

Honeywell

THE POWER OF **CONNECTED**

Honeywell Automation India Ltd.

CIN: L29299PN1984PLC017951

Regd. Office: 56 & 57, Hadapsar Industrial Estate, Pune - 411 013, Maharashtra

Tel: +91 20 6603 9400

Fax: +91 20 6603 9800

E-mail: India.Communications@Honeywell.com

Website: **Website:** <https://www.honeywell.com/worldwide/en-in/hail>

August 8, 2018

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Kind Attn: Mr. K. Gopalkrishnan

To
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400051
Kind Attn: Mr. Hari

Dear Sirs,

Sub: Voting Results and Scrutinizer s Report – 34th Annual General Meeting ('AGM')

The 34th Annual General Meeting of the Company was held on Monday, August 6, 2018 at 4.00 p.m. at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune 411 013.

In this regard, please find enclosed the following:

1. Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated August 6, 2018.

The above is for your information and record.

Yours faithfully

For Honeywell Automation India Limited



**Farah Irani
Company Secretary**

Encl: A/a





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**HONEYWELL AUTOMATION INDIA LIMITED - OUTCOME OF 34th ANNUAL GENERAL MEETING (VOTING RESULTS)
HELD ON MONDAY, AUGUST 6, 2018**

Date of AGM	August 6, 2018
Total number of shareholders on record date	13737
No of shareholders present in the meeting either in person or through proxy	44
Promoters and Promoter Group	
Present In person	1
Present In proxy	0
Public	
Present In person	41
Present In proxy	2
No of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NA
Public	NA



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (1)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Adoption of the Audited Financial Statements for the financial year ended March 31,2018 and the Boards Report and Auditors Report thereon.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/ (1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled [6]=[(4)/ (2)]*100	% of Votes against on votes polled [7]=[(5)/ (2)]*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	6631142	0	0.00	0	0	0.00	0.00	0
		Poll		6631142	100.00	6631142	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1380646	751777	54.45	751777	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		751777	54.45	751777	0	100.00	0.00	0
3	Public-Others	E-Voting	829735	2790	0.34	2790	0	100.00	0.00	0
		Poll		1968	0.24	1968	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		4758	0.57	4758	0	100.00	0.00	0
Total	Total	E-Voting	8841523	754567	8.53	754567	0	100.00	0.00	0
		Poll		6633110	75.02	6633110	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7387677	83.56	7387677	0	100.00	0.00	0



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (2)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Declaration of dividend @ Rs. 32 (320%) per equity share of Rs. 10 each for the financial year ended March 31, 2018.

	Promoter / Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	6631142	0	0.00	0	0	0.00	0.00	0
		Poll		6631142	100.00	6631142	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1380646	1211912	87.78	1211912	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1211912	87.78	1211912	0	100.00	0.00	0
3	Public-Others	E-Voting	829735	2790	0.34	2790	0	100.00	0.00	0
		Poll		1968	0.24	1968	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		4758	0.57	4758	0	100.00	0.00	0
Total		E-Voting	8841523	1214702	13.74	1214702	0	100.00	0.00	0
		Poll		6633110	75.02	6633110	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7847812	88.76	7847812	0	100.00	0.00	0



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (3)

Resolution required: (Ordinary / Special)	ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Appointment of Mr. Vikas Chadha as Director, who retires by rotation and is eligible for re-appointment.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]={[2]/(1)*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled [6]={[4]/(2)*100	% of Votes against on votes polled [7]={[5]/(2)*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	6631142	0	0.00	0	0	0.00	0.00	0
		Poll		6631142	100.00	6631142	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1380646	1211912	87.78	1211912	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1211912	87.78	1211912	0	100.00	0.00	0
3	Public-Others	E-Voting	829735	2790	0.34	2779	11	99.61	0.39	0
		Poll		1968	0.24	1968	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		4758	0.57	4747	11	99.77	0.23	0
Total		E-Voting	8841523	1214702	13.74	1214691	11	100.00	0.00	0
		Poll		6633110	75.02	6633110	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7847812	88.76	7847801	11	99.99	0.01	0



