

1. Company's Philosophy on Code of Governance

The Company is committed to good Corporate Governance practices, aimed at increasing value for all stakeholders. Your Company has Independent Directors on the Board who are actively involved in all important policy matters. Your Company follows the Code of Corporate Governance in letter and in spirit to ensure transparency, accountability, and integrity.

The Company is in compliance with the corporate governance requirements stipulated in The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

2. Board of Directors ("Board")

Presently, the Board comprises of two Independent Directors, a Managing Director, and three Non-Executive Directors out of whom one is a Woman Director. Your Company has an Independent Non-Executive Chairman, and one-third of the total number of Directors are Independent Directors. This is in conformity with the requirement of Regulation 17 of the Listing Regulations.

Mr. Ashish Gaikwad, Managing Director, holds 200 equity shares in your Company. None of the other Directors hold equity shares in your Company. There is no relationship between the Directors *inter-se*.

Mr. N. Srinath's appointment as an Independent Director is for the period from December 15, 2014 to December 14, 2019. Mr. Suresh Senapaty's appointment as an Independent Director is for the period from March 8, 2016 to March 7, 2021.

The Independent Directors have given a certificate of independence to the Board of Directors. Pursuant to the aforementioned certificate, all the Independent Directors satisfy the criteria as defined under the Companies Act, 2013 ("the Act") and the Listing Regulations. Their appointment letters have been uploaded on your Company's website.

The composition of the Board of Directors and of various committees of the Board of Directors have been disclosed on your Company's website.

Composition/Category of Directors/Attendance at Meetings/their Directorships and Committee Memberships in other companies:

| Name | Category | No. of board meetings attended during 2017-2018 | Attendance at the last AGM held on August 9, 2017 | No. of directorships in other public limited Companies ³ | No. of committee positions held in other public limited Companies ³ | |
|---|------------------------------------|---|---|---|--|--------|
| | | | | | Chairman | Member |
| As on March 31, 2018 | | | | | | |
| Mr. Suresh Senapaty | Independent Non-Executive Chairman | 6 | Yes | 3 | 1 | 1 |
| Mr. N. Srinath | Independent Non-Executive | 6 | Yes | 4 | Nil | 1 |
| Mr. Ashish Gaikwad Managing Director | Non-Independent Executive | 6 | Yes | Nil | Nil | Nil |
| Mr. Vikas Chadha | Non-Independent Non-Executive | 6 | Yes | Nil | Nil | Nil |
| Ms. Nisha Gupta | Non-Independent Non-Executive | 6 | Yes | Nil | Nil | Nil |
| Ms. Tina Pierce ¹ | Non-Independent Non-Executive | 1 [^] | Yes | NA | NA | NA |
| Mr. Brian Buffington ² | Non-Independent Non-Executive | 1 | N.A. | Nil | Nil | Nil |

Notes:

1 Ms. Tina Pierce resigned as a Director w.e.f. the close of business hours of February 12, 2018.

2 Mr. Brian Buffington was appointed as a Director w.e.f. February 13, 2018

3 As required by Regulation 26 of the Listing Regulations the disclosure includes Membership / Chairpersonship in Audit Committee and stakeholder's Relationship Committee in public limited companies. Directorship and Committee positions held in Honeywell Automation India Limited have been excluded.

[^] Leave of absence was granted

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees across companies in which he/she is a Director (computed in accordance with Regulation 26 of the Listing Regulations). All the Directors have made the requisite disclosures regarding Committee positions occupied by them in other companies.

Meeting of the Board of Directors

The Board met six times during the financial year ended March 31, 2018 on the following dates and the maximum interval between any two meetings did not exceed one hundred and twenty days:

| | | | |
|-------------------|-------------------|----------------|-------------------|
| May 16, 2017 | May 25, 2017 | August 9, 2017 | November 14, 2017 |
| February 12, 2018 | February 13, 2018 | | |

In addition, one meeting of Independent Directors was held on February 12, 2018.

As required by Part A of Schedule II to the Listing Regulations, all the necessary information was placed before the Board from time to time.

Familiarisation Programme for Independent Directors

Your Company has given training to Independent Directors to enable them to gain deeper understanding of your Company, its operations, business, senior management, policies, industry perspective, etc. The Directors are updated on a continual basis on any significant change. The details of familiarisation programmes imparted by your Company are available on your Company's website at the following link: https://www.honeywell.com/-/media/Honeywell_com/Files/en-in/Board-of-Directors/Familiarisation-Program-for-Independent-Directors.pdf.

