

Honeywell

2015-16
Annual Report

We are building a world
that's safer and more secure....
more comfortable and energy efficient....
more innovative and productive.
We are Honeywell.

Board of Directors

Mr. Suresh Senapaty	(Chairman & Independent Director)
Mr. Srinath Narasimhan	(Independent Director)
Mr. Norman Gilsdorf	(Director)
Mr. Anant Maheshwari	(Director)
Mr. Vikas Chadha	(Managing Director)
Ms. Nisha Gupta	(Director)

Senior Management Team

Mr. Anant Kelkar	Head - Global Services
Ms. Anjani Ningoo	Head - Internal Audit
Mr. Anurag Anand	Head - Environmental & Energy Solutions
Mr. Anurag Bhagania	Chief Financial Officer
Mr. Aseem Joshi	Head - Sensing & Productivity Solutions
Mr. Kapil Vardhan	Head - Human Resources
Mr. K.V. Ananthanaryanan	Head - Legal
Mr. Priyanshu Singh	Head - Building Solutions
Mr. Rajarshi Datta	Head - Sales, Process Solutions
Mr. Ritwij Kulkarni	Head - Services, Process Solutions
Mr. Vivek Bhatia	Head - Projects Execution, Process Solutions

Company Secretary

Ms. Sangeet Hunjan

Registered Office

56 & 57, Hadapsar
Industrial Estate,
Pune 411 013.

Auditors

Deloitte Haskins & Sells LLP
Chartered Accountants

Bankers

Citibank N. A.

Registrar & Transfer Agent:

TSR Darashaw Limited
6-10, Haji Moosa Patrawala Ind. Estate,
20, Dr. E. Moses Road, Mahalaxmi,
Mumbai 400 011.

Contents	
Notice	2-8
Directors' Report.....	9-33
Management Discussion & Analysis Report	34-38
Corporate Governance Report	39-52
Auditors' Report	53-59
Balance Sheet	60
Profit & Loss Account	61
Cash flow Statement	62-63
Notes 1 to 46	64-90

NOTICE is hereby given that the **THIRTY SECOND ANNUAL GENERAL MEETING (AGM) of HONEYWELL AUTOMATION INDIA LIMITED** will be held on **Wednesday, August 10, 2016 at 3.00 p.m.** at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune 411 013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend for the financial year ended March 31, 2016.
3. To appoint a Director in place of Ms. Nisha Gupta who retires by rotation and is eligible for reappointment.
4. To ratify the appointment of Statutory Auditors.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Suresh Senapaty (DIN: 00018711), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company with effect from March 8, 2016, and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not be liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from March 8, 2016.

RESOLVED FURTHER THAT the Directors of the Company, the Chief Financial Officer and the Company Secretary be and are hereby severally authorized, to do all such acts, deeds, matters or things as may be necessary or desirable to give effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Company be and is hereby accorded for entering into contracts, arrangements or transactions with Honeywell International Inc., the Ultimate Holding Company, for an estimated amount of up to Rs. 55,000 lacs every financial as per details given below:

Nature of Contract/ Arrangements/ Transactions	Estimated amount every financial year (Rs. In lacs)
Sale, purchase or supply of any goods or materials	17,500
Sale or purchase of services	37,000
Sale or purchase of fixed assets	500

RESOLVED FURTHER THAT that the Managing Director and the Chief Financial Officer, of the Company be and are hereby authorized severally, to do all such acts, matters, deeds and things with regard to any contract, transaction or 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. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of Special Business under items 5 & 6, is annexed hereto.
2. As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) the relevant details of Directors seeking appointment / re-appointment at the ensuing AGM are given in the annexure to the AGM notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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.
4. 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.
5. 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.
6. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), be transferred to the Investor Education and Protection Fund. Members who have not encashed the dividend warrant(s) so far for the financial year ended December 31, 2009 or any subsequent years 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.
7. The record date for determining the names of members eligible for dividend on equity shares, if approved by the members at the AGM is August 3, 2016.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agents, TSR DARASHAW LTD.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through electronic means. The facility of casting the votes 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). The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. 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. The instructions for e-voting are annexed to the Notice.
10. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. August 3, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

11. Mr. Jayavant B. Bhawe, of J.B. Bhawe & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. The Chairman shall 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.
13. The Scrutinizer shall, after the conclusion of voting at the AGM, 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.
14. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company 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.
15. The Annual Report 2015-16, the Notice of 32nd AGM and instructions for e-voting, alongwith the Attendance Slip and Proxy form are also being sent by electronic mode to Members who have registered their e-mail IDs with the DPs or with the Company
16. All documents referred to in the Notice will be available for inspection at the Company's registered office on all working days, during business hours upto the date of the AGM.
17. Members are requested to bring their copy of Annual Report to the AGM.
18. A route map to the venue of the AGM has been provided at the end of the Annual Report.

