

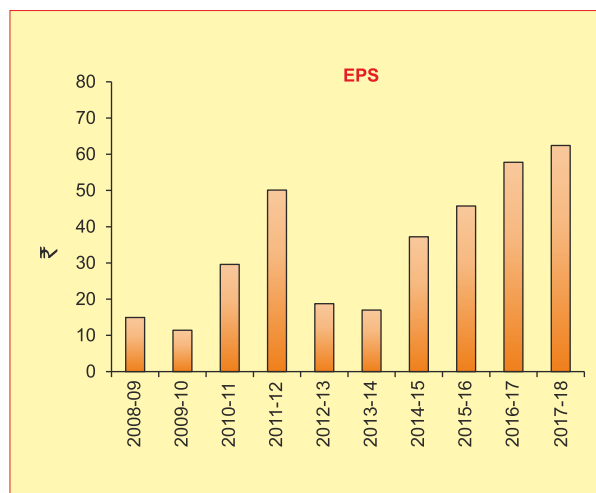
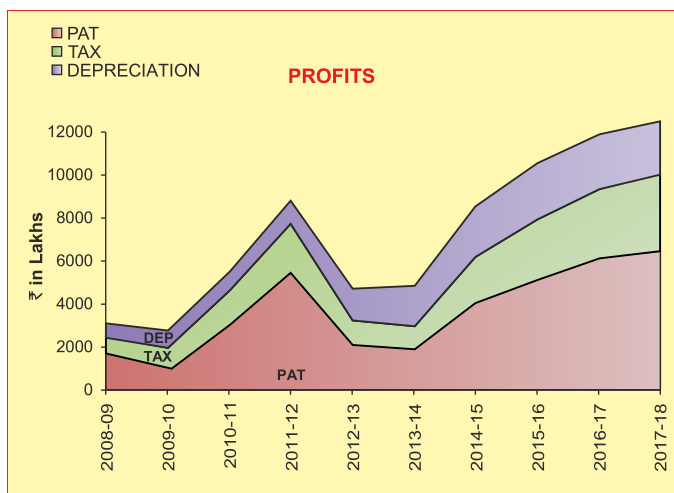
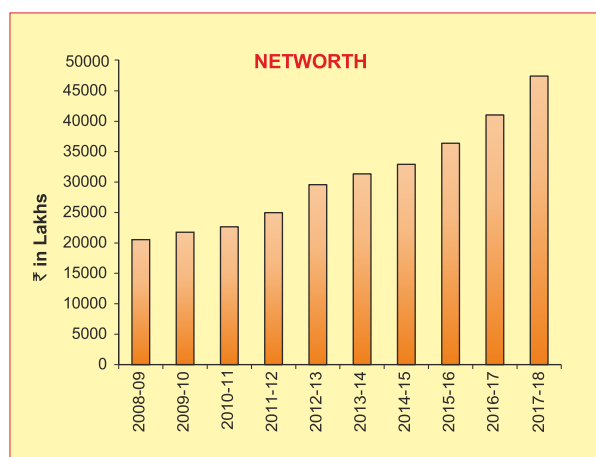
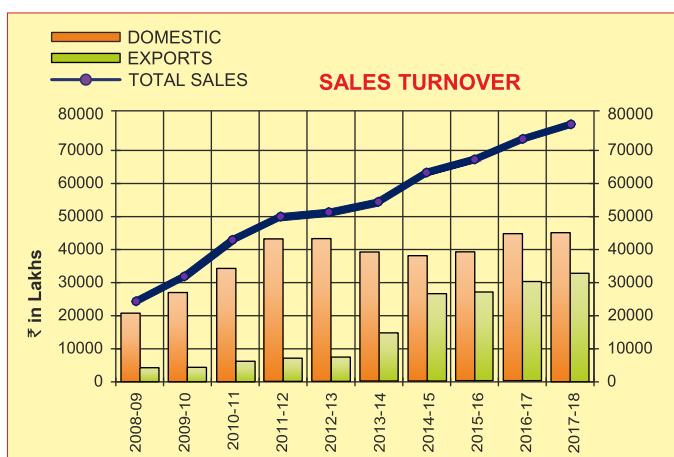
HONDA

