

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of the Company will be held on August 05, 2014 at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001 at 11:15 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss of the Company for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Takashi Hamasaki (holding DIN 03024621), who retires by rotation and being eligible offers himself for re-appointment.
4. 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 139 (1) and (2) and provisos thereto read with Companies (Audit and Auditors) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and Pursuant to the recommendation of the Audit Committee, M/s B S R & Co. LLP, Chartered Accountants (firm Registration No. 101248W), be and are hereby appointed as auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration (exclusive of Service Tax and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), as may be fixed by the Board of Directors or any Director(s), jointly or severally, as may be authorised by the Board."

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 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Hiroyoshi Sugimizu (holding DIN 06848213) who was appointed as an Additional Director of the Company by a resolution of the Board of Directors dated the 27th February, 2014, to hold office as such from 01.04.2014, under Section 260 and other applicable provisions, if any of the Companies Act, 1956 corresponding to Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

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 the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V of the Companies Act, 2013 and subject to the approval of the Central Government, if required, and such other approvals and sanctions as may be necessary, the approval of the Shareholders be and is hereby accorded for the appointment and to the remuneration of Mr. Hiroyoshi Sugimizu (holding DIN 06848213)

as Whole Time Director of the Company for a period of five years effective from 1st April 2014, liable to retire by rotation, on the following terms and conditions as recommended by the Remuneration Committee:

Basic Salary

Rs. 75,000/- (Rupees Seventy Five thousand only) per month.

Perquisites Housing

The expenditure by the Company on hiring accommodation will be subject to a ceiling of Rs. 2,00,000/- (Rupees two lacs only) per month.

Hard Furnishing

As per Company Rules.

Special Allowance

Not exceeding Rs. 6,50,000/- (Rupees six lacs fifty thousand only) per month.

Medical Reimbursement

Actual medical expenses to be borne by the Company.

Health Inspection/ Medical Check Up

Cost of air tickets (economy class) for travel to Japan for health inspection/ medical check up twice a year for self and family.

Membership fee for Japanese Association

Rs. 1000/- (Rupees One Thousand only) per month.

Club Fee

Admission fee, monthly and annual charges, for one Club.

Personal Accident Insurance

Premium not to exceed Rs. 2000/- (Rupees Two Thousand only) per annum.

Insurance of Household Goods

Premium not to exceed Rs. 750/- (Rupees Seven Hundred Fifty only) per annum.

Medical Insurance

Premium not to exceed Rs. 10,000/- (Rupees ten thousand only) per annum.

Reimbursement of Expenses Incurred on Joining Duty And Returning to home country after completion of tenure

Cost of air ticket (economy class) and actual expenses incurred on travel pertaining to self and family 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 be reimbursed if the Whole Time Director leaves for the home country.

Car

Company car with driver, including petrol, maintenance expenses, road tax and insurance charges for official use.

Leave

35 days per year of service (i.e. 365 days from date of arrival). Leave may

be accumulated but encashment will not be permissible.

Plus

In case of death or imminent danger of death of immediate member i.e. mother, father, wife and children left behind in Japan, special home leave will be granted for reasonable sufficient period. Round trip air ticket shall be provided by the Company.

Subsidy for recreation Subsidy for recreation Rs. 24,000/- (Rupees Twenty Four Thousand only) per annum.

Miscellaneous expenses At actuals, to cover Import duty and charges for Japanese food, electricity, water, fuel, maintenance for generator at home, security guard, pest control, all repair and maintenance expenses at House such as electric goods, furniture etc.

Provident Fund As per Act.

Gratuity As per Act.

RESOLVED FURTHER THAT the Board of Directors, which term shall include the Committee of the Board duly constituted, be and is hereby authorized to alter and vary from time to time during the tenure of appointment of Mr. Hiroyoshi Sugimizu, the terms and conditions of appointment including the remuneration in such manner as in the best interest of the Company and in accordance with the laws in force from time to time and acceptable to Mr. Hiroyoshi Sugimizu, provided that the remuneration after such alteration shall not exceed the limits prescribed under the Companies Act, 2013.

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company."

