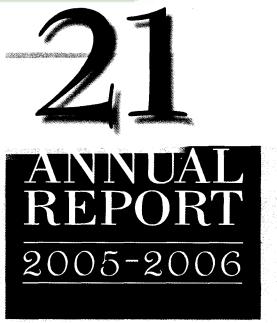
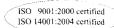


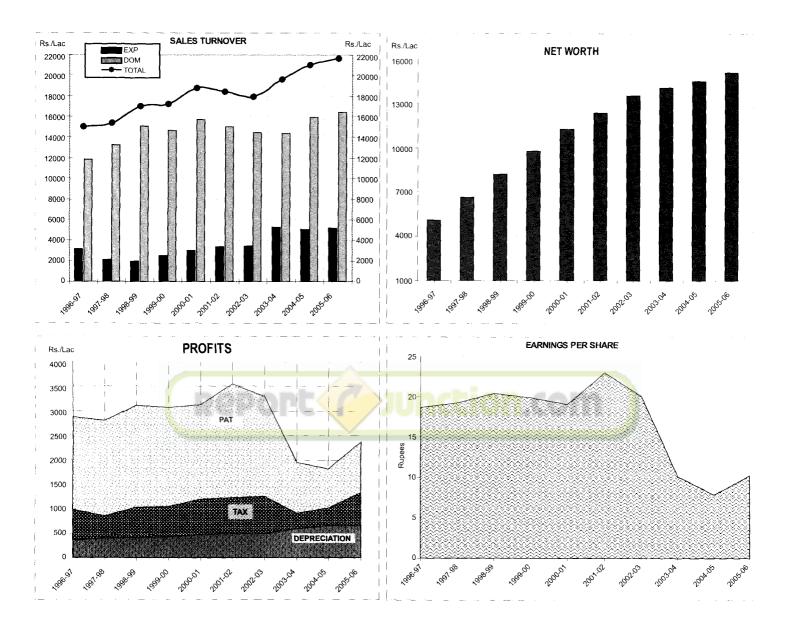
Report Junction.com



Honda Siel Power Products Ltd.



Ten Years Financial Performance



	EARNING PER SHARE			PROFITS (Rs. in lacs)			SALES TURNOVER (Rs. in lacs)			
	(F	Rs.)		DEPR	TAX	PAT		EXP	DOM	TOTAL
-	1996~97	18.62	1996~97	361	630	1889	1996~97	3181	11814	14995
	1997~98	19.18	1997~98	410	450	1946	1997~98	2104	13263	15367
	1998~99	20.41	1998~99	421	620	2070	1998~99	1964	15057	17021
	1999~00	19.86	1999~00	436	615	2014	1999~00	2514	14662	17176
1	2000~01	19.02	2000~01	478	725	1929	2000~01	3007	15736	18743
1	2001~02	22.90	2001~02	500	723	2322	2001~02	3401	14984	18385
	2002~03	20.15	2002~03	496	758	2044	2002~03	3421	14475	17896
	2003~04	10.17	2003~04	595	317	1031	2003~04	5255	14360	19615
1	2004~05	7.87	2004~05	654	363	798	2004~05	5073	15969	21042
	2005~06	10.23	2005~06	655	680	1037	2005~06	5238	16416	21654



Corporate Information

Board of Directors

Mr. Siddharth Shriram

Chairman

Dr. D.V. Kapur

Mr. O.P. Khaitan

Mr. Ravi V. Gupta

Mr. K. Kashiwagi

President & Chief Executive Officer

Mr. R.S. Bidesi

Vice-President & Whole-Time Director

Mr. Y. Watanabe

Vice-President & Whole-Time Director

Mr. M. Takedagawa

Mr. Y. Aoshima

Mr. S. Mizusawa

Company Secretary

Mr. Amit Jain

Statutory Auditors

M/s. BSR & Co.

Chartered Accountants

Gurgaon, Haryana

Bankers

The Bank of Tokyo-Mitsubishi Ltd.

