

# 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/in/en/hail>

August 20, 2021

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 – 37<sup>th</sup> Annual General Meeting ('AGM')**

The 37<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, August 18, 2021 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 20, 2021.

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 37<sup>th</sup> ANNUAL GENERAL MEETING (VOTING RESULTS) HELD ON WEDNESDAY, AUGUST 18, 2021

|                                                                                    |                        |
|------------------------------------------------------------------------------------|------------------------|
| <b>Date of AGM</b>                                                                 | <b>August 18, 2021</b> |
| <b>Total number of shareholders on record date (August 11, 2021)</b>               | 31715                  |
| <b>No of shareholders present in the meeting either in person or through proxy</b> | 0                      |
| <b>Promoters and Promoter Group</b>                                                |                        |
| Present In person                                                                  | 0                      |
| Present In proxy                                                                   | 0                      |
| <b>Public</b>                                                                      |                        |
| Present In person                                                                  | 0                      |
| Present In proxy                                                                   | 0                      |
| <b>No of shareholders attended the meeting through Video Conferencing</b>          | 78                     |
| Promoters and Promoter Group                                                       | 1                      |
| Public                                                                             | 77                     |

For Honeywell Automation India Limited



Farah Irani  
Company Secretary


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| Resolution (1)                                                                                                     |                               |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Ordinary                                                                                                                                                                                                   |                          |                        |                                      |                                    |
| Description of resolution considered                                                                               |                               |                    |                     | To receive, consider, and adopt the Audited financial statements of the company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon. |                          |                        |                                      |                                    |
| 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                      | 884523             | 7836169             | 88.6292                                                                                                                                                                                                    | 7836167                  | 2                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                                                                    | Total                         | 884523             | 7836169             | 88.6292                                                                                                                                                                                                    | 7836167                  | 2                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Total                         | 884523             | 7836169             | 88.6292                                                                                                                                                                                                    | 7836167                  | 2                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                                                                | E-Voting                      | 1311538            | 1199881             | 91.4866                                                                                                                                                                                                    | 1199881                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                                                                    | Total                         | 1311538            | 1199881             | 91.4866                                                                                                                                                                                                    | 1199881                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Total                         | 1311538            | 1199881             | 91.4866                                                                                                                                                                                                    | 1199881                  | 0                      | 100.0000                             | 0.0000                             |
| Public-Non Institutions                                                                                            | E-Voting                      | 898843             | 5146                | 0.5725                                                                                                                                                                                                     | 5144                     | 2                      | 99.9611                              | 0.0389                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      |                                    |
|                                                                                                                    | Total                         | 898843             | 5146                | 0.5725                                                                                                                                                                                                     | 5144                     | 2                      | 99.9611                              | 0.0389                             |
|                                                                                                                    | Total                         | 898843             | 5146                | 0.5725                                                                                                                                                                                                     | 5144                     | 2                      | 99.9611                              | 0.0389                             |
| Total                                                                                                              |                               | 8841523            | 7836169             | 88.6292                                                                                                                                                                                                    | 7836167                  | 2                      | 100.0000                             | 0.0000                             |
| Whether resolution is Pass or Not.                                                                                 |                               |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      | Yes                                |
| Disclosure of notes on resolution                                                                                  |                               |                    |                     |                                                                                                                                                                                                            |                          |                        |                                      | Add Notes                          |

