



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>

April 28, 2023

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
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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 April 27, 2023, 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 on the Ordinary Resolution forming part of the Notice.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs as listed in the Notice, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from TSR Consultants Private Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on **Friday, April 21, 2023** ('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 the Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

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 **Saturday, April 29, 2023 at 9:00 a.m. (IST)** and shall end on **Sunday, May 28, 2023 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 Friday, May 19, 2023**. 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

Digitally signed
by INDU DARYANI
Date: 2023.04.28
13:35:26 +05'30'

Indu Daryani
Company Secretary and Compliance Officer
FCS No. 9059

Enclosure: As above

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
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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014, as amended]

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, April 29, 2023 at 9:00 a.m. (IST)	Sunday, May 28, 2023 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-voting *vide* General Circular Nos. (i) 14/2020 dated April 8, 2020, (ii) 17/2020 dated April 13, 2020, (iii) 22/2020 dated June 15, 2020, (iv) 33/2020 dated September 28, 2020, (v) 39/2020 dated December 31, 2020, (vi) 10/2021 dated June 23, 2021, (vii) 20/2021 dated December 8, 2021, (viii) 03/2022 dated May 05, 2022, (ix) 10/2022 and 11/2022 dated December 28, 2022 (collectively "MCA Circulars"), to transact the special business as set out hereunder by passing an Ordinary Resolution, 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 Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ("Notice").

In compliance with the aforesaid MCA Circulars, this Notice is being sent by Honeywell Automation India Limited ("Company"/"HAIL") only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ("RTA") /Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the Members to register their e-mail address. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote

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e-voting facility to its Members. The instructions for remote e-voting are provided in the Notes to this Notice.

Members are requested to read the notes to the Notice and instructions for e-voting. Members may further note that the **e-voting commences on Saturday, April 29, 2023 from 9:00 a.m. IST and ends on Sunday, May 28, 2023 at 5:00 p.m. IST**. The remote e-voting facility will be disabled by NSDL immediately thereafter and e-voting shall not be allowed beyond the said time and date.

The Board of Directors of the Company ("Board") has appointed Ms. Amruta Rajashri (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 Scrutiniser will submit her report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser'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.

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.

SPECIAL BUSINESS:

1. Appointment of Ms. Nisha Gupta (DIN: 02331771) 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 pursuant to the provisions of Sections 152, 160 and all 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, Ms. Nisha Gupta (DIN: 02331771) who was appointed as an Additional Director (Non-Executive) of Honeywell Automation India Limited ("the Company") w.e.f. March 1, 2023 by the Board of Directors of the Company in terms of Section 161(1) of the Act read with the related Rules made thereunder and the Articles of Association of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire 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."

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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 Resolution and the relevant details of the Director seeking appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India 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 TSR Consultants Private Limited, the Company’s Registrar and Transfer Agent (“RTA”) / Depositories as on **Friday, April 21, 2023 (“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 of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Friday, April 21, 2023**.
3. In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company has provided remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to the Members of the Company. Please refer the instructions for remote e-voting given in point no. 16 of the Notes to this Notice. A Member shall only avail this facility as per the instructions provided herein.
4. 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 votes 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 Resolution in accordance with the process specified in this Notice.

5. The remote e-voting shall commence on **Saturday, April 29, 2023 from 9:00 a.m. IST and shall end on Sunday, May 28, 2023 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 voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
6. The voting for this Postal Ballot cannot be exercised through proxy.
7. **Process for registration of email addresses:**

One-time registration of email 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 and cast their vote electronically, the Company has made special arrangements with RTA for registration of email addresses in terms of the MCA Circulars. Eligible Members who have not registered their email addresses with the Company / Depository Participants (‘DP’) are required to provide the same to the RTA, on or before 5:00 p.m. (IST) on Friday, May 19, 2023 pursuant to which, any Member may receive on the email address provided, the Notice and the procedure

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for remote e-voting along with the login ID and password for remote e-voting. The process for registration of email address is as under:

- a. Visit the link: https://tcpl.linkintime.co.in/EmailReg/Email_Register.html
- b. Select the name of the Company from the dropdown list: **Honeywell Automation India Limited**
- c. Enter the Folio No./DP ID, Client ID, Shareholder Name, PAN details, Mobile no. and email address

Members holding shares in physical form are additionally required to enter one of their share certificate numbers and upload a self-attested copy of the PAN Card and address proof viz. Aadhaar Card or Passport and front and backside of their share certificate

- d. The system will send OTP on the Mobile no. and email address
- e. Enter OTP received on Mobile no. and email address
- f. The system will then confirm the email address for the limited purpose of service of Notice

After successful submission of the email address, NSDL will email 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, you are requested to refer to the login method explained below at Point No. 16, Step 1 (A) i.e. 'Login method for remote e-voting for individual shareholders / members holding securities in demat mode'. In case of any queries regarding e-voting, Members may write to evoting@nsdl.co.in.

Registration of email addresses permanently with the Company / DPs: In respect of shares held in demat form, Members who have not registered their email address are requested to register the same with their respective DP.

In respect of shares held in physical form, Members who want to register their email address, will need to ensure complete KYC compliance for their folio. Such Shareholders can download the relevant Forms i.e. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, for registering/changing KYC details from RTA's website at <https://www.tcplindia.co.in> > Investor Services > Downloads > KYC Formats. The following details viz. PAN of all the holders, Address with PIN code, Email address, Mobile No., Bank Account details of the first holder, Specimen Signature and Nomination details need to be submitted by the holders of physical securities along with supporting documents.

The above forms with supporting documents can be sent through hard copy or can be emailed to csg-kyc@tcplindia.co.in.