Allahabad Bank

HDFC Bank Ltd.

ICICI Bank Ltd.

Technical and Financial Collaborators

Honda Motor Co. Ltd.

1-1, 2 Chome,

Minami-aoyama, Minato-Ku

Tokyo, Japan

Registered and Corporate Office

Plot No. 5, Sector 41 (Kasna),

Greater Noida Industrial Development Area,

Distt. Gautam Budh Nagar, U.P.-201 306

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NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of the Company will be held on July 27, 2006 at the Registered Office of the Company at Plot No. 5, Sector 41, Kasna, Greater Noida Industrial Development Area, Distt. Gautam Budh Nagar, (UP) at 1130 hours to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the audited Balance Sheet as at March 31, 2006 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of Board of Directors and Auditors thereon
- 2. To consider declaration of dividend on equity shares.
- To appoint a director in place of Mr. Y. Aoshima who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a director in place of Mr. Ravi Vira Gupta who retires by rotation and being eligible, offers himself for re-appointment.
- 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 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s BSR & Co., Chartered Accountants, be and are hereby appointed as auditors of the Company, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit."

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to sections 198, 269, 309, 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and further subject to the approval of the Central Govt., if required, and such other approvals and sanctions, as may be necessary, consent of the Company be and is hereby accorded for allowing a Special Allowance of Rs. 380,000 per month to Mr. K. Kashiwagi, President & CEO of the Company effective April 1, 2006 and that other terms of appointment of Mr. K. Kashiwagi shall remain the same."

- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT Mr. Yasushi Watanabe who was appointed as an Additional Director of the Company under section 260 of the Companies Act, 1956 (the Act) and Article 90 of the Articles of Association of the Company by the Board of Directors and hold such office upto the date of this Meeting and in respect of whom the Company has received a notice in writing from a member, pursuant to Section 257 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, not liable to retire by rotation."
- 8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
 - "RESOLVED THAT subject to provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, or any amendment or modification thereof and subject to approval of the Central Govt., if required, and such other approvals and sanctions as may be necessary, the consent of the Company be and is hereby accorded for the appointment and remuneration of Mr. Yasushi Watanabe as Vice-President & Whole-Time Director of the Company for a period of five years effective January 1, 2006 on the following terms and conditions:

Basic Salary: Rs. 75,000 (Rupees Seventy Five Thousand) per month.

Special Allowance: Rs. 3,10,000 (Rupees Three Lac Ten Thousand) per month.

Perquisites

- (a) Housing: The expenditure by the Company on hiring unfurnished accommodation will be subject to a ceiling of Rs. 55,000 per month. Provision of furnishing as per the Company Rules.
- (b) Medical reimbursement : One month basic salary in a year.
- (c) Leave Travel Concession: For self and family once in a year for any destination in India. In case it is proposed that leave be spent in home country, return passage may be allowed for self and family in accordance with rules specified by the Company.
- (d) Health Inspection/ Medical Check up: Cost of Air Tickets for travel to Japan for health inspection/ medical check up once in a year.



- (e) Membership Fees for Japanese Association: On actuals.
- (f) Club Fee: Admission fees, monthly and annual charges, subject to maximum of two clubs including Golf Club.
- (g) Personal Accident Insurance: Premium not to exceed Rs. 6000/- (Rupees Six Thousand) per annum.
- (h) Insurance of Household Goods: Premium not to exceed Rs. 6000/- (Rupees Six Thousand) per annum.
- (i) Medical Insurance: Premium not to exceed Rs.6000/- (Rupees Six Thousand) per annum.
- (j) Reimbursement of expenses incurred on joining duty and returning to home country after completion of tenure: Actual expenses incurred on travel and on packing, forwarding, loading/ unloading as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India, in case these have not been claimed from the previous employer.

After completion of the tenure, such expenses would also be borne by the Company.

