8888
E-mail: India.Communications@Honeywell.com
Website: <https://www.honeywell.com/in/en/hail>

October 21, 2022

| | |
|--|---|
| To The Manager – Compliance Department National Stock Exchange of India Limited 'Exchange Plaza' Bandra Kurla Complex, Bandra (East) Mumbai 400051 NSE Symbol: HONAUT | To The Manager – Compliance Department BSE Limited Floor 25, P.J. Tower, Dalal Street Mumbai 400001 BSE Scrip Code: 517174 |
|--|---|

Dear Sir,

Sub: Corporate Governance Report under Regulation 27(2)

In compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Corporate Governance Report for the quarter ended September 30,2022.

The above is for your information and record.

Yours Sincerely,

For Honeywell Automation India Limited

Ashish Madhukar Gaikwad
Managing Director
DIN: 07585079



Address: 56 & 57, Hadapsar Industrial Estate, Pune - 411 013

| General information about company | |
|--|------------------------------------|
| Scrip code | 517174 |
| NSE Symbol | HONAUT |
| MSEI Symbol | NOTLISTED |
| ISIN | INE671A01010 |
| Name of the entity | HONEYWELL AUTOMATION INDIA LIMITED |
| Date of start of financial year | 01-04-2022 |
| Date of end of financial year | 31-03-2023 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2022 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|-----------------|--|------------|----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| Whether the listed entity has a Regular Chairperson | | Yes | | | | | | | | | | | | | | | | | | | | | | | |
| Whether Chairperson related to Promoter | | No | | | | | | | | | | | | | | | | | | | | | | | |
| | | Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1 | Mr | Ganesh Natarajan | ABIPN8439R | 00176393 | Non-Executive - Independent Director | Chairperson | | 18-01-1957 | No | | | | Active | NA | | 08-03-2021 | 08-03-2021 | | 19 | 3 | 3 | 6 | 1 | | |
| 2 | Mr | Ashish Gaikwad | ABCPG2972Q | 07585079 | Executive Director | Not Applicable | MD | 06-03-1969 | No | | | | Active | NA | | 01-10-2016 | 01-10-2021 | | | 1 | 0 | 1 | 0 | | |
| 3 | Ms | Neera Saggi | AIQPS6806E | 00501029 | Non-Executive - Independent Director | Not Applicable | | 13-05-1956 | No | | | | Active | NA | | 04-02-2019 | 04-02-2019 | | 43 | 3 | 3 | 6 | 0 | | |
| 4 | Mr | Ashish Modi | BLYPM7961E | 07680512 | Non-Executive - Non Independent Director | Not Applicable | | 23-05-1979 | No | | | | Active | NA | | 22-10-2019 | 22-10-2019 | | | 1 | 0 | 0 | 0 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 5 | Mr | Atul Vinayak Pai | AGYPP1436B | 02704506 | Non-Executive - Non Independent Director | Not Applicable | | 02-03-1971 | No | | | | Active | NA | | 09-11-2020 | 09-11-2020 | | | 1 | 0 | 1 | 0 | | |
| 6 | Mr | Rajesh Rege | AFXPR4437C | 06563934 | Non-Executive - Non Independent Director | Not Applicable | | 09-05-1967 | No | | | | Active | NA | | 15-06-2022 | 15-06-2022 | | | 1 | 0 | 1 | 1 | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00176393 | Ganesh Natarajan | Non-Executive - Independent Director | Chairperson | 08-03-2021 | | |
| 2 | 00501029 | Neera Saggi | Non-Executive - Independent Director | Member | 04-02-2019 | | |
| 3 | 02704506 | Atul Vinayak Pai | Non-Executive - Non Independent Director | Member | 10-11-2020 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00501029 | Neera Saggi | Non-Executive - Independent Director | Chairperson | 04-02-2019 | | |
| 2 | 00176393 | Ganesh Natarajan | Non-Executive - Independent Director | Member | 08-03-2021 | | |
| 3 | 06563934 | Rajesh Rege | Non-Executive - Non Independent Director | Member | 15-06-2022 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 06563934 | Rajesh Rege | Non-Executive - Non Independent Director | Chairperson | 15-06-2022 | | |
| 2 | 00176393 | Ganesh Natarajan | Non-Executive - Independent Director | Member | 08-03-2021 | | |
| 3 | 07585079 | Ashish Gaikwad | Executive Director | Member | 09-11-2016 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|------------------------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 07585079 | Ashish Gaikwad | Executive Director | Chairperson | 04-02-2019 | | |
| 2 | 00501029 | Neera Saggi | Non-Executive - Independent Director | Member | 04-02-2019 | | |
| 3 | 07680512 | Ashish Modi | Non-Executive - Non Independent Director | Member | 13-05-2020 | | |
| 4 | 02704506 | Atul Vinayak Pai | Non-Executive - Non Independent Director | Member | 10-11-2020 | | |
| 5 | 99999999 | Pulkit Goyal | Chief Financial Officer | Member | 12-02-2022 | | Textual Information(1) |