7. 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 Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or modification thereof and subject to the approval of the Central Government, if required and such other approvals as may be necessary, the approval of the Shareholders be and is hereby accorded for payment of remuneration to Mr. Vinay Mittal, Whole Time Director, for the period from 01.04.2014 to 31.03.2015 (both days inclusive), as recommended by the Remuneration Committee, as per the following particulars:

Basic Salary Rs. 2,00,788/- (Rupees two lac seven hundred eighty eight only) per month.

Perquisites

Housing Allowance Rs. 1,00,394/- (Rupees One lac three hundred ninety four only) per month.

Special Allowance Rs. 1,62,440/- (Rupees one lac sixty two thousand four hundred forty only) per month.

Medical reimbursement Rs. 1,250/- (Rupees one thousand two hundred fifty only) per month.

Child Education Rs. 200/- (Rupees two hundred only) per month.

Washing Allowance Rs. 2,000/- (Rupees two thousand only) per month.

Food Allowance Rs. 3,000/- (Rupees three thousand only) per month.

Entertainment Reimbursement Rs. 5,000/- (Rupees five thousand only) per month.

Leave Travel Concession Rs. 25,099/- (Rupees twenty five thousand ninety nine only) per month.

Club Fee One Club.

Personal Accident Insurance As per Company policy.

Medical Insurance As per Company policy.

Car (including maintenance) and Fuel As per Company policy.

Telephone As per Company policy.

Provident Fund As per Company policy.

Superannuation Fund As per Company policy.

Gratuity As per Company policy.

Leave As per Company policy.

Interest Subsidy on Housing Loan As per Company policy.

Variable Pay As per Company policy.

RESOLVED FURTHER THAT the recuperation of medical reimbursement, leave travel concession and other perquisites, benefits, leave accrued to Mr. Vinay Mittal till 31.03.2014 be and are hereby approved to be carried forward.

RESOLVED FURTHER THAT the above remuneration shall be minimum remuneration payable to Mr. Vinay Mittal in the event of absence or inadequacy of profits during any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company."

8. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Manoj Arora (holding DIN 00844279), who was appointed as an independent director of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice

in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for Five (5) consecutive years from 01.03.2014 to 28.02.2019”

9. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Ravi Prakash Mehrotra (holding DIN 06823899) who was appointed as an independent director of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company to hold office for Five (5) consecutive years from 01.04.2014 to 31.03.2019”

10. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, the appointment of Dr. Dharam Vir Kapur (holding DIN 00001982) as an independent director of the Company, for holding office from 05.08.2014 to 31.03.2019 i.e. for a term not exceeding Five (5) consecutive years, be and is hereby approved.”

11. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, the appointment of Mr. Om Prakash Khaitan (holding DIN 00027798) as an independent director of the Company, for holding office from 05.08.2014 to 31.03.2019 i.e. for a term not exceeding Five (5) consecutive years, be and is hereby approved.”

12. 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, the appointment of Mr. Ravi Vira Gupta (holding DIN 00017410) as an independent director of the Company, for holding office from 05.08.2014 to 31.03.2019 i.e. for a term not exceeding Five (5) consecutive years, be and is hereby approved.”

13. To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 and Section 152 and any other applicable provisions of the Companies

Act, 2013 and Articles of Association of the Company, the terms of appointment of Mr. Takashi Hamasaki (holding DIN 03024621), Director of the Company be and are hereby amended to the effect that his office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT all other terms of appointment of Mr. Takashi Hamasaki shall remain unchanged. The emoluments and retirement benefits, accrued to him during his previous tenure shall be carried forward and his term of office shall be treated as continuing.”

14. To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 and Section 152 and any other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, the terms of appointment of Mr. Vinay Mittal (holding DIN 05242535), Director of the Company are hereby amended to the effect that his office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the other terms of appointment of Mr. Vinay Mittal shall remain unchanged.”

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

Rahul Kumar
Company Secretary

Place : New Delhi
Date : May 30, 2014

NOTES

1. In terms of Section 102(1) (a) and (b), none of the Directors, Key Managerial Persons or their relatives have any concern, financial or otherwise and does not have any conflict of interest in Item No. 5 to Item No. 14 except as expressed under each of the items in the explanatory statement.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED TO THE NOTICE. PROXIES SUBMITTED ON BEHALF OF COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
4. In case of joint holders attending the Meeting, only such a joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slip alongwith their copy of Annual Report to the Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from July 26, 2014 to August 05, 2014 (both days inclusive).

