

Honeywell

Honeywell Automation India Limited
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: <https://www.honeywell.com/en-us/global/en-in/hail>

August 10, 2019

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 – 35th Annual General Meeting ('AGM')

The 35th Annual General Meeting of the Company was held on Friday, August 9, 2019 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 9, 2019.

The above is for your information and record.

Yours faithfully

For Honeywell Automation India Limited



Farah Irani
Company Secretary

Encl: A/a



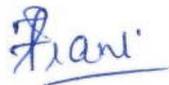
Honeywell

Honeywell Automation India Limited
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: <https://www.honeywell.com/en-us/global/en-in/hai>

**HONEYWELL AUTOMATION INDIA LIMITED - OUTCOME OF 35th ANNUAL GENERAL
MEETING (VOTING RESULTS),
HELD ON FRIDAY, AUGUST 9, 2019**

Date of AGM	AUGUST 9, 2019
Total number of shareholders on record date	16041
No of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	
Present In person	1
Present In proxy	0
Public	
Present In person	49
Present In proxy	1
No of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NA
Public	NA

For Honeywell Automation India Limited



**Farah Irani
Company Secretary**



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (1)

Resolution required: (Ordinary / Special)

ORDINARY

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

NO

Adoption of Audited Financial Statements for the financial year ended March 31, 2019 and the Board s Report and Auditor s Report thereon

	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	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	6631142	100.00	6631142	0	100.00	0.00
2	Public - Institutional holders	E-Voting	1369046	1298479	94.85	1296607	1872	99.86	0.14	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		1369046	1298479	94.85	1296607	1872	99.86	0.14
3	Public-Others	E-Voting	841335	1538	0.18	1536	2	99.87	0.13	0
		Poll		2071	0.25	2071	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		841335	3609	0.43	3607	2	99.94	0.06
Total		E-Voting	8841523	1300017	14.70	1298143	1874	99.86	0.14	0
		Poll		6633213	75.02	6633213	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		8841523	7933230	89.73	7931356	1874	99.98	0.02

Arani



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (2)

Resolution required: (Ordinary / Special)

ORDINARY

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

NO

Declaration of final dividend of INR 45/- per equity share for the financial year 2018-19.

	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	6631142	100.00	6631142	0	100.00	0.00
2	Public - Institutional holders	E-Voting	1369046	1302913	95.17	1301041	1872	99.86	0.14	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		1302913	95.17	1301041	1872	99.86	0.14	0
3	PublicOthers	E-Voting	841335	1533	0.18	1531	2	99.87	0.13	0
		Poll		2071	0.25	2071	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3604	0.43	3602	2	99.94	0.06	92
Total	Total	E-Voting	8841523	1304446	14.75	1302572	1874	99.86	0.14	0
		Poll		6633213	75.02	6633213	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7937659	89.78	7935785	1874	99.98	0.02	92



HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (3)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
Appointment of Ms. Nisha Gupta as a 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	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes Polled	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	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	6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1302913	95.17	1300415	2498	99.81	0.19	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	1369046	1302913	95.17	1300415	2498	99.81	0.19	0
3	Public-Others	E-Voting	1538	0.18	1450	88	94.28	5.72	0	
		Poll	2071	0.25	2071	0	100.00	0.00	92	
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	0	
		Total	841335	3609	0.43	3521	88	97.56	2.44	92
Total	Total	E-Voting	1304451	14.75	1301865	2586	99.80	0.20	0	
		Poll	6633213	75.02	6633213	0	100.00	0.00	92	
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	0	
		Total	8841523	7937664	89.78	7935078	2586	99.97	0.03	92

Sh. Anil



HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (4)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
Appointment of Ms. Neera Saggi as an Independent Director of the Company.										
	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	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	1369046	1302913	95.17	1301041	1872	99.86	0.14	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		1302913	95.17	1301041	1872	99.86	0.14	0
3	Public-Others	E-Voting	841335	1538	0.18	1230	308	79.97	20.03	0
		Poll		2071	0.25	2071	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3609	0.43	3301	308	91.47	8.53	92
Total	Total	E-Voting	8841523	1304451	14.75	1302271	2180	99.83	0.17	0
		Poll		6633213	75.02	6633213	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7937664	89.78	7935484	2180	99.97	0.03	92

Arari



HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (5)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
Ratification of remuneration of Cost Auditor.										
	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	1369046	1302913	95.17	1301041	1872	99.86	0.14	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		1302913	95.17	1301041	1872	99.86	0.14	0
3	Public-Others	E-Voting	841335	1538	0.18	1450	88	94.28	5.72	0
		Poll		2071	0.25	2071	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3609	0.43	3521	88	97.56	2.44	92
Total	Total	E-Voting	8841523	1304451	14.75	1302491	1960	99.85	0.15	0
		Poll		6633213	75.02	6633213	0	100.00	0.00	92
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		7937664	89.78	7935704	1960	99.98	0.02	92

Sari



August 09, 2019

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 Fifth Annual General Meeting of Honeywell Automation India Limited held on Friday, August 09, 2019 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, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of INR 45/- per equity share for the financial year 2018-19.
3. To consider appointing a Director in place of Ms. Nisha Gupta (DIN: 02331771) who retires by rotation and being eligible offers herself for re-appointment.
4. To consider and approve appointment of Ms. Neera Saggi as an Independent Director of the Company.
5. To ratify remuneration of Cost Auditor.



