

# 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 5, 2024

The Manager – Compliance Department BSE Limited Floor 25, P. J. Towers, Dalal Street Mumbai 400 001 Scrip Code: 517174	The Manager – Compliance Department National Stock Exchange of India Limited 'Exchange Plaza', Bandra-Kurla Complex Bandra (East), Mumbai 400051 Scrip Symbol: HONAUT
--	---

Dear Sir/Madam,

**Sub: E-voting results for the 40<sup>th</sup> Annual General Meeting of Honeywell Automation India Limited held on Monday, August 5, 2024**

Please be informed that the 40<sup>th</sup> AGM of the Company was held on Monday, August 5, 2024 at 4.00 p.m. (IST) through Video Conference ("VC") to transact the business as stated in the Notice dated May 15, 2024 convening the 40<sup>th</sup> AGM.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith:

1. Combined voting results of remote e-voting prior to the AGM and e-voting conducted during the AGM, in relation to the business as stated in the Notice dated May 15, 2024 and transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations.
2. The Scrutinizer's Report dated August 5, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The AGM concluded at 5:36 p.m. (IST)

We are pleased to inform you that all resolutions contained in the Notice of the Annual General Meeting have been duly passed by the Members with requisite majority.

The Consolidated Voting Results alongwith the Scrutinizer's Report is also being made available on the website of the Company at <https://www.honeywell.com/in/en/hail>.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully

For **Honeywell Automation India Limited**

**Indu Daryani**  
**Company Secretary and Compliance Officer**  
FCS No. 9059  
56 & 57, Hadapsar Industrial Estate, Pune - 411 013

[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	517174
NSE Symbol	HONAUT
MSEI Symbol	NOTLISTED
ISIN	INE671A01010
Name of the company	KEYWELL AUTOMATION INDIA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	05-08-2024
Start time of the meeting	04:00 PM
End time of the meeting	05:36 PM

[Prev](#)[Next](#)

[Home](#)

[Validate](#)

Scrutinizer Details	
Name of the Scrutinizer	AMRUTA RAJARSHI
Firms Name	BOKIL PUNDE AND ASSOCIATES
Qualification	CS
Membership Number	F8957
Date of Board Meeting in which appointed	15-05-2024
Date of Issuance of Report to the company	05-08-2024

[Prev](#)

[Next](#)

[Home](#)[Validate](#)

Voting results	
Record date	29-07-2024
Total number of shareholders on record date	31112
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	1
b) Public	57
<b>No. of resolution passed in the meeting</b>	<b>9</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

[Home](#)
[Validate](#)

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, 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		6631142	100.0000	6631142	0	100.0000	0.0000
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	6631142	100.0000	6631142	0	100.0000	0.0000
Public-Institutions	E-Voting		1139816	83.8155	1139816	0	100.0000	0.0000
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139816	83.8155	1139816	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3314	0.3897	3312	2	99.9396	0.0604
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3314	0.3897	3312	2	99.9396	0.0604
<b>Total</b>		8841523	7774272	87.9291	7774270	2	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

[Home](#)[Validate](#)

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare a final dividend of INR 100/- (Rupees One Hundred Only) per equity share for the Financial Year 2023-24				
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	100.0000	6631142	0	100.0000	0.0000
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	6631142	100.0000	6631142	0	100.0000	0.0000
Public-Institutions	E-Voting		1139944	83.8249	1139944	0	100.0000	0.0000
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1139944	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3314	0.3897	3311	3	99.9095	0.0905
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3314	0.3897	3311	3	99.9095	0.0905
<b>Total</b>		8841523	7774400	87.9306	7774397	3	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

[Home](#)
[Validate](#)

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint 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	100.0000	6631142	0	100.0000	0.0000
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	6631142	100.0000	6631142	0	100.0000	0.0000
Public-Institutions	E-Voting		1139944	83.8249	1021162	118782	89.5800	10.4200
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1021162	118782	89.5800	10.4200
Public- Non Institutions	E-Voting		3313	0.3895	3301	12	99.6378	0.3622
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3313	0.3895	3301	12	99.6378	0.3622
<b>Total</b>		8841523	7774399	87.9305	7655605	118794	98.4720	1.5280
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

[Home](#)[Validate](#)

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Atul Pai (DIN: 02704506) 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		6631142	100.0000	6631142	0	100.0000	0.0000
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	6631142	100.0000	6631142	0	100.0000	0.0000
Public- Institutions	E-Voting		1139944	83.8249	1122642	17302	98.4822	1.5178
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1122642	17302	98.4822	1.5178
Public- Non Institutions	E-Voting		3313	0.3895	3304	9	99.7283	0.2717
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3313	0.3895	3304	9	99.7283	0.2717
<b>Total</b>		8841523	7774399	87.9305	7757088	17311	99.7773	0.2227
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0