8. Payment of Dividend

The Dividend on Equity Shares for the year ended March 31, 2014, as recommended by the Board, if declared at the meeting will be paid as follows:

- i) In respect of shares held in physical form, to those Members whose names appear on the Register of Members of the Company on August 05, 2014 after giving effect to all valid share transfers lodged with the Company on or before July 25, 2014.
- 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 hours on July 25, 2014.

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 ('IEPF') established 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 2005-06 to IEPF. Following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to IEPF:

Dividend year	Date of Declaration	Due date for transfer to IEPF
2006-07	26.07.2007	25.08.2014
2007-08	10.09.2008	10.10.2015
2008-09	07.09.2009	07.10.2016
2009-10	19.08.2010	18.09.2017
2010-11	10.08.2011	09.09.2018
2011-12	31.08.2012	30.09.2019
2012-13	05.08.2013	04.09.2020

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 IEPF. Accordingly, the shareholders are advised to send all the un-encashed dividend warrants pertaining to the years 2006-07 upto 2012-13 to our Share Transfer Agent at New Delhi for revalidation and encash them before the due dates for transfer to IEPF.

9. 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 shares in physical mode are further advised to opt for Electronic Clearing Service (ECS) to avail of 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 along with the Mandate Form to the Share Transfer Agent. A blank ECS Mandate Form is annexed. The same is also available on the website of the Company at www.hondasielpower.com

10. Electronic Copy of the Annual Report for the financial year 2013-14 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2013-14 is being sent in the permitted mode.

11. Electronic copy of the Notice of the 29th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.

12. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for financial year 2013-14 will also be available on the Company's website www.hondasielpower.com for their download.

13. 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.

14. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

A. In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME-Honda SIEL Power Products Limited" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
	* Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field.	
	* Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter	

	followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on cut-off date (record date) of July 04, 2014 in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password, in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- ix) Click on the EVSN for Honda SIEL Power Products Limited to vote.
- ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

B. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.

- C. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- D. The voting period begins on July 29, 2014 at 9.00 a.m. and ends on July 31, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 04, 2014, may cast their vote electronically. The e-voting module shall be disabled by

CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
2. The Company has appointed M/s Tanuj Vohra & Associates., Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
15. Brief resume and other particulars of Mr. Takashi Hamasaki, Mr. Manoj Arora, Mr. Ravi Prakash Mehrotra, Mr. Hiroyoshi Sugimizu, Dr. Dharam Vir Kapur, Mr. Om Prakash Khaitan and Mr. Ravi Vira Gupta, as required under Para IV G of Clause 49 of Listing Agreement are annexed.
16. Members are requested to:
 - a) Send their queries, if any, to reach the Company's Registered Office at 409, DLF Tower B, Jasola Commercial Complex, New Delhi – 110 025 at least 10 days before the date of the Meeting so that information can be made available at the Meeting.
 - b) Avail the dematerialization facility and get their shareholding dematerialized by sending the Dematerialization Request Form alongwith the Share Certificates through their Depository Participant.
 - c) 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.
17. M/s Mas Services Ltd. is Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to:

M/s Mas Services Limited
Unit: Honda SIEL Power Products Limited
T-34, 2nd Floor, Okhla Industrial Area, Phase - II,
New Delhi - 110 020
Ph:- 011 26387281/82/83, Fax:- 011 26387384
email:- info@masserv.com
website : www.masserv.com
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to M/s Mas Services Ltd., Registrar and Share Transfer Agent of the Company.
19. In terms of Section 72 of the Companies Act, 2013 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 M/s Mas Services Ltd., Registrar and Share Transfer Agent of the Company.
20. The Ministry of Corporate Affairs ('MCA') through provisions in new Companies Act, 2013 has allowed paperless compliances by Companies through electronic mode. To take part in this initiative, your Company proposes to send documents like the Notice convening the General Meetings, Financial Statements, Annual Reports etc. in electronic form to those Members who wish to get the same in electronic form, in lieu of receiving in physical mode, at their e-mail addresses registered with the Company/Depositories.

Members desirous of availing of the above facility in future are requested to register their email IDs with the Company's Registrar and Share Transfer Agent at the address mentioned above.

