

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: <https://honeywell.com/country/in/Pages/hail.aspx>

August 11, 2017

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 - 33rd Annual General Meeting ('AGM')

The 33rd Annual General Meeting of the Company was held on Wednesday, August 9, 2017 at 4.00 p.m. at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune 411 013.

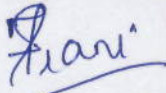
In this regard, please find enclosed the following:

1. Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated August 9, 2017.

The above is for your information and record.

Yours faithfully

For Honeywell Automation India Limited



**Farah Irani
Company Secretary**

Encl: A/a





THE POWER OF **CONNECTED**

Honeywell Automation India Ltd.

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HONEYWELL AUTOMATION INDIA LIMITED - OUTCOME OF 33rd ANNUAL GENERAL MEETING (VOTING RESULTS), HELD ON WEDNESDAY, AUGUST 9, 2017

Date of AGM	August 9, 2017
Total number of shareholders on record date	10722
No of shareholders present in the meeting either in person or through proxy	33
Promoters and Promoter Group	
Present In person	1
Present In proxy	0
Public	
Present In person	32
Present In proxy	0
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, 2017 and Directors' Report and Auditors' Report thereon.

	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding g 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	% of Votes invalid on votes polled [9]=[8]/(2)*100
Promoter/Public	[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
1	E-Voting	0	0.00	0	0	0.00	0.00	0	0.00
	Poll	6631142	100.00	6631142	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	0	0.00
	Total	6631142	100.00	6631142	0	100.00	0.00	0	0.00
2	E-Voting	901383	64.93	901383	0	100.00	0.00	0	0.00
	Poll	30600	2.20	30600	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	0	0.00
	Total	1388291	67.13	931983	0	100.00	0.00	0	0.00
3	E-Voting	2066	0.25	2062	4	99.81	0.19	0	0.00
	Poll	1217	0.15	1217	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	0	0.00
	Total	822090	0.40	3279	4	99.88	0.12	0	0.00
Total	E-Voting	903449	10.22	903445	4	100.00	0.00	0	0.00
	Poll	6662959	75.36	6662959	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	0	0.00
	Total	8841523	85.58	7566404	4	99.99	0.01	0	0.00



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 @ Rs. 10/- (100%) per equity share of Rs. 10/- each for the financial year ended March 31, 2017.

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	Votes in favour on votes polled	Votes against on votes polled	Invalid Votes	% of [9] = [(8)/ (2)] * 100
1	E-Voting		[2]	0	0	0	0.00	0.00	0	0.00
	Poll			6631142	6631142	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)			0	0	0	0.00	0.00	0	0.00
	Total		6631142	6631142	6631142	0	100.00	0.00	0	0.00
2	E-Voting			1339956	1339956	0	96.52	0.00	0	0.00
	Poll			30600	30600	0	2.20	0.00	0	0.00
	Postal Ballot (if applicable)			0	0	0	0.00	0.00	0	0.00
	Total		1388291	1370556	1370556	0	98.72	0.00	0	0.00
3	E-Voting			2066	2062	4	0.25	0.19	0	0.00
	Poll			1217	1217	0	0.15	0.00	0	0.00
	Postal Ballot (if applicable)			0	0	0	0.00	0.00	0	0.00
	Total		822090	3283	3279	4	0.40	0.12	0	0.00
Total	E-Voting			1342022	1342018	4	15.18	0.00	0	0.00
	Poll			6662959	6662959	0	75.36	0.00	0	0.00
	Postal Ballot (if applicable)			0	0	0	0.00	0.00	0	0.00
	Total		8841523	8004981	8004977	4	90.54	99.99	0	0.00



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. Tina Pierce as Director, who retires by rotation and is eligible for reappointment.											
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of [6]=[4]/(2)*100	Votes in favour on votes polled	% of [7]=[5]/(2)*100	Invalid Votes	% of [9]=[8]/(2)*100
	E-Voting	[1]	[2]	0	[4]	[5]	0	0.00	0.00	0	0.00
	Poll		6631142	100.00	6631142	0	100.00	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0	0.00
1	Total	6631142	6631142	100.00	6631142	0	100.00	0.00	0.00	0	0.00
	E-Voting		1339956	96.52	1339956	0	100.00	0.00	0.00	0	0.00
	Poll		30600	2.20	30600	0	100.00	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0	0.00
2	Total	1388291	1370556	98.72	1370556	0	100.00	0.00	0.00	0	0.00
	E-Voting		1966	0.24	1910	56	97.15	2.85	2.85	0	0.00
	Poll		1217	0.15	1217	0	100.00	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0	0.00
3	Total	822090	3183	0.39	3127	56	98.24	1.76	1.76	0	0.00
	E-Voting		1341922	15.18	1341866	56	100.00	0.00	0.00	0	0.00
	Poll		6662959	75.36	6662959	0	100.00	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0.00	0	0.00
	Total	8841523	8004881	90.54	8004825	56	99.99	0.01	0.01	0	0.00



