

# HONEYWELL AUTOMATION INDIA LIMITED

CIN: L29299PN1984PLC017951

Registered Office : 56 & 57, Hadapsar Industrial Estate, Pune 411 013.

Tel: 020-66039400 Fax: 020-66039800 Email: acsindia@honeywell.com

Website: www.honeywellautomationindia.com

## Postal Ballot Form

1. Name & Registered Address :  
of the sole/ first named

2. Name(s) of the joint holder(s) :  
(if any)

3. Registered Folio Number/ :  
DP ID No. / Client ID\*  
\*(Applicable to investors  
holding Shares in  
dematerialized form)

4. No. of Ordinary Share(s) held :

5. E-voting Sequence Number :

6. User ID: :

7. Password: :

I/We hereby exercise my/our vote in respect of the following Ordinary/ Special Resolution(s) to be passed through Postal Ballot / e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

| Sr. No. | Description of Resolution                                                                                                                                                                                          | No. of Ordinary Shares for which votes cast | I/We assent to the Resolutions | I/We dissent to the Resolutions |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|--------------------------------|---------------------------------|
|         |                                                                                                                                                                                                                    |                                             | (FOR)                          | (AGAINST)                       |
| 1.      | Appointment of Mr. S.L. Rao as an Independent Director.                                                                                                                                                            |                                             |                                |                                 |
| 2.      | Appointment of Mr. N. Srinath as an Independent Director.                                                                                                                                                          |                                             |                                |                                 |
| 3.      | Consent of the Company under Section 180(1) (c ) of the Act to the Board of Directors to borrow up to ₹ 150 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.  |                                             |                                |                                 |
| 4.      | Consent of the Company under Section 180 (1) (a) of the Act to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings. |                                             |                                |                                 |
| 5.      | Ratification of remuneration to Cost Auditor.                                                                                                                                                                      |                                             |                                |                                 |

Place:

Date:

\_\_\_\_\_  
Signature of the Member

**Note:** Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

### 1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.

### 2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. P.N. Parikh of M/s Parikh & Associates, Practicing Company Secretaries, at TSR Darashaw Private Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.30 p.m. on Thursday, 11th day of December, 2014. Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- TSR Darashaw Private Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr E. Moses Road, Mahalaxmi, Mumbai 400 011 or to the e-mail ID hwlpostalballot2014@tsrdarashaw.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on Thursday, 11th day of December, 2014.
- h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" points' 2c above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

#### The instructions for members for voting electronically are as under:-

##### (A) In case of Members receiving the Postal Ballot Form by E-mail:

- (i) Open e-mail and open PDF file viz; "HWL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder – Login".
- (iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login"
- (v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
- (vii) Select "EVEN" (Electronic Voting Event Number) of Honeywell Automation India Limited.
- (viii) Now you are ready for e-Voting as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at [pnparkhhw@tsrdarashaw.com](mailto:pnparkhhw@tsrdarashaw.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

##### (B) In case of Members receiving Postal Ballot Form by Post:

- (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sr. No. A (ii) to A (xii) above, to cast your vote.

##### (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

##### (D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You can also send your queries/ grievances relating to e-voting to the e-mail ID : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

##### (E) The period for e-voting starts on Wednesday, 12th November, 2014 from 09:00 a.m. and ends on Thursday, 11th December, 2014 at 05:30 p.m.

E-voting shall be disabled by NSDL at 5:30 p.m. on Thursday, 11th December, 2014.