| Resolution (2)                                                                                                     |                               |                    |                     |                                                                                                                  |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Ordinary                                                                                                         |                          |                        |                                      |                                    |
| Description of resolution considered                                                                               |                               |                    |                     | To declare final dividend of INR 85/- (Rupees Eighty-five only) per equity share for the financial year 2020-21. |                          |                        |                                      |                                    |
| 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            | 6631142             | 100.0000                                                                                                         | 6631142                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                  |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                  |                          |                        |                                      |                                    |
| Total                                                                                                              |                               | 6631142            | 6631142             | 100.0000                                                                                                         | 6631142                  | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                                                                | E-Voting                      | 1311538            | 1200070             | 91.5010                                                                                                          | 1200070                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                  |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                  |                          |                        |                                      |                                    |
| Total                                                                                                              |                               | 1311538            | 1200070             | 91.5010                                                                                                          | 1200070                  | 0                      | 100.0000                             | 0.0000                             |
| Public-Non Institutions                                                                                            | E-Voting                      | 898843             | 5146                | 0.5725                                                                                                           | 5144                     | 2                      | 99.9611                              | 0.0389                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                  |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                  |                          |                        |                                      |                                    |
| Total                                                                                                              |                               | 898843             | 5146                | 0.5725                                                                                                           | 5144                     | 2                      | 99.9611                              | 0.0389                             |
| Total                                                                                                              |                               | 8841523            | 7836358             | 88.6313                                                                                                          | 7836356                  | 2                      | 100.0000                             | 0.0000                             |
| Whether resolution is Pass or Not.                                                                                 |                               |                    |                     |                                                                                                                  |                          |                        |                                      | Yes                                |
| Disclosure of notes on resolution                                                                                  |                               |                    |                     |                                                                                                                  |                          |                        |                                      | Add Notes                          |

For Honeywell Automation India Limited



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| Resolution (3)                                                                                                     |                               |                    |                     |                                                                                                                                                             |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Ordinary                                                                                                                                                    |                          |                        |                                      |                                    |
| Description of resolution considered                                                                               |                               |                    |                     | To consider appointing a Director in place of Mr. Ashish Modi (DIN: 07680512) who retires by rotation and being eligible offers himself for re-appointment. |                          |                        |                                      |                                    |
| 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            | 6631142             | 100.0000                                                                                                                                                    | 6631142                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                                                             |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                             |                          |                        |                                      |                                    |
|                                                                                                                    | <b>Total</b>                  | 6631142            | 6631142             | 100.0000                                                                                                                                                    | 6631142                  | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                                                                | E-Voting                      | 1311538            | 1199881             | 91.4866                                                                                                                                                     | 1194062                  | 5819                   | 99.5150                              | 0.4850                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                                                             |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                             |                          |                        |                                      |                                    |
|                                                                                                                    | <b>Total</b>                  | 1311538            | 1199881             | 91.4866                                                                                                                                                     | 1194062                  | 5819                   | 99.5150                              | 0.4850                             |
| Public- Non Institutions                                                                                           | E-Voting                      | 898843             | 5095                | 0.5668                                                                                                                                                      | 5073                     | 22                     | 99.5682                              | 0.4318                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                                                                                                             |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                                                                                                             |                          |                        |                                      |                                    |
|                                                                                                                    | <b>Total</b>                  | 898843             | 5095                | 0.5668                                                                                                                                                      | 5073                     | 22                     | 99.5682                              | 0.4318                             |
| <b>Total</b>                                                                                                       |                               | 8841523            | 7836118             | 88.6286                                                                                                                                                     | 7830277                  | 5841                   | 99.9255                              | 0.0745                             |
| <b>Whether resolution is Pass or Not.</b>                                                                          |                               |                    |                     |                                                                                                                                                             |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                                                                  |                               |                    |                     |                                                                                                                                                             |                          |                        | <a href="#">Add Notes</a>            |                                    |

