

Ref.: HIPP/SE/2021-22/61

March 31, 2022

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

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

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

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 of Postal Ballot/ e-voting ('Notice') which has been sent to the members, seeking their approval through Postal Ballot by electronic voting on the item mentioned in the Notice.

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 03, 2022 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

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 Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Secretarial Standard on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), the Company hereby seeks your approval through Postal Ballot to transact the following special business through Postal Ballot by voting through electronic means (‘E-voting’) only.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on February 10, 2022 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.

For the aforementioned purpose, the Company is offering facility of e-voting to all its Members to enable them to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited (‘CDSL’), an agency authorized by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members. The hard copy of this Postal Ballot Notice alongwith Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Members are requested to carefully read the instructions indicated in the Notice for casting of votes electronically and record their assent (for) or dissent (against) through aforementioned remote e-voting facility. The Scrutinizer will submit her report to the Chairman of the Company or to any person authorized by him after completion of the scrutiny of total votes cast. The results of the Postal Ballot will be announced by Monday, May 02, 2022 and the Resolution will be deemed to have been passed w.e.f. Saturday, April 30, 2022 i.e. the last date of casting of votes, if approved by the requisite majority. The Notice of the Postal Ballot and result of the Postal Ballot along with the Scrutinizer’s Report shall be hosted on the website of the Company (www.hondaindiapower.com), BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed and Central Depository Services (India) Limited (‘CDSL’).

SPECIAL BUSINESS:**1. Re-appointment of Mr. Vinay Mittal (DIN 05242535) as the Whole Time Director of the Company**

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company made in its respective meetings held on February 10, 2022 and the provisions of Section 196 and 203 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’), and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Articles of Association of the Company and subject to the necessary approvals, as may be required, approval of the Shareholders be and is hereby accorded for the re-appointment of Mr. Vinay Mittal (DIN **05242535**), as the Whole Time Director of the Company for a period of five (5) years with effect from April 01, 2022, whose period of office shall be liable to determination by retirement of Directors by rotation.

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.”

2. Approval for payment of remuneration to Mr. Vinay Mittal (DIN 05242535), Whole Time Director of the Company.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company made in its respective meetings held on February 10, 2022 and the provisions of Sections 197, 198, and any other applicable provisions of the Companies Act, 2013, read with Schedule V thereof, including any statutory modification(s) or re-enactment for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to other approvals as may be required, approval of the Shareholders be and is hereby accorded for payment of remuneration to Mr. Vinay Mittal (DIN 05242535) as Whole Time Director of the Company with effect from April 01, 2022 on the following terms and conditions:

<u>Basic Salary</u>	Rs. 5,23,199 (Rupees Five Lakh Twenty Three Thousand One Hundred Ninety Nine only) per month.
<u>Perquisites</u>	
Housing Allowance	Rs. 2,61,600/- (Rupees Two Lakh Sixty One Thousand Six Hundred only) per month.
Special Allowance	Rs. 3,50,371/- (Rupees Three Lakh Fifty Thousand Three Hundred Seventy One only) per month.
Medical reimbursement	Rs. 1,250/- (Rupees One Thousand Two Hundred Fifty 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	Rs. 65,400/- (Rupees Sixty Five Thousand Four Hundred only) per month.

RESOLVED FURTHER THAT Personal Accident Insurance, Medical Insurance, Car (including Driver, Maintenance and Fuel), Telephone, Provident Fund, Superannuation Fund, Gratuity, Leave, Interest Subsidy on Housing Loan, Variable Pay 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 31.03.2022, not availed by him, be and are hereby approved to be carried forward.

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**

New Delhi
February 10, 2022

Sd/-
**Sunita Ganjoo
Company Secretary**

Notes:

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners received from the Depositories as on Friday, March 25, 2022 (“Cut-Off Date”) i.e. date for the purpose of reckoning the voting rights and sending the Notice and whose e-mail address is registered with the Company/ Depositories. The physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
2. 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.
3. 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 Directors seeking appointment 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 Director seeking appointment.
4. 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 CDSL at www.evotingindia.com.
5. 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:

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**

- a) 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.
6. 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, March 25, 2022 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.
7. 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.
8. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of CDSL 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.

