



# 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: 522064/SE/56/2020-21

September 22, 2020

### 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**

**Sub: Voting Results and Scrutinizer Report of 35<sup>th</sup> Annual General Meeting ('AGM')**

Dear Sir/Madam,

In continuation to our letter no. 522064/SE/47/2020-21 and 522064/SE/51/2020-21 dated August 25, 2020 and August 29, 2020 respectively, 35<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on September 21, 2020 and the businesses mentioned in the Notice dated June 23, 2020 and addendum to the Notice dated August 27, 2020 were transacted.

Mr. Tanuj Vohra, Managing Partner, TVA & Co. LLP, Practicing Company Secretaries was appointed as the Scrutinizer for conducting the remote E-voting in a fair and transparent manner. The Scrutinizer has submitted his consolidated Report on September 21, 2020 and based on the Report of the Scrutinizer, the Resolution as set out in the Notice and addendum to the Notice as aforesaid have been duly approved by the Shareholders with requisite majority.

**Honda India Power Products Limited**

(Formerly Honda Siel Power Products Limited)

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



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CIN : L40103DL2004PLC203950  
E-mail : [ho.mgt@hspp.com](mailto:ho.mgt@hspp.com)

In this regard, please find enclosed the following:

1. Voting Results of the E-voting as required under Regulation 44(3) of the Listing Regulations.  
Annexure – A.
2. Report of the Scrutinizer dated July 31, 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014  
Annexure – B.

The Voting Results along with the Scrutinizer's Report is also available on the Company's website at [www.hondaindiapower.com](http://www.hondaindiapower.com).

You are requested to kindly take the above on the record.

Thanking you,

Yours sincerely,

For **Honda India Power Products Limited**

**Sunita Ganjoo**  
Company Secretary and Compliance Officer

Encl: Voting Result and Scrutinizer's Report

**Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Mode of Voting: E-voting**

**Voting Results**

*(results of vote cast by E-voting as provided by CDSL)*

<b>Date of the AGM/EGM/Postal Ballot</b>	September 21, 2020
<b>Total number of shareholders on record date</b>	16,669
<b>No. of shareholders present in the meeting either in person or through proxy:</b>  Promoters and Promoter Group: Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing</b>  Promoters and Promoter Group: Public:	01 64

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited Financial Statements for the FY ended 31.03.2020, together with the reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6863433	6762000	98.5221	6762000	0	100.0000
Public- Institutions	E-Voting	1143909	895101	78.2493	895101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1143909	895101	78.2493	895101	0	100.0000
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29369	109	99.6302	0.3698
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2135729	29478	1.3802	29369	109	99.6302
<b>Total</b>		10143071	7686579	75.7816	7686470	109	99.9986	0.0014

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on Equity shares.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	895101	78.2493	895101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>895101</b>	<b>78.2493</b>	<b>895101</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29369	109	99.6302	0.3698
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>29369</b>	<b>109</b>	<b>99.6302</b>
<b>Total</b>		<b>10143071</b>	<b>7686579</b>	<b>75.7816</b>	<b>7686470</b>	<b>109</b>	<b>99.9986</b>	<b>0.0014</b>

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Vinay Mittal (DIN 05242535), who retires by rotation and being eligible , offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	895101	78.2493	885803	9298	98.9612	1.0388
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>895101</b>	<b>78.2493</b>	<b>885803</b>	<b>9298</b>	<b>98.9612</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	21649	7829	73.4412	26.5588
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>21649</b>	<b>7829</b>	<b>73.4412</b>
<b>Total</b>		<b>10143071</b>	<b>7686579</b>	<b>75.7816</b>	<b>7669452</b>	<b>17127</b>	<b>99.7772</b>	<b>0.2228</b>

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Takahiro Ueda (DIN 08685990) as a Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	895101	78.2493	895101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>895101</b>	<b>78.2493</b>	<b>895101</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29369	109	99.6302	0.3698
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>29369</b>	<b>109</b>	<b>99.6302</b>
<b>Total</b>		<b>10143071</b>	<b>7686579</b>	<b>75.7816</b>	<b>7686470</b>	<b>109</b>	<b>99.9986</b>	<b>0.0014</b>