| Resolution (4)                                                                                                     |                               |                    |                     |                                                                      |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|----------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Ordinary                                                             |                          |                        |                                      |                                    |
| Description of resolution considered                                                                               |                               |                    |                     | To approve appointment of Mr. Atul Pai as a Director of the Company. |                          |                        |                                      |                                    |
| 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            | 6631142             | 100.0000                                                             | 6631142                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                      |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                      |                          |                        |                                      |                                    |
|                                                                                                                    | <b>Total</b>                  | 6631142            | 6631142             | 100.0000                                                             | 6631142                  | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                                                                | E-Voting                      | 1311538            | 1199881             | 91.4866                                                              | 1175437                  | 24444                  | 97.9628                              | 2.0372                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                      |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                      |                          |                        |                                      |                                    |
|                                                                                                                    | <b>Total</b>                  | 1311538            | 1199881             | 91.4866                                                              | 1175437                  | 24444                  | 97.9628                              | 2.0372                             |
| Public- Non Institutions                                                                                           | E-Voting                      | 898843             | 5094                | 0.5667                                                               | 5073                     | 21                     | 99.5878                              | 0.4122                             |
|                                                                                                                    | Poll                          |                    |                     |                                                                      |                          |                        |                                      |                                    |
|                                                                                                                    | Postal Ballot (if applicable) |                    |                     |                                                                      |                          |                        |                                      |                                    |
|                                                                                                                    | <b>Total</b>                  | 898843             | 5094                | 0.5667                                                               | 5073                     | 21                     | 99.5878                              | 0.4122                             |
| <b>Total</b>                                                                                                       |                               | 8841523            | 7836117             | 88.6286                                                              | 7811652                  | 24465                  | 99.6878                              | 0.3122                             |
| <b>Whether resolution is Pass or Not.</b>                                                                          |                               |                    |                     |                                                                      |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution                                                                                  |                               |                    |                     |                                                                      |                          |                        | <a href="#">Add Notes</a>            |                                    |

For Honeywell Automation India Limited



Farah Irani

Company Secretary

Honeywell Automation India Limited

CIN: L29299PN1984PLC017951

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Tel: +91 20 7114 8888

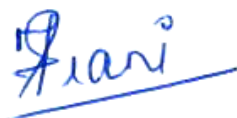
E-mail: India.Communications@Honeywell.com

Website: <https://www.honeywell.com/in/en/hail>

| Resolution (5)                                                                                                        |                               |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|-------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Ordinary                                                                                        |                          |                        |                                      |                                    |
| Description of resolution considered                                                                                  |                               |                    |                     | No<br>To approve appointment of Dr. Ganesh Natarajan as an Independent Director of the Company. |                          |                        |                                      |                                    |
| Category                                                                                                              | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding                                                                | 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                      | 663142             | 663142              | 100.0000                                                                                        | 663142                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                       | Poll                          |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|                                                                                                                       | Postal Ballot (if applicable) |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|                                                                                                                       | Total                         | 663142             | 663142              | 100.0000                                                                                        | 663142                   | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                                                                   | E-Voting                      | 1311538            | 1198881             | 91.4866                                                                                         | 1148151                  | 51730                  | 95.6887                              | 4.3113                             |
|                                                                                                                       | Poll                          |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|                                                                                                                       | Postal Ballot (if applicable) |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|                                                                                                                       | Total                         | 1311538            | 1198881             | 91.4866                                                                                         | 1148151                  | 51730                  | 95.6887                              | 4.3113                             |
| Public- Non Institutions                                                                                              | E-Voting                      | 898843             | 5094                | 0.5667                                                                                          | 5077                     | 17                     | 99.6663                              | 0.3337                             |
|                                                                                                                       | Poll                          |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|                                                                                                                       | Postal Ballot (if applicable) |                    |                     |                                                                                                 |                          |                        |                                      |                                    |
|                                                                                                                       | Total                         | 898843             | 5094                | 0.5667                                                                                          | 5077                     | 17                     | 99.6663                              | 0.3337                             |
|                                                                                                                       | Total                         | 8841523            | 7834661             | 88.6121                                                                                         | 7834228                  | 433                    | 99.9345                              | 0.0055                             |
| Whether resolution is Pass or Not.                                                                                    |                               |                    |                     |                                                                                                 |                          |                        |                                      | Yes                                |
| Disclosure of notes on resolution                                                                                     |                               |                    |                     |                                                                                                 |                          |                        |                                      | Add Notes                          |

