Honeywell Automation India Ltd.
CIN: L29299PN1984PLC017951
Regd. Office: 56 & 57, Hadapsar Industrial Estate, Pune 411 013, Maharashtra
Phone: +91 20 6603 9400
Fax: +91 20 6603 9800

Date: July 22, 2015

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
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

Ref: ISIN : INE671A01010 – Equity Shares
Sub: Submission of Outcome of AGM and Voting Results pursuant to Clause 35A

Dear Sir

The Annual General Meeting of the Company was held on Tuesday, July 21, 2015 at 3.00 p.m. at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune 411 013 and the following business was conducted.

Ordinary Business

1. Adoption of the Directors' Report and Audited Statement of Profit and Loss for the period ended March 31, 2015 and Balance Sheet as at that date
2. Declaration of dividend at the rate of Rs. 12.50 (125%) per equity share of Rs. 10/- each for the period ended March 31, 2015
3. Appointment of Mr. Anant Maheshwari as Director, who retires by rotation and is eligible for reappointment
4. Appointment of M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018) as the Statutory Auditors for a period of 5 years

Special Business

5. Approval of Related Party transactions/arrangements with Honeywell International Inc., Ultimate Holding Company, as per Section 188 of the Companies Act, 2013

Resolution numbers 1, 2, 3 and 4 required more than fifty percent votes to be cast in favour and Resolution No. 5 required more than three-fourths votes to be cast in favour in order to pass the Resolutions.

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you at the resolution were passed by shareholders with requisite majority in the Annual general Meeting held on July 21, 2015..

Please find enclosed the **Scrutinizers' Report along with Voting Results** of the Annual General Meeting.

Kindly acknowledge the receipt.

Yours faithfully
For Honeywell Automation India Limited

Sangeet

Sangeet Hunjan
Company Secretary

HONEYWELL AUTOMATION INDIA LIMITED PUNE-13

Encl: As above

HONEYWELL AUTOMATION INDIA LIMITED - OUTCOME OF 31ST ANNUAL GENERAL MEETING (VOTING RESULTS), HELD ON TUESDAY, JULY 21, 2015

Date of AGM	21-Jul-15
Total Number of Shareholders on Record Date	10791
No of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	1
Public	37
No of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NA
Public	NA

Details of the Agenda and Voting Results

SUMMARY OF EVOTING / POSTAL BALLOT/POLL

				Valid Votes Cast				Assent Details				Dissent Details				Invalid Details			Total Votes Cast		
Resolution No	Resolution	Total Shares Involved in Ballots Cast	Total Shares Authorised for Ballots Cast	Total No. of A/Cs	Total No. of Ballots	Valid Votes Polled	% of Votes	No. of A/Cs	No. of Ballots	Votes Polled	% of Votes	No. of A/Cs	No. of Ballots	Votes Polled	% of Votes	No. of A/Cs	No. of Ballots	Votes Polled	No. of A/Cs	No. of Ballots	Votes Polled
1	Ordinary Resolution: Adoption of the Directors' Report and Audited Statement of Profit and Loss for the period ended March 31,2015 and Balance Sheet as at that date	7965647	7965647	173	173	7965517	100	172	172	7965493	99.99	1	1	24	0.01	7	7	130	180	180	7965647
2	Ordinary Resolution: Declaration of dividend at the rate of Rs 12.50(125%) per equtiy share of Rs 10/-each for the period ended March 31,2015	7965556	7965556	171	171	7965425	100	170	170	7965401	99.99	1	1	24	0.01	8	8	131	179	179	7965556
3	Ordinary Resolution: Appointment of Mr. Anant Maheshwari as Director,who retires by rotation and is eligible for reappointment	7965541	7965541	169	169	7965410	100	166	166	7965382	99.99	3	3	28	0.01	8	8	131	177	177	7965541
4	Ordinary Resolution: Appointment of M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018) as the Statutory Auditors for a period of 5 years	7965641	7965641	170	170	7965510	100	169	169	7965486	99.99	1	1	24	0.01	8	8	131	178	178	7965641
5	Spaecial Resolution : Approval of Related Party transactions/arrangement with Honeywell International Inc., Ultimate Holding Company,as per Section 188 of the Companies Act,2013	7621194	7621194	164	164	989921	100	159	159	989678	99.98	5	5	243	0.02	8	8	131	172	172	990052