33rd
ANNUAL REPORT
2 0 1 7 - 2 0 1 8



Honda Sael Power Products Limited

Ten Years Financial Performance



YEAR	SALES TURNOVER (₹ in Lakhs)			PROFIT (₹ in Lakhs)					EPS (₹)	NETWORTH (₹ in Lakhs)
	DOMESTIC	EXPORTS	TOTAL SALES	PBDT	DEPRE-CIATION	PBT	TAX	PAT		
2008-09	21159	3684	24843	3007	579	2428	864	1564	15.42	19441
2009-10	27719	4294	32013	2699	743	1956	687	1269	12.51	20235
2010-11	33823	6488	40311	5265	820	4445	1479	2966	29.24	22315
2011-12	43100	7033	50133	8304	1030	7274	2106	5168	59.95	26422
2012-13	43838	7399	51237	4501	1375	3126	1066	2060	20.31	28007
2013-14	38630	15218	53848	4647	1754	2893	1015	1878	18.52	29411
2014-15	36291	26539	62830	8025	2131	5894	2032	3862	38.08	32507
2015-16	39359	27427	66786	9889	2382	7507	2624	4883	48.14	37269
2016-17	43850	29027	72877	11156	2345	8811	3033	5778	56.97	42251
2017-18	44438	32447	76885	11685	2251	9434	3293	6141	60.54	47445

Corporate Information

Board of Directors

Mr. Siddharth Shriram
Chairman

Dr. Dharam Vir Kapur
Director

Mr. Ravi Vira Gupta
Director

Mr. Manoj Arora
Director

Ms. Alka Marezbhan Bharucha
Director

Mr. Yoshifumi Iida
President & CEO

Mr. Hiroyoshi Sugimizu
Whole Time Director

Mr. Vinay Mittal
Whole Time Director & CFO

Company Secretary

Ms. Sunita Ganjoo

Statutory Auditors

M/s. Price Waterhouse Chartered Accountants LLP
Building No. 8, 7th & 8th Floor, Tower-B,
DLF Cyber City, Gurugram-122 002

Registered Office

409, Tower B,
DLF Commercial Complex,
Jasola, New Delhi - 110 025

Head Office & Works

Plot No.5, Sector-41 (Kasna),
Greater Noida Industrial Development Area,
Distt. Gautam Budh Nagar, UP- 201 310

Page No.	CONTENTS
2-9	NOTICE
10-36	BOARD'S REPORT
37-41	AUDITORS' REPORT TO THE MEMBERS
42-81	FINANCIAL STATEMENTS
83-84	PROXY/ECS MANDATE FORM

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of the Company will be held on August 13, 2018 (Monday) at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001 at 11:00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Siddharth Shriram (DIN 00027750), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Revision in remuneration of Mr. Vinay Mittal, Whole Time Director (DIN 05242535)**

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 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any amendment(s) or modification(s) thereof and subject to the approvals as may be necessary, approval of the Shareholders be and is hereby accorded for payment of remuneration to Mr. Vinay Mittal, Whole Time Director (DIN 05242535) of the Company, for the period from 01.04.2018 to 31.03.2019 (both days inclusive), as recommended by the Nomination and Remuneration Committee, as per the following particulars:

Basic Salary	₹ 3,62,348/- (Rupees Three Lakh Sixty Two Thousand Three Hundred Forty Eight only) per month.
Perquisites	
Housing Allowance	₹ 1,81,174/- (Rupees One Lakh Eighty One Thousand One Hundred Seventy Four only) per month.
Special Allowance	₹ 2,72,470/- (Rupees Two Lakh Seventy Two Thousand Four Hundred Seventy only) per month.
Medical reimbursement	₹ 1,250/- (Rupees One Thousand Two Hundred Fifty Only) per month.
Child Education	₹ 200/- (Rupees Two Hundred only) per month.
Washing Allowance	₹ 2,000/- (Rupees Two Thousand only) per month.
Leave Travel Concession	₹ 45,294/- (Rupees Forty Five Thousand Two Hundred Ninety Four only) per month.
Club Fee	One Club.
Personal Accident Insurance	As per Company policy.
Medical Insurance	As per Company policy.
Car (including driver, 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 reimbursement of medical expenses, leave travel concession and other perquisites, benefits, leave accrued to Mr. Vinay Mittal till 31.03.2018, not availed of, be and are hereby approved to be carried forward.