| Resolution (6)                                                                                                        |                               |                    |                     |                                                                                                |                          |                        |                                      |                                    |
|-----------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|---------------------|------------------------------------------------------------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | Ordinary                                                                                       |                          |                        |                                      |                                    |
| Description of resolution considered                                                                                  |                               |                    |                     | No<br>To approve re-appointment of Mr. Ashish Gaikwad as the Managing Director of the Company. |                          |                        |                                      |                                    |
| 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                      | 663142             | 663142              | 100.0000                                                                                       | 663142                   | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                       | Poll                          |                    |                     |                                                                                                |                          |                        |                                      |                                    |
|                                                                                                                       | Postal Ballot (if applicable) |                    |                     |                                                                                                |                          |                        |                                      |                                    |
|                                                                                                                       | Total                         | 663142             | 663142              | 100.0000                                                                                       | 663142                   | 0                      | 100.0000                             | 0.0000                             |
| Public-Institutions                                                                                                   | E-Voting                      | 1311538            | 1198881             | 91.4866                                                                                        | 1148151                  | 51730                  | 95.6887                              | 4.3113                             |
|                                                                                                                       | Poll                          |                    |                     |                                                                                                |                          |                        |                                      |                                    |
|                                                                                                                       | Postal Ballot (if applicable) |                    |                     |                                                                                                |                          |                        |                                      |                                    |
|                                                                                                                       | Total                         | 1311538            | 1198881             | 91.4866                                                                                        | 1148151                  | 51730                  | 95.6887                              | 4.3113                             |
| Public- Non Institutions                                                                                              | E-Voting                      | 898843             | 5094                | 0.5667                                                                                         | 5077                     | 17                     | 99.6663                              | 0.3337                             |
|                                                                                                                       | Poll                          |                    |                     |                                                                                                |                          |                        |                                      |                                    |
|                                                                                                                       | Postal Ballot (if applicable) |                    |                     |                                                                                                |                          |                        |                                      |                                    |
|                                                                                                                       | Total                         | 898843             | 5094                | 0.5667                                                                                         | 5077                     | 17                     | 99.6663                              | 0.3337                             |
|                                                                                                                       | Total                         | 8841523            | 7836117             | 88.6286                                                                                        | 7784370                  | 51747                  | 99.3396                              | 0.6604                             |
| Whether resolution is Pass or Not.                                                                                    |                               |                    |                     |                                                                                                |                          |                        |                                      | Yes                                |
| Disclosure of notes on resolution                                                                                     |                               |                    |                     |                                                                                                |                          |                        |                                      | Add Notes                          |

For Honeywell Automation India Limited



Farah Irani

Company Secretary

Honeywell Automation India Limited  
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 Website: <https://www.honeywell.com/in/en/hail>

| Resolution (7)                                                                                                        |                |                    |                     |                                          |                          |                        |                                      |                                    |
|-----------------------------------------------------------------------------------------------------------------------|----------------|--------------------|---------------------|------------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)<br>whether promoter/promoter group are interested in the agenda resolution? |                |                    |                     | Ordinary                                 |                          |                        |                                      |                                    |
| Description of resolution considered                                                                                  |                |                    |                     | To ratify remuneration of Cost Auditor.  |                          |                        |                                      |                                    |
| 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 |
|                                                                                                                       | Poll           | 6631142            | 6631142             | 100.0000                                 | 6631142                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                       |                |                    |                     | 91.4866                                  |                          |                        | 100.0000                             | 0.0000                             |
|                                                                                                                       |                | 1311538            | 1199881             | 91.4866                                  | 1199881                  | 0                      | 100.0000                             | 0.0000                             |
|                                                                                                                       |                |                    |                     | 0.5667                                   |                          |                        | 99.9018                              | 0.0982                             |
|                                                                                                                       |                | 898843             | 5094                | 0.5667                                   | 5089                     | 5                      | 99.9018                              | 0.0982                             |
|                                                                                                                       |                | 8841523            | 7836117             | 88.6286                                  | 7836112                  | 5                      | 99.9999                              | 0.0001                             |
|                                                                                                                       |                |                    |                     | Whether resolution is Pass or Not.       |                          |                        |                                      |                                    |
|                                                                                                                       |                |                    |                     | All Pass                                 |                          |                        |                                      |                                    |

