

NOTICE is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of HONEYWELL AUTOMATION INDIA LIMITED will be held at **3.00 p.m. on July 21, 2015** in Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune 411 013 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive and adopt the Directors' Report and Audited Statement of Profit and Loss for the period ended March 31, 2015 and Balance Sheet as at that date.
2. To declare dividend.
3. To appoint Director in place of Mr. Anant Maheshwari who retires by rotation and is eligible for reappointment.
4. To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:  
"RESOLVED THAT pursuant to section 188 of the Companies Act, 2013 and Clause 49 VII C of the Listing Agreement with the Stock Exchanges, the following transactions/arrangements with Honeywell International Inc. be and are hereby approved for the period January 1, 2015 to March 31, 2016 as per details given below:

Name of Party	Nature of Relationship	Nature of Contract	Duration of Contract	Value (Rs. In lacs)
Honeywell International Inc.	Ultimate Holding Company	Sale, purchase or supply of any goods or materials	Contracts are on calendar year basis	17,500
		Sales of engineering services, Purchase of services		21,400
		Corporate allocations	Valid until terminated	7,000
		Sale or Purchase of fixed assets	To be executed as and when the transaction is to be carried out	100

RESOLVED FURTHER THAT Mr. Vikas Chadha, Managing Director and Mr. Anurag Bhagania, CFO, of the Company be and is hereby, authorized to do all such acts, matters, deeds and things with regard to any transaction/arrangement with the related party and execute such agreements, documents and writings, as may be necessary or desirable for the purpose of giving effect to this resolution."

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members desiring any information about the Company's working are requested to write to the Company at an early date so as to enable the Management to reply at the General Meeting.
5. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 277,690/- being the unpaid and unclaimed dividend amount pertaining to the year ended December 31, 2007 to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the year for any years subsequent to December 31, 2007 are requested to make their claim to the Office of the Registrar and Transfer Agents: TSR DARASHAW LTD., 6-10 Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai- 400 011. It shall be noted that once the dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie with the Company in respect of such amount.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 9, 2015 to Thursday July 16, 2015 (both days inclusive), for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
7. The Company's share are under the compulsory demat list. Shareholders are requested to utilize this facility to their advantage. Shareholders have been sent the ECS facility forms. Shareholders are requested to fill in the forms and take advantage of this facility.
8. Members are requested to promptly notify any change in their address to the Company's Registrars & Share Transfer Agents, namely, TSR DARASHAW LTD., 6-10 Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai- 400 011.
9. As per the provisions of the Companies Act, 2013, facility for making nomination is now available for shareholders in respect of the shares held by them. Nomination forms can be obtained from the Share Registrars of the Company.
10. Shareholders are requested to bring their copy of Annual report to the meeting.
- 11. Voting through electronic means**
  - a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - b. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice by e-mail and the members who have not registered their e-mail IDs will receive Notice along with physical Postal Ballot Form through post/courier.
  - c. 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 remote e-voting, then please do not cast your vote by Postal Ballot and vice versa. In case Members cast their votes both by Postal Ballot and remote e-voting, the votes cast through remote e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
  - d. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting/Postal Ballot shall be able to exercise their right at the meeting through ballot paper.
  - e. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- f. The remote e-voting period commences on July 18, 2015 (9:00 am) and ends on July 20, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 14, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- g. The process and manner for remote e-voting are as under:-
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- i. Open email and open PDF file viz; "HWL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote 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. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. Password change menu appears. Change the password/PIN 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select "REVEN" of Honeywell Automation India Limited.
  - viii. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "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 [jbbhave@gmail.com](mailto:jbbhave@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Postal Ballot Form [for members whose email IDs are not registered with the Company/Depository Participants(s)]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM  
REVEN (Remote e-voting Event Number) \_\_\_\_\_  
USER ID \_\_\_\_\_  
PASSWORD/PIN \_\_\_\_\_
  - ii. Please follow all steps from Sr. No. A (ii) to A (xii) above, to cast your vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 14, 2015.
- G. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. July 14, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [hwlevoting2015@tsrdarashaw.com](mailto:hwlevoting2015@tsrdarashaw.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- H. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on July 14, 2015, are entitled to vote on the Resolutions set forth in this Notice.
- I. Mr. Jayavant B. Bhave, Practicing Company Secretary of JDNASSA & Associates, Company Secretaries, Pune, has been appointed as the Scrutiniser to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- K. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.honeywellautomationindia.com](http://www.honeywellautomationindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India, where the shares of the Company are listed.