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (4)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Ratification of appointment of Statutory Auditors.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	6631142	0	0.00	0	0	0.00	0.00	0
		Poll		6631142	100.00	6631142	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1380646	1211912	87.78	1211912	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1211912	87.78	1211912	0	100.00	0.00	0
3	Public-Others	E-Voting	829735	2790	0.34	2790	0	100.00	0.00	0
		Poll		1968	0.24	1968	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		4758	0.57	4758	0	100.00	0.00	0
Total	Total	E-Voting	8841523	1214702	13.74	1214702	0	100.00	0.00	0
		Poll		6633110	75.02	6633110	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7847812	88.76	7847812	0	100.00	0.00	0



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (5)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Appointment of Mr. Brian Buffington as a Director of the Company

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100	[8]
1	Promoter and Promoter Group	E-Voting	6631142	0	0.00	0	0	0.00	0.00	0
		Poll		6631142	100.00	6631142	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1380646	1211912	87.78	1211912	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1211912	87.78	1211912	0	100.00	0.00	0
3	Public-Others	E-Voting	829735	2790	0.34	2779	11	99.61	0.39	0
		Poll		1968	0.24	1968	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		4758	0.57	4747	11	99.77	0.23	0
Total	Total	E-Voting	8841523	1214702	13.74	1214691	11	100.00	0.00	0
		Poll		6633110	75.02	6633110	0	100.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7847812	88.76	7847801	11	99.99	0.01	0



August 06, 2018

To
Ms. Farah Irani
Company Secretary
Honeywell Automation India Limited
56 & 57, Hadapsar Industrial Estate,
Pune 411 013

Sub: Remote E-voting and Voting by Poll at AGM Venue

Dear Ms Farah Irani,

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and Voting by Poll at AGM venue) in respect of the following resolutions contained in the Notice of Thirty Fourth Annual General Meeting of Honeywell Automation India Limited held on Monday, August 06, 2018 at 04:00 p.m.:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of Rs. 32/- (320%) per equity share for the financial year ended March 31, 2018.
3. To consider to appoint a Director in place of Mr. Vikas Chadha (DIN: 06624266) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors till the Thirty Sixth Annual General Meeting of the Company.

SPECIAL BUSINESS:-

5. To consider and approve appointment of Mr. Brian Buffington (DIN: 08060965) as a Director of the Company liable to retire by rotation.



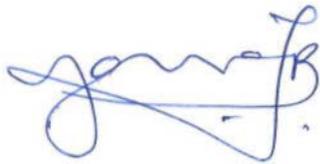
I now enclose the following:

- a. My report addressed to the Chairman of the Company on the result of the Voting Process (including Remote E-voting and Voting by Poll at AGM Venue).
- b. The register showing the particulars of the Votes cast by Poll at the AGM Venue and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said resolutions and the consolidated results of voting.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully



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

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 06, 2018

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 and Section 109 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 14, 2018, 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 Fourth Annual General Meeting ('AGM') held on August 06, 2018 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 Number: FCS 4266 and Certificate of Practice Number: 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 14, 2018 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



Fourth Annual General Meeting of the Company held on August 06, 2018 and reproduced herein below:

Ordinary Resolutions:

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of Rs. 32/- (320%) per equity share for the financial year ended March 31, 2018.
3. To consider to appoint a Director in place of Mr. Vikas Chadha (DIN: 06624266) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors till the Thirty Sixth Annual General Meeting of the Company.
5. To consider and approve appointment of Mr. Brian Buffington (DIN: 08060965) as a Director of the Company liable to retire by rotation.

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 poll provided at the AGM Venue.