For Honeywell Automation India Limited



Farah Irani  
 Company Secretary

**SCRUTINIZER'S REPORT**  
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]

To,  
Dr. Ganesh Natarajan  
Chairman  
Honeywell Automation India Limited  
56 & 57, Hadapsar, Pune-411003  
Pune 411 003

Dear Sir,

**Subject:** Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 37th Annual General Meeting ('AGM') of Honeywell Automation India Limited ('the Company') held on Wednesday, August 18, 2021 at 04.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, **Bhavana Rokade**, Partner of **M/s Bokil Punde and Associates**, Practicing Company Secretaries, Pune, hereby express our gratitude to the company for appointing us as the Scrutinizers by the Board of Directors of the Company vide resolution dated May 31, 2021 to act as the Scrutinizers in terms of Section 108 of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 37<sup>th</sup> AGM of the Company held on August 18, 2021 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, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of INR 85/- (Rupees Eighty-five only) per equity share for the financial year 2020-21.
3. To consider appointing a Director in place of Mr. Ashish Modi (DIN: 07680512) who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. To approve appointment of Mr. Atul Pai as a Director of the Company.
5. To approve appointment of Dr. Ganesh Natarajan as an Independent Director of the Company.
6. To approve re-appointment of Mr. Ashish Gaikwad as the Managing Director of the Company.
7. To ratify remuneration of Cost Auditor.

The AGM was held through VC/OAVM without the physical presence of the Members at a common venue and in compliance with the General Circular No. 02/2021 dated January 13, 2021, read in accordance with the requirements provided in General Circular No. 02/2020 dated May 5, 2020 read



with Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively 'Circulars') issued by the Ministry of Corporate Affairs ('MCA') and SEBI circulars dated May 12, 2020 and January 15, 2021. The Company had provided e-voting facility during the AGM for those shareholders who did not cast their votes through remote e-voting facility prior to the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and e-voting at the time of AGM on the resolutions contained in the notice of the 37<sup>th</sup> AGM of the Members of the Company. 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 facility prior to AGM and e-voting facility during the AGM.

The MCA vide its Circulars mentioned above has permitted the holding of AGM through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, the Notice of AGM dated August 18, 2021, along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars issued by the MCA and the SEBI Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and the Members of the Company holding shares on the cut-off date the Wednesday, August 11, 2021 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of AGM.

In this regard, I submit my report as under:

1. The Company provided remote e-voting facility to the Members to cast votes on aforesaid resolutions prior to the AGM. The Company also provided e-voting facility during the 37<sup>th</sup> AGM to those Members who did not cast their votes through remote e-voting facility, to enable them to cast their votes on the aforesaid resolutions.
2. The remote e-voting period remained open from Saturday, August 14, 2021 (9.00 a.m.) (IST) to Tuesday, August 17, 2021 (05.00 p.m.) (IST).
3. At the end of remote e-voting period on Tuesday, August 17, 2021 (05.00 p.m.) (IST) voting portal of the agency (NSDL) was blocked forthwith.
4. After the closure of the 37<sup>th</sup> AGM on Wednesday, August 18, 2021, the voting through remote e-voting prior to AGM and e-voting during the AGM were unlocked. In case of shareholders who cast votes through remote e-voting prior to as well as e-voting during the AGM, the voting through remote e-voting of such shareholders was treated as valid.
5. Thereafter, the details containing, inter alia, list of shareholders who voted as "assent" or "dissent" or "abstain from voting" on each resolution that were put to vote were generated from the e-voting website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Based on the reports generated from NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com), which I have scrutinized, I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the AGM in respect of the said resolutions.:

#### ORDINARY BUSINESSES-

##### Resolution 1: Ordinary Resolution

To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Votes in favour of the resolution

| Sr. No. | Particulars | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|-------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
|         |             |                                      |                                 |                                                                        |





|    |                                       |                    |     |           |
|----|---------------------------------------|--------------------|-----|-----------|
| a. | Number of members voted               | 334                | 5   | 339       |
| b. | Number of valid votes cast by them    | 78,36,040          | 127 | 78,36,167 |
| c. | % of total number of valid votes cast | *100 (rounded off) |     |           |

(ii) Votes **against** the resolution:

| Sr. No. | Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted               | 1                                    | 0                               | 1                                                                      |
| b.      | Number of valid votes cast by them    | 2                                    | 0                               | 2                                                                      |
| c.      | % of total number of valid votes cast | 0.00                                 |                                 |                                                                        |

(iii) Invalid votes:

| Sr. No. | Particulars                          | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|--------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted              | 0                                    | 0                               | 0                                                                      |
| b.      | Number of invalid votes cast by them | 0                                    | 0                               | 0                                                                      |

#### Resolution 2: Ordinary Resolution

To declare final dividend of INR 85/- (Rupees Eighty-five only) per equity share for the financial year 2020-21.

(i) Votes **in favour** of the resolution:

| Sr. No. | Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted               | 335                                  | 5                               | 340                                                                    |
| b.      | Number of valid votes cast by them    | 78,36,229                            | 127                             | 78,36,356                                                              |
| c.      | % of total number of valid votes cast | *100 (rounded off)                   |                                 |                                                                        |

(ii) Votes **against** the resolution:

| Sr. No. | Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted               | 1                                    | 0                               | 1                                                                      |
| b.      | Number of valid votes cast by them    | 2                                    | 0                               | 2                                                                      |
| c.      | % of total number of valid votes cast | 0.00                                 |                                 |                                                                        |

(iii) Invalid votes:



| Sr. No. | Particulars                          | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|--------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted              | 0                                    | 0                               | 0                                                                      |
| b.      | Number of invalid votes cast by them | 0                                    | 0                               | 0                                                                      |

**Resolution 3: Ordinary Resolution**

To consider appointing a Director in place of Mr. Ashish Modi (DIN: 07680512) who retires by rotation and being eligible offers himself for re-appointment.

(i) Votes in favour of the resolution:

| Sr. No. | Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted               | 324                                  | 4                               | 328                                                                    |
| b.      | Number of valid votes cast by them    | 78,30,151                            | 126                             | 78,30,277                                                              |
| c.      | % of total number of valid votes cast | 99.93                                |                                 |                                                                        |

(ii) Votes against the resolution:

| Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| Number of members voted               | 9                                    | 1                               | 10                                                                     |
| Number of valid votes cast by them    | 5,840                                | 1                               | 5,841                                                                  |
| % of total number of valid votes cast | 0.07                                 |                                 |                                                                        |

Invalid votes:

| Particulars                          | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|--------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| Number of members voted              | 0                                    | 0                               | 0                                                                      |
| Number of invalid votes cast by them | 0                                    | 0                               | 0                                                                      |

**RESIDUAL BUSINESSSES-**

**Resolution 4: Ordinary Resolution**

To consider the appointment of Mr. Atul Pai as a Director of the Company.

(i) Votes in favour of the resolution:

| Particulars                          | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|--------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| Number of members voted              | 0                                    | 0                               | 0                                                                      |
| Number of invalid votes cast by them | 0                                    | 0                               | 0                                                                      |



|    |                                    | to AGM    |     | voting during the AGM) |
|----|------------------------------------|-----------|-----|------------------------|
| a. | Number of members voted            | 311       | 5   | 316                    |
| b. | Number of valid votes cast by them | 78,11,525 | 127 | 78,11,652              |

|                                       |       |
|---------------------------------------|-------|
| % of total number of valid votes cast | 99.69 |
|---------------------------------------|-------|

i) Votes against the resolution:

| Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| Number of members voted               | 21                                   | 0                               | 21                                                                     |
| Number of valid votes cast by them    | 24,465                               | 0                               | 24,465                                                                 |
| % of total number of valid votes cast | 0.31                                 |                                 |                                                                        |

Sr. No.

a.  
b.  
c.

ii) Invalid votes:

| Particulars                          | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|--------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| Number of members voted              | 0                                    | 0                               | 0                                                                      |
| Number of invalid votes cast by them | 0                                    | 0                               | 0                                                                      |

Sr. No.

a.  
b.

