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Honda Siel Power Products Ltd.

Head Office & Works : Plot No. 5, Sector-41, (Kasna) Greater Noida Industrial Development Area, Distt. Gautam Budh Nagar (U.P.) Pin-201310 Tel. : +91-120-259 0100 Fax : +91-120-234 1078-79 Website : www.hondasielpower.com CIN : L40103DL2004PLC203950 E-mail : ho.mgt@hspp.com

August 08, 2019

Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor, Dalal Street, Fort, <u>Mumbai – 400 001</u>

### **Listing Department**

The National Stock Exchange of India Ltd. Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G- Block, Bandra Kurla Complex Bandra (E), <u>Mumbai – 400 051</u>

## Subject: Scrutiniser Report of 34th Annual General Meeting ('AGM').

Dear Sir,

In continuation to our letter dated July 08, 2019, 34<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on August 07, 2019 and the businesses mentioned in the Notice dated May 28, 2019 were transacted.

In this regard and pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014, please find enclosed Report of Scrutinizer dated August 08, 2019

We request you to kindly take the aforementioned information on record.

Thanking you.

Yours Truly, For Honda Stee Power Products Limited New Delhi Sunita Ganjoo xt Company Secretary

Encl: as above

Beliver Excellence

## TVA & Co. LLP Company Secretaries

#### CONSOLIDATED REPORT OF SCRUTINIZER

### VOTING THROUGH REMOTE E-VOTING AND BALLOT PAPERS

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

Τo,

The Chairman

Honda Siel Power Products Limited CIN: L40103DL2004PLC203950 409, DLF Tower B Jasola Commercial Complex New Delhi-110025

Dear Sir,

I, Tanuj Vohra, Company Secretary in Practice and Partner at M/s TVA & Co. LLP, Company Secretaries, having its Registered Office at N-145A, Ground Floor, Greater Kailash-1, Delhi-110048, have been appointed as a Scrutinizer by the Board of Directors of Honda Siel Power Products Limited (the Company) for the purpose of scrutinizing the process of remote e-voting and voting by means of ballot/poll papers pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 34<sup>th</sup> Annual General Meeting of the equity shareholders of the Company held on Wednesday, August 07, 2019 at 11:00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001, in a fair and transparent manner in respect to the below mentioned resolutions, submit my report as under:

- 1. The notice dated May 28, 2019 convening Annual General Meeting of the Company along with the statement under section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20(4)(iii) and 20(4)(iv) of the Companies (Management and Administration) Rules, 2014, was duly sent to the shareholders in respect to the below mentioned resolutions passed at the said Annual General Meeting held on August 07, 2019.
- The Company has issued a public notice by way of advertisement on July 09, 2019 in both English and Hindi language in "Business Standard" newspapers pursuant to the provisions of Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014.
- . The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the equity shareholders of the Company.
- 4. In accordance with the notice sent to the equity shareholders of the Company and the advertisement published, remote e-voting remained open from 9:00 AM on August 04, 2019 to 5:00 PM on August 06, 2019.



5. The equity shareholders of the Company holding shares as on July 31, 2019 "cut off date" were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of the Company.

6. The equity shareholders details who have casted votes through remote e-voting, were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (http//www.evotingindia.com) in order to ensure that such members did not vote again at the Annual General Meeting.

7. The locked ballot box was opened and the votes casted through remote e-voting were unblocked in the presence of two witnesses, Mr. Neeraj Khanna and Ms. Anuja Singh Parihar, who were not in the employment of the Company and who have signed below as witness to the unblocking of the votes.

8. No poll paper was found defective and treated as invalid.

9. The Consolidated Results of remote e-voting and voting through Ballot papers pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is as under:

### **Resolution-1: Ordinary Resolution**

Adoption of Financial Statements together with the reports of Board of Directors and Auditors thereon

### Valid Votes

Particulárs	🛉 Numbe	r of Members c	asted votes	2	imber of vales	casted	
			<b>光</b> 动声 [13]		<b>美国林海车</b>		2 <b>- 1</b> - 5 - 5
	- E-voling	Poll	- Total .	-E-voting -	🔹 🔆 Polle 🐦	- Total -	≂ (%)÷ _
Assent	19	17	36	7463849	102717	7566566	100,0000
Dissent	0	.0	0	0	0	0	0.0000
Total	19	17	36	7463849	102717	7566566	100.0000

### Invalid/Abstained votes

	bivalid/Abstainedra	Total N were	unber of members declared invalid/	s whose votes Abstained +	Fotal n	umber of votes	
	Invalid		0			0	
	Abstained		0	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	0	
•	Total		0			0	



