

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/en-us/global/en-in/hail>

August 19, 2020

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 Sirs,

Sub: Voting Results and Scrutinizer's Report – 36th Annual General Meeting ('AGM')

The 36th Annual General Meeting (AGM) of the Company was held on Tuesday, August 18, 2020 at 4.00 p.m. IST through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

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 18, 2020.

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 36th ANNUAL GENERAL
MEETING (VOTING RESULTS) HELD ON TUESDAY, AUGUST 18, 2020**

Date of AGM	August 18, 2020
Total number of shareholders on record date (August 11, 2020)	25694
No of shareholders present in the meeting either in person or through proxy	0
Promoters and Promoter Group	
Present In person	0
Present In proxy	0
Public	
Present In person	0
Present In proxy	0
No of shareholders attended the meeting through Video Conferencing	117
Promoters and Promoter Group	1
Public	116

For Honeywell Automation India Limited

Farah Irani
Company Secretary

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HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?							NO			
To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]	
1	Promoter and Promoter Group	6631142	E-Voting	6631142	100.00	6631142	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	6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	1342765	E-Voting	1174016	87.43	1174016	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	1174016	87.43	1174016	0	100.00	0.00	0
3	Public-Others	867616	E-Voting	5594	0.64	5593	1	99.98	0.02	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	5594	0.64	5593	1	99.98	0.02	0
Total	Total	8841523	E-Voting	7810752	88.34	7810751	1	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	7810752	88.34	7810751	1	99.99	0.01	0

HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (2)										
Resolution required: (Ordinary / Special)							ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?							NO			
To declare final dividend of INR 75/- per equity share for the financial year 2019-20.										
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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]	
1	Promoter and Promoter Group	6631142	E-Voting	6631142	100.00	6631142	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	6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	1342765	E-Voting	1180111	87.89	1180111	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	1180111	87.89	1180111	0	100.00	0.00	0
3	Public-Others	867616	E-Voting	6477	0.75	6476	1	99.98	0.02	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	6477	0.75	6476	1	99.98	0.02	0
Total	Total	8841523	E-Voting	7817730	88.42	7817729	1	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	7817730	88.42	7817729	1	99.99	0.01	0

For Honeywell Automation India Limited

Farah Irani

Company Secretary

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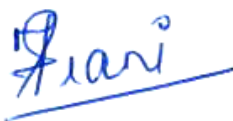
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HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (3)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
To consider appointing a Director in place of Mr. Ashish Gaikwad (DIN: 07585079) who retires by rotation and being eligible offers himself 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]
1	Promoter and Promoter Group	E-Voting	6631142	6631142	100.00	6631142	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		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1342765	1179862	87.87	1177773	2089	99.82	0.18	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		1179862	87.87	1177773	2089	99.82	0.18	0
3	Public-Others	E-Voting	867616	5596	0.64	5441	155	97.23	2.77	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		5596	0.64	5441	155	97.23	2.77	0
Total	Total	E-Voting	8841523	7816600	88.41	7814356	2244	99.97	0.03	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		7816600	88.41	7814356	2244	99.97	0.03	0

HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (4)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company for a further term of 5 years.										
	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]
1	Promoter and Promoter Group	E-Voting	6631142	6631142	100.00	6631142	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		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1342765	1179862	87.87	1179268	594	99.95	0.05	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		1179862	87.87	1179268	594	99.95	0.05	0
3	Public-Others	E-Voting	867616	5596	0.64	5587	9	99.84	0.16	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		5596	0.64	5587	9	99.84	0.16	0
Total	Total	E-Voting	8841523	7816600	88.41	7815997	603	99.99	0.01	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		7816600	88.41	7815997	603	99.99	0.01	0

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Resolution (5)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
To approve appointment of Mr. Akshay Bellare 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	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	6631142	100.00	6631142	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		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1342765	1179862	87.87	1179862	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		1179862	87.87	1179862	0	100.00	0.00	0
3	Public-Others	E-Voting	867616	5596	0.64	5586	10	99.82	0.18	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		5596	0.64	5586	10	99.82	0.18	0
Total	Total	E-Voting	8841523	7816600	88.41	7816590	10	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		7816600	88.41	7816590	10	99.99	0.01	0

HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (6)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
To approve appointment of Mr. Ashish Modi 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	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	6631142	100.00	6631142	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		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1342765	1179862	87.87	1179862	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		1179862	87.87	1179862	0	100.00	0.00	0
3	Public-Others	E-Voting	867616	5596	0.64	5283	313	94.41	5.59	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		5596	0.64	5283	313	94.41	5.59	0
Total	Total	E-Voting	8841523	7816600	88.41	7816287	313	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		7816600	88.41	7816287	313	99.99	0.01	0