3. Audit Committee

Terms of Reference

The Audit Committee acts on the terms of reference stipulated by the Board, pursuant to Section 177 of the Act and Part C of Schedule II to Regulation 18(3) of the Listing Regulations.

The terms of reference *inter-alia* are briefly described below:

- oversight of your Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration, and terms of appointment of auditors of your Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing with the Management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by Management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;

- reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
- reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of your Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing with the Management performance of statutory and internal auditors, adequacy of internal control systems;
- reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit;
- discussion with internal auditors on any significant findings and followup thereon;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature, and reporting the matter to the Board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of Chief Financial Officer after assessing the qualifications, experience, background, etc., of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition to the above, the following items will be reviewed by the Audit Committee:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the Audit Committee), submitted by Management;
- Management letter/letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the Head, Internal Audit

The Audit Committee is vested with the necessary powers to achieve its objectives. The Committee has discharged such other role/function as envisaged under Regulation 18 (3) read with Part C of Schedule II of the Listing Regulations and the provisions of Section 177 of the Act.

Mr. Suresh Senapaty, the Chairman of the Audit Committee, was present at the last Annual General Meeting held on August 9, 2017.

Composition, name of members and Chairperson, meetings held during the year and attendance at meetings

The Audit Committee presently consists of three Non-Executive Directors, out of which two are Independent Directors. The members of the Committee have the relevant experience in the field of financial reporting and accounting. The Company Secretary acts as the Secretary to the Committee. Audit Committee meetings are attended by the Chief Financial Officer, the Company Secretary and Head-Legal. Head-Internal Audit and the representative(s) of the Statutory Auditors are invited to the meetings.

The Audit Committee held four meetings during the financial year ended March 31, 2018 on the following dates and the maximum interval between any two meetings did not exceed one hundred and twenty days:

May 25, 2017 August 9, 2017 November 14, 2017 February 12, 2018

The composition of the Audit Committee and the attendance of members at the meetings held during the financial year ended March 31, 2018 are as follows:

| Name of Director | No. of Meetings Attended |
|--|--------------------------|
| Mr. Suresh Senapaty (Chairman, Independent Director) | 4 |
| Mr. N.Srinath (Independent Director) | 4 |
| Ms. Nisha Gupta (Non-Executive Director) | 4 |

4. Nomination and Remuneration Committee Terms of Reference

Your Company has constituted the Nomination and Remuneration Committee in line with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. The broad terms of reference *inter- alia* are as follows:

- formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel and other employees;
- formulating criteria for evaluation of performance of Independent Directors and the Board of Directors;
- devising a policy on diversity of Board of Directors;
- identifying persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- assessing whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors.

Composition, name of members and Chairperson, meetings held during the year and attendance at meetings

Currently, the Nomination and Remuneration Committee consists of three Non-Executive Directors and two being Independent Directors. The Chairman is a Non-Executive and Independent Director (Regulation 19 of the Listing Regulations). The Nomination and Remuneration Committee held three meetings during the financial year ended March 31, 2018 on the following dates:

May 25, 2017 November 14, 2017 February 12, 2018

The composition of the Nomination and Remuneration Committee and the attendance of members at the meetings held during the year 2017-18 are as follows:

| Name of Director | No. of Meetings Attended |
|---|--------------------------|
| Mr. N. Srinath (Chairman, Independent Director) | 3 |
| Mr. Suresh Senapaty (Independent Director) | 3 |
| Mr. Vikas Chadha (Non-Executive Director) | 3 |

The Committee met on February 12, 2018 to appraise and decide the commission and compensation payable to Mr. Ashish Gaikwad, Managing Director, and other key managerial personnel as defined under the Companies Act, 2013.

Mr. N. Srinath, the Chairman of the Nomination and Remuneration Committee was present at the last AGM of your Company held on August 9, 2017.

Performance Evaluation

The Board has carried out an annual evaluation of its own performance, performance of its committees, and of the Directors individually, as per the criteria laid down by the Nomination and Remuneration Committee. The evaluation was carried out based on various parameters such as the participation in the Board and its committee meetings, contribution towards accurate financial reporting, strategic guidance, risk mitigation, internal controls, governance, leadership and talent development, and managing external stakeholders.