Ordinary Resolution: Adoption of the Directors' Report and Audited Statement of Profit and Loss for the period ended March 31,2015 and Balance Sheet as at that date								
Details for reporting as per Clause 35A of listing agreement based on result of Poll, Postal ballot and E-voting								
Resolution No 1								
	Promoter/Public	**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**
		[1]	**[2]**	**[3]=[(2)/(1)] *100**	**[4]**	**[5]**	**[6]=[(4)/(2)]* 100**	**[7]=[(5)/(2)]*10 0**
1	Promoter and Promoter Group	6631142	6631142	100.00	6631142	0	100.00	0.00
2	Public - Institutional holders	1331443	1321085	99.22	1321085	0	100.00	0.00
3	Public-Others	878938	13290	1.51	13266	24	99.82	0.18
	Grand Totals	**8841523**	**7965517**	**90.09**	**7965493**	**24**	**99.00**	**0.01**

Ordinary Resolution: Declaration of dividend at the rate of Rs 12.50(125%) per equtiy share of Rs 10/-each for the period ended March 31,2015								
Details for reporting as per Clause 35A of listing agreement based on result of Poll, Postal ballot and E-voting								
Resolution No 2								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	6631142	6631142	100.00	6631142	0	100.00	0.00
2	Public - Institutional holders	1331443	1321085	99.22	1321085	0	100.00	0.00
3	Public-Others	878938	13198	1.50	13174	24	99.82	0.18
	Grand Totals	**8841523**	**7965425**	**90.09**	**7965401**	**24**	**99.00**	**0.01**

HONEYWELL AUTOMATION INDIA LIMITED PUNE-13

Ordinary Resolution: Appointment of Mr. Anant Maheshwari as Director,who retires by rotation and is eligible for reappointment								
Details for reporting as per Clause 35A of listing agreement based on result of Poll, Postal ballot and E-voting								
Resolution No 3								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)]*10 0
1	Promoter and Promoter Group	6631142	6631142	100.00	6631142	0	100.00	0.00
2	Public - Institutional holders	1331443	1321085	99.22	1321085	0	100.00	0.00
3	Public-Others	878938	13183	1.50	13155	28	99.79	0.21
	Grand Totals	**8841523**	**7965410**	**90.09**	**7965382**	**28**	**99.00**	**0.01**



Ordinary Resolution: Appointment of M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018) as the Statutory Auditors for a period of 5 years								
Details for reporting as per Clause 35A of listing agreement based on result of Poll, Postal ballot and E-voting								
Resolution No 4								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)]*10 0
1	Promoter and Promoter Group	6631142	6631142	100.00	6631142	0	100.00	0.00
2	Public - Institutional holders	1331443	1321085	99.22	1321085	0	100.00	0.00
3	Public-Others	878938	13283	1.51	13259	24	99.82	0.18
	Grand Totals	**8841523**	**7965510**	**90.09**	**7965486**	**24**	**99.00**	**0.01**

HONEYWELL AUTOMATION INDIA LIMITED PUNE-13

Special Resolution : Approval of Related Party transactions/arrangement with Honeywell International Inc., Ultimate Holding Company,as per Section 188 of the Companies Act,2013								
Details for reporting as per Clause 35A of listing agreement based on result of Poll, Postal ballot and E-voting								
Resolution No 5								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]* 100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	6631142	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	1331443	976637	73.35	976637	0	100.00	0.00
3	Public-Others	878938	13284	1.51	13041	243	98.17	1.83
	Grand Totals	**8841523**	**989921**	**11.20**	**989678**	**243**	**99.98**	**0.02**

HONEYWELL AUTOMATION INDIA LIMITED PUNE-13

JDNASSA & ASSOCIATES
Company Secretaries
Flat No. 9/7, Karan Aniket, Level 5/4, Plot No. 37,
Shri Varanasi Society, Behind Atul Nagar,
Off Mumbai Bangalore By-pass, Warje, Pune - 411058
PH: 020 2520 4357 / 4359

Report of Scrutinizer on E-Voting Process
[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

