

HONDA

Honda India Power Products Limited

Head Office & Works :
Plot No. 5, Sector-41, (Kasna)
Greater Noida Industrial Development Area,
Distt. Gautam Budh Nagar (U.P.) Pin-201310
Tel. : +91-120-2590 100
Fax : +91-120-2590 350
Website : www.hondaindiapower.com
CIN : L40103DL2004PLC203950
E-mail : ho.mgt@hspp.com

Ref.: HIPP/SE/2024-25/13

April 22, 2024

Corporate Relationship Department

BSE Limited
Registered Office: Floor 25, P. J. Towers,
Dalal Street,
Mumbai – 400 001

Listing Department

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot no. C/1, G-Block,
Bandra Kurla Complex Bandra(E),
Mumbai - 400 051

Scip Code: NSE : HONDAPOWER
BSE : 522064

Sub: Notice of Postal Ballot and Electronic Voting

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice which has been sent to the members, seeking their approval by way of Postal Ballot through electronic voting on the items mentioned therein.

Please note that the aforesaid Notice is also available at Company's Registered Office and has been placed on the website of the Company i.e., www.hondaindiapower.com. The results of the Postal Ballot will be declared by the Company on or before May 24, 2024, and the same will be informed to the Stock Exchanges, where the shares of the Company are listed, within stipulated timelines.

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

Thanking you,

Yours Truly,
For **Honda India Power Products Limited,**

Sunita Ganjoo
Company Secretary and Compliance Officer



Encl. as above.

Honda India Power Products Limited
(Formerly Honda Siel Power Products Limited)

Regd. Office : 409, DLF Tower B, Jasola Commercial Complex, New Delhi - 110025

Honda India Power Products Limited**CIN: L40103DL2004PLC203950****Registered Office:** 409, DLF Tower B, Jasola Commercial Complex, New Delhi - 110025**Website:**www.hondaindiapower.com | **E-Mail:**ho.legal@hspp.com**Phone:** +91 011-41082210**NOTICE OF POSTAL BALLOT***(Pursuant to section 108 and 110 of the Companies Act, 2013)*

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the special resolutions appended below, are proposed to be passed by the Members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”).

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its Members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Tuesday, April 23, 2024
Conclusion of e-voting period	5.00 p.m. IST on Wednesday, May 22, 2024
Cut-off date for eligibility to vote	Friday, April 19, 2024

The e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on Wednesday, May 22, 2024, and will be disallowed thereafter.

The Board has appointed Ms. Saryu Munjal, Proprietor of M/s Saryu Munjal & Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit her report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within two working days from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on May 24, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. May 22, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:**1. Appointment of Mr. Akihiro Sakurai, (DIN: 10570035) as a Director**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Akihiro Sakurai, (DIN: 10570035) and pursuant to the Regulation 17 and/or other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), who was appointed as an Additional Director of the Company with effect from April 20, 2024 by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and other applicable laws/regulations, as amended from time to time and on recommendation of the Nomination and Remuneration Committee of the Board and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the candidature of Mr. Sakurai for the office of Director, be and is hereby appointed as an Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby authorized 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.”

2. Approval for appointment of Mr. Akihiro Sakurai, (DIN: 10570035) as the Whole Time Director of the Company and the remuneration payable to him

To consider and if thought fit, to pass the following Resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company, subject to such other approvals as may be required in this regard, be and is hereby accorded for appointment of Mr. Akihiro Sakurai, (DIN: 10570035) as the Whole Time Director (to be designated as Sr. V.P. & Whole Time Director) of the Company for a period of three (3) years with effect from April 20, 2024 on the following terms and conditions :

Basic Salary	Rs. 75,000/- (Rupees Seventy-Five Thousand only) per month
Salary reimbursement to Japan	Not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh only) per month, to be reimbursed on actual basis.
<u>Perquisites</u>	
Housing and Hard Furnishing	As per Company Rules.
Special Allowance	Not exceeding Rs. 12,50,000 (Rupees Twelve Lakh 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 for travel to Japan for health inspection/ medical checkup 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/ Insurance of Household Goods/ Medical Insurance	As per Company Rules
Reimbursement of Expenses Incurred on Joining Duty and Returning to home country after completion of tenure (including family Members)	
Car (including driver, maintenance, fuel & other expenses)	
Reimbursement of expenses (including fee) incurred on children studying in India	At actuals
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 member of immediate 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, telephone, VISA and FRRO fee, maintenance for generator at home, security guard, pest control, all repair and maintenance expenses at House such as electric goods, furniture etc.
Gratuity	As per the Act.

RESOLVED FURTHER THAT the Board of Directors, which term shall include the duly constituted Committee of the Board, be and is hereby authorized to alter and vary from time to time during the tenure of appointment of Mr. Akihiro Sakurai, the terms and conditions of appointment including as to 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. Akihiro Sakurai, 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 in the event of absence or inadequacy of profits for any financial year during the term of his appointment.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby authorized 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.”