21. **Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reasons.**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Hiroyoshi Sugimizu has been appointed as an Additional Director of the Company w.e.f. April 01, 2014 by the Board of Directors vide resolution by circulation on February 27, 2014.

Notice under Section 160 of the Companies Act, 2013 has been received from a member proposing his candidature for the office of Director of the Company.

Your Directors are confident that Mr. Sugimizu's guidance would be very beneficial to the Company and recommend the resolution for your approval.

Except Mr. H. Sugimizu none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

The Directors recommend the resolution for your approval.

ITEM NO. 6

Mr. Hiroyoshi Sugimizu has been appointed as Whole Time Director for five years effective April 01, 2014.

The remuneration of Mr. H. Sugimizu has been approved by the Board of Directors after receiving the recommendation from Remuneration Committee through resolution by circulation on February 27, 2014.

Except Mr. H. Sugimizu none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

The Directors recommend the resolution for your approval.

ITEM NO. 7

You had approved the remuneration of Mr. Vinay Mittal as Whole Time Director of the Company from 01.04.2013 to 31.03.2014 at the Annual General Meeting of the Company held on August 05, 2013.

The Remuneration of Mr. Vinay Mittal from 01.04.2014 to 31.03.2015 has been fixed by the Board on May 30, 2014 on receiving the recommendation of the Nomination and Remuneration Committee at its Meeting held on May 30, 2014.

The recuperation of medical reimbursement, leave travel concession and other perquisites, benefits, leave accrued to him till 31.03.2014 have also been approved to be carried forward.

Except Mr. Vinay Mittal none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

The Directors recommend the resolution for your approval.

ITEM NO. 8 AND 9

In order to strengthen the Board and to comply with the provisions of the Clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Manoj Arora and Mr. Ravi Prakash Mehrotra have been appointed as Independent Directors of the Company for 5 years with effect from March 01, 2014 and April 01, 2014 respectively.

Mr. Manoj Arora and Mr. R. P. Mehrotra are possessing great expertise and rich experience of business management and their presence on the Board of the company will help towards growth of the Company. In the opinion of the Board, these Directors fulfill the conditions specified in the Companies

Act, 2013 and Rules made there under for their appointment as Independent Directors of the Company and are independent of the management.

Except Mr. Manoj Arora and Mr. R. P. Mehrotra none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

The Directors recommend the resolutions for your approval.

ITEM NO. 10, 11 AND 12 :

Dr. D.V. Kapur, Mr. O.P. Khaitan and Mr. R.V. Gupta are Non-Executive Independent Directors of the Company. Dr. Kapur and Mr. Khaitan were to retire by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Dr. Kapur, Mr. Khaitan and Mr. Gupta, have been appointed as Independent Directors from the date of the General Meeting upto 31.03.2019 i.e for a term of up to five consecutive years. In the opinion of the Board, Dr. Kapur, Mr. Khaitan and Mr. Gupta fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management. Copy of the draft letter of appointment of Dr. Kapur, Mr. Khaitan and Mr. Gupta as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Kapur, Mr. Khaitan and Mr. Gupta as Independent Directors. Accordingly, the Board recommends the resolutions in relation to the approval of the appointment of Dr. Kapur, Mr. Khaitan and Mr. Gupta as Independent Directors.

Except Dr. D.V. Kapur, Mr. O.P. Khaitan and Mr. R.V. Gupta, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution set out at Item No. 10, 11 and 12.

The Directors recommend the resolution for your approval.

ITEM NO. 13 AND 14:

The provisions of Sub-sections (6) of Section 152 of the Companies Act, 2013 mandates that at least 2/3 of the Directors are liable to retire by rotation, excluding the Independent Directors. In order to comply with the said provisions of the Companies Act, 2013 and to have proper balance of retiring and non-retiring Directors on the Board, the terms of appointment of Mr. Takashi Hamasaki and Mr. Vinay Mittal, executive directors of the Company have been changed to the effect that their office shall be liable to determination by retirement of directors by rotation. The other terms of their appointment shall remain unchanged and will be as per their individual contracts.

Except Mr. Takashi Hamasaki and Mr. Vinay Mittal none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

The Directors recommend the resolutions for your approval.

