

Honeywell Automation India Ltd.
CIN: L29299PN1984PLC017951
Regd. Office: 56 & 57, Hadapsar Industrial
Estate, Pune 411 013, Maharashtra
Phone: +91 20 6603 9400
Fax: +91 20 6603 9800

BSE Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai - 400 001
Kind Attn: Mr. K. Gopalkrishnan

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra- Kurla Complex,
Bandra(East), Mumbai – 400 051
Kind Attn: Mr. Hari

December 15, 2014

Dear Sirs,

Ref: ISIN: INE671A01010 – Ordinary Shares

Sub: Postal Ballot Report

Please find here with the report of Postal Ballot from Scrutinizers Parikh & Associates, Company Secretaries dated December 12, 2014.

The above is for your record and information.

Yours Faithfully,

For Honeywell Automation India Ltd.

S. Padve

Ms. Sneha Padve
(Company Secretary)



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

December 12, 2014

To,
Honeywell Automation India Limited
56 & 57, Hadapsar Industrial Estate
Pune - 411 103

Kind Attn: Ms. Sneha Padve

Sub. : Postal Ballot

Dear Madam,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Ordinary Resolution for appointment of Mr. S.L.Rao as an Independent Director of the company.
- (b) Ordinary Resolution for appointment of Mr. N.Srinath as an Independent Director of the company.
- (c) Special Resolution under Section 180(1) (c) of the Companies Act, 2013 giving authority to the Board of Directors to borrow up to Rs. 150 crores or the aggregate of the paid up capital and free reserves of the company, whichever is higher.
- (d) Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 giving authority 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.
- (e) Ordinary Resolution for ratification of remuneration to Cost Auditor.

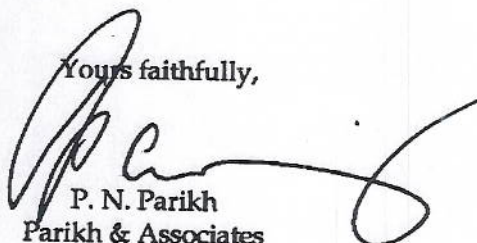
I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical and electronic mode.
- b) The register showing the particulars of the physical postal ballots processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolutions.

I hope you will find the above in order.

Thanking you.

Yours faithfully,



P. N. Parikh
Parikh & Associates

Encl.: As above.

PARIKH & ASSOCIATES

COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Honeywell Automation India Limited
56 & 57, Hadapsar Industrial Estate
Pune - 411 103

Report of Scrutinizer

I, P. N. Parikh, Company Secretary in Whole time practice, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai- 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

- (a) Ordinary Resolution for appointment of Mr. S.L.Rao as an Independent Director of the company.
- (b) Ordinary Resolution for appointment of Mr. N.Srinath as an Independent Director of the company.
- (c) Special Resolution under Section 180(1) (c) of the Companies Act, 2013 giving authority to the Board of Directors to borrow up to Rs. 150 crores or the aggregate of the paid up capital and free reserves of the company, whichever is higher.
- (d) Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 giving authority 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.
- (e) Ordinary Resolution for ratification of remuneration to Cost Auditor.

I have scrutinized the poll papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.



Contd...2

-2-

Ordinary Resolution for appointment of Mr. S.L.Rao as an Independent Director of the company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
315	74,13,575	99.48

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
9	38,790	0.52

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
21	1362



-3-

Ordinary Resolution for appointment of Mr. N.Srinath as an Independent Director of the company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
313	74,51,522	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
10	973	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
30	3,12,343



-4-

Special Resolution under Section 180(1) (c) of the Companies Act, 2013 giving authority to the Board of Directors to borrow up to Rs. 150 crores or the aggregate of the paid up capital and free reserves of the company, whichever is higher.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
308	74,50,811	99.98

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
14	1,515	0.02

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
29	3,12,331



-5-

Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 giving authority 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.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
312	74,50,976	99.98

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
14	1,570	0.02

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
27	3,12,316



-6-

Ordinary Resolution for ratification of remuneration to Cost Auditor.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
274	74,46,153	99.98

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
13	1,807	0.02

(iii) Invalid votes:

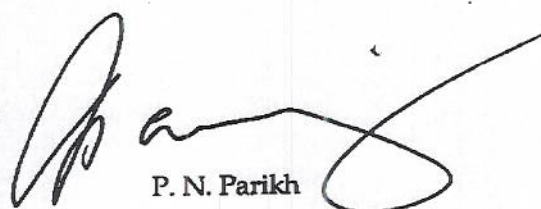
Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
65	3,16,806

Place: Mumbai

Dated: December 12, 2014

Signature:

Name:



P. N. Parikh

Scrutinizer

FCS: 327

CP: 1228