

Honeywell

THE POWER OF **CONNECTED**

2017-18
Annual Report

Honeywell is building a smarter, safer, and more sustainable world.
That's the Power of Connected. That's the Power of Honeywell.

Board of Directors (As on May 14, 2018)

Mr. Suresh Senapaty	(Chairman & Independent Director)
Mr. Srinath Narasimhan	(Independent Director)
Mr. Ashish Gaikwad	(Managing Director)
Mr. Vikas Chadha	(Director)
Ms. Nisha Gupta	(Director)
Mr. Brian Buffington	(Director)

Senior Management Team (As on May 14, 2018)

Mr. Ashish Gaikwad	Head – Process Solutions
Mr. Aseem Joshi	Head – Building Solutions
Mr. Anant Kelkar	Head – Global Services
Mr. Gajanan Lahane	Head – Global Manufacturing
Mr. Hemant Khattar	Building Management System Leader
Mr. S. Sreekanth	Sensing & IOT Leader
Mr. Amit Tania	Chief Financial Officer (w.e.f. May 16, 2018)
Mr. R. Ravichandran	Chief Financial Officer (upto May 15, 2018)
Mr. Abhishek Kumar	Head – Human Resources
Ms. Amita Rajora	Acting Legal Leader
Mr. Nikhil Thakkar	Head – Audit & Internal Controls

Company Secretary

Ms. Farah Irani

Registrar & Transfer Agent:

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

Auditors

Deloitte Haskins & Sells LLP
Chartered Accountants

Bankers

Citibank N. A.

Registered Office:

56 & 57, Hadapsar Industrial Estate,
Pune – 411 013, Maharashtra
CIN: L29299PN1984PLC017951
Tel: +91 20 6603 9400; Fax: +91 20 6603 9800
Email: HAIL.InvestorServices@Honeywell.com
Website: <https://www.honeywell.com/worldwide/en-in/hail>

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NOTICE is hereby given that the **THIRTY FOURTH ANNUAL GENERAL MEETING (AGM) of HONEYWELL AUTOMATION INDIA LIMITED** will be held on Monday, August 6, 2018 at 4.00 p.m. at the registered office of the Company 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, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend of Rs. 32/- (320%) per equity share for the financial year ended March 31, 2018.
3. To consider to appoint a Director in place of Mr. Vikas Chadha (DIN: 06624266) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors.

“RESOLVED THAT pursuant to the ordinary resolution passed by the Members at the 31st Annual General Meeting of the Company and the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Statutory Auditors of the Company to hold office till the conclusion of the 36th Annual General Meeting of the Company be and is hereby ratified at a remuneration to be decided by the Audit Committee/Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

5. **To consider and approve appointment of Mr. Brian Buffington as a Director of the Company.**

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 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval accorded by the Board of Directors of the Company, Mr. Brian Buffington (DIN: 08060965), who was appointed by the Board of Directors as an Additional (Non-Executive Director) Director of the Company with effect from February 13, 2018, and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of Special Business under item no. 5 is annexed hereto.
2. As required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, 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 ON A POLL 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 carrying voting rights. Members holding more than ten percent of the total Share Capital of the Company carrying voting rights 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 AGM.
4. Corporate members intending to send their authorised representatives to attend the AGM 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 AGM.
 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 AGM.
 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 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, 2011 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. The details of the unclaimed dividend lying in the Unpaid Dividend Account is available on website of the Company.
 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 July 30, 2018.
 8. Members holding shares in dematerialised 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, email 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 the 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 remote e-voting are annexed to the Notice.
 10. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2017-18, the Notice of 34th AGM and instructions for remote e-voting, along with the attendance slip and proxy form is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company / Registrar and Transfer Agents / Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not registered their E-mail IDs with the Company / Registrar and Transfer Agents / Depository Participants, a physical copy of the Annual Report for 2017-18 is being sent by the permitted mode.
To support the 'Green Initiative', members who have not registered their email addresses are requested to register the same with TSR DARASHAW LTD/their respective depository participants. The relevant Consent Form is provided at the end of this Annual Report.
 11. The Ministry of Corporate Affairs (MCA) on October 16, 2017 had notified the amendment to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Second Amendment Rules, 2017 ("the IEPF Rules") wherein the Company was required to transfer to Investor Education and Protection Fund (IEPF), all the shares whose dividend is lying in the "Unpaid Dividend Account" of the Company as unpaid or

unclaimed for a period of seven consecutive years from the date of its transfer to the said Unpaid Divided Account. The relevant details are given in the Board's Report which forms a part of this Annual Report.

The Company has uploaded information of Unclaimed Dividends, on the websites of IEPF (www.iepf.gov.in) and on the website of the Company <https://www.honeywell.com/worldwide/en-in/hail>

12. 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., July 30, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The remote e-voting period commences from Friday, August 3, 2018 (9.00 a.m. – IST) and ends on Sunday, August 5, 2018 (5.00 p.m. – IST). The instructions for remote e-voting is detailed out in the Annexure to this AGM Notice.
13. 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.
14. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, 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.
15. The Scrutiniser 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 two days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The results declared alongwith the report of the Scrutiniser shall be placed on the website of the Company at the following link: <https://www.honeywell.com/worldwide/en-in/hail> 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.
17. The Annual Report duly circulated to the Members of the Company, is available on the Company's website at the following link: <https://www.honeywell.com/worldwide/en-in/hail>.
18. All documents referred to in the Notice will be available for inspection at the Company's registered office on all working days (except Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. upto the date of the AGM.
19. The Registers under the Company's Act, 2013 will be available for inspection at the registered office of the Company during business hours except on holidays.
20. Members are requested to bring their copy of Annual Report to the AGM.
21. A route map to the venue of the AGM is provided at the end of the Annual Report.