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

Place: New Delhi
Date : May 30, 2014

Rahul Kumar
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 below:

Particulars	Mr. Takashi Hamasaki	Mr. Manoj Arora	Mr. Ravi Prakash Mehrotra	Mr. Hiroyoshi Sugimizu	Dr. D. V. Kapur	Mr. O. P. Khaitan	Mr. Ravi Vira Gupta
DIN	03024621	00844279	06823899	06848213	00001982	00027798	00017410
Date of Birth	30.11.1960	22.05.1959	19.09.1950	01.11.1961	09.09.1928	21.11.1943	19.11.1937
Date of appointment/ re-appointment	01.04.2010	01.03.2014	01.04.2014	01.04.2014	31.03.1988	31.03.1988	25.03.2005
Expertise in specific functional Areas	Mr. Hamasaki has expertise in planning and implementation of business / product strategy and overseas sales, establishment and development of overseas sales distributors, organizational operation and extensive experience in training and development of personnel.	Mr. Manoj Arora has over 25 years of work experience at the bar. Mr. Arora specializes in transactional law, mergers and acquisitions, corporate structuring and corporate laws. He was formerly the Counsel for the Revenue Service in the Supreme Court of India.	Mr. Ravi Prakash Mehrotra has vast and rich experience in General Management and Marketing. Handling a wide range of products spread from capital goods to industrial and consumer products, across the complete spectrum of markets, ranging from urban, semi urban to rural in all the different geographies of the country and diverse sizes of organizations with special emphasis on the rural market penetration.	Mr. Sugimizu has expertise in management of equipment in Assembly/ processing area, gathering and implementation of field quality information, facilitation of failure analysis and countermeasures thereof, management of personnel, materials, investment and information at the plant.	Dr. Kapur had an illustrious career in the Government sector with a successful track record of building vibrant organizations and successful project implementation. Dr. Kapur also served as Secretary to the Government of India in the Ministry of Power.	Mr. Khaitan is practicing as Solicitor & Advocate since 1967 – doing commercial law, corporate law, industrial disputes and labour law, maritime laws, insurance laws, commission of inquiry, arbitration, conveyancing, foreign collaborations, etc.	Mr. Gupta is an IAS Officer (retired) and has held key positions at various levels in Government of Madhya Pradesh and Government of India. He was Secretary to the Government of India in the Ministry of Food as well as Secretary Banking in the Ministry of Finance. He has also served as Dy. Governor in RBI. Mr. Gupta is actively connected with institutions promoting education and culture.
Qualifications	Graduate Major – Political Science and Economics	LLb	BSc. Electrical Engineering MBA(IIM Calcutta)	Graduate-General Course	Honors Graduate in Electrical Engineering with wide experience in Power, Capital Goods, Chemicals and Petrochemicals Industries.	B.Com & LL.B., from Calcutta University Attorney-at-Law (Solicitor), from Calcutta High Court Received Bell Chambers Gold Medal from Calcutta High Court.	IAS
Name of other Indian companies in which directorship held	Honda Motor India Private Ltd.	1. Tanmay Constructions Pvt Ltd. 2. ION Trading India Pvt Ltd. 3. Maze System Furniture Pvt. Ltd. 4. Airjaldi Networks Research & Innovation 5. Rural Boardband Pvt. Ltd. 6. Full circle Financial Services India Pvt. Ltd.	-	-	1. DLF Limited 2. Reliance Industries Limited 3. Sunon Energy Pvt. Ltd. 4. GSD Automation Pvt. Ltd. 5. Amida Cleantech Private Ltd.	1. J.K. Tyre & Industries Ltd. 2. ECE Industries Ltd. 3. Shriram Pistons and Rings Ltd. 4. VLCC Health Care Ltd. 5. Sharda Motor Industries Ltd. 6. Bengal & Assam Company Ltd. 7. Howden Insurance Brokers India Pvt. Ltd. 8. Nipshell Builders Pvt. Ltd. 9. Wires & Fabriks (S.A) Ltd.	1. Goodyear India Limited 2. DCM Engineering Limited 3. Delhi Safe Deposit Co. Ltd. 4. Mawana Sugars Ltd. 5. Seshasayee Paper & Boards Ltd. 6. DCM Ltd.