In case such forms are sent through soft copy, e-signed documents would be required to be uploaded on RTA's web portal, as per directions given on the portal. Those Members who have already registered their email addresses, are requested to keep their email addresses validated with their DPs/RTA for all future communications.

8. 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 a 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.
9. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, i.e. **Sunday, May 28, 2023**, and as if they have been passed at a general meeting of the Members.
10. Relevant documents referred to in the postal ballot notice shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on

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the requests received at HAIL.InvestorServices@honeywell.com mentioning their name, Folio No./ DP ID and Client ID, until the last date for receipt of votes through e-voting.

11. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request with Registrar and Transfer Agents of (RTA) the Company, TSR Consultants Pvt. Ltd. ("TSR") at csg-unit@tcplindia.co.in However, if he / she is already registered with TSR for remote e-Voting then, he / she can use his / her existing User ID and password for casting the vote.
12. The Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 1, 2022 any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after April 1, 2023 or such other date as maybe prescribed by SEBI, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.honeywell.com/in/en/hail>.
13. In order to increase the efficiency of the voting process and in terms with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Demat account holders are being provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
14. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the Cut-off Date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of demat shareholding) maintained by the depositories as on the Cut-off Date, only shall be entitled to avail the facility of e-voting. A person who is not a Member as on the Cut-off Date should treat the Postal Ballot Notice for information purposes only.
15. The Scrutinizer shall within two working days from the conclusion of the postal ballot, submit her report of the votes cast in favour or against, through remote e-voting to the Chairman or to any other person as authorized by the Chairman. 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. at www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

16. The Instructions for remote e-voting by Members are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

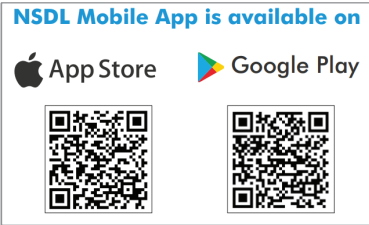
A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="740 1059 1110 1283" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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 123844 then user ID is 123844001***

- (v) Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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

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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'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

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

- (i) 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.
- (ii) Select "EVEN" of the Company i.e. **123844** to cast your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a. 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 e-mail to amruta@bokilandpunde.in with a copy marked to evoting@nsdl.co.in. 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.
- b. 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

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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.

- c. 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 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Senior Manager – NSDL or Mr. Amit Vishal, Assistant Vice President – NSDL at their designated email ids: pallavid@nsdl.co.in or amitv@nsdl.co.in.

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.

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

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>
CIN: L29299PN1984PLC017951

Indu Daryani
Company Secretary
FCS No. 9059
Pune, April 27, 2023

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EXPLANATORY STATEMENT

[PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013]

The following Statement sets out the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

Item No. 1: Appointment of Ms. Nisha Gupta (DIN: 02331771) as a Non-Executive Director of the Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Nisha Gupta (DIN: 02331771) as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. March 1, 2023, 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 Ms. Nisha Gupta is subject to approval of shareholders of the Company either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing her candidature for the office of Director. Ms. Nisha Gupta's appointment as a Director of the Company would be liable to retire by rotation.

Ms. Nisha Gupta has given her declaration to the Board that she is not restrained from acting as a Director by virtue of any order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as a Director.

A brief profile of Ms. Nisha Gupta and disclosure required under Regulation 36 of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meetings are provided as an Annexure to this Notice.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Nisha Gupta on the Board of the Company and accordingly the Board recommends the appointment of Ms. Nisha Gupta as a Non-Executive Director as proposed in the resolution set out at Item No. 1 for approval by the Members by way of Ordinary Resolution.

Except for Ms. Nisha Gupta and/her 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.

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

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CIN: L29299PN1984PLC017951

Indu Daryani
Company Secretary
FCS No. 9059
Pune, April 27, 2023

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ANNEXURE

DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND PARA 1.25 OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS

Particulars	Details
Name of the Director	Ms. Nisha Gupta
Director Identification Number (DIN)	02331771
Date of Birth / Age	March 9, 1969 / 54 years
Date of appointment of the Board	March 01, 2023
Education Qualification	B.Sc. from Delhi University, Qualified Chartered Accountant
Experience (including expertise in specific functional areas) / Brief Resume	<p>She has 28+ years of work experience in field of audit, taxation, working with various regulatory bodies in India and world-wide. Nisha has been with Honeywell for 15 years and brings in a rich experience of the knowledge of our business.</p> <p>Ms. Nisha Gupta heads the taxation function for all the business of Honeywell in India. In this role, Ms. Nisha Gupta is responsible for tax strategy, planning and compliance. Ms. Nisha Gupta works at the intersection of business and functional objectives to ensure tax compliance for all of Honeywell's businesses in the region. Before joining Honeywell, she worked on public accounting in two of the Big Four firms - PwC and KPMG - where she specialised in international and domestic tax issues, with a focus on planning and developing compliance structures with operational efficiencies.</p> <p>Ms. Nisha Gupta has also represented several multinational companies with tax authorities and the judiciary in India.</p>
Directorship held in other Companies	NIL
Membership/Chairpersonship of Committees across companies	Member/Chairperson in the following Committees of Honeywell Automation India Limited:
	<ul style="list-style-type: none">• Nomination and Remuneration Committee, Member• Corporate Social Responsibility Committee, Chairperson• Stakeholders' Relationship Committee, Chairperson• Board Administrative Committee, Member
Relationship with other Directors / Manager / Key Managerial Personnel	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
No. of board meetings attended during the year	Not Applicable
Terms and Conditions of appointment	As per the Ordinary Resolution set forth at Item No. 1 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	Ms. Nisha Gupta was a Non-Executive Director of the Company from April 30, 2014 to May 12, 2020.
Remuneration last drawn & sought to be paid	Not Applicable