



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>

December 31, 2025

The Manager – Compliance Department National Stock Exchange of India Limited 'Exchange Plaza' Bandra Kurla Complex, Bandra (East) Mumbai 400051 NSE Symbol: HONAUT	The Manager – Compliance Department BSE Limited Floor 25, P.J. Tower, Dalal Street Mumbai 400001 BSE Scrip Code: 517174
--	---

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Notice of Postal Ballot ('Notice') of Honeywell Automation India Limited ('the Company') dated December 30, 2025, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations, seeking approval of the Members of the Company to transact the special business as set out hereunder, by way of postal ballot, only by voting through electronic means ('remote e-voting').

Item No.	Resolution for	Type of Resolution
1.	Appointment of Mr. Jake Morgan Wasserman (DIN: 11364789) as Non-Executive Director of the Company	Ordinary
2.	Re-appointment of Dr. Ganesh Natarajan (DIN: 00176393) as an Independent Director of the Company	Special

In compliance with the MCA Circulars, this Notice is being sent by Honeywell Automation India Limited ('the Company' / 'HAIL') through electronic mode alone to those Members whose email addresses are registered with the Company/ the Company's Registrar and Transfer Agent – MUFG Intime India Private Limited ('RTA')/ Depositories, as on the **Cut-Off Date, i.e., Friday, December 26, 2025**. The Company has made arrangements with the RTA for Members to register their email address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in the Notes to this Notice.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-voting system. **The remote e-voting shall commence on Thursday, January 1, 2026 from 9:00 a.m. IST and shall end on Friday, January 30, 2026 at 5:00 p.m. IST.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date. The instructions for remote e-voting are provided in the Notes to Notice.

Members whose email addresses are not registered with the Company / Depository Participants, to receive the Notice, may register their email address with the RTA on or before 5:00 p.m. (IST) on Monday, January 19, 2026. The process for registration of email address is also provided in the enclosed Notice.

The said Notice is also being made available on the website of the Company at <https://www.honeywell.com/in/en/hail> and on the website of NSDL at www.evoting.nsdl.com.

The above is for your information and record.

Yours Sincerely,

For Honeywell Automation India Limited

Indu Daryani
Company Secretary and Compliance Officer
FCS No. 9059

Enclosure: As above

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>

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the applicable Circulars issued by the Ministry of Corporate Affairs]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Thursday January 1, 2026 at 9:00 a.m. (IST)	Friday, January 30, 2026 at 5:00 p.m. (IST)

Cut-Off date: Friday, December 26, 2025

Dear Member(s),

NOTICE IS HEREBY GIVEN pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time] and in accordance with the applicable requirements prescribed and the Circulars issued by the Ministry of Corporate Affairs ('MCA') for conduct of postal ballot process through remote e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively 'MCA Circulars'); Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the applicable provisions under the said Regulations and the Circulars, Notifications and Rules issued thereunder by SEBI [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time]; and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), to transact the special business as set out hereunder, by way of postal ballot, only by voting through electronic means ('remote e-voting').

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof are annexed and forms part of this Postal Ballot Notice (Notice').

In compliance with the MCA Circulars, this Notice is being sent by Honeywell Automation India Limited ('the Company' / 'HAIL') through electronic mode alone to those Members whose email addresses are registered with the Company/ the Company's Registrar and Transfer Agent – MUFG Intime India Private Limited ('RTA')/ Depositories, as on the Cut-Off Date. The Company has made arrangements with the RTA for Members to register their email address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in the Notes to this Notice.

Further, in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members, to enable them cast their vote on the Resolutions electronically. The communication of the assent or dissent of the Members on the Resolutions will take place only through the remote e-voting system. The instructions for remote e-voting are provided in the Notes to this Notice.

The Board of Directors of the Company ('Board') has appointed Ms. Amruta Rajarshi (Membership No. 8957 and CP No. 10411), Partner at Bokil Punde and Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit their report to the Company. The results declared, along with the Scrutinizer's Report, shall be announced by the Company within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

The said Results along with the Scrutinizer's Report will be placed on the Company's website at <https://www.honeywell.com/in/en/hail>, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

1. Appointment of Mr. Jake Morgan Wasserman (DIN: 11364789) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended, Mr. Jake Morgan Wasserman (DIN: 11364789) who was appointed as an Additional Director (Non-Executive, Non-Independent) of Honeywell Automation India Limited ('the Company') w.e.f. November 5, 2025 by the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid Resolution."