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for payment of remuneration to Mr. Takahiro Ueda (DIN 08685990), CMD and President & CEO of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	895101	78.2493	895101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>895101</b>	<b>78.2493</b>	<b>895101</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29319	159	99.4606	0.5394
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>29319</b>	<b>159</b>	<b>99.4606</b>
<b>Total</b>		<b>10143071</b>	<b>7686579</b>	<b>75.7816</b>	<b>7686420</b>	<b>159</b>	<b>99.9979</b>	<b>0.0021</b>



Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ravi Prakash Mehrotra as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	895101	78.2493	895101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>895101</b>	<b>78.2493</b>	<b>895101</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29337	141	99.5217	0.4783
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>29337</b>	<b>141</b>	<b>99.5217</b>
<b>Total</b>		<b>10143071</b>	<b>7686579</b>	<b>75.7816</b>	<b>7686438</b>	<b>141</b>	<b>99.9982</b>	<b>0.0018</b>

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in remuneration of Mr. Vinay Mittal, Whole Time Director (DIN 05242535)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	895101	78.2493	895101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>895101</b>	<b>78.2493</b>	<b>895101</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	21549	7929	73.1020	26.8980
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>21549</b>	<b>7929</b>	<b>73.1020</b>
<b>Total</b>		<b>10143071</b>	<b>7686579</b>	<b>75.7816</b>	<b>7678650</b>	<b>7929</b>	<b>99.8968</b>	<b>0.1032</b>

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve and ratify payment of remuneration to the Cost Auditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	895101	78.2493	895101	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>895101</b>	<b>78.2493</b>	<b>895101</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29294	184	99.3758	0.6242
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>29294</b>	<b>184</b>	<b>99.3758</b>
<b>Total</b>		<b>10143071</b>	<b>7686579</b>	<b>75.7816</b>	<b>7686395</b>	<b>184</b>	<b>99.9976</b>	<b>0.0024</b>

Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Related Party Transactions				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6863433	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	1143909	895101	78.2493	885231	9870	98.8973	1.1027
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1143909	895101	78.2493	885231	9870	98.8973
Public- Non Institutions	E-Voting	2135729	29478	1.3802	20328	9150	68.9599	31.0401
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		2135729	29478	1.3802	20328	9150	68.9599
<b>Total</b>		10143071	924579	9.1154	905559	19020	97.9428	2.0572

Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Masaaki Morita (DIN 08745418) as a Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	885231	77.3865	885231	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>885231</b>	<b>77.3865</b>	<b>885231</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29369	109	99.6302	0.3698
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>29369</b>	<b>109</b>	<b>99.6302</b>
<b>Total</b>		<b>10143071</b>	<b>7676709</b>	<b>75.6843</b>	<b>7676600</b>	<b>109</b>	<b>99.9986</b>	<b>0.0014</b>

Resolution (11)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Change in designation of Mr. Hiroyoshi Sugimizu (DIN 06848213) from Whole Time Director to Non-Executive (Non-Independent) Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6863433	6762000	98.5221	6762000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>6863433</b>	<b>6762000</b>	<b>98.5221</b>	<b>6762000</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1143909	885231	77.3865	885231	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1143909</b>	<b>885231</b>	<b>77.3865</b>	<b>885231</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	2135729	29478	1.3802	29369	109	99.6302	0.3698
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2135729</b>	<b>29478</b>	<b>1.3802</b>	<b>29369</b>	<b>109</b>	<b>99.6302</b>
<b>Total</b>		<b>10143071</b>	<b>7676709</b>	<b>75.6843</b>	<b>7676600</b>	<b>109</b>	<b>99.9986</b>	<b>0.0014</b>

**CONSOLIDATED REPORT OF SCRUTINIZER**

**FOR 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 read with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs and also read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India)

