

Honeywell

December 9, 2016

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: www.honeywellautomationindia.com

Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 023
Scrip Code: 517174

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol: HONAUT

Dear Sirs,

Sub: - Submission of Postal Ballot & e-voting Result

In compliance of the Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Members of the Company have approved Resolution as set out in the Postal Ballot Notice dated October 25, 2016 for –

1. Appointment of Mr. Ashish Gaikwad as Director from October 1, 2016
2. Appointment of Mr. Ashish Gaikwad as Managing Director for the period of five years from October 1, 2016

Based on the Scrutinizer's report, we are enclosing herewith Postal Ballot and e-voting result in the prescribed format under Regulation 44 of the SEBI (LODR) Regulations, 2015 as Annexure-I along with Scrutinizer's Report.

Please be note that the aforesaid Postal Ballot & e-voting result and Scrutinizer's report are available on the website of the Company www.honeywellautomationindia.com.

This is for your information and record,

Yours faithfully,

For Honeywell Automation India Limited

R Ravichandran

CFO



Annexure I

HONEYWELL AUTOMATION INDIA LIMITED

SUMMARY OF VOTING RESULTS OF POSTAL BALLOT

Date of Declaration of Result: December 9, 2016

Date of the AGM/EGM		Not Applicable
Total number of shareholders on record date (October 28, 2016)		10491
No. of shareholders Voted (including remote e-voting)		135
Promoters and Promoter Group		1
Public		134
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1

Resolution No.1			Appointment of Mr. Ashish Gaikwad as Director					
Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	6631142	[1]	[2]	[3]=[2]/[1] *100	[4]	[5]	[6]=[4]/[2] *100
	Postal Ballot		0	0	0	0	0	0
	Total		6631142	100.00	6631142	0	100.00	0
Public Institutions	E-Voting	1372882	1360804	99.12	1360804	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		1360804	99.12	1360804	0	100.00	0
Public Non Institutions	E-Voting	837499	6312	0.75	4824	1488	76.43	23.57
	Postal Ballot		3684	0.44	3684	0	100	0
	Total		9996	1.19	8508	1488	85.11	14.89
	Total	8841523	8001942	90.50	8000454	1488	99.98	0.02

Result: Resolution Passed with Requisite majority



Resolution No. 2

Resolution Required :		Appointment of Mr. Ashish Gaikwad as Managing Director						
Whether promoter/ promoter group are interested in the agenda/ resolution?		Ordinary Resolution						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting Postal Ballot	6631142	0	[3]=([2]/[1])*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
				0	0	0	0	0
Total		6631142	100.00	6631142	0	100.00	0	0
Public Institutions	E-Voting Postal Ballot	1372882	1366804	100.00	6631142	0	100.00	0
				99.12	1366804	0	100.00	0
Total		1366804	0	99.12	1366804	0	100.00	0
Public Non Institutions	E-Voting Postal Ballot	837499	6312	00.75	4321	1491	16.38	23.62
				00.49	4066	5	99.88	00.12
Total		837499	10383	01.24	8887	1496	85.59	14.41
Total		8841523	8002329	90.51	8000833	1496	99.98	00.02

Result: Resolution Passed with Requisite majority

For Honeywell Automation India Limited



R Ravichandran
CFO

SCRUTINIZER'S REPORT

To
Mr. Vikas Chadha
Director
Honeywell Automation India Limited
56 & 57, Hadapsar Industrial Estate
Pune 411 013

Sub: Report of Scrutinizer on Voting Process [including E-voting and Voting by Physical Postal Ballot] conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

Dear Sir

The Board of Directors of Honeywell Automation India Limited ('the Company') issued the postal ballot notice dated October 25, 2016 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice by way of Voting by electronic means ("e-voting") or physical postal ballots; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules , 2014.

I, Jayavant B. Bhave, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 has been appointed as the Scrutinizer by the Board of Directors of the Company vide Circular Resolution passed on October 25, 2016 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of e-voting and voting by physical postal ballots; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice and reproduced herein below:

ORDINARY RESOLUTIONS

1. Appointment of Mr. Ashish Gaikwad as Director from October 1, 2016
2. Appointment of Mr. Ashish Gaikwad as Managing Director for the period of five years from October 1, 2016



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules there under relating to voting by electronic means or by way of physical postal ballots. 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.

I hereby submit my report on the Ordinary Resolutions proposed in the postal ballot notice as under:

1. The shareholders of the company whose names were recorded in the Register Of Members or in the Register Of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. Friday, October 28, 2016 were entitled to vote on the ordinary resolutions in the notice.
2. The postal ballot notice along with the postal ballot form was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company has dispatched postal ballot notice along with the postal ballot forms and postage prepaid self-addressed business reply envelops on November 07, 2016.
3. The Company has published on November 7, 2016, an advertisement about the dispatch of Postal Ballot Notice in Economic Times (English) and Maharashtra Times (Marathi).
4. The votes exercised through e-voting facility from Tuesday, November 08, 2016 (9:00 AM) till Wednesday, December 7, 2016 (5:30 PM) and all physical postal ballot forms received till 5:30 PM on December 7, 2016; being the last date for receipt of postal ballot forms and e-voting; were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:30 PM on Wednesday, December 7, 2016 were not considered for my scrutiny.
5. After the closure of Voting period on December 7, 2016, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.



6. 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>). The physical postal ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I have scrutinized, downloaded and counted the Votes casted through e-voting facility and votes casted by physical postal ballots; for the purpose of this report.
8. The particulars of votes casted through e-voting facility and Votes casted by physical postal ballots have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
9. No member has voted through e-voting as well as physical postal ballot.