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 M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018) as the Statutory Auditors for the financial year 2017-18

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	% of Votes invalid on votes polled [9]=[8]/(2)*100
1 Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00	0	0.00
	Poll		6631142	100.00	6631142	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	6631142	6631142	100.00	6631142	0	100.00	0.00	0	0.00
2 Public - Institutional holders	E-Voting		1339956	96.52	1339956	0	100.00	0.00	0	0.00
	Poll		30600	2.20	30600	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	1388291	1370556	98.72	1370556	0	100.00	0.00	0	0.00
3 Public-Others	E-Voting		1966	0.24	1910	56	97.15	2.85	0	0.00
	Poll		1217	0.15	1217	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	822090	3183	0.39	3127	56	98.24	1.76	0	0.00
Total	E-Voting		1341922	15.18	1341866	56	100.00	0.00	0	0.00
	Poll		6662959	75.36	6662959	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	8841523	8004881	90.54	8004825	56	99.99	0.01	0	0.00



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (5)

Resolution required: (Ordinary / Special)		ORDINARY								
Whether promoter/ promoter group are interested in the agenda/resolution? Yes										
Approval for Related Party transactions/arrangements with Honeywell International Inc, Honeywell Measurex (Ireland) Limited and Honeywell Turki-Arabia Limited.										
Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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	% of Votes invalid on votes polled [9]=[8]/ (2)]*100
	E-Voting	[1]	[2]	[3]=[2]/ (1)]*100	[4]	[5]	[6]=[4]/ (2)]*100	[7]=[5]/ (2)]*100	[8]	[9]=[8]/ (2)]*100
	Poll									
	Postal Ballot (if applicable)									
	Total	6631142								
1	E-Voting		1339956	96.52	1339956	0	100.00	0.00	0	0.00
	Poll		30600	2.20	30600	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		1370556	98.72	1370556	0	100.00	0.00	0	0.00
2	E-Voting	1388291	2066	0.25	2010	56	97.29	2.71	0	0.00
	Poll		1217	0.15	1217	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	822090	3283	0.40	3227	56	98.29	1.71	0	0.00
3	E-Voting		1342022	15.18	1341966	56	100.00	0.00	0	0.00
	Poll		31817	0.36	31817	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total	8841523	1373839	15.54	1373783	56	99.99	0.01	0	0.00



HONEYWELL AUTOMATION INDIA LIMITED

Resolution (6)

Resolution required: (Ordinary / Special)		ORDINARY								
Whether promoter/ promoter group are interested in the agenda/resolution?		NO								
Approval for payment of commission to Directors or some or any of them {other than the Managing Director / Executive Director(s)}.										
Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	Votes Polled on outstandin g shares	No. of Votes - in favour	No. of Votes - against	Votes in favour on votes polled	Votes against on votes polled	Invalid Votes	% of Votes invalid on votes polled
		[1]	[2]	[3]=[2]/ (1)]*100	[4]	[5]	[6]=[4]/ (2)]*100	[7]=[5]/ (2)]*100	[8]	[9]=[8]/ (2)]*100
1	E-Voting		0	0.00	0	0	0.00	0.00	0	0.00
	Poll		6631142	100.00	6631142	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		6631142	100.00	6631142	0	100.00	0.00	0	0.00
2	E-Voting		1339956	96.52	1339956	0	100.00	0.00	0	0.00
	Poll		30600	2.20	30600	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		1388291	98.72	1370556	0	100.00	0.00	0	0.00
3	E-Voting		2056	0.25	1996	60	97.08	2.92	0	0.00
	Poll		1217	0.15	1217	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		822090	0.40	3213	60	98.17	1.83	0	0.00
Total	E-Voting		1342012	15.18	1341952	60	100.00	0.00	0	0.00
	Poll		6662959	75.36	6662959	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	Total		8841523	90.54	8004911	60	99.99	0.01	0	0.00



August 09, 2017

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,

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 Third Annual General Meeting of Honeywell Automation India Limited held on Wednesday, August 09, 2017 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, 2017, together with the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs.10/- (100%) per equity share for the financial year ended March 31, 2017.
3. To consider to appoint a director in place of Ms. Tina Pierce, who retires by rotation and being eligible offers herself for reappointment.
4. To ratify the appointment of Statutory Auditors for the financial year 2017-2018.



SPECIAL BUSINESS:-

5. To consider and approve Related Party transactions/arrangements with Honeywell International Inc, Honeywell Measurex (Ireland) Limited and Honeywell Turki – Arabia Limited.
6. To consider and approve payment of commission to directors {other than Managing Director /Executive Director(s)}

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 09, 2017

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

Dear Sir,

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

The Board of Directors of Honeywell Automation India Limited ('the Company') have vide resolution passed on May 25, 2017, 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 Third Annual General Meeting ('AGM') held on August 09, 2017; by way of Voting by electronic means (Remote E-voting) and voting by Poll at AGM Venue; as required under the provisions of Section 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 25, 2017 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 Third Annual General Meeting of the Company held on August 09, 2017 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, 2017, together with the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs.10/- (100%) per equity share for the financial year ended March 31, 2017.
3. To consider to appoint a director in place of Ms. Tina Pierce, who retires by rotation and being eligible offers herself for reappointment.
4. To ratify the appointment of Statutory Auditors for the financial year 2017-2018.
5. To consider and approve Related Party transactions/arrangements with Honeywell International Inc, Honeywell Measurex (Ireland) Limited and Honeywell Turki – Arabia Limited.
6. To consider and approve payment of commission to directors {other than Managing Director /Executive Director(s)}

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 25, 2017 convening the Thirty Third Annual General Meeting of the Company to be held at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune – 411 013 on Wednesday, August 09, 2017 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 2, 2017 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.