To,

The Chairman  
Honda India 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 Managing 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 India Power Products Limited ("the Company") for the purpose of scrutinizing the process of remote e-voting and e-voting at the 35<sup>th</sup> Annual General Meeting ("the AGM") of the equity shareholders of the Company held on Monday, September 21, 2020 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in a fair and transparent manner in respect to the below mentioned resolutions, submit my report as under:

1. The notice dated June 23, 2020 convening AGM along with the statements under section 102 of the Companies Act, 2013 and the addendum of the notice, setting out the material facts and disclosures as required to be stated under Rule 20(4)(iii) and (iv) of the Companies (Management and Administration) Rules, 2014, was duly sent in respect to the below mentioned resolutions passed at the AGM only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories in compliance with the General Circular No. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("the Circulars").
2. Notice convening AGM including addendum thereof is also published on the Company's website at [www.hondaindiapower.com](http://www.hondaindiapower.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the e-voting website of Central Depository Services (India) Limited ("CDSL") at [www.cdslindia.com](http://www.cdslindia.com).
3. The Company has issued a public notice by way of advertisement on August 23, 2020 and August 30, 2020 in "Financial Express" and "Jansatta" newspapers pursuant to the provisions of Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014.





4. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and voting at the AGM by the equity shareholders of the Company.
5. In accordance with the notice sent to the shareholders of the Company and the advertisement published, e-voting commenced on September 18, 2020 at 9:00 AM and ended on September 20, 2020 at 5:00 PM.
6. The equity shareholders of the Company holding shares as on the closing hours of September 14, 2020 (September 15, 2020) "cut off date" were entitled to vote on the resolutions as set out in the notice of the AGM.
7. 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 AGM.
8. In view of the continuing COVID-19 pandemic and the Circulars for permitted the holding of the AGM through VC / OAVM, without the physical presence of the members at a common venue, the Company has conducted the AGM through VC / OAVM and requirement of physical attendance of members in the AGM has been dispensed with.
9. After conclusion of the AGM, the shareholders attended the meeting were given fifteen minutes for casting their votes through e-voting process at the AGM.
10. Votes casted at the AGM were counted and the votes casted through remote e-voting were unblocked after the expiry of the aforesaid time of fifteen minutes 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.
11. The Consolidated Results of remote e-voting and voting held at the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect to the proposed resolutions are as under:

**Resolution-1: Ordinary Resolution**

Adoption of audited Financial statements of the Company for the year ended March 31, 2020, together with the reports of the Board of directors and auditors thereon

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total	
Assent	62	26	88	7658522	27948	7686470	99.9986
Dissent	10	0	10	109	0	109	0.0014
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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			(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total	
<b>Assent</b>	62	26	<b>88</b>	7658522	27948	<b>7686470</b>	<b>99.9986</b>
<b>Dissent</b>	10	0	<b>10</b>	109	0	<b>109</b>	<b>0.0014</b>
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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-3: Ordinary Resolution**

Approval for appointment of Mr. Vinay Mittal (DIN 05242535) as a Director, who retires by rotation and being eligible, offers himself for re-appointment

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total	
<b>Assent</b>	59	22	<b>81</b>	7649157	20295	<b>7669452</b>	<b>99.7772</b>
<b>Dissent</b>	13	4	<b>17</b>	9474	7653	<b>17127</b>	<b>0.2228</b>
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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: Ordinary Resolution**

Approval for appointment of Mr. Takahiro Ueda (DIN 08685990) as a Director

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total	
<b>Assent</b>	62	26	88	7658522	27948	7686470	99.9986
<b>Dissent</b>	10	0	10	109	0	109	0.0014
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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-5: Special Resolution**

Approval for payment of remuneration to Mr. Takahiro Ueda (DIN 08685990), CMD and President & CEO of the Company

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total	
<b>Assent</b>	61	26	87	7658472	27948	7686420	99.9979
<b>Dissent</b>	11	0	11	159	0	159	0.0021
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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-6: Ordinary Resolution**

Approval for appointment of Mr. Ravi Prakash Mehrotra (DIN 06823899) as an Independent Director of the Company