### **Resolution-2: Ordinary Resolution**

Declaration of dividend on equity shares

### Valid Votes

Particulars 6	🔬 Numbe	er of Members ca	sted votes	····N	umber of votes	casled 🚛 🛶	
	the state of the second se	and a second s					
	- E-voting	Poll	🔒 Total 🛬	E-voling	- Foll	a Total	(%) =
Assent	18	17	35	7463847	102717	7566564	100.0000
Dissent	0	0	0	0	0	0	0.0000
Total	18	17	35	7463847	102717	7566564	100.0000

### Invalid/Abstained votes

Invalid/Abstained	- Total Number of members whose votes	Fotal number of votes
Invalid	0	0
Abstained	1	2
Total	1	2

## Based on the above, the Resolution has been passed with requisite majority

### **Resolution-3: Ordinary Resolution**

## Approval for re-appointment of Mr. Yoshifumi lida, Director, retiring by rotation (DIN 07136925)

Valid Votes

Particulars	Numbe	t of Members ca	sted votes	i je s N	umber of votes a	asted 🛫 👘	
	Cont. of Themas and the second s						
	- E-voting	Poll -	- Total	E-voting	Poll c	lotal	· <u>-</u> (%) <sub>+ +</sub>
Assent	17	17	34	7463802	102717	7566519	99.9994
Dissent	2	0	2	47	0	47	0.0006
Total	19	17	36	7463849	102717	7566566	100.0000

### Invalid/Abstained votes

C. Martin C. Sandar State of Contract of Contract				
Invalid/Abstained =	Total Number of members		🛄 👘 Total numbe	r of votes
	were declared invalid/	Abstained		
Invalid	Q		0	
Abstained	0		0	· · · · · · · · · · · · · · · · · · ·
Total	0		0	



### **Resolution-4: Special Resolution**

Approval for re-appointment of Mr. Manoj Arora as an Independent Director (DIN 00844279)

### Valid Votes

Particulars	==Numbe	er of Members c	asted votes	N N	umber of votes	casted =	
	tavotina	Poll-					
	747 <b>(116</b> )		a lotal	E-voting	a Poll	Total	≥ ÷= (%) = - =
Assent		17	34	7463802	102717	7566519	99.9994
Dissent	2	0	2	47	0	47	0.0006
Total	19	17	36	7463849	102717	7566566	100.0000

### Invalid/Abstained votes

Invalid/Abstained	Fotal Number of mombre		
	Were declared involut/ Ab	hose votes 🚓 🚊 🚽 Total number	of yotes 🖉 🛬 👔
		stained and an	
Invalid	0		and an an and the second states of the second state
Abstained	0		
Total			
<u> </u>		0	

Based on the above, the Resolution has been passed with requisite majority.

## **Resolution-5: Special Resolution**

Eligibility for re-appointment of Ms. Alka Marezban Bharucha as an Independent Director (DIN 00114067)

### Valid Votes

Particulars	Numbe	n of Members e	asted votes	N N	umber of votes	asted	
	< ÷ E-voting						
			Total	E-voling	Poll	Total	₹
Assent Dissent	15	17	32	7450542	102717	7553259	99.8242
Total	3	0	3	13305	0	13305	0.1758
LUIAI	18	17	35	7463847	102717	7566564	100.0000

### Invalid/Abstained votes

	Invalid/Abstained	Total Num	ber of members <b>v</b>		and a second second second second second		<u></u>
Ì		A CONTRACTOR CONTRACTOR CONTRACTOR	A DECEMBER OF	vnose votes	Tota	l number of	votës 🔺 🚛 🍂
j	<b>运行这里本论是 374 之</b> 多3	were de	clared invalid/Al	ostained 👘 👘		ç tê ç e ç e	
	Invalid		0			uite 18 with 18 miles in	The second s
•.	Abstained	<u> </u>		`	- <u> </u>		
			1		1. J.	2	
			. 1			2	
	i la constante de la constante					<del>.</del>	



## **Resolution-6: Special Resolution**

Approval for appointment of Mr. Siddharth Shriram as an Independent Director (DIN 00027750)

### Valid Votes

Particulars.	Niumbe	er of Members ca	sted voles	N P	unber of votes		
	E-voting .	Poll	Tofal	Evoting			
Assent	19	17	36	7463849		Total = ,	(%) (%)
Dissent	0	0	0	0	102717	7566566	100.0000
Total	19	17	36	7463849	102717	7465083	0.0000

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## Invalid/Abstained votes

i.	Invalid/Abstained	Total Number of members	whoregates		
			whose votes	<b>Total number of</b>	Votes 22
	Invalid		Apstained	e de la servicie de la servicie	
	Abstained	<u> </u>		0	
	Total	0		0	
j		U			

Based on the above, the Resolution has been passed with requisite majority.

