

**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,

**Mumbai – 400 001**

**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),

**Mumbai – 400 051**

**Subject: Scrutiniser Report of 34<sup>th</sup> Annual General Meeting ('AGM').**

Dear Sir,

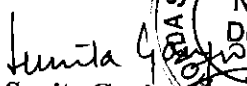
In continuation to our letter dated July 08, 2019, 34<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on August 07, 2019 and the businesses mentioned in the Notice dated May 28, 2019 were transacted.

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 Siel Power Products Limited

  
Sunita Ganjoo  
Company Secretary



Encl: as above

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)

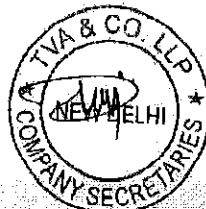
To,

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

Dear Sir,

I, Tannuj 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.
2. 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.
3. 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

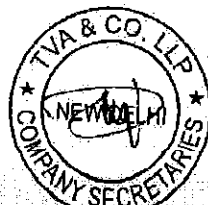
**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	19	17	36	7463849	102717	7566566	100.0000
Dissent	0	0	0	0	0	0	0.0000
<b>Total</b>	<b>19</b>	<b>17</b>	<b>36</b>	<b>7463849</b>	<b>102717</b>	<b>7566566</b>	<b>100.0000</b>

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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



**Resolution-2: Ordinary Resolution**

Declaration of dividend on equity shares

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	18	17	35	7463847	102717	7566564	100.0000
Dissent	0	0	0	0	0	0	0.0000
<b>Total</b>	<b>18</b>	<b>17</b>	<b>35</b>	<b>7463847</b>	<b>102717</b>	<b>7566564</b>	<b>100.0000</b>

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	0	0
Abstained	1	2
<b>Total</b>	<b>1</b>	<b>2</b>

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

**Resolution-3: Ordinary Resolution**

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

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	17	17	34	7463802	102717	7566519	99.9994
Dissent	2	0	2	47	0	47	0.0006
<b>Total</b>	<b>19</b>	<b>17</b>	<b>36</b>	<b>7463849</b>	<b>102717</b>	<b>7566566</b>	<b>100.0000</b>

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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



#### Resolution-4: Special Resolution

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

#### Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
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

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	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)

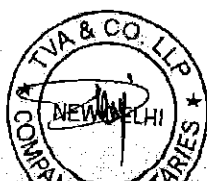
#### Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	15	17	32	7450542	102717	7553259	99.8242
Dissent	3	0	3	13305	0	13305	0.1758
Total	18	17	35	7463847	102717	7566564	100.0000

#### Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total 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-6: Special Resolution**

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

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	19	17	36	7463849	102717	7566566	100.0000
Dissent	0	0	0	0	0	0	0.0000
<b>Total</b>	<b>19</b>	<b>17</b>	<b>36</b>	<b>7463849</b>	<b>102717</b>	<b>7465083</b>	<b>100.0000</b>

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared Invalid/Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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)

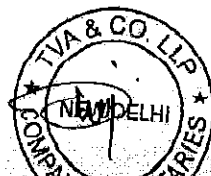
**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	17	17	34	7463827	102717	7566544	99.9997
Dissent	2	0	2	22	0	22	0.0003
<b>Total</b>	<b>19</b>	<b>17</b>	<b>36</b>	<b>7463849</b>	<b>102717</b>	<b>7566566</b>	<b>100.0000</b>

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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



### 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	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	18	17	35	7463847	102717	7566564	99.9999
Dissent	1	0	1	2	0	2	0.0001
Total	19	17	36	7463849	102717	7566566	100.0000

#### Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	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	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	17	17	34	7463827	102717	7566544	99.9997
Dissent	2	0	2	22	0	22	0.0003
Total	19	17	36	7463849	102717	7566566	100.0000

#### Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
Total	0	0

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



**Resolution-10: Ordinary Resolution**

Approval and ratification of payment of remuneration to the Cost Auditors

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	19	17	36	7463849	102717	7566566	100.0000
Dissent	0	0	0	0	0	0	0.0000
<b>Total</b>	<b>19</b>	<b>17</b>	<b>36</b>	<b>7463849</b>	<b>102717</b>	<b>7566566</b>	<b>100.0000</b>

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	0	0
Abstained	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

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 March 31, 2021

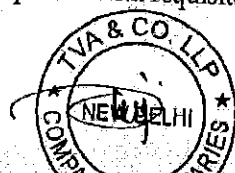
**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			%
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	15	17	32	688544	102717	791261	98.3463
Dissent	3	0	3	13305	0	13305	1.6537
<b>Total</b>	<b>18</b>	<b>17</b>	<b>35</b>	<b>701849</b>	<b>102717</b>	<b>804566</b>	<b>100.0000</b>

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	0	0
Abstained	1	6762000
<b>Total</b>	<b>1</b>	<b>6762000</b>

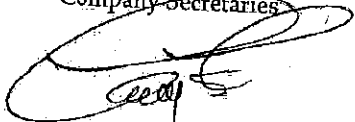
Based on the above, the Resolution has been passed with requisite majority.



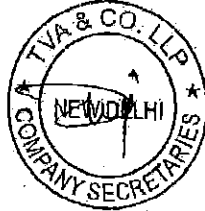


- 10 Registers, Ballot papers and all other relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 34<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter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

Thanking you  
For TVA & Co. LLP  
Company Secretaries

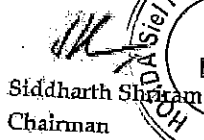


Tanuj Vohra  
Partner  
M. No.: F5621, CP No. 5253



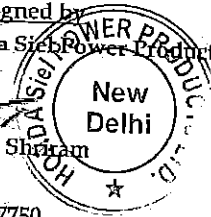
Delhi, August 08, 2019

Countersigned by  
For Honda Sieb Power Products Limited

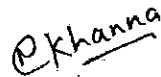


Siddharth Sharma  
Chairman

DIN: 00027750



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.



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