By order of the Board of Directors

Gurgaon, May 17, 2016

Sangeet Hunjan
Company Secretary

Registered Office:

56 & 57, Hadapsar Industrial Estate,

Pune 411 013

CIN : L29299PN1984PLC017951

Phone : + 91 20 6603 9400; Fax : + 91 20 6603 9800

Email : HAIL.InvestorServices@Honeywell.com

Website : www.honeywellautomationindia.com

STATEMENT SETTING OUT MATERIAL FACTS

Pursuant to Section 102 of the Companies Act, 2013

Item No. 5:

The Board of Directors, appointed Mr. Suresh Senapaty as an Additional (Independent) Director of the Company with effect from March 8, 2016, pursuant to Section 161 of the Companies Act, 2013. Mr. Suresh Senapaty holds office upto the date of the ensuing AGM of the Company.

The Company has received a notice in writing from a member, along with requisite deposit under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Suresh Senapaty for the office of Independent Director. to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received a declaration from Mr. Suresh Senapaty to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Accordingly, it is proposed to appoint Mr. Suresh Senapaty as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 8, 2016 up to March 7, 2021 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Suresh Senapaty, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

Brief profile of Mr. Suresh Senapaty is provided in the Annexure to this Notice.

The Board recommends the passing of the resolution set out at Item No.5 of the Notice.

Except Mr. Suresh Senapaty, none of the other Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 6:

Honeywell International Inc (HII), USA is the ultimate holding company of your Company. Being a part of Honeywell, your Company works closely with HII to meet its business objectives. The Company has a range of transactions with HII, including purchase and sale of goods and services, in the ordinary course of business.

The Company expects to have transactions not exceeding an estimated value of Rs. 55,000 lacs every financial year with HII as below:

Name of Related Party	Honeywell International Inc.		
Nature of Relationship	Ultimate Holding Company		
Nature, Material Terms & Particulars 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]	Selling or otherwise disposing of, or buying, property of any kind [Sec 188(1)(b) of Companies Act, 2013]
Estimated amount every financial year (Rs lacs)	17,500	37,000	500
Name of Interested Director/ Key Managerial Personne	Mr. Norman Gilsdorf, Mr. Anant Maheshwari and Ms. Nisha Gupta are considered to be interested, being Promoter Directors		
Ordinary Course of Business	Yes		
Arm's length	Yes		

The Board recommends the passing of the resolution set out at Item No.6 of the Notice.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

Name of the Director	Ms. Nisha Gupta	Mr. Suresh Senapaty
DIN	02331771	00018711
Date of Birth	09.03.1969	03.03.1957
Date of Appointment on the Board	30.04.2014	08.03.2016
Qualification	B.Sc., Chartered Accountant	B.Com, Chartered Accountant
Brief profile and nature of their expertise in specific functional areas	Ms.Nisha Gupta has been working with Honeywell for the past 8 years. She heads the Tax function for all the businesses of Honeywell in India. She is also the India Finance Council Leader.	Mr. Suresh Senapaty has proven industry experience spanning more than three decades in finance, governance, and strategy. He has held leadership and board positions at several Wipro companies. He has received several industry accolades and recognitions.
Directorships held in other public companies.	Nil	5 private companies 3 public companies including a listed company
Memberships / Chairmanships of committees across all other public companies	Nil	Member of a committee of another listed company
Relationship with other Directors/Manager/Key Managerial Personnel	None	None
Shareholding in the Company	Nil	Nil
No. of Board Meetings attended during the year	4	Nil (No meeting held during the year after appointment)

As per Regulation 26 of the Listing Regulations, details of Chairmanship / Membership of Audit Committee and Stakeholders' Relationship Committee are provided. Directorships in foreign companies, membership in governing councils, chambers and other bodies, Partnership in firms etc., are not provided.

By order of the Board of Directors

Gurgaon, May 17, 2016

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

Sangeet Hunjan
Company Secretary

INSTRUCTIONS FOR ELECTRONIC VOTING BY MEMBERS

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to all its Members to enable them to cast their votes on resolutions proposed to be considered at the AGM by electronic means. The Company has engaged the services of National Securities Depository Limited (NSDL) for this facility.

1. The remote e-voting period commences on Sunday, August 7, 2016 (9:00 am) and ends on Tuesday, August 9, 2016 (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 August 3, 2016 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.
2. Members whose email IDs are registered with the Company/Depository Participants(s) will receive an email from NSDL informing them of their user ID and password. Once the Member receives the email, he/she will need to go through the following steps to complete the e-voting process-
 - a. 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.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>. Click on Shareholder – Login
 - c. Enter user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - d. 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.
 - e. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - f. Select "REVEN" of Honeywell Automation India Limited.
 - g. Now you are ready for remote e-voting as "Cast Vote" page opens.
 - h. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - i. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - j. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - k. 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 with a copy marked to evoting@nsdl.co.in.
3. Members whose email IDs are not registered with the Company/Depository Participants(s) will receive a physical copy of the Notice of AGM alongwith Attendance Slip and Proxy form. The following instructions are to be followed -
 - a. Initial password is provided at the bottom of the Attendance Slip for the AGM
 - b. Please follow all steps from Sr. No. 2 (a) to 2 (k) above, to cast your vote.
4. 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 or call on toll free no.: 1800-222-990.
5. 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.

6. 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).
7. 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 August 3, 2016.
8. 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. of August 3, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or hwlevoting2016@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 have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.