[Home](#)[Validate](#)

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Thaj Mathew (DIN: 07425690) as a Non-Executive 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	100.0000	6631142	0	100.0000	0.0000
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	6631142	100.0000	6631142	0	100.0000	0.0000
Public-Institutions	E-Voting		1139944	83.8249	1134774	5170	99.5465	0.4535
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1134774	5170	99.5465	0.4535
Public- Non Institutions	E-Voting		3313	0.3895	3302	11	99.6680	0.3320
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3313	0.3895	3302	11	99.6680	0.3320
<b>Total</b>		8841523	7774399	87.9305	7769218	5181	99.9334	0.0666
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

[Home](#)[Validate](#)

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Commission payable to Dr. Ganesh Natarajan (DIN: 00176393), Independent Director, Non Executive Chairman - Board				
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	100.0000	6631142	0	100.0000	0.0000
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	6631142	100.0000	6631142	0	100.0000	0.0000
Public-Institutions	E-Voting		1139944	83.8249	1139944	0	100.0000	0.0000
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1139944	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3313	0.3895	3142	171	94.8385	5.1615
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3313	0.3895	3142	171	94.8385	5.1615
<b>Total</b>		8841523	7774399	87.9305	7774228	171	99.9978	0.0022
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

[Home](#)
[Validate](#)

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Related Party Transactions of the Company with Honeywell International Inc., Ultimate Holding 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		0	0.0000	0	0	0	0
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		1139944	83.8249	1057683	82261	92.7838	7.2162
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1057683	82261	92.7838	7.2162
Public- Non Institutions	E-Voting		3313	0.3895	3087	226	93.1784	6.8216
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3313	0.3895	3087	226	93.1784	6.8216
<b>Total</b>		8841523	1143257	12.9305	1060770	82487	92.7849	7.2151
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

[Home](#)
[Validate](#)

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Related Party Transactions of the Company with Honeywell Measurex (Ireland) Limited, a fellow subsidiary 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		0	0.0000	0	0	0	0
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		1139944	83.8249	1057683	82261	92.7838	7.2162
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1057683	82261	92.7838	7.2162
Public- Non Institutions	E-Voting		3313	0.3895	3087	226	93.1784	6.8216
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3313	0.3895	3087	226	93.1784	6.8216
<b>Total</b>		8841523	1143257	12.9305	1060770	82487	92.7849	7.2151
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

[Home](#)[Validate](#)

Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Cost Auditor's Remuneration				
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	100.0000	6631142	0	100.0000	0.0000
	Poll	6631142	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	6631142	6631142	100.0000	6631142	0	100.0000	0.0000
Public-Institutions	E-Voting		1139944	83.8249	1139944	0	100.0000	0.0000
	Poll	1359911	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1359911	1139944	83.8249	1139944	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3313	0.3895	3311	2	99.9396	0.0604
	Poll	850470	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	850470	3313	0.3895	3311	2	99.9396	0.0604
<b>Total</b>		8841523	7774399	87.9305	7774397	2	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	24569
Public - Non Insitutions	0

## SCRUTINIZER'S REPORT

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

To,

**Ms. Indu Daryani**

Company Secretary

Honeywell Automation India Limited

56 & 57, Hadapsar Industrial Estate,

Pune - 411 013

Dear Madam,

**Subject:** Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Annual General Meeting ('AGM') 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 the Companies (Management and Administration) Amendment Rules, 2015 for the 40<sup>th</sup> AGM of Honeywell Automation India Limited ('the Company') held on Monday, August 05, 2024 at 04.00 p.m. (IST) through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM').

I, **Amruta Rajarshi**, Partner of **M/s Bokil Punde and Associates**, Practicing Company Secretaries, Pune refer to my appointment 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, 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 40<sup>th</sup> AGM of the Company held on Monday, August 05, 2024 through VC/OAVM and the same are 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a final dividend of INR 100/- (Indian Rupees One Hundred only) per equity share for the Financial Year 2023-24.
3. To appoint a Director in place of Mr. Ashish Modi (DIN: 07680512), who retires by rotation and being eligible, offers himself for re-appointment.

*Amruta Rajarshi*  
29/8/24



## **SPECIAL BUSINESS:**

4. Appointment of Mr. Atul Pai (DIN: 02704506) as the Managing Director of the Company.
5. Appointment of Mr. Thaj Mathew (DIN: 07425690) as a Non-Executive Director of the Company.
6. Commission payable to Dr. Ganesh Natarajan (DIN: 00176393), Independent Director, Non-Executive Chairman – Board.
7. Material Related Party Transactions of the Company with Honeywell International Inc., Ultimate Holding Company.
8. Material Related Party Transactions of the Company with Honeywell Measurex (Ireland) Limited, a fellow subsidiary of the Company.
9. Ratification of Cost Auditor's Remuneration.