During the year under review, Mr. Suresh Senapaty and Mr. N. Srinath, Independent Directors, met on February 12, 2018 to discuss the evaluation of the Board and the Non-Executive Directors. Further, all the Directors of the Board met to discuss the evaluation of the committees. The discussions covered both strategic and operational aspects of the Board functioning, as well as the quality, content, and timeliness of the flow of information between the Management and the Board. Inputs from the meeting were shared with the Nomination and Remuneration Committee (Regulation 25 of the Listing Regulations). All ratings for the Board, Committees, and the Non-Executive Directors were favorable. The Board committed to devote more time and attention to stakeholder management, talent management, and contributing to strategic direction of your company as areas to strengthen going forward.

The Board also completed the performance evaluation for the Independent Directors.

5. Remuneration of Directors/Criteria of making payments to Directors

The Independent Directors are paid remuneration by way of commission and sitting fees. The commission is paid at a rate not exceeding one percent per annum of the net profits of your Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013. The amount of commission is determined on the basis of their roles, responsibilities, and contribution to the Company as Chairman/Member of the Board and various committees of the Board.

The Independent Directors were paid sitting fees of Rs. 30,000 per meeting until the Board meeting held on May 16, 2017. The sitting fees are paid for each Board, Audit Committee, Nomination and Remuneration Committee meeting, and Corporate Social Responsibility Committee meetings attended by them. The sitting fees revised effective May 25, 2017 are mentioned as under:

- Board Meeting - Rs. 60,000/- per meeting
- Audit Committee - Rs. 50,000/- per meeting
- Other Committee - Rs. 40,000/- per meeting

The Non-Executive, Non-Independent Directors are not paid any sitting fees or commission.

The Company pays remuneration to its Managing Director by way of salary, perquisites and allowances (a fixed component), commission (a variable component), and long-term incentives (comprising of stock options, restricted stock units of the Ultimate Holding Company). Salary is paid within the range approved by shareholders. The Board approves the annual increments (effective April 1 of each year) on the recommendation of the Nomination and Remuneration Committee.

The Board fixes a ceiling on perquisites and allowances as a percentage of salary. The commission is calculated with reference to the net profit of your Company in a particular financial period and is determined by the Board of Directors at the end of the financial period based on the recommendations of the Nomination and Remuneration Committee, subject to the overall ceiling as stipulated in the Companies Act, 2013.

None of the Non-Executive Directors have any pecuniary relationship or transactions with your Company.

Although your Company does not have stock option scheme for its own shares, some of its employees, including the Managing Director, are granted stock options and restricted stock units of the Ultimate Holding Company, namely Honeywell International Inc.

The details of Remuneration paid to Directors for the year 2017-18 for attending the Board meetings and various Board constituted committee Meetings are as under:

Non-Executive Directors

(Rs. in Lakhs)

| Director | Sitting Fees | Commission | Shareholding (No. of shares) |
|---|--------------|------------|------------------------------|
| Mr. Suresh Senapaty (Independent) | 6.50 | 22.00 | NIL |
| Mr. N. Srinath (Independent) | 7.30 | 20.00 | NIL |
| Mr. Vikas Chadha | N.A. | N.A. | NIL |
| Ms. Nisha Gupta | N.A. | N.A. | NIL |
| Ms. Tina Pierce (upto February 12, 2018) | N.A. | N.A. | NIL |
| Mr. Brian Buffington (w.e.f. February 13, 2018) | N.A. | N.A. | NIL |

Managing Director

(Rs. in Lakhs)

| Name | Salary, perquisites & allowances for the financial year 2017-18 | Stock options* | Total |
|--------------------|---|----------------|--------|
| Mr. Ashish Gaikwad | 230.61 | 45.01 | 275.62 |

* Stock options include restricted stock units and stock options granted by the Ultimate Holding Company, Honeywell International Inc. U.S.A.

Period of contract of Managing Director : 5 years from October 1, 2016
(Mr. Ashish Gaikwad)

The contract may be terminated by either party by giving the other party three months' notice or the Company paying three months' salary in lieu thereof.

Severance fees – as per the policy of the Company as applicable to all employees from time to time.

6. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, in order to consider and resolve the grievances of the equity shareholders of your Company, including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, etc. The said Committee has been authorised to approve the transfer/transmission of shares and issue of duplicate share certificates.