9. The e-voting period commences on **Friday, April 01, 2022** at 9:00 a.m. (IST) and ends on **Saturday, April 30, 2022** 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.
10. 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.
11. 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.
12. The Scrutinizer will submit her report to the CMD and President & CEO or any other person authorised by him on or before **Tuesday, May 03, 2022** and then the result of e-voting will be announced by the CMD and President & CEO or any other person authorised by him on or before May 03, 2022. The results will also be displayed on the Company's website (www.hondaindiapower.com), intimated to CDSL 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 Resolution would be deemed to have passed, if approved by the requisite majority, on April 30, 2022.
13. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **April 01, 2022** and ends on **April 30, 2022**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 25, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation of the public non-institutional shareholders /retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 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 e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

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. CDSL and NSDL

Login type	Helpdesk details
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 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Honda India Power Products Limited.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ho.legal@hspp.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA**.
2. For Demat shareholders -, Please update your email ID and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email ID and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

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

New Delhi
February 10, 2022

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 Explanatory statement is furnished in respect of the Special Business of the Postal Ballot Notice:

Resolution No. 1 & 2**Re-appointment and payment of remuneration to Mr. Vinay Mittal as the Whole Time Director of the Company**

Mr. Vinay Mittal is the Whole Time Director and holding the position of Senior Vice President and Chief Financial Officer of the Company and is having over 31 years of experience and possesses appropriate skills, experience and knowledge in the field of Finance and Accounting, Direct and Indirect Taxes, Imports, Secretarial and General Management in various industries.

Looking into his wide knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on February 10, 2022 was of the opinion that for smooth and efficient running of the business, the services of Mr. Mittal should be continued to be available to the Company and thereby approved his re-appointment as the Whole-Time Director of the Company for a further period of five (5) years with effect from April 01, 2022 to March 31, 2027 on the remuneration and other terms and conditions as stated in the resolution No. 2 above, subject to the approval of the Members of the Company.

Mr. Vinay Mittal does not hold by himself or through his relatives on a beneficial basis, any shares in the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Vinay Mittal for the office of Director. The Company has received from Mr. Vinay Mittal the necessary consent and other declarations as are mandated under the Act and Rules thereof. The resolution seeks the approval of members for the re-appointment and payment of remuneration to Mr. Vinay Mittal as Whole Time Director of the Company for a period of five (5) years, from April 01, 2022 to March 31, 2027, liable to retire by rotation. Details of Mr. Vinay Mittal, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided as part of this Postal Ballot Notice.

Except Mr. Vinay Mittal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution No. 1 & 2 of the Notice.

The Board of Directors recommends the passing of the Ordinary Resolutions specified in Resolution No. 1 & 2 of the 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**

New Delhi
February 10, 2022

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

ANNEXURE-A

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. Vinay Mittal
DIN	05242535
Age/Years	55
Date of appointment	01.04.2012
Date of re-appointment	01.04.2022
Expertise in specific functional Areas/brief resume	Mr. Mittal has around 31 years of wide and varied experience in the field of Finance & Accounting, Direct & Indirect Tax, Imports, Secretarial and General Management in various industries.
Qualifications	- Graduate in Commerce from Delhi University - Fellow Member of the ICAI - Alumni of IMD, Switzerland
Name of other Indian companies in which Directorship held	Honda Power Pack Energy India Pvt. Ltd.
Chairman/ Member of Board Committees in Indian Companies	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
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Remuneration to be paid	Details of remuneration provided in the Resolution
Remuneration last drawn	Rs.14.19 Lakh per month
No. of Meetings attended during the year	6 Meetings of Board