Res

To a

#### Resolution 5: Ordinary Resolution

approve appointment of Dr. Ganesh Natarajan as an Independent Director of the Company.

) Votes in favour of the resolution

| Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| Number of members voted               | 322                                  | 5                               | 327                                                                    |
| Number of valid votes cast by them    | 78,34,101                            | 127                             | 78,34,228                                                              |
| % of total number of valid votes cast | 99.99                                |                                 |                                                                        |

Sr. No.

a.  
b.  
c.

i) Votes against the resolution:

| Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| Number of members voted               | 9                                    | 0                               | 9                                                                      |
| Number of valid votes cast by them    | 433                                  | 0                               | 433                                                                    |
| % of total number of valid votes cast | 0.01                                 |                                 |                                                                        |

Sr. No.

a.  
b.  
c.

ii) Invalid votes:



| Sr. No. | Particulars                          | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|--------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted              | 0                                    | 0                               | 0                                                                      |
| b.      | Number of invalid votes cast by them | 0                                    | 0                               | 0                                                                      |

**Resolution 6: Ordinary Resolution**

To approve re-appointment of Mr. Ashish Gaikwad as the Managing Director of the Company.

(i) Votes **in favour** of the resolution:

| Sr. No. | Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted               | 285                                  | 5                               | 290                                                                    |
| b.      | Number of valid votes cast by them    | 77,84,243                            | 127                             | 77,84,370                                                              |
| c.      | % of total number of valid votes cast | 99.34                                |                                 |                                                                        |

(ii) Votes **against** the resolution:

| Sr. No. | Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted               | 47                                   | 0                               | 47                                                                     |
| b.      | Number of valid votes cast by them    | 51,747                               | 0                               | 51,747                                                                 |
| c.      | % of total number of valid votes cast | 0.66                                 |                                 |                                                                        |

(iii) **Invalid** votes:

| Sr. No. | Particulars                          | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|--------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted              | 0                                    | 0                               | 0                                                                      |
| b.      | Number of invalid votes cast by them | 0                                    | 0                               | 0                                                                      |

**Resolution 7: Ordinary Resolution**

To ratify remuneration of Cost Auditor.

(i) Votes **in favour** of the resolution:

| Sr. No. | Particulars | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|-------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
|---------|-------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|



|    |                                       |                    |     |           |
|----|---------------------------------------|--------------------|-----|-----------|
| a. | Number of members voted               | 329                | 5   | 334       |
| b. | Number of valid votes cast by them    | 78,35,985          | 127 | 78,36,112 |
| c. | % of total number of valid votes cast | *100 (rounded off) |     |           |

(ii) Votes against the resolution:

| Sr. No. | Particulars                           | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|---------------------------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of members voted               | 3                                    | 0                               | 3                                                                      |
| b.      | Number of valid votes cast by them    | 5                                    | 0                               | 5                                                                      |
| c.      | % of total number of valid votes cast | 0.00                                 |                                 |                                                                        |

(iii) Invalid votes:

| Sr. No. | Particulars      | Through remote e-voting prior to AGM | Through e-voting during the AGM | Total (Through remote e-voting prior to AGM + e-voting during the AGM) |
|---------|------------------|--------------------------------------|---------------------------------|------------------------------------------------------------------------|
| a.      | Number of member |                                      |                                 |                                                                        |
| b.      | Number of invali |                                      |                                 |                                                                        |