In order to expedite the process, the Board of Directors has also delegated the authority severally to the Company Secretary; Chief Financial Officer and Head-Legal to approve the share transfers/transmissions and accordingly, they severally approve the transfer/transmission of shares as and when required from time to time.

The Committee has two members Ms. Nisha Gupta, Non-Executive Director as the Chairperson and Mr. Ashish Gaikwad.

The Committee met on November 14, 2017 and February 12, 2018 during the financial year ended March 31, 2018 and the meeting was attended by both the members.

Name, designation and address of Compliance Officer : Ms. Farah Irani (w.e.f. May 16, 2017)
Company Secretary,
56 & 57, Hadapsar Industrial Estate.
Pune – 411 013
Phone: 020-6607-2577
Fax no. 020-6603-9800

| Investor Complaints | Number |
|--|---------------|
| Number of pending complaints as on April 1, 2017 | 1* |
| Number of shareholders' complaints received during year ended March 31, 2018 | 2 |
| Number of complaints resolved during year ended March 31, 2018 | 3 |
| Number of pending complaints as on March 31, 2018 | 0 |

*The Company/Registrar and Share Transfer Agent (RTA) had replied to the complainant by filing the Action Taken Report on March 29, 2017 with SEBI (SCORES). SEBI has disposed of the said case on April 17, 2017.

7. Corporate Social Responsibility Committee

Pursuant to Section 135 of the Act, a Corporate Social Responsibility (CSR) Committee of the Board has been constituted. The committee has three members, Ms. Nisha Gupta as the Chairperson, Mr. N. Srinath, Independent Director and Mr. Ashish Gaikwad, Managing Director.

The committee met on May 25, 2017 and February 12, 2018 during the financial year ended March 31, 2018 and the meeting was attended by all the members.

The Company has formulated a Policy for its CSR which may be viewed on the Company's website at the following link: https://www.honeywell.com/-/media/Honeywell_com/Files/en-in/Policies/Corporate-Social-Responsibility-Policy.pdf

8. Enterprise Risk Management

The Company's Enterprise Risk Management process ensures that the management controls and effectively mitigates risk through means of a properly defined framework. The risk areas are reviewed periodically by the Managing Director and the Chief Financial Officer through an Enterprise Risk Management Framework and annually by the Board of Directors.

Identification, assessment, and mitigation of risk is facilitated entitywide, re-assessed periodically by the Risk Committee, and annually reviewed by the Board of Directors. We are exposed to a host of risks owing to a dynamic business environment, including cyber security, compliance and regulatory shifts, project management, human capital development, business continuity. The Enterprise Risk Management framework is an enabler for risk mitigation and is critical to achieving our business objectives.

9. Managing Director (MD) and Chief Financial Officer (CFO) certification

The MD and CFO have provided a compliance certificate to the Board of Directors, as required under Regulation 17 read with Part B of Schedule II of the Listing Regulations, *inter alia*, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of your Company's affairs.

10. Disclosures

Disclosures on materially significant related party transactions.

Your Company has formulated a policy for dealing with materiality of related party transactions. (Regulation 23 of the Listing Regulations).

All related party transactions are approved by the Audit Committee. Approval of Board of Directors, is taken, as needed, in accordance with the Companies Act, 2013 and the Listing Regulations. All material related party transactions are approved by the shareholders.

Details of all material transactions with related parties have been disclosed quarterly to the stock exchanges along with the compliance report on corporate governance and are disclosed in Note No. 29 to the Financial Statement in the Annual Report.

There was no materially significant related party transaction during the year having potential conflict with the interests of the Company.

The Related Party Transactions Policy is available on the website of your Company at the following link: https://www.honeywell.com/-/media/Honeywell_com/Files/en-in/Policies/Related-Party_Transactions-Policy.pdf.

Statutory Compliance, Penalties, and Strictures

Your Company has complied with the requirements of the Stock Exchange/SEBI and statutory authorities on all matters relating to capital markets during the last three years. There are no penalties or strictures imposed on your Company by the Stock Exchanges or SEBI or any statutory authorities relating to the above.

Legal Compliance Reporting

The Head–Legal, the Company Secretary, and Chief Financial Officer of your Company monitor the legal compliance reporting process and advise your Company on compliance issues with respect to the laws of various jurisdictions in which your Company has its business activities.

Your Company has a practice of obtaining quarterly compliance certificates from various functional heads for compliance with laws applicable to the respective function. A consolidated report on compliance with applicable laws is presented to the Board every quarter. To take care of the continuously evolving compliance scenario, your Company is constantly striving to strengthen the compliance reporting framework.