- (k) Car: Facility of car with driver including petrol and maintenance expenses as per the Company Rules.
- (I) Leaves: As per the Company policy
- (m) Miscellaneous expenses: At actuals, as per rules of the Company, to cover import duty & charges for Japanese food, electricity, water, gasoline, maintenance at house for generator, security guard, pest control, all repair & maintenance expenses at house such as electric goods, furniture, etc.
- (n) Income Tax: Income Tax on perquisites, not provided for by way of monetary payment, shall be paid by the Company as per provisions of Income Tax Act, 1961.

"Family" means the spouse, dependent children and dependant parents of the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary from time to time during the current tenure of appointment of Mr. Yasushi Watanabe the terms and conditions and/or remuneration in such manner as in the best interest of the Company in accordance with the laws from time to time in force and acceptable to Mr. Yasushi Watanabe provided that remuneration after such alteration shall not exceed the limits prescribed under Schedule XIII of the Companies Act, 1956.

- RESOLVED FURTHER THAT the remuneration as aforesaid shall be paid as minimum remuneration for any year in the case of absence or inadequacy of profits for such year".
- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification thereof and further subject to the approval of Central Govt., if required, and such other approvals and sanctions as may be necessary, the consent of the Company be and is hereby accorded to the appointment and remuneration of Mr. R. S. Bidesi as Vice-President & Whole-Time Director of the Company effective April 1, 2006 till February 8, 2007 on the following terms and conditions:

Basic Salary: Rs. 1,50,000 (Rupees one lac fifty thousand only) per month.

Special Allowance: Rs. 91,000 (Rupees ninety one thousand only) per month.

Perquisites

- (a) Housing: Rs. 50,000 p.m.
- (b) Electricity/Water/Gas: Rs. 5,000 p.m.
- (c) Medical reimbursement: Rs. 5,000 p.m.
- (d) Personal Accident Insurance: Rs. 150 p.m.
- (e) Insurance of House-hold goods: Rs. 500 p.m.
- (f) Medical Insurance: Rs. 500 p.m.
- (a) Furnishing: As per the Company policy
- (h) Club fee: Fees for two clubs
- (i) Car: At actuals as per the Company policy
- (j) Telephone : At actuals as per the Company policy
- (k) Interest subsidy on Housing Loan : As per the Company policy
- Provident Fund : As per the Company policy
- (m) Superannuation Fund : As per the Company rules
- (n) Gratuity: As per the Company rules
- (o) Earned leave : As per the Company policy
- (p) Leave Travel Concession: Rs. 12,500 p.m.

"Family" means the spouse, dependent children and dependant parents of the appointee.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and



vary from time to time during the current tenure of appointment of Mr. R. S. Bidesi the terms and conditions and/or remuneration in such manner as in the best interest of the Company in accordance with the laws from time to time in force and acceptable to Mr. R. S. Bidesi provided that remuneration after such alteration shall not exceed the limits prescribed under Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the remuneration as aforesaid shall be paid as minimum remuneration for any year in the case of absence or inadequacy of profits for such year".

By order of the Board for **Honda Siel Power Products Limited**

Place: Greater Noida Amit Jain
Date: May 17, 2006 Company Secretary

NOTES

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than forty eight hours before the meeting. A blank proxy form is attached to the annual report.
- The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business as set out above is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, July 20, 2006 to Thursday, July 27, 2006 (both days inclusive).
- 4. Payment of Dividend

The Dividend on Equity Shares for the year ended March 31, 2006 will be paid after declaration by the members:

- i) In respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on July 27, 2006 after giving effect to all valid share transfer lodged with the Company on or before July 19, 2006.
- ii) In respect of shares held in electronic form, to those beneficial owners whose names appear in the statement of beneficial ownership furnished by National Securities

Depository Limited and Central Depository Services (India) Limited as at the end of the business on July 19, 2006.

The members are hereby informed that the Company would transfer the dividends which remain unclaimed over a period of 7 years to the Investor Education and Protection Fund (IEP Fund) constituted by the Central Govt. under section 205C of the Companies Act, 1956.