To
Mr. S. L. Rao
Chairman
Honeywell Automation India Limited
56 & 57, Hadapsar Industrial Estate
Pune 411 013

Dear Sir,

Sub: Scrutinizer's Report on Voting Process [including E-voting, Voting by Physical Postal Ballot and Voting by Poll at AGM] 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, 2015, decided to provide to the members of the Company, facility to exercise their right on the resolutions as set out in the notice of Thirty First Annual General Meeting ('AGM') held on July 21, 2015; by way of Voting by electronic means (Remote E-voting), voting by physical postal ballots and voting by Poll at AGM; as required under the provisions of Section 108 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 and partner of JDNASSA & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 25, 2015 as required under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules , 2014 and Clause 35B of the Listing Agreement for the purpose of scrutinizing the Remote e- voting process, Voting by physical Postal Ballots and Voting by Poll at AGM ; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Thirty First Annual General Meeting of the Company held on July 21, 2015 and reproduced herein below:



Ordinary Resolutions:

1. Adoption of the Directors' Report and Audited Statement of Profit and Loss for the period ended March 31, 2015 and Balance Sheet as at that date
2. Declaration of dividend at the rate of Rs. 12.50 (125%) per equity share of Rs. 10/-each for the period ended March 31, 2015
3. Appointment of Mr. Anant Maheshwari as Director, who retires by rotation and is eligible for reappointment
4. Appointment of M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018) as the Statutory Auditors for a period of 5 years

Special Resolution:

5. Approval of Related Party transactions/arrangements with Honeywell International Inc. Ultimate Holding Company, as per Section 188 of the Companies Act, 2013

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 / Postal Ballot/ Poll. 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 physical postal ballots processed by the Registrar and Transfer Agent of the Company and 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 the scrutiny of the ballot papers which were received at the Poll conducted at the AGM venue on 21st July 2015.

The Notice of AGM dated May 25, 2015 convening the Thirty First Annual General Meeting of the company to be held at 56 & 57, Hadapsar Industrial Estate, Pune 411 013 on July 21, 2015 along with statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the company and the members of the Company holding shares on the cut-off date i.e. July 14, 2015 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 Remote e-voting period remained open from July 18, 2015 (9:00 A.M.) to July 20, 2015 (5:00 P.M.). The last date for receipt of physical Postal Ballots was July 20, 2015 (5:00 P.M.).

2. After the closure of AGM on 21st July 2015 and after the end of the Remote e-voting period, 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 casted through Remote E-voting facility, Votes casted through Physical Postal Ballots and; Votes casted by Poll at the venue of AGM; for the purpose of this report.

5. The particulars of votes casted through Remote E-voting, Votes casted through Physical postal Ballots and Votes casted by Poll at the venue of AGM have been recorded in a register separately maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014.

6. 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 %.)
1	Adoption of the Directors' Report and Audited Statement of Profit and Loss for the period ended March 31, 2015 and Balance Sheet as at that date	Ordinary	7965493	99.99	24	0.01



2	Declaration of dividend at the rate of Rs. 12.50 (125%) per equity share of Rs. 10/- each for the period ended March 31, 2015	Ordinary	7965401	99.99	24	0.01
3	Appointment of Mr. Anant Maheshwari as Director, who retires by rotation and is eligible for reappointment	Ordinary	7965382	99.99	28	0.01
4	Appointment of M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018) as the Statutory Auditors for a period of 5 years	Ordinary	7965486	99.99	24	0.01
5	Approval of Related Party transactions/arrangements with Honeywell International Inc. Ultimate Holding Company, as per Section 188 of the Companies Act, 2013	Special	989678	99.98	243	0.02

7. 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.

JDNASSA & ASSOCIATES ★ COMPANY SECRETARIES ★

Result:

All the first four resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed as Ordinary Resolutions.

The fifth resolution having secured requisite 3/4th or more Majority of votes may be considered to have been passed as a Special Resolution.

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

Thanking You,
Yours faithfully,

JDNASSA & ASSOCIATES ★ COMPANY SECRETARIES ★

JAYAVANT B BHAVE
FCS 4266 CP 3068
Scrutinizer appointed for the
Voting process by the Board of Directors

Date: July 21, 2015
Place: Pune