Whistle Blower Policy/Vigil Mechanism

Your Company has adopted the Whistle Blower Policy / Vigil Mechanism where it has a mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Code of Conduct. No personnel has been denied access to the Chairman of the Audit Committee, for making complaint on any integrity issue.

The details of the policy are available on the website of your Company at the following link: https://www.honeywell.com/-/media/Honeywell_com/Files/en-in/Policies/Vigil-Mechanism-Whistle-Blower-Policy.pdf

Code of Conduct

As required under Listing Regulations, your Company has in place a Code of Conduct applicable to the Board Members as well as the senior management personnel and that the same has been hosted on your Company's website at the following link: https://www.honeywell.com/-/media/Honeywell_com/Files/en-in/Policies/Code-of-Conduct.pdf

All the Board Members and the senior management personnel have affirmed compliance with the Code of Conduct for the financial year ended March 31, 2018.

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, your Company has adopted a Code of Conduct for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, duly approved by the Board of Directors of your Company at their meeting held on May 25, 2015. Your Company has amended the said code at its Board Meeting held on August 9, 2017.

Reconciliation of share capital audit

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. This reconciliation is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the Board. The Audit Report, *inter alia*, confirms that the total listed and paid-up capital is in agreement with the aggregate of total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

11. General Body Meetings**Location and time, where last three annual general meetings held**

| For the year | Venue | Day and date | Time |
|--------------|---|----------------------------|-----------|
| 2016-2017 | Honeywell Automation India Limited 56 & 57, Hadapsar Industrial Estate, Pune – 411013 | Wednesday, August 9, 2017 | 4.00 p.m. |
| 2015-2016 | | Wednesday, August 10, 2016 | 3.00 p.m. |
| 2014-2015 | | Tuesday, July 21, 2015 | 3.00 p.m. |

Whether any special resolutions passed in the previous three annual general meetings

A special resolution for approval of Material Related Party Transactions/arrangements with Honeywell International Inc., Ultimate Holding Company, was passed at the 31st Annual General Meeting of your Company held on July 21, 2015.

Whether any special resolution passed last year through postal ballot: Nil

Person who conducted the postal ballot exercise: Not applicable

Whether any special resolution is proposed to be conducted through postal ballot

As on date, your Company does not have any proposal to pass any special resolution by way of postal ballot

Procedure for postal ballot: Not applicable

12. Means of Communication

The quarterly/half-yearly/annual financial results are published in The Economic Times (English daily) and Maharashtra Times (Marathi daily).

The financial results and the official news releases are also placed on your Company's website at the following link: <https://www.honeywell.com/worldwide/en-in/hail>

Your Company has a dedicated help desk with email ID: HAIL.InvestorServices@Honeywell.com in the Secretarial Department for providing necessary information to investors.

If any presentations are made to institutional investors or to the analysts, the same is uploaded on your Company's website pursuant to Regulation 46 of the Listing Regulations.

13. General Shareholder Information

| | |
|--|--|
| Annual General Meeting (AGM) Date, Time and Venue | Monday, August 6, 2018 at 4.00 p.m. at Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune – 411013 |
| The profile of Directors seeking appointment / re-appointment at the ensuing AGM are given in the Annexure to the Notice of AGM. | |
| Financial year | Company's financial year is April – March |
| Record date | July 30, 2018 |
| Dividend payment date | August 24, 2018 |
| Listing on Stock Exchanges | The equity shares of the Company are currently listed with the following Stock Exchanges in India: BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 National Stock Exchange of India Limited (NSE) Bandra Kurla Complex, Mumbai 400 051 |
| The Company has paid the annual listing fee to both the stock exchanges. | |
| Stock code (Equity) | NSE HONAUT BSE 517174 ISIN INE671A01010 |
| Financial Calendar* | |
| Q1 2018-19 Results | On or before second week of August 2018 |
| Q2 2018-19 Results | On or before second week of November 2018 |
| Q3 2018-19 Results | On or before second week of February 2019 |
| Q4 and Annual 2018-19 Results | On or before second week of May 2019 |