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.”

5. **To approve and ratify payment of remuneration to the Cost Auditors**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Rakesh Singh & Co., Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2018-19, amounting to ₹ 1,15,000/- (Rupees One Lakh Fifteen Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **To approve increase in sitting fees to Non-Executive Directors**

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

“**RESOLVED THAT** in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 17(6) of the Securities & Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Board of Directors, the proposal to pay sitting fees to Non-Executive Directors with effect from the commencement of the Financial Year 2018-19 of ₹ 60,000/- (Rupees sixty thousand only) per meeting for attending the meetings of the Board of Directors and of the Audit Committee of the Board and ₹ 50,000/- (Rupees Fifty Thousand only) per meeting, for attending the Meetings of other Committees of the Board of the Company, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder and Regulation 17(6) of the Securities & Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors be and is hereby authorised to increase, from time to time, the sitting fees payable to Non-Executive Directors of the Company (other than

the Managing Director and/or Whole-time Directors) for attending the Board/Committee Meetings within the limits prescribed under aforementioned provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Material Related Party Transactions

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

"RESOLVED THAT pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to the Material Related Party transactions entered into/ to be entered into and carried out/ to be carried out in the ordinary course of business and at arm's length basis with the Related Parties, as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations, during the period from April 01, 2017 to March 31, 2020 as detailed below:

Name of the Related Party	Nature of Relation	Nature, duration and particulars of the contract/ arrangement	Material terms of the contract/ arrangement including value (₹/Lakh)	Material terms of the contract/ arrangement including value (₹/Lakh)	Material terms of the contract/ arrangement including value (₹/Lakh)	Basis	Explanation
			FY 2017-18	FY 2018-19	FY 2019-20		
Honda Motor Co. Ltd., Japan	Holding Company	Royalty	-	3,300	3,400	6% on sale price adjusted for other cost as per agreement. Same as last year as per Existing Contract	Rate of royalty paid by the Company compared with terms agreed between unrelated parties
		Export Commission	2,498	2,700	2,800	8% on FOB value of Export Sale. Same as last year as per existing Contract	Rate of export commission paid by the Company compared with payment made in the domestic segment or terms agreed between unrelated parties
		Technical Guidance Fee	-	600	600	Monthly labour cost of technical experts and actual expenses incurred	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities or overseas related party's margin compared with other service providers
		Purchase of Raw Material, Components, Consumables	-	5,000	5,500	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
		Purchase of finished goods and spares	-	2,000	2,200	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
		Purchase of Capital goods	-	350	350	Cost Plus basis.	Related Party's margin (OP/TC) on sale compared with companies in similar region
		Reimbursement received and paid including warranty expenses	-	1,000	1,100	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty/other expenses

	Name of the Related Party	Nature of Relation	Nature, duration and particulars of the contract/ arrangement	Material terms of the contract/ arrangement including value (₹/Lakh)	Material terms of the contract/ arrangement including value (₹/Lakh)	Material terms of the contract/ arrangement including value (₹/Lakh)	Basis	Explanation
				FY 2017-18	FY 2018-19	FY 2019-20		
			Export Sale of finished goods & spares	-	1,000	1,200	Pricing/Terms & Conditions are not more favorable than the sales made to unrelated party	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Model fee	-	140	140	Lump sum fees as per Agreement	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
	Asian Honda Motor Co. Ltd., Thailand	Fellow Subsidiary	Purchase of Raw Material, Components, Consumables, Spares	-	3,000	3,500	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Purchase of finished goods	-	4,500	5,000	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Reimbursement received and paid including warranty expenses	54	70	70	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty / other expenses
			Export Sale of finished goods & spares	-	60	60	Pricing/Terms & Conditions are not more favourable than the sales made to unrelated party	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
	America Honda Motor Co. Inc., America	Fellow Subsidiary	Export Sale of finished goods & spares	-	24,200	24,200	Pricing/Terms & Conditions are not more favourable than the sales made to unrelated party	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Reimbursement received and paid including warranty expenses	-	220	220	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty / other expenses

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Place: New Delhi
Date: May 24, 2018

Sunita Ganjoo
Company Secretary

NOTES

1. 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. 4 to Item No. 7 except as expressed under the respective items in the explanatory statement.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, ('the Act') concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL EQUITY SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL EQUITY SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.**

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 THIS REPORT. PROXIES SUBMITTED ON BEHALF OF SHAREHOLDERS WHO ARE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY.

