

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 15, 2016

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

**Sub: Submission under Regulation 30 of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir

We are enclosing herewith the Notice of the 32nd Annual General Meeting of the Company alongwith instructions for e-voting, and the Attendance Slip & Proxy form.

The Annual Report 2015-16 has also been submitted to the stock exchanges.

The aforesaid documents are also available on the website of the Company at www.honeywellautomationindia.com.

The above is for your information and record.

Yours faithfully

For Honeywell Automation India Limited


Sangeet Hunjan
Company Secretary



Encl: As above

NOTICE is hereby given that the **THIRTY SECOND ANNUAL GENERAL MEETING (AGM) of HONEYWELL AUTOMATION INDIA LIMITED** will be held on **Wednesday, August 10, 2016 at 3.00 p.m.** at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune 411 013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2016.
3. To appoint a Director in place of Ms. Nisha Gupta who retires by rotation and is eligible for reappointment.
4. To ratify the appointment of Statutory Auditors.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Suresh Senapaty (DIN: 00018711), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from March 8, 2016, and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not be liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from March 8, 2016.

RESOLVED FURTHER THAT the Directors of the Company, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Company be and is hereby accorded for entering into contracts, arrangements or transactions with Honeywell International Inc., the Ultimate Holding Company, for an estimated amount of up to Rs. 55,000 lacs every financial as per details given below:

Nature of Contract/ Arrangements/ Transactions	Estimated amount every financial year (Rs. In lacs)
Sale, purchase or supply of any goods or materials	17,500
Sale or purchase of services	37,000
Sale or purchase of fixed assets	500

RESOLVED FURTHER THAT that the Managing Director and the Chief Financial Officer, of the Company be and are hereby authorized severally, to do all such acts, matters, deeds and things with regard to any contract, transaction or arrangement with the related party and execute such agreements, documents and writings, as may be necessary or desirable for the purpose of giving effect to this resolution."

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of Special Business under items 5 & 6, is annexed hereto.
2. As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) the relevant details of Directors seeking appointment / re-appointment at the ensuing AGM are given in the annexure to the AGM notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Members desiring any information about the Company's working are requested to write to the Company at an early date so as to enable the Management to reply at the General Meeting.
6. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund. Members who have not encashed the dividend warrant(s) so far for the financial year ended December 31, 2009 or any subsequent years are requested to make their claim to the Office of the Registrar and Transfer Agents: TSR DARASHAW LTD., 6-10 Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai- 400 011. It shall be noted that once the dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie with the Company in respect of such amount.
7. The record date for determining the names of members eligible for dividend on equity shares, if approved by the members at the AGM is August 3, 2016.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agents, TSR DARASHAW LTD.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through electronic means. The facility of casting the votes using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. August 3, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

11. Mr. Jayavant B. Bhawe, of J.B. Bhawe & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
13. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
14. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.honeywellautomationindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India, where the shares of the Company are listed.
15. The Annual Report 2015-16, the Notice of 32nd AGM and instructions for e-voting, alongwith the Attendance Slip and Proxy form are also being sent by electronic mode to Members who have registered their e-mail IDs with the DPs or with the Company
16. All documents referred to in the Notice will be available for inspection at the Company's registered office on all working days, during business hours upto the date of the AGM.
17. Members are requested to bring their copy of Annual Report to the AGM.
18. A route map to the venue of the AGM has been provided at the end of the Annual Report.

Gurgaon, May 17, 2016

By order of the Board of Directors

Sangeet Hunjan
Company Secretary

Registered Office:

56 & 57, Hadapsar Industrial Estate,

Pune 411 013

CIN : L29299PN1984PLC017951

Phone : + 91 20 6603 9400; Fax : + 91 20 6603 9800

Email : HAIL.InvestorServices@Honeywell.com

Website : www.honeywellautomationindia.com

STATEMENT SETTING OUT MATERIAL FACTS

Pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

The Board of Directors, appointed Mr. Suresh Senapaty as an Additional (Independent) Director of the Company with effect from March 8, 2016, pursuant to Section 161 of the Companies Act, 2013. Mr. Suresh Senapaty holds office upto the date of the ensuing AGM of the Company.

The Company has received a notice in writing from a member, along with requisite deposit under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Suresh Senapaty for the office of Independent Director. to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received a declaration from Mr. Suresh Senapaty to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Accordingly, it is proposed to appoint Mr. Suresh Senapaty as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 8, 2016 up to March 7, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Suresh Senapaty, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Brief profile of Mr. Suresh Senapaty is provided in the Annexure to this Notice.

The Board recommends the passing of the resolution set out at Item No.5 of the Notice.

Except Mr. Suresh Senapaty, none of the other Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 6:

Honeywell International Inc (HII), USA is the ultimate holding company of your Company. Being a part of Honeywell, your Company works closely with HII to meet its business objectives. The Company has a range of transactions with HII, including purchase and sale of goods and services, in the ordinary course of business.

The Company expects to have transactions not exceeding an estimated value of Rs. 55,000 lacs every financial year with HII as below:

Name of Related Party	Honeywell International Inc.		
Nature of Relationship	Ultimate Holding Company		
Nature, Material Terms & Particulars of Contract	Sale, purchase or supply of any goods or materials [Sec 188(1)(a) of Companies Act, 2013]	Availing or rendering of any services [Sec 188(1)(d) of Companies Act, 2013]	Selling or otherwise disposing of, or buying, property of any kind [Sec 188(1)(b) of Companies Act, 2013]
Estimated amount every financial year (Rs lacs)	17,500	37,000	500
Name of Interested Director/ Key Managerial Personne	Mr. Norman Gilsdorf, Mr. Anant Maheshwari and Ms. Nisha Gupta are considered to be interested, being Promoter Directors		
Ordinary Course of Business	Yes		
Arm's length	Yes		

The Board recommends the passing of the resolution set out at Item No.6 of the Notice.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

CIN: L29299PN1984PLC017951
Regd. Office: 56 & 57, Hadapsar Industrial Estate, Pune - 411 013 | Phone: +91 20 66039400, Fax: +91 20 66039800
E-mail: HAIL.InvestorServices@Honeywell.com | Website: www.honeywellautomationindia.com

(To be presented at the entrance duly signed)

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company at Honeywell Automation India Ltd., 56 & 57 Hadapsar Industrial Estate, Pune 411 013 at 3.00 p.m. on Wednesday, August 10, 2016.

ELECTRONIC VOTING PARTICULARS

Note -- Please refer to the instructions printed under the Notes to the Notice of 32nd ANNUAL GENERAL MEETING. The company has engaged NSDL to provide e-voting facility. The e-voting period begins on August 7, 2016 (9:00 am) and ends on August 9, 2016 (5:00 pm).

CIN: L29299PN1984PLC017951
Regd. Office: 56 & 57, Hadapsar Industrial Estate, Pune - 411 013 | Phone: +91 20 66039400, Fax: +91 20 66039800
E-mail: HAIL.InvestorServices@Honeywell.com | Website: www.honeywellautomationindia.com

I/We, being the member (s) of shares of the above named company, hereby appoint

- as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, August 10, 2016 at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune 411 013 at 3.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Signature across the stamp

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 32nd Annual General Meeting.