3. Approval for revision in remuneration payable to Mr. Vinay Mittal (DIN 05242535), Whole Time Director of the Company

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s) or re-enactments(s) thereof) and recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for revising the terms of remuneration of Mr. Vinay Mittal, (DIN 05242535), Whole Time Director of the Company, for the period from 01.04.2024 to 31.03.2025 (both days inclusive) as per the following particulars:

<u>Basic Salary</u>	Not exceeding Rs. 8,75,000/- (Rupees Eight Lakh Seventy-Five Thousand only) per month.
<u>Perquisites</u>	
Housing Allowance	Not exceeding Rs. 4,50,000/- (Rupees Four Lakh Fifty Thousand only) per month.
Special Allowance	Not exceeding Rs. 2,00,000/- (Rupees Two Lakh only) per month.
Child Education	Rs. 200 /- (Rupees Two Hundred only) per month.
Washing Allowance	Rs. 2,000 /- (Rupees Two Thousand only) per month.
Leave Travel Concession	Not exceeding Rs. 80,000/- (Rupees Eighty Thousand only) per month.

RESOLVED FURTHER THAT Personal Accident Insurance, Medical Insurance, Car (including Driver, Maintenance and Fuel), Telephone, Provident Fund, National Pension Fund, Gratuity, Interest subsidy on Housing Loan, Variable pay and Leave shall be paid as per Company policy.

RESOLVED FURTHER THAT the reimbursement of leave travel concession and other perquisites, benefits, leave accrued to Mr. Vinay Mittal till 31.03.2024, not availed by him, be and are hereby approved to be carried forward.

RESOLVED FURTHER THAT the remuneration as aforesaid, shall be paid as minimum remuneration in the event of absence or inadequacy of profits during the financial year ending on 31.03.2025.

RESOLVED FURTHER THAT Board of Directors and the Company Secretary of the Company be and are hereby authorized 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.”

**By Order of the Board of Directors
For Honda India Power Products Limited**

Sd/-

New Delhi
April 10, 2024

Sunita Ganjoo
Company Secretary
Membership No. 33198

Honda India Power Products Limited
CIN: L40103DL2004PLC203950,
409, DLF Tower B, Jasola Commercial Complex,
New Delhi - 110025
Tel: +91 011-41082210 Website: www.hondaindiapower.com
Email: ho.legal@hspp.com

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Director seeking appointment/fixation of remuneration are annexed hereto as **Annexure - A** to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosures/consent from the Directors seeking appointment.
3. This Postal Ballot Notice will also be available on the Investors section of Company's website at www.hondaindiapower.com, websites of the Stock Exchanges, i.e BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL at www.evoting@nsdl.co.in.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
 - a) Shareholders holding shares in physical form, are requested to register/ update their email addresses with details of folio number and attaching a self-attested copy of PAN card by writing to the RTA,

M/s Mas Services Limited**Unit: Honda India Power Products Limited****T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi-110 020****Ph:- 011-26387281/82/83****email: - investor@masserv.com****Website: www.masserv.com**

- b) Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the Demat account is maintained.
5. This Postal Ballot is being sent only by electronic mode. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date i.e. **Friday, April 19, 2024** will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences on **Tuesday, April 23, 2024**, at 9:00 a.m. (IST) and ends on **Wednesday, May 22, 2024**, at 5:00 p.m. (IST). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. Any document with respect to this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to ho.legal@hspp.com.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer will submit her report to the CMD and President & CEO of the Company or any other person authorised by him on or before **Friday, May 24, 2024**, and then the result of e-voting will be announced on or before **May 24, 2024**. The results will also be displayed on the Company's website (www.hondaindiapower.com), intimated to NSDL and the Stock Exchanges where the Company's shares are listed i.e. BSE Limited and National Stock Exchange of India Limited, along with the

Scrutinizer's report. The Resolutions would be deemed to have been passed, on May 22, 2024, if approved by the requisite majority.

- 12. 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, shares on which dividend has not been encashed/claimed for a continuous period of last seven years i.e., from F.Y. 2016-17 shall be transferred by the Company to Investor Education and Protection Fund.**

The Shareholders are advised to send all the uncashed dividend warrants pertaining to the years 2016-17 and upto 2022-23 to our Share Transfer Agent for issuing demand drafts in lieu thereof and encash them before the due dates for transfer to IEPF.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com / either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123195 then user ID is 123195001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

**By Order of the Board of Directors
For Honda India Power Products Limited**

New Delhi
April 10, 2024

Sd/-
Sunita Ganjoo
Company Secretary

Honda India Power Products Limited
CIN: L40103DL2004PLC203950,
409, DLF Tower B, Jasola Commercial Complex,
New Delhi - 110025
Tel: +91 011-41082210
Website: www.hondaindiapower.com
Email: ho.legal@hspp.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

The following statement sets out all material facts relating to resolutions mentioned in the accompanying Notice.

Resolution No. 1&2

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on April 10, 2024, appointed Mr. Akihiro Sakurai (DIN: 10570035) as an Additional Director with effect from April 20, 2024, in terms of Section 161 of the Companies Act, 2013 and Rules framed thereunder (“the Act”).