4. In case of joint holders attending the Meeting, only one of such joint holders 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. The Register of Members and Share Transfer Books of the Company will remain closed from August 07, 2018 to August 13, 2018 (both days inclusive).
7. Payment of Dividend

The Dividend on Equity Shares for the year ended March 31, 2018, 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 in the Register of Members of the Company on August 13, 2018 after giving effect to all valid share transfers lodged with the Company on or before August 06, 2018.
- 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 business hours on August 06, 2018.

The members are hereby informed that the Company would transfer the dividend which remains unclaimed over a period of 7 years to the Investor Education and Protection Fund ('IEPF') established under Section 125 of the Companies Act, 2013.

The Company has already transferred unclaimed dividend upto Financial Year 1994 - 95 to the General Revenue Account of the Central Government and for the Financial Years 1995-96 to 2009-10 to IEPF.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed dividend amounts lying with the Company as on August 04, 2017 (date of last Annual General Meeting) on the website of the Company (www.hondasielpower.com), and also on the website of the Ministry of Corporate Affairs.

Following are the details of dividend 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
2010-11	10.08.2011	09.09.2018
2011-12	31.08.2012	30.09.2019
2012-13	05.08.2013	04.09.2020
2013-14	05.08.2014	04.09.2021
2014-15	12.08.2015	11.09.2022
2015-16	11.08.2016	10.09.2023
2016-17	04.08.2017	03.09.2024

In terms of provisions of Section 124(6) of Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, during the Financial Year 2017-18, shares on which dividend had not been encashed/claimed for a continuous period of last seven years i.e. from F.Y. 2009-10 had been transferred by the Company to Investor Education and Protection Fund.

In accordance with the aforesaid IEPF Rules, the Company had sent notices to all the shareholders whose shares were due to be transferred to the IEPF Authority and a newspaper advertisement in this regard was also published.

The details of the shareholders as mentioned above, is also available on the website of the Company (www.hondasielpower.com).

The Company, in compliance with the aforementioned provisions shall during the Financial Year 2018-19 transfer the shares on which dividend has not been encashed/claimed for a continuous period of seven years i.e. from Financial Year 2010-11, alongwith the dividend thereof to the Investor Education and Protection Fund.

Further, the Company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividend, which has been transferred to the credit of IEPF. Accordingly, the shareholders are advised to send all the uncashed dividend warrants pertaining to the years 2010-11 and upto 2016-17 to our Registrar and Share Transfer Agent at New Delhi for issuing demand drafts in lieu thereof and encash them before the due dates for transfer to IEPF.

8. a. Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participants (DPs). In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details, as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. A blank ECS Mandate Form is annexed. The same is also available on the website of the Company at www.hondasielpower.com.

b. Members are requested to send their Bank Account particulars (viz. Account No., name and Branch of the Bank and the MICR code) to their DPs, in case the shares are held in electronic mode or to the Registrar and Share Transfer Agent in case

the shares are held in physical mode, for printing on dividend warrant/instruction to ensure that there is no fraudulent encashment/credit of the warrants.

9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and this Notice is being sent by electronic mode, to those members who have registered their email IDs with their respective Depository Participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to ho.legal@hspp.com, mentioning your Folio/DP ID & Client ID.
10. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for Financial Year 2017-18 is also available on the Company's website www.hondasielpower.com.
11. Documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting and at the venue of the meeting.

12. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") is provided by Central Depository Services (India) Limited (CDSL).
- ii. The facility for voting through ballot paper will be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The Board of Directors of the Company has appointed Mr. Tanuj Vohra of M/s TVA & Co., LLP, Company Secretaries as Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- v. The results will be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.hondasielpower.com and on the website of CDSL www.evotingindia.com and the same will also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results as aforementioned shall also be displayed on the notice board of the Registered Office and Head office of the Company as per the requirement of Secretarial Standards on General Meetings.

- vi. Voting shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of electronic share holding) as on the cut off date i.e. August 06, 2018, the date prior to the commencement of Book closure.