2. Re-appointment of Dr. Ganesh Natarajan (DIN:00176393) as an Independent Director of the Company

To consider, and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), each as amended, Dr. Ganesh Natarajan (DIN: 00176393) who was appointed as an Independent Director of Honeywell Automation India Limited ('the Company') for a term of 5 (five) consecutive years commencing from March 8, 2021 up to March 7, 2026 (both days inclusive) and who being eligible for re- appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for

a second term of 3 (three) consecutive years on the Board of the Company commencing from March 8, 2026 up to March 7, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to the aforesaid Resolution.”

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') setting out the material facts relating to the aforesaid Resolutions and the relevant details of the Directors seeking appointment/re-appointment as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2') is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from MUFG Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA')/Depositories as on **Friday, December 26, 2025 ('Cut-Off date')** and whose email addresses are registered with the Company/RTA/Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off date.
3. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://www.honeywell.com/in/en/hail>, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of NSDL to provide remote e-voting facility to its Members, to enable them to cast their vote on the aforesaid Resolutions electronically. Please refer to the instructions for remote e-voting given at Annexure-2 to this Notice. A Member shall only avail this facility as per the instructions provided herein.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their vote through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the Resolutions in accordance with the process specified in this Notice.

6. The remote e-voting shall commence on **Thursday, January 1, 2026 from 9:00 a.m. IST and shall end on Friday, January 30, 2026 at 5:00 p.m. IST**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on the Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The voting for this Postal Ballot cannot be exercised through proxy.
8. **Process for Registration of email addresses:**
 - i. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:
As part of the Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA, MUFG Intime India Private Limited for

registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 pm (IST) on Monday, January 19, 2026.

- ii. Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:
 - a. Visit the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html
 - b. Select the name of the Company from drop-down: **Honeywell Automation India Limited**
 - c. Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id.
 - d. System will send One Time Password ('OTP') on mobile no. and e-mail id.
 - e. Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-Voting user ID and password if you are an individual shareholder holding securities in demat mode. In case of any queries, Members may write to investor.helpdesk@in.mpms.mufig.com or evoting@nsdl.com

- iii. Registration of e-mail address permanently with Company / Depository Participants ('DP'):

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding. Please visit <https://web.in.mpms.mufig.com/KYC-downloads.html> to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

9. Non-individual Members (i.e., Institutional / Corporate Members) intending to vote through their authorized representatives are requested to send a scanned copy (in JPEG/PDF format) of the duly certified Board Resolution authorizing their representative(s) to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer at amruta@bokilandpunde.in with a copy marked to evoting@nsdl.com.
10. The Resolutions, if passed with requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, and as if they have been passed at a general meeting of the Members.
11. Relevant documents referred to in the Notice shall be made available for inspection electronically to the Members in accordance with the applicable statutory requirements based on the requests received at HAIL.InvestorServices@honeywell.com mentioning their name, Folio No./ DP ID and Client ID, during the remote e-voting period.

Registered Office:
56 & 57, Hadapsar Industrial Estate,
Pune - 411 013
Tel: +91 20 7114 8888
Email: HAIL.InvestorServices@Honeywell.com
Website: <https://www.honeywell.com/in/en/hail>
CIN: L29299PN1984PLC017951

By Order of the Board of Directors
For Honeywell Automation India Limited

Indu Daryani
Company Secretary
FCS No. 9059
Pune, December 30, 2025

EXPLANATORY STATEMENT**[Pursuant to Sections 102 and 110 of the Companies Act, 2013]**

The following Statement sets out the material facts relating to the Special Business mentioned under Item Nos. 1 and 2 of the accompanying Notice.

Item No. 1: Appointment of Mr. Jake Morgan Wasserman (DIN: 11364789) as Non-Executive Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Jake Morgan Wasserman (DIN: 11364789) as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. November 5, 2025, subject to approval of the Members.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Mr. Jake Morgan Wasserman is subject to approval by the shareholders of the Company within a time period of three months from the date of appointment. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. The Company has, in terms of Section 160 of the Companies Act 2013, received notice in writing from a Member proposing his candidature for the office of Director. Mr. Jake Morgan Wasserman's appointment as Director of the Company shall be liable to retirement by rotation.

Mr. Jake Morgan Wasserman has provided his declaration to the Board that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies and is eligible to be appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also given his consent to act as a director.