The Company has already transferred unclaimed dividends upto financial year 1994-95 to the General Revenue Account of the Central Government and for the financial years 1995-96 to 1997-98 to IEP Fund. Following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to IEP Fund:

Dividend Year	Declaration Date of Dividend	Due date for transfer to IEP Fund
1998-99	21.09.1999	21.10.2006
1999-00	14.04.2000	14.05.2007
2000-01	21.09.2001	21.10.2008
2001-02 (Interim)	28.01.2002	28.02.2009
2001-02 (Final)	17.09.2002	17.10.2009
2002-03 (Interim)	13.03.2003	13.04.2010
2002-03 (Final)	13.08.2003	13.09.2010
2003-04	29.09.2004	29.10.2011
2004-05	26.07.2005	26.08.2012

The Company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividends, which have been transferred to the credit of IEP Fund. Accordingly, the shareholders are advised to send all the un-encashed dividend warrants pertaining to the year 1998-99 through 2004-05 to our Share Transfer Agent at New Delhi for revalidation & encash them before the due dates for transfer to IEP Fund.

5. Investors holding shares in physical mode are advised, with a view to provide protection against fraudulent encashment of dividend warrants, to forward the particulars of their bank account, name, branch and address of the bank immediately, if not sent already, so as to enable us to incorporate the same on the dividend warrants.

Investors holding physical shares are further advised to opt for Electronic Clearing System (ECS) to avail fast and safe remittance of dividend



and return the Mandate Form at the earliest accurately filled and signed. A photocopy of a leaf of your cheque book bearing your bank account number may also be sent alongwith the Mandate Form to the Share Transfer Agent. A blank ECS Mandate Form is attached herewith.

- Documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.
- 7. The Notice together with the explanatory statement may be taken as abstract of the terms of contract including any modification thereof in respect of all the Whole-Time Directors of the Company, as set out therein, together with the Memorandum of concern or interest of the respective Director under section 302 of the Companies Act, 1956.
- 8. Members are requested to
 - a) Send their queries, if any, to reach the Company's Registered Office at Greater Noida at least 10 days before the date of the meeting so that information can be made available at the meeting.
 - Avail the dematerialization facility and get their shareholding dematerialized by sending the Dematerialization Request Form alongwith the share Certificates through their Depository Participant.
 - c) To notify immediately any change in their address to the Company or to the Company's Registrar and Share Transfer Agent quoting their folio number and also notify their e-mail address for prompt response.
 - d) To bring their copies of Annual Report. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
- M/s Mas Services Pvt. Ltd. is Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to:

M/s. Mas Services Pvt. Ltd.

Unit: Honda Siel Power Products Limited AB-4, Safdarjung Enclave, New Delhi-110029.

Phone: 011-26104142, 26104326;

Fax: 011-26181081,

E-mail: mas serv@yahoo.com

10. In terms of Section 109(A) of the Companies Act, 1956 the Members of the Company may nominate a person to whom the shares held by him shall vest in the event of death. In case you wish to avail the nomination facility in respect of shares held by you, please write to the Company to obtain the nomination form.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Remuneration Committee at its meeting held on May 17, 2006, considering the performance, technical caliber and the responsibilities shouldered, allowed a special allowance of Rs. 3,80,000 per month to Mr. K. Kashiwagi, President and CEO of the Company effective April 1, 2006. Other components of remuneration and terms of appointment of Mr. Kashiwagi as approved by the shareholders shall remain the same.

The Board commends the resolution for your approval.

None of the Directors, except Mr. K. Kashiwagi is concerned or interested in this resolution.

ITEM NOS. 7 & 8

Your Board at its meeting held on October 28, 2005, appointed Mr. Y. Watanabe as an additional director of the Company under section 260 of the Companies Act, 1956 (the Act) effective January 1, 2006. In pursuance to section 260 of the Act and Article 90 of the Articles of Association of the Company, the tenure of Mr. Y. Watanabe as an additional director is upto the date of this meeting. The Company has received a notice from a shareholder proposing the candidature of Mr. Y. Watanabe as a director of the Company as required under section 257 of the Act.