**By Order of the Board of Directors of
Honeywell Automation India Limited**

Farah Irani
Company Secretary

Pune, May 14, 2018

Registered Office:

56 & 57, Hadapsar Industrial Estate,

Pune – 411 013, Maharashtra

CIN: L29299PN1984PLC017951

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

Email: HAIL.InvestorServices@Honeywell.com

Website: <https://www.honeywell.com/worldwide/en-in/hail>

STATEMENT SETTING OUT MATERIAL FACTS***Pursuant to Section 102 of the Companies Act, 2013*****Item No. 5**

The Board of Directors of the Company at its meeting held on February 12, 2018, appointed Mr. Brian Buffington as an Additional (Non-Executive) Director of the Company with effect from February 13, 2018, pursuant to Section 161 of the Companies Act, 2013. Mr. Brian Buffington holds office upto the date of this AGM of the Company.

Pursuant to the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on May 14, 2018 proposed the appointment of Mr. Brian Buffington as a Director of the Company (liable to retire by rotation), subject to the approval of the shareholders at the Annual General Meeting.

Disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2- Secretarial Standard on General Meetings and the brief profile of Mr. Brian Buffington 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. Brian Buffington, 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 SS 2- Secretarial Standard on General Meetings}

Name of the Director	Mr. Brian Buffington
DIN	08060965
Date of Birth	December 31, 1974 (Age : 43 years)
Date of appointment on the Board	February 13, 2018
Qualification	Mr. Buffington is a Certified Public Accountant (C.P.A.) and holds a Bachelor of Science degree from Northeastern State University of Oklahoma
Experience & Brief profile and nature of expertise in specific functional areas	Mr. Brian Buffington is Vice President and Global Chief Financial Officer of Honeywell Process Solutions (HPS), one of the world's leading suppliers of automation and control systems. Mr. Buffington is an experienced Finance Executive with diverse experience in manufacturing operations, service oriented, and project solution based business models. Mr. Buffington holds a record of improved profitability by driving continuous productivity, realizing market opportunities and delivering revenue growth through strong customer analytics. Most recently, Mr. Brian Buffington worked as Chief Financial Officer of Honeywell Process Measurement Controls (PMC) and Honeywell Thermal Solutions (HTS), one of the world's leading suppliers of industrial products. Previously, Mr. Buffington was the Chief Financial Officer for Honeywell Smart Grid Solutions, a leading energy efficiency provider focused on delivering creative solutions to global utility companies enabling effective grid capacity. Mr. Buffington has also held multiple Finance leadership roles over the past 14 years within Honeywell, spreading his experience across controllership, financial planning, integrated supply chain, and global business partnering. Prior to joining Honeywell, Mr. Buffington worked in the telecom industry for both WorldCom and Level 3 Communications.
Directorships held in other companies.	Nil
Memberships / Chairmanships of committees across all other public companies	Nil
Relationship with other Directors / Manager / Key Managerial Personnel	None
Shareholding in the Company	Nil
No. of Board/Committee Meetings attended during the year	1 (One) / N.A.

Name of the Director	Mr. Vikas Chadha
DIN	06624266
Date of Birth	May 16, 1971 (Age : 47 years)
Date of appointment on the Board	August 11, 2016
Qualification	Mr. Vikas Chadha has completed his BE (Hons) Electronics from Delhi College of Engineering; Post Graduate Program in Management from Indian School of Business, Hyderabad
Experience & Brief profile and nature of expertise in specific functional areas	<p>Mr. Vikas Chadha is currently the President, Honeywell India effective August 1, 2016. Mr. Vikas Chadha is responsible for continued growth of India operations across strategic business groups of Honeywell: Aerospace, Home and Building Technologies (HBT), Performance Materials and Technologies (PMT) and Safety and Productivity Solutions (SPS).</p> <p>Mr. Chadha joined Honeywell in August 2009 and, over the years, has successfully taken on a number of senior leadership roles of increasing responsibilities:</p> <ul style="list-style-type: none"> - Mr. Vikas Chadha was appointed as the Managing Director of Honeywell Automation India Limited on January 1, 2014. In this role, Mr. Chadha was responsible for driving growth and profitability at the Company with additional responsibility of managing operations for its largest Process Solutions business. - Prior to this, Mr. Chadha was Regional General Manager, Building Solutions business for the India region. - Mr. Chadha also served as Regional Director – South Asia for Honeywell security business. <p>Mr. Chadha has a successful track record in a career more than 20 years, with a mix of strategy and consulting, rich business experience, and people management. Before joining Honeywell, Mr. Chadha was a consultant at McKinsey & Company, where he spent more than 2 years in strategic consulting and business improvement in India and Middle East. Mr. Chadha also held national level management positions at Sharp Business Systems and at Larsen & Toubro Limited.</p>
Directorships held in other companies.	1
Memberships / Chairmanships of committees across all other public companies	Nil
Relationship with other Directors /Manager / Key Managerial Personnel	None
Shareholding in the Company	Nil
No. of Board / Committee Meetings attended during the year	6 (Six) / 3 (three)

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 of
Honeywell Automation India Limited**

Farah Irani
Company Secretary

Pune, May 14, 2018

Registered Office:

56 & 57, Hadapsar Industrial Estate,
Pune – 411 013, Maharashtra
CIN: L29299PN1984PLC017951
Tel: +91 20 6603 9400; Fax: +91 20 6603 9800
Email: HAIL.InvestorServices@Honeywell.com
Website: <https://www.honeywell.com/worldwide/en-in/hail>

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 Friday, August 3, 2018 (9:00 a.m. - IST) and ends on Sunday, August 5, 2018 (5:00 p.m. - IST).

During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 30, 2018, 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/Registrar & Transfer Agent/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 -

Step 1 : Login NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the Company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.