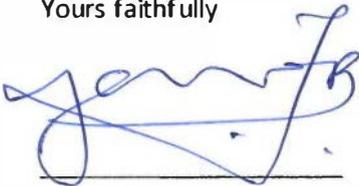
I now enclose the following:

- 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 of 35th AGM



Jayavant B. Bhavé

B.Com. LL.B. Dip.IRPM,FCS

J. B. Bhavé & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

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 09, 2019

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 13, 2019, 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 Fifth Annual General Meeting ('AGM') held on August 09, 2019 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 13, 2019 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 Fifth Annual General Meeting of the Company held on August 09, 2019 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, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of INR 45/- per equity share for the financial year 2018-19.
3. To consider appointing a Director in place of Ms. Nisha Gupta (DIN: 02331771) who retires by rotation and being eligible offers herself for re-appointment.
4. To consider and approve appointment of Ms. Neera Saggi as an Independent Director of the Company.
5. To ratify remuneration of Cost Auditor.

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 13, 2019 convening the Thirty Fifth Annual General Meeting of the Company to be held at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune-411 013 on Friday, August 09, 2019 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. August 02, 2019 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 Tuesday, August 6, 2019 (9.00 a.m. IST) to Thursday, August 8, 2019 (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 2 (Two) ballot papers, which were incomplete and/or which were otherwise found defective.



3. Thereafter, I have unblocked the electronic votes in the presence of three 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.)
1	To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	1298143	99.8558	1874	0.1442	0
2	To declare final dividend of INR 45/- per equity share for the financial year 2018-19	Ordinary	1302572	99.8563	1874	0.1437	0
3	To consider appointing a Director in place of Ms. Nisha Gupta (DIN: 02331771) who retires by rotation and being eligible offers herself for re-appointment	Ordinary	1301865	99.8018	2586	0.1982	0
4	To consider and approve appointment of Ms. Neera Saggi as an Independent Director of the Company	Ordinary	1302271	99.8329	2180	0.1671	0
5	To ratify remuneration of Cost Auditor	Ordinary	1302491	99.8497	1960	0.1503	0



(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.)
1	To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	6633213	100	0	0	92
2	To declare final dividend of INR 45/- per equity share for the financial year 2018-19	Ordinary	6633213	100	0	0	92
3	To consider appointing a Director in place of Ms. Nisha Gupta (DIN: 02331771) who retires by rotation and being eligible offers herself for re-appointment	Ordinary	6633213	100	0	0	92
4	To consider and approve appointment of Ms. Neera Saggi as an Independent Director of the Company	Ordinary	6633213	100	0	0	92
5	To ratify remuneration of Cost Auditor	Ordinary	6633213	100	0	0	92



(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 receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	7931356	99.9764	1874	0.0236	92
2	To declare final dividend of INR 45/- per equity share for the financial year 2018-19	Ordinary	7935785	99.9764	1874	0.0236	92
3	To consider appointing a Director in place of Ms. Nisha Gupta (DIN: 02331771) who retires by rotation and being eligible offers herself for re-appointment	Ordinary	7935078	99.9674	2586	0.0326	92
4	To consider and approve appointment of Ms. Neera Saggi as an Independent Director of the Company	Ordinary	7935484	99.9725	2180	0.0275	92
5	To ratify remuneration of Cost Auditor	Ordinary	7935704	99.9753	1960	0.0247	92



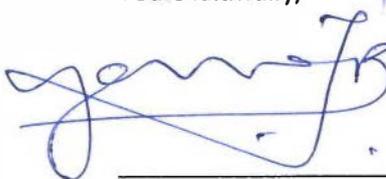
6. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid 35th Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

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.

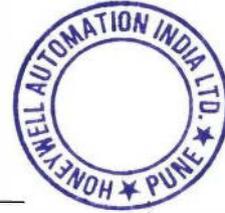
The Chairman of Thirty Fifth Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,



Jayavant B Bhave
FCS 4266 CP 3068
Scrutinizer appointed for the
Voting process of 35th AGM

Countersigned by



Farah Irani
Company Secretary
Honeywell Automation India Limited

Date: August 09, 2019

Place: Pune

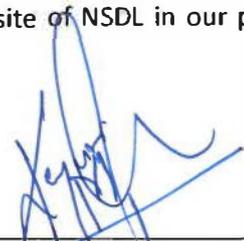
We understand that the votes were unblocked from the e-voting website of NSDL in our presence at 06.05 p.m. on Friday, August 09, 2019.



Chinmay Lele



Rajendra Kapase



Keyuri Meghani