The Board at its aforesaid meeting, subject to the approval of Shareholders and the Central Government, as required, also appointed Mr. Y. Watanabe as Vice-President & Whole-Time Director of the Company for a period of 5 years effective January 1, 2006. Remuneration Committee at its meeting held on October 28, 2005 approved the remuneration and terms of appointment of Mr. Watanabe.

Remuneration Committee at its meeting held on May 17, 2006 considering the performance, technical caliber and the responsibilities shouldered, allowed a special allowance of Rs. 3,10,000 per month to Mr. Watanabe, effective April 1, 2006.

Details of Salary, allowances and perquisites are specified in the resolution. Mr. Y. Watanabe's appointment as Vice-President & Whole-Time Director will greatly help in better management of business of the Company.

None of the Directors, except Mr. Y. Watanabe is concerned or interested in these resolutions.

ITEM NO. 9

You have appointed Mr. R. S. Bidesi as Vice-President & Whole-Time Director of the Company effective August



11, 2003. The current tenure of Mr. Bidesi was upto March 31, 2006.

Members of your Board vide resolution passed through circulation dated March 31, 2006 appointed Mr. R.S. Bidesi as Vice-President & Whole-Time Director of the Company effective April 1, 2006 till February 8, 2007. Remuneration Committee at its meeting held on May 17, 2006 approved the remuneration of Mr. R.S. Bidesi on such terms and conditions as set out in the resolution.

The Board considers that the continuance of Mr. R.S. Bidesi will be of immense benefit to the Company and

recommend his appointment and remuneration for your approval.

None of the Directors, except Mr. R.S. Bidesi is concerned or interested in this resolution.

By order of the Board for Honda Siel Power Products Limited

Place: Greater Noida Date: May 17, 2006 Amit Jain Company Secretary



Information pursuant to Clause 49 IV (G) of the Listing Agreement

A brief resume of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is given herein below:

Name of the Director	Mr. Y. Watanabe	Mr. R.S. Bidesi	Mr. Y. Aoshima	Mr. Ravi Vira Gupta
Date of Birth	June 22, 1956	February 8, 1946	September 3, 1953	November 19, 1937
Date of appointment/ re-appointment	January 1, 2006	April 1, 2006	September 29, 2004	March 25, 2005
Expertise in specific functional areas	Mr. Y. Watanabe has a vast experience in product development management, paint shop, cost/product management and production planning. Earlier he was associated with Honda Motor Co. Ltd., Japan for 31 years and was incharge of Power Products Production Planning.	Mr. R.S. Bidesi has varied experience in Engineering & Production and held key positions in various bodies corporate. He has been associated with the Company for the last 19 years and the Company has achieved various milestones under his leadership.	Mr. Y. Aoshima has rich & vast experience of over 28 years. His areas of specialization includes export business, development of strategies for overseas sale and stimulation of domestic retail sale.	Mr. R.V. Gupta is an IAS Officer (retired) & held key positions at various levels in Govt. of Madhya Pradesh & Govt. of India. He was a Secretary to the Govt. of India in the Ministry of Food as well as Secretary Banking in the Ministry of Finance. He also served as Dy. Governor in RBI. Mr. Gupta is actively connected with institutions promoting education and culture.
Qualifications	Graduate in General Course	L.M.E, AMIE, (Mech. Engg.) Advance Management Programme at Michigan Business School, USA	Graduate from Faculty of Foreign study, Deptt. of Spanish Language and Hispanic Studies	IAS
Name of other Indian public limited companies in which directorship held	NIL	NIL	Honda Siel Cars India Ltd.	 DCM Precision Engineering Ltd. Delhi Safe Deposit Co. Ltd. Goodyear India Ltd. IDBI Ltd. Mawana Sugars Ltd Seshasayee Paper & Boards Ltd.
Chairman/member of Committee of the Board in other public limited companies	NIL .	NIL	NIL	DCM Precision Engineering Ltd Audit Committee-Member Goodyear India Ltd Audit Committee-Chairman - Investor Grievance Committee - Member IDBI Ltd Audit Committee-Member - Investor Grievance Committee - Chairman Mawana Sugars Ltd. Audit Committee-Chairman Seshasayee Paper & Boards Ltd. Audit Committee-Member
Shareholding in Honda Siel Power Products Ltd.	NIL	750 equity shares of Rs. 10 each	NIL	NIL



DIRECTORS' REPORT

Dear Members.