10. The results of voting are as under :-

(a) Results as per Companies Act 2013

i. **Voting by Physical Postal Ballot**

Resolution No	Resolution	Assent	%	Dissent	%	Total Votes Cast/ Number of Ballots	%	Invalid	Total Votes Polled/ Number of Ballots
1	Ordinary Resolution Appointment of Mr . ASHISH Gaikwad (DIN : 07585079) as Director								
	No. of Securities	6634826	100.00	0	0.00	6634826	100.00	632	6635458
	No. of Ballots	42	100.00	0	0.00	42	100.00	2	44
2	Ordinary Resolution : Appointment of Mr . Ashish Gaikwad (DIN ; 07585079) as ,Managing Director								
	No. of Securities	6635208	100.00	5	0.00	6635213	100.00	245	6635458
	No. of Ballots	41	97.62	1	2.38	42	100.00	2	44



ii. Voting by Electronic Means

Resolution No	Resolution	Assent	%	Dissent	%	Total Votes Cast/ Number of Ballots	%	Invalid	Total Votes Polled/ Number of Ballots
1	Ordinary Resolution Appointment of Mr . ASHISH Gaikwad (DIN : 07585079) as Director								
	No. of Securities	1365628	99.89	1488	0.11	1367116	100.00	0	1367116
	No. of Ballots	85	93.41	6	6.59	91	100.00	0	91
2	Ordinary Resolution : Appointment of Mr . Ashish Gaikwad (DIN ; 07585079) as ,Managing Director								
	No. of Securities	1365625	99.89	1491	0.11	1367116	100.00	0	1367116
	No. of Ballots	85	93.41	6	6.59	91	100.00	0	91

iii. Consolidated Summary of E-voting and Physical Postal Ballot

Resolution No	Resolution	Assent	%	Dissent	%	Total Votes Cast/ Number of Ballots	%	Invalid	Total Votes Polled/ Number of Ballots
1	Ordinary Resolution Appointment of Mr . ASHISH Gaikwad (DIN : 07585079) as Director								
	No. of Securities	8000454	99.98	1488	0.02	8001942	100.00	632	8002574
	No. of Ballots	127	95.49	6	4.51	133	100.00	2	135
2	Ordinary Resolution : Appointment of Mr . Ashish Gaikwad (DIN ; 07585079) as ,Managing Director								
	No. of Securities	8000833	99.98	1496	0.02	8002329	100.00	245	8002574
	No. of Ballots	126	94.74	7	5.26	133	100.00	2	135



(b) Results as per Regulation 44 of SEBI (Listing Regulations And Disclosure Requirements) 2015

Resolution No. 1

Resolution No.1			Appointment of Mr. Ashish Gaikwad as Director					
Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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
		[1]	[2]	[3]=[2]/[1] *100	[4]	[5]	[6]=[4]/[2])*100	[7]=[5]/[2])*100
Promoter and Promoter Group	E-Voting	6631142	0	0	0	0	0	0
	Postal Ballot		6631142	100.00	6631142	0	100.00	0
	Total		6631142	100.00	6631142	0	100.00	0
Public Institutions	E-Voting	1372882	1360804	99.12	1360804	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		1360804	99.12	1360804	0	100.00	0
Public Non Institutions	E-Voting	837499	6312	00.75	4824	1488	76.43	23.57
	Postal Ballot		3684	0.44	3684	0	100	0
	Total		9996	1.19	8508	1488	85.11	14.89
	Total	8841523	8001942	90.50	8000454	1488	99.98	00.02



Resolution No. 2

Resolution No.2			Appointment of Mr. Ashish Gaikwad as Managing Director					
Resolution Required :			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	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
		[1]	[2]	[3]=[2]/[1])*100	[4]	[5]	[6]=[4]/[2])*100	[7]=[5]/[2])*100
Promoter and Promoter Group	E- Voting	6631142	0	0	0	0	0	0
	Postal Ballot		6631142	100.00	6631142	0	100.00	0
	Total		6631142	100.00	6631142	0	100.00	0
Public Institutions	E- Voting	1372882	1360804	99.12	1360804	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		1360804	99.12	1360804	0	100.00	0
Public Non Institutions	E- Voting	837499	6312	00.75	4821	1491	76.38	23.62
	Postal Ballot		4071	00.49	4066	5	99.88	00.12
	Total		10383	01.24	8887	1496	85.59	14.41
Total		8841523	8002329	90.51	8000833	1496	99.98	00.02

11. The Register, all other papers and relevant records relating to voting will be handed over to the Company for safe keeping.

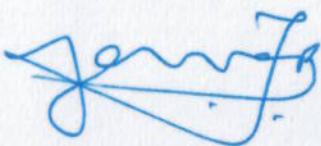


Result:

Both the Ordinary resolutions having secured requisite majority of votes, the resolutions number 01 and 02 may be considered to have been passed as Ordinary Resolutions.

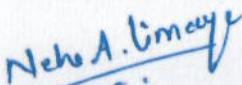
The Chairman may accordingly declare the result of voting through e-voting facility and by Postal Ballot in respect of Ordinary resolutions mentioned in the Postal Ballot Notice.

Thanking You,
Yours faithfully,



Jayavant B Bhave
FCS 4266 CP 3068
Scrutinizer appointed for the
Voting process by the Board of Directors
Date: December 8, 2016
Place: Mumbai

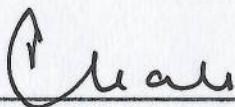
We understand that the votes were unblocked from the e-voting website of NSDL in our presence at 5:45p.m. on Wednesday December 7, 2016.



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Received by Mr. Vikas Chadha
Director Honeywell Automation India Limited