Sr Text Block

Textual Information(1)

Chief Financial Officer

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 06563934 | Rajesh Rege | Non-Executive - Non Independent Director | Chairperson | 15-06-2022 | | |
| 2 | 00501029 | Neera Saggi | Non-Executive - Independent Director | Member | 15-12-2019 | | |
| 3 | 07680512 | Ashish Modi | Non-Executive - Non Independent Director | Member | 15-12-2019 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 12-05-2022 | | | | Yes | 6 | 5 | 2 |
| 2 | | 13-08-2022 | 92 | | Yes | 6 | 6 | 2 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|--|---|---|---|-------------------------|-------------------------------|--|---|--|---|--|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 11-05-2022 | | | | Yes | 3 | 3 | 2 | 0 |
| 2 | Audit Committee | 13-08-2022 | 93 | | | Yes | 3 | 3 | 2 | 0 |
| 3 | Risk Management Committee | 11-05-2022 | | | | Yes | 4 | 4 | 1 | 1 |
| 4 | Stakeholders Relationship Committee | 11-05-2022 | | | | Yes | 3 | 2 | 1 | 0 |
| 5 | Corporate Social Responsibility Committee | 12-05-2022 | 0 | | | Yes | 3 | 2 | 1 | 0 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|---|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| Disclosure of notes on related party transactions | | | Textual Information(1) |

Text Block

Textual Information(1)

Details of Material Related Party Transactions:

| Name of Party | Nature of Contract/Transaction | Amount approved by shareholder for each financial year | Amount of actual transactions for | Amount of actual transactions for | Amount of actual transactions for YTD |
|--------------------------------------|---|--|-----------------------------------|-----------------------------------|---------------------------------------|
| | | | Apr-22 to Jun -22 | Jul-22 to Sep-22 | |
| | | (Rs. In lacs) | (Rs. In lacs) | (Rs. In lacs) | (Rs. In lacs) |
| Honeywell International Inc. | Sale, purchase or supply of any goods or materials | 25,000 | 782.21 | 925.22 | 1,707 |
| (Ultimate Holding Company) | Sales of engineering services, Purchase of services | 50,000 | 4510.76 | 2857.91 | 7,369 |
| | Sale or Purchase of fixed assets | 2,000 | | | |
| Honeywell Measurex (Ireland) Limited | Sale, purchase or supply of any goods or materials | 47,000 | 4420.39 | 4545.72 | 8,966 |
| | Sales of engineering services, Purchase of services | 6,000 | 54.74 | -1.19 | 54 |
| | Sale or Purchase of fixed assets | 1,000 | | | |
| Honeywell Turki-Arabia Limited | Sale, purchase or supply of any goods or materials | 20,000 | 193.65 | -362.84 | (169) |
| | Sales of engineering services, Purchase of services | 27,000 | 1268.04 | 871.96 | 2,140 |
| | Sale or Purchase of fixed assets | 1,000 | | | |

*Please note, the above numbers are subject to finalization of accounts for the quarter Ended September 30, 2022,
which is in process of completion

Annexure 1

VI. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|-------------------|
| 1 | Name of signatory | Ashish Gaikwad |
| 2 | Designation | Managing Director |

Text Block

Annexure III

III. Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--------------------------------------|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| Any other information to be provided | | | | |

Annexure III

| | | |
|---|-------------------|-------------------|
| 1 | Name of signatory | Ashish Gaikwad |
| 2 | Designation | Managing Director |

| Additional Half yearly Disclosure | | |
|--|------------------------|--|
| Applicability of disclosure | Not Applicable | |
| Reason for Non Applicability | Textual Information(1) | |

Signatory Details

| | |
|-----------------------|-------------------|
| Name of signatory | Ashish Gaikwad |
| Designation of person | Managing Director |
| Place | Pune |
| Date | 21-10-2022 |