For Honeywell Automation India Limited

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Company Secretary

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Resolution (7)										
Resolution required: (Ordinary / Special)										ORDINARY
Whether promoter/ promoter group are interested in the agenda/resolution?										NO
To approve appointment of Mr. Davies Walker 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	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]
1	Promoter and Promoter Group	E-Voting	6631142	6631142	100.00	6631142	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		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1342765	1179862	87.87	1179862	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		1179862	87.87	1179862	0	100.00	0.00	0
3	Public-Others	E-Voting	867616	5596	0.64	5586	10	99.82	0.18	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		5596	0.64	5586	10	99.82	0.18	0
Total	Total	E-Voting	8841523	7816600	88.41	7816590	10	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		7816600	88.41	7816590	10	99.99	0.01	0

HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (8)										
Resolution required: (Ordinary / Special)										SPECIAL
Whether promoter/ promoter group are interested in the agenda/resolution?										NO
To amend the Articles of Association 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$	[8]
1	Promoter and Promoter Group	E-Voting	6631142	6631142	100.00	6631142	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		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1342765	1178760	87.79	687717	491043	58.34	41.66	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		1178760	87.79	687717	491043	58.34	41.66	0
3	Public-Others	E-Voting	867616	6476	0.75	5225	1251	80.68	19.32	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		6476	0.75	5225	1251	80.68	19.32	0
Total	Total	E-Voting	8841523	7816378	88.41	7324084	492294	93.70	6.30	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		7816378	88.41	7324084	492294	93.70	6.30	0

For Honeywell Automation India Limited



Farah Irani

Company Secretary

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HONEYWELL AUTOMATION INDIA LIMITED										
Resolution (9)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
To ratify remuneration of Cost Auditor.										
	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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
1	Promoter and Promoter Group	E-Voting	6631142	6631142	100.00	6631142	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		6631142	100.00	6631142	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1342765	1179862	87.87	1179862	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		1179862	87.87	1179862	0	100.00	0.00	0
3	Public-Others	E-Voting	867616	5596	0.64	5588	8	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		5596	0.64	5588	8	99.86	0.14	0
Total	Total	E-Voting	8841523	7816600	88.41	7816592	8	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		7816600	88.41	7816592	8	99.99	0.01	0

For Honeywell Automation India Limited

Farah Irani

Company Secretary

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 Bangalore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.
Ph. : +91 020 - 25204357/59, E-mail : jbbhave@gmail.com

August 18, 2020

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

Sub: Remote E-voting and E-Voting conducted at the 36th Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")

Dear Ms Farah Irani,

I refer to my appointment as Scrutinizer to scrutinize the voting Process (including Remote E-voting and e-voting at the AGM) in respect of the following resolutions contained in the Notice of Thirty Sixth Annual General Meeting of your company held on 18th August, 2020 through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") 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, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of INR 75/- per equity share for the financial year 2019-20.
3. To consider appointing a Director in place of Mr. Ashish Gaikwad (DIN: 07585079) who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company for a further term of 5 years.



SPECIAL BUSINESS: -

5. To approve appointment of Mr. Akshay Bellare as a Director of the Company.
6. To approve appointment of Mr. Ashish Modi as a Director of the Company.
7. To approve appointment of Mr. Davies Walker as a Director of the Company.
8. To amend the Articles of Association of the Company. (Special Resolution)
9. To ratify remuneration of Cost Auditor.

I now enclose the following:

- a. My report to the Chairman of the Company on the consolidated result of the e-voting Process (remote e-voting and e-voting at the AGM)
- b. The register showing the particulars of the e-votes registered on the National Securities Depository Limited (NSDL) in respect of the resolutions and the consolidated results of voting.

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

Thanking you

Yours faithfully



Jayavant B Bhawe

FCS 4266 CP 3068

Scrutinizer appointed for the

Voting process of 36th AGM



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

J. B. Bhave & Co
Company Secretaries

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd
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Consolidated Report of Scrutinizer on E-voting Process

[Remote e-voting and e-voting conducted at the 36th Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio-Visual Means ("OAVM")]

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 further read with General Circular nos. 20/2020, 17/2020 and 14/2020 issued by The Ministry of Corporate Affairs (MCA), Government of India]

August 18, 2020

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

Dear Sir,

Sub: Consolidated Report of Scrutinizer on E-voting Process [Remote e-voting and e-voting conducted at the 36th Annual General Meeting (AGM) held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM")] 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 further read with General Circular nos. 20/2020, 17/2020 and 14/2020 issued by The Ministry of Corporate Affairs (MCA), Government of India.

The Board of Directors of Honeywell Automation India Limited ('the Company') have vide resolution passed on May 22, 2020, 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 Sixth Annual General Meeting ('AGM') held on August 18, 2020, through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"), by way of remote e-voting and e-voting conducted at the AGM.