A brief profile of Mr. Jake Morgan Wasserman and disclosures required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings are provided in Annexure-1 to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to appoint Mr. Jake Morgan Wasserman on the Board of the Company and accordingly the Board recommends appointment of Mr. Jake Morgan Wasserman as a Non-Executive Director as proposed in the Resolution set out at Item No. 1, for approval by the Members, by way of an Ordinary Resolution.

Except for Mr. Jake Morgan Wasserman and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 2: Re-Appointment of Dr. Ganesh Natarajan (DIN: 00176393) as an Independent Director of the Company

Dr. Ganesh Natarajan was appointed as an Independent Director of the Company by the Members at the 37th Annual General Meeting of the Company held on August 18, 2021 for a term of 5 (five) consecutive years with effect from March 8, 2021 up to March 7, 2026 (both days inclusive) and is eligible for re-appointment for second term on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has on December 30, 2025 approved re-appointment of Dr. Ganesh Natarajan as an Independent Director of the Company for a second term of 3 (three) consecutive years commencing from March 8, 2026 up to March 7, 2029 (both days inclusive), not liable to retirement by rotation, subject to approval of the Members.

The re-appointment of Dr. Ganesh Natarajan is subject to approval of shareholders of the Company. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. The Company has, in terms of Section 160 of the Act received a notice in writing from a Member proposing his candidature for the office of Director.

Dr. Ganesh Natarajan will be entitled to coverage under Group Medical Insurance Policy, sitting fees for attending the meetings of the Board and its Committees and remuneration by way of commission pursuant to Sections 197 and 198 of the Companies Act, 2013.

The Company has received a declaration from Dr. Ganesh Natarajan confirming that (i) he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties, in terms of Regulation 25(8) of the SEBI Listing Regulations, (iii) he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies, and (iv) he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, Dr. Ganesh Natarajan has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

A brief profile of Dr. Ganesh Natarajan and disclosure required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings are provided as Annexure-1 of this Notice.

The Nomination and Remuneration Committee after taking into consideration the skills, expertise and competencies and based on the performance evaluation, has recommended to the Board re-appointment of Dr. Ganesh Natarajan for the aforesaid tenure. The Board is of the opinion that Dr. Ganesh Natarajan fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. Further in the opinion of the Board, Dr. Ganesh Natarajan continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The document containing the terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.honeywell.com/in/en/hail> and shall also be made available for inspection to the Members of the Company. Refer Notes in this regard.

Given his experience, the Board considers it desirable and in the interest of the Company to have Dr. Ganesh Natarajan on the Board of the Company and accordingly the Board recommends the re-appointment of Dr. Ganesh Natarajan as an Independent Director as proposed in the resolution set out at Item No. 2 for approval by the Members by way of a Special Resolution.

Except for Dr. Ganesh Natarajan and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Registered Office:
56 & 57, Hadapsar Industrial Estate,
Pune - 411 013
Tel: +91 20 7114 8888
Email: HAIL.InvestorServices@Honeywell.com
Website: <https://www.honeywell.com/in/en/hail>
CIN: L29299PN1984PLC017951