Particulars	Mr. Takashi Hamasaki	Mr. Manoj Arora	Mr. Ravi Prakash Mehrotra	Mr. Hiroyoshi Sugimizu	Dr. D. V. Kapur	Mr. O. P. Khaitan	Mr. Ravi Vira Gupta
Chairman/ Member of Board Committees in Indian Companies	Honda Siel Power Products Ltd. - Stakeholders Relationship Committee- Member - Board Committee on Financial Matters – Chairman - CSR Committee- Member	Honda Siel Power Products Ltd. - CSR Committee - Member	-	Honda Siel Power Products Ltd. - Board Committee on Financial Matters – Member	Honda Siel Power Products Ltd. - Audit Committee – Chairman - Stakeholders Relationship Committee- Chairman - Remuneration Committee- Chairman DLF Limited - Corporate Governance Committee- Chairman - Shareholders'/ Investors' Grievance Committee - Chairman - Audit Committee - Member Reliance Industries Ltd. - Human Resources, Nomination and Remuneration Committee – Member - Corporate Social Responsibility and Governance Committee- Member - Health, Safety & Environment Committee- Member	Honda Siel Power Products Ltd. - Audit Committee- Member - Remuneration Committee- Member J K Tyre & Industries Ltd. - Audit Committee- Chairman- Shareholders/Investors Grievance Committee – Member ECE Industries Ltd. - Audit Committee- Member - Remuneration Committee- Chairman Shriram Pistons and Rings Ltd. - Remuneration Committee- Member - Audit Committee- Chairman Sharda Motor Industries Ltd. - Remuneration Committee- Member - Shareholder Grievance Committee- Member - Audit Committee- Chairman Bengal & Assam Company Ltd. - Audit Committee- Member - Shareholders Grievance Committee – Chairman VLCC Health Care Ltd. - Remuneration Committee- Member	Honda Siel Power Products Ltd. Audit Committee - Member Goodyear India Ltd. - Audit Committee – Chairman - Investor Grievance Committee Matters - Member Seshasayee Paper and Boards Ltd. Audit Committee – Chairman DCM Engineering Ltd. Audit Committee – Member Mawana Sugars Ltd. Audit Committee – Member
Shareholding in the Company	NIL	NIL	200	NIL	NIL	NIL	NIL

Honda Siel Power Products Limited

CIN: L40103DL2004PLC203950

Regd office: 409, DLF Tower B, Jasola Commercial Complex,
New Delhi – 110 025

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on the 5th day of August, 2014 At 11.15 a.m. at Kamani Auditorium, 1, Copernicus Marg, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (please mention No. of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014			
2	Approval of dividend for the financial year ended March 31, 2014			
3	Appoint a Director in place of Mr. Takashi Hamasaki, who retires by rotation and being eligible, seeks re-appointment			
4	Appointment of B S R & Co. LLP as the Auditors of the Company			

Tear Here

Resolution Number	Resolution	Vote (Optional see Note 2) (please mention No. of shares)		
		For	Against	Abstain
Special Business				
1	Appoint Mr. Hiroyoshi Sugimizu as a director, liable to retire by rotation			
2	Appoint Mr. Hiroyoshi Sugimizu as Whole Time Director of the Company for a period of five years with effect from April 01, 2014 and to approve terms of appointment			
3	Approval of payment of remuneration to Mr. Vinay Mittal, Whole Time Director with effect from April 01, 2014 to March 31, 2015			
4	Appoint Mr. Manoj Arora as an Independent Director upto February 28, 2019			
5	Appoint Mr. Ravi Prakash Mehrotra as an Independent Director upto March 31, 2019			
6	Appoint Dr. D.V. Kapur as an Independent Director upto March 31, 2019			
7	Appoint Mr. O.P. Khaitan as an Independent Director upto March 31, 2019			
8	Appoint Mr. Ravi Vira Gupta as an Independent Director upto March 31, 2019			
9	Approve amendment in terms of appointment of Mr. Takashi Hamasaki			
10	Approve amendment in terms of appointment of Mr. Vinay Mittal			

Signed this day of 2014

Affix
Revenue
Stamp of not
less than
Rs : 0.15

.....
Signature of the Member

.....
Signature of the Proxy holder

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all resolutions, your Proxy will be entitled to Vote in the manner as he/she may deem appropriate.