The Notice of AGM dated May 14, 2018 convening the Thirty Fourth Annual General Meeting of the Company to be held at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune – 411 013 on Monday, August 06, 2018 at 04.00 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. July 30, 2018 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 Friday, August 3, 2018 (9.00 a.m. IST) to Sunday, August 5, 2018 (5.00 p.m. IST).
2. 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 Senapaty, 2 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. There were no ballot papers, which were incomplete and/or which were otherwise found defective.
3. Thereafter, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company. The details containing list of the shareholders who cast their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>). I have scrutinized and counted the Votes cast through remote E-voting for the purpose of this report
4. The particulars of votes cast through Remote E-voting and Votes cast by Poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.



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

(a) The result 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 Cast Against (in No.)	Votes Cast Against (in %.)	Invalid Votes (In No.)	Invalid Votes (In %)
1	To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	754567	100	NIL	NIL	NIL	NIL
2	To declare final dividend of Rs. 32/- (320%) per equity share for the financial year ended March 31, 2018	Ordinary	1214702	100	NIL	NIL	NIL	NIL
3	To consider to appoint a Director in place of Mr. Vikas Chadha (DIN: 06624266) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	1214691	99.99	11	0.01	NIL	NIL
4	To ratify the appointment of Statutory Auditors till the Thirty Sixth Annual General Meeting of the Company.	Ordinary	1214702	100	NIL	NIL	NIL	NIL
5	To consider and approve appointment of Mr. Brian Buffington as a Director of the Company	Ordinary	1214691	99.99	11	0.01	NIL	NIL



(b) The result of Voting by Poll at the venue of AGM; by the members attending the Annual General Meeting 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.)	Invalid Votes (In %)
1	To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	6633110	100	NIL	NIL	NIL	NIL
2	To declare final dividend of Rs. 32/- (320%) per equity share for the financial year ended March 31, 2018	Ordinary	6633110	100	NIL	NIL	NIL	NIL
3	To consider to appoint a Director in place of Mr. Vikas Chadha (DIN: 06624266) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	6633110	100	NIL	NIL	NIL	NIL
4	To ratify the appointment of Statutory Auditors till the Thirty Sixth Annual General Meeting of the Company.	Ordinary	6633110	100	NIL	NIL	NIL	NIL
5	To consider and approve appointment of Mr. Brian Buffington as a Director of the Company	Ordinary	6633110	100	NIL	NIL	NIL	NIL



(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.)	Invalid Votes (In %)
1	To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	7387677	100	NIL	NIL	NIL	NIL
2	To declare final dividend of Rs. 32/- (320%) per equity share for the financial year ended March 31, 2018	Ordinary	7847812	100	NIL	NIL	NIL	NIL
3	To consider to appoint a Director in place of Mr. Vikas Chadha (DIN: 06624266) who retires by rotation and being eligible offers himself for re-appointment	Ordinary	7847801	99.99	11	0.01	NIL	NIL
4	To ratify the appointment of Statutory Auditors till the Thirty Sixth Annual General Meeting of the Company.	Ordinary	7847812	100.00	NIL	NIL	NIL	NIL
5	To consider and approve appointment of Mr. Brian Buffington as a Director of the Company	Ordinary	7847801	99.99	11	0.01	NIL	NIL



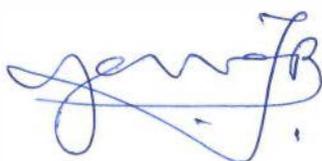
6. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

Result:

All the Five resolutions having secured requisite majority of votes, the resolutions number 1 to 5 may be considered to have been passed as Ordinary Resolutions.

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

Thanking You,
Yours faithfully,



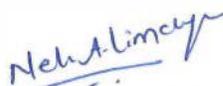
Jayavant B Bhave
FCS 4266 CP 3068
Scrutinizer appointed for the
Voting process by the Board of Directors



Arani
6/8/2018

Date: August 06, 2018
Place: Pune

We understand that the votes were unblocked from the e-voting website of NSDL in our presence at 06.00 p.m. on Wednesday, August 06, 2018.



Neha Limaye



Ruchita Deshpande