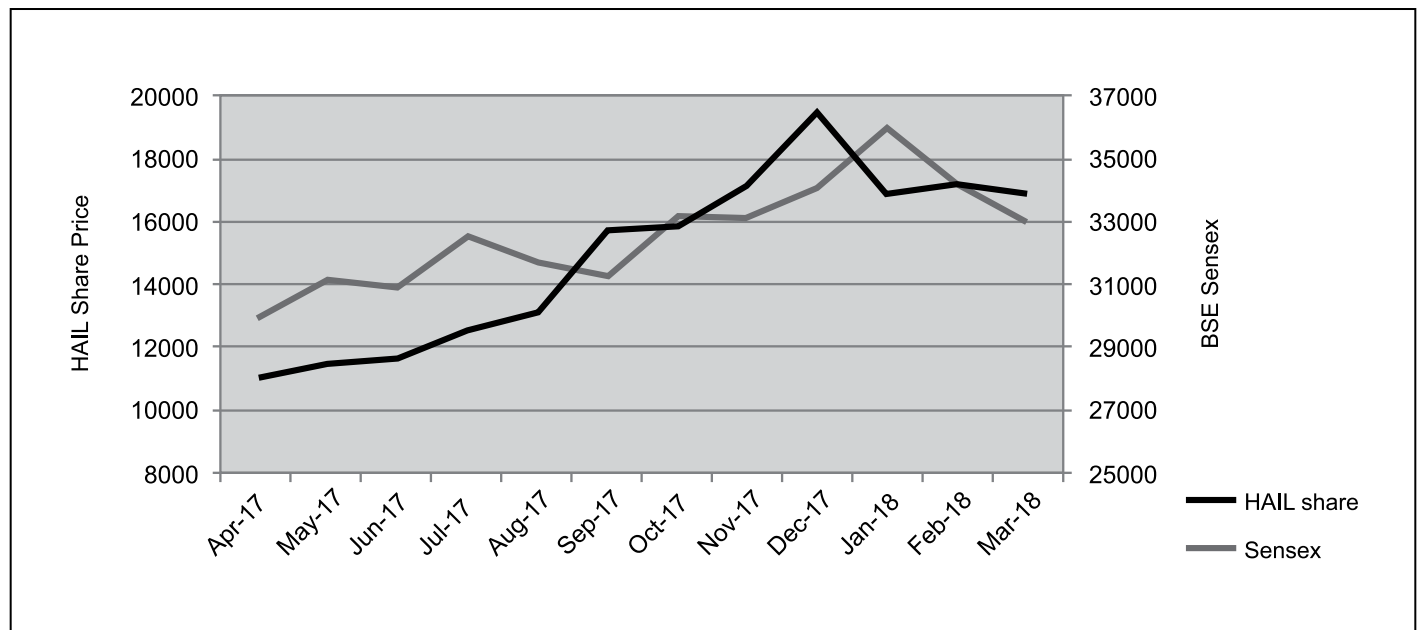
*Tentative

Market Price Data *

| Particulars | BSE | | NSE | |
|----------------|------------------|------------------|------------------|------------------|
| | High | Low | High | Low |
| April 2017 | 11,350.00 | 10,375.00 | 11,275.00 | 10,345.50 |
| May 2017 | 11,666.00 | 10,211.00 | 11,779.85 | 10,226.00 |
| June 2017 | 12,558.00 | 11,130.00 | 12,412.00 | 11,250.00 |
| July 2017 | 12,788.45 | 11,585.05 | 12,698.00 | 11,575.15 |
| August 2017 | 13,373.00 | 12,195.05 | 13,410.00 | 12,101.00 |
| September 2017 | 17,837.00 | 13,188.00 | 17,789.00 | 13,143.05 |
| October 2017 | 16,252.70 | 15,430.00 | 16,290.00 | 15,510.00 |
| November 2017 | 17,789.95 | 14,802.65 | 17,879.90 | 14,892.10 |
| December 2017 | 21,899.00 | 16,500.00 | 21,944.00 | 16,400.00 |
| January 2018 | 19,654.60 | 16,825.00 | 19,699.00 | +16,882.00 |
| February 2018 | 18,832.00 | 15,525.00 | 18,798.00 | 15,500.00 |
| March 2018 | 17,488.00 | 14,712.00 | 17,500.00 | 14,751.00 |

* Source : BSE and NSE website.