## **Resolution-7: Ordinary Resolution**

Approval for revision in remuneration of Mr. Hiroyoshi Sugimizu, Whole Time Director (DIN 06848213)

### Valid Votes

	Particulars	- Numbe	r of Members c	asted votes	NT NT		and the second	
						umber of votes	asted	
- 24 -	Assent	Category and the second	Poll	Total	-E-voting	Poll	- - Tolal-→	×−+ (%)
	Dissent	1//	17	34	7463827	102717	7566544	99.9997
.,	Total			2	22	0	22	0.0003
				36	7463849	102717	7566566	100.0000

## Invalid/Abstained votes

<u> </u>	valid/Abstained	Total Number of n	iembers whose vote		
		were declared i		🚬 🚬 10lai number	of votes
·	Invalid		0		
·	Abstained		0		
	Total	l	0	0	



## **Resolution-8: Special Resolution**

Approval for re-appointment and fixing of remuneration of Mr. Hiroyoshi Sugimizu as Whole Time Director of the Company (DIN 06848213)

### Valid Votes

Particulars	. Numbe	r of Members	asted votes	N	umber of voles		Ref. W. Andrewson and Social
	E-voting	Poll	Total	A Part of the	a solution of the solution of		
Assent	18	17	35	7463847	T Poll	Jotal	
Dissent Total	1	0	1	2	102717	7566564	99.9999
[]	19	17	36	7463849	102717	7566566	0.0001

## Invalid/Abstained votes

1	Invalid/Abstained	Total Number of the second
Ċ,		Total Number of members whose votes fotal number of votes were declared invalid/ Abstamed
	Invalid	0
	Abstained	0
	Total	0

Based on the above, the Resolution has been passed with requisite majority.

## **Resolution-9: Special Resolution**

# Approval for revision in remuneration of Mr. Vinay Mittal, Whole Time Director (DIN 05242535)

### Valid Votes

 Particulars	Numbe	r of Members	casted votes					
				N. AND A	umber of votes	casted 👘 🚌		14 70 d o
Assent		e Poll	- Total	*E-voting	Poll 5	Total	2.200 <u>2.200</u> 	Sec.12(1);
Dissent	1/		34	7463827	102717	7566544	99.9997	
Total	19	0 17	2	22	0	22	0.0003	
	<u></u>		36	7463849	102717	7566566	100.0000	

## Invalid/Abstained votes

	Livalid/Abstained	- 10tal Number of members who could a last	•
		Total and Total	mber of votes
ć	Invalid	were ueclared invalid/ Abstained	
.	the second s	0	
	Abstained	0	
1	Total	0	0
			0



## **Resolution-10: Ordinary Resolution**

# Approval and ratification of payment of remuneration to the Cost Auditors

### Valid Votes

- Partieulars	z – Numb	er of Members ca	aled value		A DECK DECK DECK DECK DECK DECK DECK DECK		
	5 A 20 5 - 24			New Street	uniber of votes	casted = 🚽	
	- E-voting-	- Poll	- STotal Str				
Assent	10		1. E	_t-voting_	Poll,	Total •	(%)
Dissent		1/	36	7463849	102717	7566566	100.0000
	. U	0	0	0	0	<u> </u>	0.0000
Total	19	17	36	7463849	102717	7566566	
					102/1/	7200200	100.0000

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### Invalid/Abstained votes

. Invalid/Abstained	lotal Number of manifester	The Participant by White and the state of the state
	were dialage the second s	Fotal number of votes
Invalid	Store declared invalid/ Abstained	
	0	0
Abstained	0	
Total	0	
		0

# Based on the above, the Resolution has been passed with requisite majority.

## Resolution-11: Ordinary Resolution

Approval/ratification for material related party transactions entered/to be entered from April 01, 2018 to

### Valid Votes

E-woting Poll Total Evolution I Total		
	l a l otal	C * (%)
Assent 15 17 32 688544 102717   Dissent 3 0 3 102017	791261	98.3463
Total 18 17 35 701849 102717	13305 804566	1.6537 100,0000

### Invalid/Abstained votes

Invalid/Abstained		• • • • • • • • • • •
	er of members whose votes -	Total number of votes
were decl	ared invalid/ Abstained	
Invalid	0	
Abstained		0
Total	<u> </u>	6762000
		6762000



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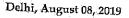
Registers, Ballot papers and all other relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 34<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

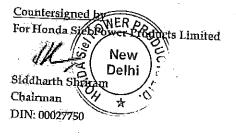
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Thanking you For TVA & Co. LLP Company Secretaries

Ċæð Tanuj Vohra

Partner M. No.: F5621, CP No. 5253





We, the undersigned witnesseth that the ballot box was opened and votes casted through remote e-voting were unblocked from the e-voting website of Central Depository Services (India) Limited (CDSL) in our presence at 11:37 A.M. on August 07, 2019.

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PKI

Neeraj Khanna E-173, Om Vihar Phase-V, Nawada New Delhi-110059

Delhi, August 08, 2019

Anuja Singh Parihar 130, Samman Bazar Bhogal, New Delhi-110014

Delhi, August 08, 2019