Only those persons, whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. August 06, 2018 will be entitled to avail the remote e-voting facility.

- vii. Any person, who acquires shares in the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. August 06, 2018, may follow the same procedure as mentioned below for remote e-voting. However, if the member is already registered with CDSL for remote e-voting then he/she can use his/her existing password for casting his/her votes. If the member has forgotten his/her login password then he/she may go to website www.evotingindia.com then click on Shareholders, enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

viii. Instructions and other information relating to remote e-voting.

- (i) The remote e-voting facility will be available during the following period:

- Commencement of remote e-voting - from 9:00 am onwards on Friday, August 10, 2018.
- End of remote e-voting - upto 5:00 pm on Sunday, August 12, 2018.

During this period shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 06, 2018, may cast their vote electronically. The remote e-voting module will be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If the shareholder(s) is/are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then his/her existing password is to be used.

- (vii) If the shareholder(s) is/are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for shareholding in demat as well as in physical form)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Honda SIEL Power Products Ltd.
- (xii) 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.
- (xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.

- (xvii) If a demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

- (xviii) **Shareholders can also cast their votes using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

- (xix) **Note for Non-Individual Shareholders and Custodians.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) 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.

13. Information regarding variation in the remuneration of Directors and the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting, requiring disclosure in terms of the Secretarial Standard on “General Meetings”, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto.

14. Members are requested to:

- Send their queries, if any, to reach the Company's Registered Office at 409, Tower B, DLF Commercial Complex, Jasola, New Delhi-110025 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 as it has been mandated by Securities and Exchange Board of India effective December 04, 2018. Accordingly, the Company shall not process any application for registration of transfer of shares in physical form with effect from aforementioned date.**
- 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 services.

15. 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

16. 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.

17. In terms of Section 72 of the Companies Act, 2013 Members of the Company may nominate a person to whom the shares held by them shall vest in the event of death of a member. 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.

18. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the venue of AGM.
20. As per the requirement of the Secretarial Standard-2 on "General Meeting", Route Map showing directions to reach to the venue of the 33rd Annual General Meeting is given at the end of this Notice.
- 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.**

Information regarding variation in the terms of remuneration of Directors and the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Name of the Director	Mr. Siddharth Shriram	Mr. Vinay Mittal
Age/Years	73	51
Date of appointment / re-appointment	19.09.1985	01.04.2012/01.04.2017
Expertise in specific functional Areas/brief resume	Mr. Siddharth Shriram is an Industrialist and has been Managing various industries like Engineering, Chemicals and Sugar. His association with Citibank has enabled him to acquire significant working knowledge in Finance and Banking areas.	Mr. Vinay Mittal has around 28 years of wide and varied experience in the field of Finance & Accounting, Direct & Indirect Tax, Imports, Secretarial and General Management in various industries.
Qualifications	Graduation from St. Stephen College- Delhi University M.Sc. in Management from MIT, USA as a Sloan Fellow	- Graduate in Commerce from Delhi University - Fellow Member of The Institute of Chartered Accountants of India
Name of other Indian companies in which directorship held	1. Siel Industrial Estate Limited 2. V.V. Servotech Private Limited 3. Siel Infrastructure & Estate Developers Pvt. Ltd.	NIL
Chairman/ Member of Board Committees in Indian Companies	Honda Siel Power Products Limited a) Corporate Social Responsibility Committee - Chairman b) Stakeholders Relationship Committee - Member c) Nomination & Remuneration Committee - Member d) Board Committee on Financial Matters - Member Siel Industrial Estate Limited Audit Sub Committee - Chairman	Honda Siel Power Products Limited - Stakeholders Relationship Committee - Member - Corporate Social Responsibility Committee - Member - Board Committee on Financial Matters - Member - Risk Management Committee - Member
Shareholding in the Company	50 equity shares of ₹10 each	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
The number of Meetings of the Board attended during the year	5	5
Remuneration to be paid	Except Sitting fees no remuneration is paid. (Details of Sitting fees are provided in Corporate Governance Report)	Details of remuneration provided in the resolution
Remuneration last drawn	Not applicable	₹ 9.17 lakh p.m.
Relationship	There are no inter-se relationships between the Directors and other Board Members	