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			Total	(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total		
<b>Assent</b>	61	25	86	7658500	27938	7686438	99.9982	
<b>Dissent</b>	11	1	12	131	10	141	0.0018	
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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: 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			Total	(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total		
<b>Assent</b>	57	22	79	7658355	20295	7678650	99.8968	
<b>Dissent</b>	15	4	19	276	7653	7929	0.1032	
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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: Ordinary Resolution**

Approval and ratification of payment of remuneration to the Cost Auditors

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total	
<b>Assent</b>	60	26	<b>86</b>	7658447	27948	<b>7686395</b>	<b>99.9976</b>
<b>Dissent</b>	12	0	<b>12</b>	184	0	<b>184</b>	<b>0.0024</b>
<b>Total</b>	<b>72</b>	<b>26</b>	<b>98</b>	<b>7658631</b>	<b>27948</b>	<b>7686579</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-9: Ordinary Resolution**

Approval for Related Party Transactions

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			(%)
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total	
<b>Assent</b>	56	24	<b>80</b>	886621	18938	<b>905559</b>	<b>97.9428</b>
<b>Dissent</b>	15	2	<b>17</b>	10010	9010	<b>19020</b>	<b>2.0572</b>
<b>Total</b>	<b>71</b>	<b>26</b>	<b>97</b>	<b>896631</b>	<b>27948</b>	<b>924579</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

**Resolution-10: Ordinary Resolution**

Approval for appointment of Mr. Masaaki Morita (DIN 08745418) as a Director of the Company

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			Total	(% )
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total		
<b>Assent</b>	60	26	<b>86</b>	7648652	27948	<b>7676600</b>	<b>99.9986</b>	
<b>Dissent</b>	10	0	<b>10</b>	109	0	<b>109</b>	<b>0.0014</b>	
<b>Total</b>	<b>70</b>	<b>26</b>	<b>96</b>	<b>7648761</b>	<b>27948</b>	<b>7676709</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	2	9870
<b>Total</b>	<b>2</b>	<b>9870</b>

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

**Resolution-11: Ordinary Resolution**

Approval for change in designation of Mr. Hiroyoshi Sugimizu (DIN 06848213) from Whole Time Director to Non-Executive (Non-Independent) Director of the Company

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes			Total	(% )
	Remote E-voting	E-voting at the AGM	Total	Remote E-voting	E-voting at the AGM	Total		
<b>Assent</b>	60	26	<b>86</b>	7648652	27948	<b>7676600</b>	<b>99.9986</b>	
<b>Dissent</b>	10	0	<b>10</b>	109	0	<b>109</b>	<b>0.0014</b>	
<b>Total</b>	<b>70</b>	<b>26</b>	<b>96</b>	<b>7648761</b>	<b>27948</b>	<b>7676709</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	2	9870
<b>Total</b>	<b>2</b>	<b>9870</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 e-voting at the AGM shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the AGM and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.


**Thanking you**


TANUJ Digitally signed by TANUJ VOHRA Date: 2020.09.21 21:43:30 +05'30'  
VOHRA

**Tanuj Vohra**  
**Managing Partner**  
**TVA & Co. LLP**  
**Company Secretaries**  
**M. No.: F5621, CP No. 5253**  
**UDIN: F005621B000746011**

**Delhi, September 21, 2020**

**Countersigned by**  
**For Honda India Power Products Limited**

  
**Takahiro Ueda**  
**Managing Director**  
**DIN: 08685990**



**Greater Noida, September 21, 2020**

We, the undersigned witnesseth that the votes casted through remote e-voting were unblocked from the e-voting website of Central Depository Services (India) Limited and votes casted through e-voting at the AGM were counted in our presence on September 21, 2020.

NEERAJ Digitally signed by NEERAJ KHANNA Date: 2020.09.21 22:09:38 +05'30'  
KHANNA

**Neeraj Khanna**  
**E-173, Om Vihar, Phase V, Nawada**  
**Uttam Nagar-110059**

**Delhi, September 21, 2020**

ANUJA Digitally signed by ANUJA SINGH PARIHAR Date: 2020.09.21 21:43:52 +05'30'  
SINGH  
PARIHAR

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

**Delhi, September 21, 2020**