The MCA vide its general circulars has allowed companies to convene AGM through VC/ OAVM as during the present times of Covid-19 Pandemic crisis. Voting by means of a poll at the AGM by filling physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during the period kept open prior to AGM for remote e-voting and are attending the AGM are now allowed to vote at the e-voting conducted at the AGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.



J. B. Bhave & Co
Company Secretaries

I, Jayavant B. Bhave, 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 22nd May 2020 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 E-Voting Process; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 36th AGM of the Company held on August 18, 2020 through VC/OAVM and reproduced herein below:

ORDINARY BUSINESS: -

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of INR 75/- per equity share for the financial year 2019-20.
3. To consider appointing a Director in place of Mr. Ashish Gaikwad (DIN: 07585079) who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company for a further term of 5 years.

SPECIAL BUSINESS: -

5. To approve appointment of Mr. Akshay Bellare as a Director of the Company.
6. To approve appointment of Mr. Ashish Modi as a Director of the Company.
7. To approve appointment of Mr. Davies Walker as a Director of the Company.
8. To amend the Articles of Association of the Company. (Special Resolution)
9. 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/ E-voting at the AGM. 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/ E-voting the AGM facilities and engaged by the company for that purpose.



J. B. Bhawe & Co
Company Secretaries

The Notice of AGM dated May 22, 2020 convening the Thirty Sixth Annual General Meeting of the Company to be held through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"), on Tuesday, August 18, 2020 at 4.00 p.m. IST, was sent through electronic mode to the members of the Company and the members of the Company holding shares on the cut-off date i.e. Tuesday, 11th August 2020 were entitled to vote on the above-mentioned resolutions proposed as set out in the Notice of Thirty Sixth Annual General Meeting.

In this regard, I submit my report as under:

1. The remote E-voting period commenced from Thursday, August 13, 2020 (9:00 a.m. IST) and ends on Monday, 17th August 2020 (5:00 p.m. IST).
2. After the conclusion of AGM on August 18, 2020, I have downloaded, scrutinized and counted the Votes cast through remote e-voting and e-voting at the AGM, for the purpose of this report.
3. I have unblocked the electronic votes cast through remote e-voting and e-voting at the AGM in the presence of the witnesses not in the employment of the Company from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
4. The Consolidated results of the E-Voting Process are as follows-

Resolution No. 1- TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
278	7810751	99.99

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1	1	0.01

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution No. 2-TO DECLARE FINAL DIVIDEND OF INR 75/- PER EQUITY SHARE FOR THE FINANCIAL YEAR 2019-20.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
288	7817729	99.99

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
1	1	0.01

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution No. 3- TO CONSIDER APPOINTING A DIRECTOR IN PLACE OF MR. ASHISH GAIKWAD (DIN: 07585079) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
277	7814356	99.97

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
10	2244	0.03

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution No. 4-TO RE-APPOINT DELOITTE HASKINS & SELLS LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY FOR A FURTHER TERM OF 5 YEARS.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
280	7815997	99.99

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
7	603	0.01

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution No. 5-TO APPROVE APPOINTMENT OF MR. AKSHAY BELLARE AS A DIRECTOR OF THE COMPANY.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
282	7816590	99.99

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	10	0.01

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution No. 6- TO APPROVE APPOINTMENT OF MR. ASHISH MODI AS A DIRECTOR OF THE COMPANY.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
280	7816287	99.99

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
7	313	0.01

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution No. 7- TO APPROVE APPOINTMENT OF MR. DAVIES WALKER AS A DIRECTOR OF THE COMPANY.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
282	7816590	99.99

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
5	10	0.01

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution No. 8-TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
205	7324084	93.70

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
81	492294	6.30

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution No. 9- TO RATIFY REMUNERATION OF COST AUDITORS

Votes in Favour of the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
284	7816592	99.99

Votes Against the resolution:

Number of Members who cast their votes	Number of votes cast	Percentage to total votes cast
3	8	0.01

Votes Invalid:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



J. B. Bhavé & Co
Company Secretaries

5. 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 36th Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

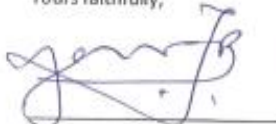
Result:

Nine resolutions having secured requisite majority of votes-

- a. Resolution No. 1 to 7 and 9 have been passed as Ordinary Resolutions
- b. Resolution No. 8 has been passed as Special resolution

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

Thanking You,
Yours faithfully,



Jayavant B Bhavé
Scrutinizer appointed for the
Voting process of 36th AGM



Countersigned by



Farah Irani
Company Secretary
Honeywell Automation India Limited

FCS 4266 CP 3068

PR NO: 486/2016

UDIN:- F0042668000591765

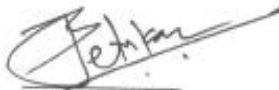
Date: August 18, 2020

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 Tuesday, August 18, 2020.



Chinmay Lele



Tafmay Pethkar