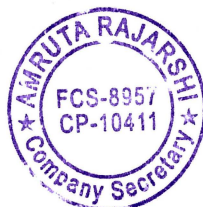
The AGM was held through VC/OAVM without the physical presence of the Members at a common venue and in compliance with the General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of AGM through VC/OAVM read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 (collectively 'Circulars') issued by the Ministry of Corporate Affairs ('MCA') and SEBI circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023. 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.

## **Management Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to e-voting (i.e. remote e-voting and e-voting during the AGM) on the resolutions contained in the Notice of the 40<sup>th</sup> AGM of the Members of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

## **Scrutinizer Responsibility**

My responsibility as the 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.

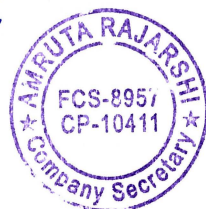


The MCA vide its aforementioned Circulars has permitted the holding of AGM through VC/OAVM, without physical presence of the Members at a common venue. As required under Section 101 of the Act, the Notice of AGM dated May 15, 2024, along with Explanatory Statement under Section 102 of the Act was sent 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, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and the Members of the Company holding shares on the cut-off date i.e. Monday, July 29, 2024 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 40<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 Thursday, August 1, 2024 (9.00 a.m. IST) upto Sunday, August 4, 2024 (5.00 p.m. IST).
3. At the end of remote e-voting period on Sunday, August 4, 2024 (05.00 p.m. IST) voting portal of the agency (NSDL) was blocked forthwith.
4. After the closure of the 40<sup>th</sup> AGM on Monday, August 5, 2024, the voting through remote e-voting prior to AGM and e-voting during the AGM was unblocked. In case of shareholders who casted 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:

*Amruta Rajarshi*  
29/8/24





**ORDINARY BUSINESS:**

**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Votes cast in favour of the resolution:

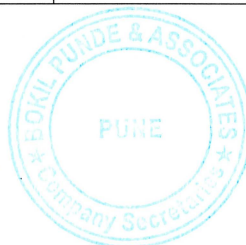
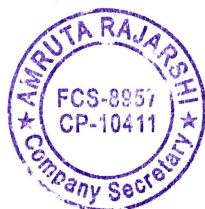
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	306	12	318
b.	Number of valid votes cast by them	77,73,739	531	77,74,270
c.	% of total number of valid votes cast	100.00%		

(ii) Votes cast 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	2	0	2
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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569



**Resolution 2: Ordinary Resolution**

To declare a final dividend of INR 100/- (Indian Rupees One Hundred only) per equity share for the Financial Year 2023-24.

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

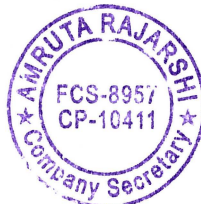
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	306	12	318
b.	Number of valid votes cast by them	77,73,866	531	77,74,397
c.	% of total number of valid votes cast	100.00%		

(ii) Votes cast **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	3	0	3
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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569



### Resolution 3: Ordinary Resolution

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

(i) Votes cast in favour of the resolution:

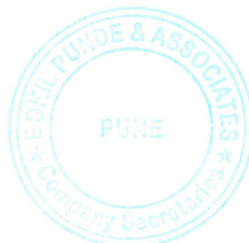
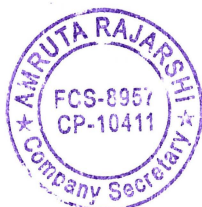
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	249	11	260
b.	Number of valid votes cast by them	76,55,078	527	76,55,605
c.	% of total number of valid votes cast	98.47%		

(ii) Votes cast 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	59	1	60
b.	Number of valid votes cast by them	1,18,790	4	1,18,794
c.	% of total number of valid votes cast	1.53%		

(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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569



**SPECIAL BUSINESS:**

**Resolution 4: Ordinary Resolution**

**Appointment of Mr. Atul Pai (DIN: 02704506) as the Managing Director of the Company.**

(i) Votes cast **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	290	11	301
b.	Number of valid votes cast by them	77,56,558	530	77,57,088
c.	% of total number of valid votes cast	99.78%		

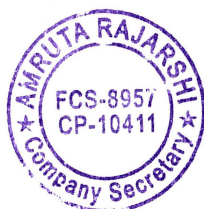
(ii) Votes cast **against** the resolution:

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	18	1	19
b.	Number of valid votes cast by them	17,310	1	17,311
c.	% of total number of valid votes cast	0.22%		

(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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569

*Atul Pai*  
21/9/21



**Resolution 5: Ordinary Resolution**

**Appointment of Mr. Thaj Mathew (DIN: 07425690) as a Non-Executive Director of the Company.**

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

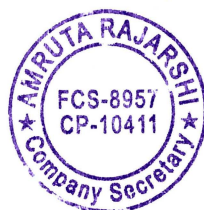
Sr. No.	Particulars	Through remote e-voting prior to AGM	Through e-voting during the AGM	Total (Through remote e-voting prior to AGM + e-voting during the AGM)
a.	Number of members voted	302	11	313
b.	Number of valid votes cast by them	77,68,691	527	77,69,218
c.	% of total number of valid votes cast	99.93%		

(ii) Votes cast **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	6	1	7
b.	Number of valid votes cast by them	5,177	4	5,181
c.	% of total number of valid votes cast	0.07%		

(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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569



**Resolution 6: Special Resolution**

**Commission payable to Dr. Ganesh Natarajan (DIN: 00176393), Independent Director, Non-Executive Chairman – Board.**

(i) Votes cast **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	302	11	313
b.	Number of valid votes cast by them	77,73,698	530	77,74,228
c.	% of total number of valid votes cast	100.00%		

(ii) Votes cast **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	6	1	7
b.	Number of valid votes cast by them	170	1	171
c.	% of total number of valid votes cast	0.0022%		

(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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569



**Resolution 7: Ordinary Resolution**

**Material Related Party Transactions of the Company with Honeywell International Inc., Ultimate Holding Company.**

(i) Votes cast **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	268	11	279
b.	Number of valid votes cast by them	10,60,243	527	10,60,770
c.	% of total number of valid votes cast	92.78%		

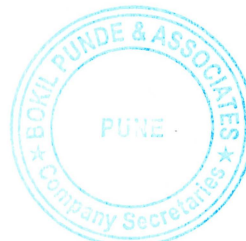
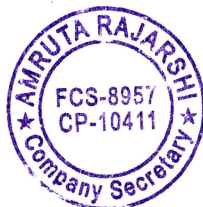
(ii) Votes cast **against** the resolution:

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	39	1	40
b.	Number of valid votes cast by them	82,483	4	82,487
c.	% of total number of valid votes cast	7.21%		

(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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569

*Amrta*  
18/2/2019



**Resolution 8: Ordinary Resolution**

**Material Related Party Transactions of the Company with Honeywell Measurex (Ireland) Limited, a fellow subsidiary of the Company.**

(i) Votes cast 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	268	11	279
b.	Number of valid votes cast by them	10,60,243	527	10,60,770
c.	% of total number of valid votes cast	92.78%		

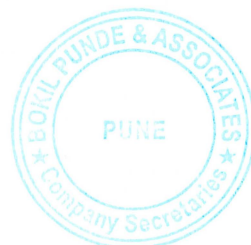
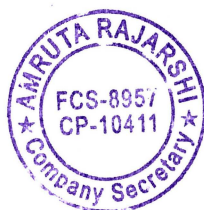
(ii) Votes cast against the resolution:

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	39	1	40
b.	Number of valid votes cast by them	82,483	4	82,487
c.	% of total number of valid votes cast	7.21%		

(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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569

*Amruta*





## Resolution 9: Ordinary Resolution

### Ratification of Cost Auditor's Remuneration

(i) Votes cast **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	306	12	318
b.	Number of valid votes cast by them	77,73,866	531	77,74,397
c.	% of total number of valid votes cast	100.00%		

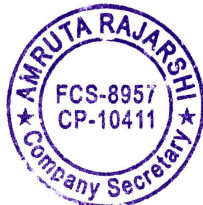
(ii) Votes cast **against** the resolution:

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	2	0	2
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	6	0	6
b.	Number of invalid votes cast by them	24,569	0	24,569

*Amrta Rajarshi*



7. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 40<sup>th</sup> AGM of the Company and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours Faithfully,

---

**For BOKIL PUNDE & ASSOCIATES,  
COMPANY SECRETARIES**



**CS AMRUTA RAJARSHI**  
**Partner**  
M. N. 8957 | C.P. No. 10411



**UDIN:** F008957F000903721  
**Peer Review Certificate No.** 1132/2021

**Place:** Pune  
**Date:** August 5, 2024

**Countersigned by:**



**INDU DARYANI**  
**Company Secretary**  
**Honeywell Automation India Limited**



**Place:** Pune  
**Date:** August 5, 2024