By order of the Board of Directors

Gurgaon, May 25, 2015

**Sangeet Hunjan**  
Company Secretary

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item Nos. 3:**

<b>Name of Director</b>	Mr. Anant Maheshwari
<b>Date of Birth</b>	07.04.1972
<b>Date of Appointment</b>	01.01.2013
<b>Expertise in specific functional area</b>	Engineering
<b>Qualifications</b>	<ol style="list-style-type: none"> <li>1. BE (Hons) Electrical &amp; Electronics from BITS Pilani.</li> <li>2. MSc (Hons) Economics, BITS Pilani</li> <li>3. MBA (PGDBM), Indian Institute of Management, Ahmedabad.</li> </ol>
<b>List of Public Companies in which outside Directorships held as on March 31, 2015</b>	Nil
<b>Chairman/ Member of the Committees of the Board of the Companies on which he is a Director as on March 31, 2015</b>	Nil

Mr. Anant Maheshwari is concerned and interested in the matter.

Except as stated above, none of the directors or Key Managerial Personnel of the Company are concerned or interested, directly or indirectly, in the matter.

**Item No. 4:**

M/s. Price Waterhouse & Co Bangalore LLP has completed 10 years as Statutory Auditors of your Company. The provisions regarding rotation of auditors, as prescribed under the Companies Act, 2013 are applicable to the Company. It is, hence, proposed to appoint M/s Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018) as the Statutory Auditors for a period of 5 years to hold office from the conclusion of the ensuing Annual General Meeting (2015) till the Sixth following Annual General Meeting AGM (2020). They have confirmed their eligibility and willingness for appointment as Statutory Auditors for the aforesaid period, as per Section 141 of the Companies Act, 2013.

The Board of Directors recommends their appointment to the shareholders.

None of the directors or Key Managerial Personnel of the Company are concerned or interested, directly or indirectly, in the matter.

**Item No. 5:**

The Company is an indirect subsidiary of Honeywell International Inc (HII). The Company enters into transactions with HII in ordinary course of business. The transactions are necessary and incidental to the business of the Company and it helps create value for the Company's customers and shareholders. These transactions are evaluated under Transfer Pricing regulations and additionally verified by an external agency for arms' length nature in the context of Companies Act, 2013.

For the period Jan 2015 to March 2016, the Company expects to have transactions aggregating Rs. 46,000 lacs with HII as below:

Name of Party	Honeywell International Inc.			
Nature of Relationship	Ultimate Holding Company			
Nature of Contract	Sale, purchase or supply of any goods or materials [Sec 188(1)(a) of Companies Act, 2013]	Availing or rendering of any services [Sec 188(1)(d) of Companies Act, 2013]	Availing of services [Sec 188(1)(d) of Companies Act, 2013]	Selling or otherwise disposing of, or buying, property of any kind [Sec 188(1)(b) of Companies Act, 2013]
Duration of Contract	Contracts are on calendar year basis	Contracts are on calendar year basis	Valid until terminated	To be executed as and when the transaction is to be carried out
Material Terms & Particulars of Contract	Sale, purchase or supply of any goods or materials	Sales of engineering services, Purchase of services	Corporate allocations	Sale or Purchase of fixed assets
Value (Rs lacs)	17,500	21,400	7,000	100
Name of Interested Director	Mr. Norm Gilsdorf, Mr. Anant Maheshwari and Ms. Nisha Gupta, being Promoter Directors			
Ordinary Course of Business	Yes			
Arm's length	Yes			