BSE SENSEX v/s Honeywell Automation India Limited (HAIL) Share Price (BSE)



| | |
|---|---|
| Registrar to an issue and share transfer agents | TSR Darashaw Ltd., 6-10, Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai - 400 011 Tel: (022) 66568484 Fax: (022) 66568494 Email: csg-unit@tsrdarashaw.com Website: http://www.tsrdarashaw.com |
| Share transfer system | Share transfers in physical form can be lodged with TSR Darashaw Ltd. at the above mentioned address or at their branch offices, addresses of which are available on their website. |

Distribution of Shareholding

| Number of ordinary shares held | Number of shares | |
|--------------------------------|------------------|----------------|
| | 31-03-2018 (%) | 31-03-2017 (%) |
| 1 to 500 | 6.39 | 6.34 |
| 501 to 1000 | 0.69 | 0.65 |
| 1001 to 2000 | 0.52 | 0.54 |
| 2001 to 3000 | 0.08 | 0.20 |
| 3001 to 4000 | 0.37 | 0.29 |
| 4001 to 5000 | 0.16 | 0.16 |
| 5001 to 10000 | 0.54 | 0.81 |
| Over 10000 | 91.25 | 91.01 |
| Total | 100.00 | 100.00 |

Categories of Shareholders as on March 31, 2018

| Category | No. of shareholders* | No. of shares held |
|---|----------------------|--------------------|
| Foreign promoters | 1 | 6,631,142 |
| Non-resident individuals | 365 | 13,861 |
| Foreign institutional investors | 387 | 102,451 |
| Banks | 2 | 961 |
| Mutual funds / UTI | 9 | 1,331,499 |
| Central Government / State Governments(s) | 1 | 285 |
| Resident individuals | 12,984 | 7,48,943 |
| Trust and charitable institutions | 8 | 899 |
| IEPF | 1 | 11,482 |
| Total | 13,758 | 8,841,523 |

* Based on consolidation of PAN.

| | |
|---|--|
| Dematerialisation of shares and liquidity | Your Company has arrangements with NSDL as well as the CDSL for demat facility. 98.98% of your Company's share capital is dematerialised as on March 31, 2018. |
| Outstanding GDRs / ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity | As on date, your Company has not issued GDRs, ADRs or any other convertible instruments and as such, there is no impact on the equity share capital of your Company. |
| Commodity price risk or foreign exchange risk and hedging activities | Your Company is exposed to foreign exchange risk on account of import and export transactions which is monitored periodically. Your Company leverages the global treasury operations of Honeywell to improve mitigation of risk relating to foreign exchange. |
| Plant locations | Honeywell Automation India Limited Gat # 181, Fulgaon Industrial Estate, Lonikand Tulapur Road, Pune, Maharashtra, India Honeywell Automation India Limited Plot No. 101, Savli Industrial Estate, Village Alindra, Taluka Savli Vadodara - 391775, Gujarat, India Note: The Savli Plant discontinued operations in August 2017. |
| Address for correspondence | Honeywell Automation India Limited, 56 & 57, Hadapsar Industrial Estate, Pune – 411 013 Tel: (020) 66039400 Fax: (020) 66039800 Email: HAIL.InvestorServices@Honeywell.com Website: https://www.honeywell.com/worldwide/en-in/hail |
| Corporate Identity Number | L29299PN1984PLC017951 |

14. Compliance with Mandatory Requirements

Your Company affirms that all the requirements applicable under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 are fully complied with.

15. Compliance with Non-Mandatory Requirements

Your Company has adopted the non-mandatory requirements as provided in Part E of Schedule II to the Listing Regulations to the following extent:

- The position of the Chairman and Managing Director are separate.
- The Chairman of the Board of Directors is Non-Executive and Independent and is based in Bangalore. Your Company does not maintain a separate office for the Non-Executive Chairman.
- Your Company publishes financial results in two newspapers of wide circulation. Further, the financial results are available on the website of your Company and of the stock exchanges where the shares of your Company are listed, i.e., BSE Ltd and National Stock Exchange of India Limited. Therefore, no individual intimations are sent to the shareholders.
- The Auditors' Opinion on the Financial Statements is unmodified.
- Head-Internal Audit reports to the Audit Committee.

**For and on behalf of Board of Directors of
Honeywell Automation India Limited**

Suresh Senapaty
Chairman

Pune, May 14, 2018

Declaration by the Managing Director under the Listing Regulations Regarding Compliance With Code Of Conduct

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby certified that all Board Members and Senior Management personnel have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2018.

For Honeywell Automation India Limited

Ashish Gaikwad
Managing Director

Place : Pune
Date : May 14, 2018