Your Directors are pleased to present the Twenty First Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2006.

Financial Results and Appropriations

(Rs. in lacs)

		(113. 111 1403)
Particulars	Year Ended March 31, 2006	Year Ended March 31, 2005
Sales	21653.89	21751.39
Job charges (gross)	105.12	303.86
Other income	823.99	354.38
Profit before depreciation	2406.13	1860.46
and finance charges		
Finance charges	33.91	44.87
Depreciation	654.63	654.20
Profit before tax	1717.59	1161.39
Provision for taxation		
- Current	730.00	400.00
 Deferred Tax benefit 	(107.06)	(36.44)
 Fringe Benefit Tax 	57.34	
Profit after Tax	1037.31	797.83
Balance of profit brought forward	3000.00	3000.00
Investment allowance	14.80	
reserve written back Amount available for appropriation	4052.11	3797.83
Appropriations		
Dividend	405.72	304.29
Dividend tax on propose	d 56.90	42.68
dividend		
General reserves	103.73	450.86
Balance carried to Balan	ce 3485.76	3000.00
_		

Dividend

Sheet

The Board of Directors recommends dividend @ 40% on the equity shares of Rs. 10 each (previous year 30%) for the year ended 31st March, 2006. The total outgo on this account will be Rs. 462.62 lacs including dividend tax.

Domestic Markets and Exports

A detailed report on operations titled "Management Discussion and Analysis Report" is attached to the Directors' Report and forms part thereof.

Indigenisation Programme

a) The indigenization of Engine Components is as per the plans for the year 2005-06. The import cost of the engine components that are indigenized in the year (2005-06) as a percentage to the total Material Cost is 10%. The benefit of indigenization partially accrued in the year 2005-06 and the total

- benefit will be accrued in the year 2006-07. The Import Cost as percentage to the Material Cost is expected to be 21% in the year 2006-07.
- b) Further Indigenization Plans are made and the Company has taken up few more Critical Parts such as Ignition Coil, Oil Level Switch, etc. The Import Cost of the parts as a percentage to the Material Cost is around 6% thus by 2007-08, Import Cost as a percentage of Material Cost is expected to be 15%.
- Further studies are under progress to take up the remaining parts for indigenization in the coming years.

Enterprise Resource Planning (ERP)

The Company implemented the ERP Project across the business functions and the system has stabilized.

The project reconciliation with reference to Management/ functions expectations vs. the actual achievements is under the process of compilation. The gaps, if any, will have to be further analysed and plan the countermeasure either internally or with the help of Oracle.

In the meantime the version upgrade is necessitated to get the online support from Oracle for effective and efficient use of the system for business processes.

The Company is trying to see in this year itself, the Vendor and Dealers doing 75% of the Company's Business to be on line with the Company.

Environment Protection and Safety

- a) The Company is committed towards the protection of the environment and safety. All the employees make efforts in daily operation in controlling emissions, effluents, waste disposal arising out of manufacturing processes, products and services as per the predefined norms.
- b) The products manufactured by the Company comply with air emission and noise regulation notified by the Ministry of Environment and Forests (MOEF). The confirmation of production (COP) to the air emission and noise regulation is done as laid down by MOEF.
- c) The energy conservation measures are taken to reduce the CO2 release by:
 - installation of wind operated roof exhaust fans
 - energy efficient compressor
 - energy efficient lighting system including stabilizer, etc.

Many such actions resulted in reduction in CO2 release.