By Order of the Board of Directors
For Honeywell Automation India Limited

Indu Daryani
Company Secretary
FCS No. 9059
Pune, December 30, 2025

ANNEXURE-1
DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS

Details	Mr. Jake Morgan Wasserman	Dr. Ganesh Natarajan
Director Identification Number (DIN)	11364789	00176393
Date of Birth / Age	April 23, 1992 / 33 years	January 18, 1957 / 68 years
Date of first appointment on the Board	November 5, 2025	March 8, 2021
Education Qualification	<ul style="list-style-type: none"> • Juris Doctorate from Duke University School of Law • Bachelor of Art from Drake University 	<ul style="list-style-type: none"> • Bachelor's degree in mechanical engineering from BIT Mesra, Ranchi • Master's degree in industrial engineering from NITIE Mumbai • Ph.D. from IIT Bombay • Advanced Management Program from Harvard Business School
Experience (including expertise in specific functional areas) / Brief Resume	<p>Mr. Jake Morgan Wasserman is a seasoned legal executive with deep expertise in corporate governance, strategic transactions, and regulatory compliance.</p> <p>As Vice President and General Counsel for Mergers & Acquisitions at Honeywell, Mr. Jake Morgan Wasserman has led complex domestic and cross-border deals across a range of industries, advising executive leadership and boards on risk management, deal structuring, and post-merger integration.</p> <p>Mr. Jake Morgan Wasserman brings a pragmatic, business-oriented approach to legal strategy, balancing fiduciary responsibilities with growth objectives.</p>	<p>Dr. Ganesh Natarajan is the Executive Chairman and Co-Founder of 5F World, GTT Data Solutions Ltd., and Lighthouse Communities Foundation. He holds prominent positions as Chairman of Honeywell Automation India Limited and EPPS, and serves on the boards of several organizations, including Hinduja Global Solutions, SBI Payments, SBI DFHI, 1Crowd and Foundation to Educate Girls Globally. He is also a GP/Global Partner in Cornerstone Ventures and Arise Ventures and an active investor through 5F World and the Indian Angel Network. Dr. Ganesh Natarajan has received the Distinguished Alumnus Award of BIT Mesra, IIT Bombay and IIM Mumbai. Harvard Business School has written and teaches two case studies on Dr. Ganesh Natarajan and his success through Vision Communities and Innovation. Dr. Ganesh Natarajan has a track record of success in intrapreneurship / entrepreneurship, scaling APTECH from 4 to 400 crores, Zensar from 300 to 3000 crores and GTT from start-up to two rounds of funding to private equity to a listing on the BSE main bourse in eleven years. EY recognized Dr. Ganesh Natarajan for exceptional entrepreneurship in 2004.</p> <p>Dr. Ganesh Natarajan has been Chairman of industry association NASSCOM and NASSCOM Foundation and various National Committees of the Confederation of Indian Industry and the All-India Management Association. He has</p>

		<p>also been President of the HBS Club of India and a Charter member of The Indus Entrepreneurs (TiE) and a Co-Chair for the Sustainability & Social Special Interest Group of TiE Global. Dr. Ganesh Natarajan is the author of fourteen books and a regular writer and speaker at national and international forums. His primary interests are in Digital Success, Dual Intelligence of Humans & AI and Leadership in the corporate and social sector.</p>
Directorship held in other Listed Entities	Nil.	<ul style="list-style-type: none"> • GTT Data Solutions Limited, Whole Time Director & Chairman • Hinduja Global Solutions Limited, Independent Director • Cyient DLM Limited, Independent Director
Membership/ Chairpersonship of Committees across Listed Entities	Nil.	<p>Member/Chairman in the following Committees of:</p> <p>Honeywell Automation India Limited:</p> <ul style="list-style-type: none"> • Audit Committee, Chairman • Nomination and Remuneration Committee, Member • Stakeholders' Relationship Committee, Member <p>GTT Data Solutions Limited:</p> <ul style="list-style-type: none"> • Audit Committee, Member <p>Hinduja Global Solutions Limited:</p> <ul style="list-style-type: none"> • Audit Committee, Member • Stakeholders' Relationship Committee, Member
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Company.	Not related to any Director/Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or as a beneficial owner	Nil.	Nil.
No. of board meetings attended during current Financial Year	1:1	3:3
Terms and Conditions of appointment/re-appointment	As per the Ordinary Resolution set forth at Item No. 1 of this Notice, read with the Explanatory Statement thereto.	As per the Special Resolution set forth at Item No.2 of this Notice, read with the Explanatory Statement thereto.
Name of the listed entities from which the person has resigned in the past three years	Nil.	Nil.
Remuneration last drawn & sought to be paid	Nil.	<ul style="list-style-type: none"> • Remuneration during FY 24-25 (₹ in million): Sitting fees paid: 0.64 Commission Payable: 2.70 Total: 3.34 • Remuneration sought to be paid: As per the Special Resolution set forth at Item No. 2 of this Notice, read with the Explanatory Statement thereto.

ANNEXURE-2

INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: Login to NSDL e-voting website

A. FOR INDIVIDUAL MEMBERS HOLDING SHARES IN DEMAT MODE

A1. For Individual Members holding shares in demat mode with NSDL:

For OTP based login:

- click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>.
- Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.
- Enter the OTP received on registered email id/mobile number and click on login.
- After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
- Click on 'evote' link available against 'Honeywell Automation India Limited' or 'e-Voting service provider – NSDL'.
- Proceed to Step 2 to cast your vote during the remote e-Voting period.