Further, the Nomination and Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business of the Company and Mr. Sakurai’s qualifications and rich and varied experience in Power Products/ Automobile/ Powertrain Operations and production planning concluded and recommended to appoint Mr. Sakurai as the Whole Time Director of the Company, to be designated as the Sr. Vice President & Whole Time Director for a term of three (3) years effective April 20, 2024, subject to approval of the Members.

The Board of Directors is of the opinion that Mr. Akihiro Sakurai’s knowledge, skills and expertise will be of immense value to the Company.

Mr. Sakurai shall carry out such duties as may be entrusted to him by the Management and/or the Board of Directors from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company.

All Personnel Policies of the Company and the related rules which are applicable to expatriate employees of the Company shall also be applicable to Mr. Sakurai unless specifically provided otherwise.

The terms and conditions of the appointment of Mr. Sakurai also includes clauses pertaining to adherence with the Company’s Code of Conduct and maintenance of confidentiality.

Pursuant to the provisions of Section 161(1) of the Act and Regulation 17(1C) of Listing Regulations, Mr. Akihiro Sakurai will hold the office of a Director only up to the date of the next annual general meeting or for a period of three months from the date of appointment, whichever is earlier. Furthermore, Mr. Akihiro Sakurai has not been staying in India for a continuous period of 12 months prior to the date of his appointment, his appointment will be subject to the approval of the Central Government pursuant to the provisions of Schedule V of the Companies Act, 2013. Mr. Akihiro Sakurai has given his consent to act as the Whole Time Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a notice in writing from a member under the provisions of Section 160(1) of the Act proposing the candidature of Mr. Akihiro Sakurai for the office of a Director.

Requisite information/disclosure including brief profile/experience etc. about the appointee as required under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 (SS-2) on “General Meetings”, issued by the Institute of Company Secretaries of India, are available in the Annexure to the Notice.

All relevant documents and papers relating to the proposed resolution No. 1 & 2 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an email to ho.legal@hspp.com.

Except Mr. Akihiro Sakurai, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 1 & 2 of the accompanying Notice for the approval of the Members.

Resolution No. 3

The Board of Directors, based on the annual performance evaluation, professional background, experience and over all engagement of Mr. Vinay Mittal with the Company and in line with the Remuneration Policy of the Company and the recommendation made by the Nomination and Remuneration Committee of the Board, reviewed and approved the revision in remuneration, as per the details given in the resolution No. 3 of the Notice, to be paid to Mr. Mittal with effect from 01.04.2024 to 31.03.2025 (both days inclusive). The reimbursement of leave travel concession and other perquisites, benefits, leave accrued to him till 31.03.2024, not availed by him, have also been approved to be carried forward.

Mr. Vinay Mittal is a well-qualified and a successful professional with a wide and varied experience of the manufacturing industry. Mr. Mittal has professional approach with great business acumen. Considering his valuable efforts and on recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on April 10, 2024 has unanimously recommended the increase in the remuneration of Mr. Vinay Mittal, whole Time Director of the Company as per the particulars mentioned in the proposed resolution.

Brief profile of Mr. Vinay Mittal in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and the details of his last remuneration drawn, have been provided in Annexure to this Notice.

It is proposed that the remuneration as mentioned in Resolution No. 3 above be paid as minimum remuneration in the event of absence or inadequacy of profits during the financial year 2024-25.

Except Mr. Vinay Mittal, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution, except to the extent of their shareholding in the Company.

All relevant documents and papers relating to Item No. 3 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an email to ho.legal@hspp.com.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

**By Order of the Board of Directors
For Honda India Power Products Limited**

Sd/-

**Sunita Ganjoo
Company Secretary
Membership No. 33198**

New Delhi
April 10, 2024

Honda India Power Products Limited

CIN: L40103DL2004PLC203950,
409, DLF Tower B, Jasola Commercial Complex,
New Delhi - 110025
Tel: +91 011-41082210 Website: www.hondaindiapower.com
Email: ho.legal@hspp.com

Details of Directors seeking appointment (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Akihiro Sakurai	Mr. Vinay Mittal
DIN	10510627	05242535
Age/Years	45	57
Date of appointment	01-04-2024	01.04.2012
Date of re-appointment	--	01.04.2022
Brief Resume/ Qualification	Masters Degree in Science & Technology	- Graduate in Commerce from Delhi University - Fellow Member of the ICAI Alumni of IMD, Switzerland
Expertise in specific functional areas	Mr. Sakurai has rich and varied experience in Power Products/ Automobile/ Powertrain Operations and production planning.	Mr. Mittal has around 33 years of wide and varied experience in the field of Finance & Accounting, Direct & Indirect Tax, Imports, Secretarial and General Management in various industries.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
Name of other Indian companies in which Directorship held	NIL	Honda Power Pack Energy India Pvt. Ltd.
Chairman/ Member of Board Committees in Indian Companies	Honda India Power Products Limited (subject to approval of members for appointment as Director) - Risk Management Committee Member - Board Committee on Financial Matters - Member	Honda India 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	NIL	NIL
Remuneration to be paid	Details of remuneration provided in the Resolution	Details of remuneration provided in the Resolution
Remuneration last drawn	N/A	Rs. 17.23 Lakh per month (approx.)
No. of Meetings attended during the year	NIL	4 Board Meetings