In this regard, I submit my report as under:

1. The E-voting period remained open from Sunday, August 6, 2017 (9.00 A.M. IST) to Tuesday, August 8, 2017 (5.00 P.M. IST).
2. After the closure of AGM on August 09, 2017, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>)
4. I have scrutinized, downloaded and counted the Votes cast through Remote E-voting facility, and Votes cast by Poll at the venue of AGM; for the purpose of this report.
5. 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.
6. I further report; pursuant to the Section 109 of Companies Act 2013 and read with Rule 21 of Companies (Management and Administration) Rules, 2014 that;
 - i. After the time fixed for closing of the poll by the Chairman Mr. Suresh 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.



7. 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 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, 2017, together with the reports of the Board of Directors and Auditors thereon.	Ordinary	903445	99.99	4	0.01	0
2	To declare final dividend of Rs.10/- (100%) per equity share for the financial year ended March 31, 2017.	Ordinary	1342018	99.99	4	0.01	0
3	To consider to appoint a director in place of Ms. Tina Pierce, who retires by rotation and being eligible offers herself for reappointment.	Ordinary	1341866	99.99	56	0.01	0
4	To ratify the appointment of Statutory Auditors for the financial year 2017-2018.	Ordinary	1341866	99.99	56	0.01	0
5	To consider and approve Related Party transactions/arrangements with Honeywell International Inc, Honeywell Measurex (Ireland) Limited and Honeywell Turki – Arabia Limited.	Ordinary	1341966	99.99	56	0.01	0
6	To consider and approve payment of commission to directors {other than Managing Director /Executive Director(s)}.	Ordinary	1341952	99.99	60	0.01	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, 2017, together with the reports of the Board of Directors and Auditors thereon.	Ordinary	6662959	100.00	0	0	0
2	To declare final dividend of Rs.10/- (100%) per equity share for the financial year ended March 31, 2017.	Ordinary	6662959	100.00	0	0	0
3	To consider to appoint a director in place of Ms. Tina Pierce, who retires by rotation and being eligible offers herself for reappointment.	Ordinary	6662959	100.00	0	0	0
4	To ratify the appointment of Statutory Auditors for the financial year 2017-2018.	Ordinary	6662959	100.00	0	0	0
5	To consider and approve Related Party transactions/arrangements with Honeywell International Inc, Honeywell Measurex (Ireland) Limited and Honeywell Turki – Arabia Limited*	Ordinary	31817	100.00	0	0	0
6	To consider and approve payment of commission to directors (other than Managing Director /Executive Director(s)) .	Ordinary	6662959	100.00	0	0	0

*Honeywell Asia Pacific Inc. being interested party to the Resolution no. 5 has abstained from voting. (Number of Votes for which abstained : 6631142)



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

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)
1	To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and Auditors thereon.	Ordinary	7566404	99.99	4	0.01	0
2	To declare final dividend of Rs.10/- (100%) per equity share for the financial year ended March 31, 2017.	Ordinary	8004977	99.99	4	0.01	0
3	To consider to appoint a director in place of Ms. Tina Pierce, who retires by rotation and being eligible offers herself for reappointment.	Ordinary	8004825	99.99	56	0.01	0
4	To ratify the appointment of Statutory Auditors for the financial year 2017-2018.	Ordinary	8004825	99.99	56	0.01	0
5	To consider and approve Related Party transactions/arrangements with Honeywell International Inc, Honeywell Measurex (Ireland) Limited and Honeywell Turki – Arabia Limited*	Ordinary	1373783	99.99	56	0.01	0
6	To consider and approve payment of commission to directors {other than Managing Director /Executive Director(s)}.	Ordinary	8004911	99.99	60	0.01	0

*Honeywell Asia Pacific Inc. being interested party to the Resolution no. 5 has abstained from voting. (Number of Votes for which abstained : 6631142)



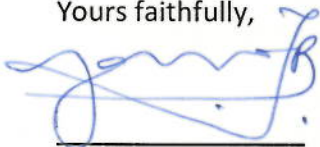
8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

Result:

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

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

Thanking You,
Yours faithfully,



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

Date: August 09, 2017

Place: Pune

We understand that the votes were unblocked from the e-voting website of NSDL in our presence at 05.45 p.m. on Wednesday, August 09, 2017.



Chinmay Lele



Madhura Limaye