For existing NSDL 'IDeAS' users, the login process is as under:

- Visit the e-Services website of NSDL at [https:// eservices.nsdl.com](https://eservices.nsdl.com).
- Click on 'Beneficial Owner' tab under 'IDeAS' section.
- Enter your User ID, Password and the verification code as shown on the screen.
- After OTP based authentication and log in, click on 'Access to e-Voting' under e-Voting Services and you will be able to see the e-Voting page.
- Click on 'evote' link available against 'Honeywell Automation India Limited' or 'e-Voting service provider – NSDL'.
- Proceed to Step 2 to cast your vote during the remote e-Voting period.

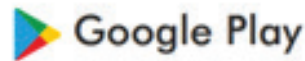
Individual Members who have not registered for NSDL 'IDeAS' facility and wish to register for the same, may do so by either using the URL: <https://eservices.nsdl.com> and selecting 'Register Online for IDeAS' or by using the URL: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Alternatively, a Member can directly access e-Voting page of NSDL, by following the below-mentioned steps:

- Visit the e-Voting website of NSDL at <https://www.evoting.nsdl.com/>
- Click on 'Login' tab under 'Shareholder/Member' section.
- Enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), password / OTP and the verification code as shown on the screen and agree to the terms and conditions by clicking the box.
- After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page.
- Click on 'evote' link available against 'Honeywell Automation India Limited' or 'e-Voting service provider – NSDL'.
- Proceed to Step 2 to cast your vote during the remote e-Voting period. .

Members may also download NSDL's Mobile App 'NSDL Speede' by scanning the following QR code, for e-Voting:

NSDL Mobile App is available on



A2. For Individual Members holding shares in demat mode with CDSL:

For existing CDSL 'Easi' / 'Easiest' users, the login process is as under:

- Visit the CDSL website at www.cdslindia.com. Click on 'Login' icon & New System Myeasi Tab.
- Enter your User ID and Password.
- After OTP based authentication and log in, you will be able to view the e-voting menu.
- Click on 'evote' link available against 'Honeywell Automation India Limited' or 'e-Voting service provider – NSDL'.
- Proceed to Step 2 to cast your vote during the remote e-Voting period.

Individual Members who have not registered for 'Easi'/'Easiest' services and wish to register for the same, may do so by visiting CDSL's website at www.cdslindia.com. On the home page, click on 'Login' icon & New System Myeasi Tab and then click on registration option.

Alternatively, a Member can directly access e-Voting page of CDSL, by following the below-mentioned steps:

- Visit the CDSL website at www.cdslindia.com
- Click on 'evoting'.
- Enter your Demat account number and PAN.
- After the OTP based authentication and login, you will be redirected to NSDL Depository website wherein you can see e-Voting page.
- Click on 'evote' link available against 'Honeywell Automation India Limited' or 'e-Voting service provider – NSDL'.
- Proceed to Step 2 to cast your vote during the remote e-Voting period.

A3. For Individual Members holding shares in demat mode and login through their depository participants:

Please follow below steps:

- Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL.
- Click on the option available for 'e-voting'.
- You will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
- Click on 'evote' link available against 'Honeywell Automation India Limited' or 'e-Voting service provider – NSDL'.
- Proceed to Step 2 to cast your vote during the remote e-Voting period.

Note: Members who are unable to retrieve their User ID or Password are advised to use 'Forgot User ID' / 'Forgot Password' option(s) available on the websites of the respective Depositories / Depository Participants.

B. FOR NON-INDIVIDUAL MEMBERS HOLDING SHARES IN DEMAT MODE AND MEMBERS HOLDING SHARES IN PHYSICAL MODE

B1. For Non-Individual Members holding shares in demat mode and registered for NSDL 'IDeAS':

If you are registered for NSDL IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

B2. For other Members, including Members holding shares in physical mode:

Please follow below steps:

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on 'Login' available under 'Shareholder/ Member' section.
- Enter your User ID, Password/OTP and a Verification Code as shown on the screen.
- Your User ID details are given below:
 - For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
 - For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
 - For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 138043 then user ID is 138043001***
- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on 'Login'.
- Proceed to Step 2 to cast your vote during the remote e-Voting period.

Note: How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password

- Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User 'Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.
- Select 'EVEN' of Honeywell Automation India Limited i.e., 138043 to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the Resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. to the Scrutinizer by email to amruta@bokilandpunde.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.