

# HONDA

POWER PRODUCTS

**Honda Siel Power Products Ltd.**

Head Office & Works :  
Plot No. 5, Sector-41, (Kasna)  
Greater Noida Industrial Development Area,  
Distt. Gautam Budh Nagar (U.P.) Pin-201310  
Tel. : +91-120-234 1050-59  
Fax : +91-120-234 1078-79  
Website : www.hondasielpower.com  
CIN : L40103DL2004PLC203950  
E-mail : ho.mgt@hspp.com

August 13, 2016

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

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

**Subject : Voting results of 31<sup>st</sup> Annual General Meeting ('AGM').**

Dear Sir,

In continuation to our letter dated July 07, 2016, 31<sup>st</sup> Annual General Meeting ('AGM') of the Company was held on August 11, 2016 and the businesses mentioned in the Notice dated May 20, 2016 were transacted.

In this regard, Please find enclosed the following:-

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations are mentioned as Annexure – I.

Report of Scrutinizer dated August 12, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure-II

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

Thanking you.

Yours Truly,  
For Honda Siel Power Products Limited

  
Sunita Ganjoo  
Company Secretary



Encl: as above

**HONDA SIEL POWER PRODUCTS LIMITED**  
**Voting Results of 31<sup>st</sup> Annual General Meeting held on August 11, 2016**

1.	Date of AGM	August 11, 2016
2.	Total number of Shareholders as on record date (i.e. 4 <sup>th</sup> August, 2016)	12710
3.	Number of shareholders present in the meeting either in person or through proxy	
	Promoter and Promoters Group:	1
	Public:	411
4.	Number of shareholders attended the meeting through Video Conferencing	
	Promoter and Promoters Group:	Not Arranged
	Public:	Not Arranged

**Agenda-wise disclosure**

Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution	Adoption of Financial Statements for the financial year ended March 31, 2016							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstandi ng shares  (3)=[(2)/(1 )]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]*100	% of Votes Against on votes polled  (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public - Institutions	E-Voting	441415	441415	100	441415	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	441415	0	100	0
Public- Others	E-Voting	544518	544518	100	544518	0	100	0
	Poll	1464	1464	100	1461	3	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545979	3	99.99	0.01
<b>Total</b>		<b>7749397</b>	<b>7749397</b>	<b>100</b>	<b>7749394</b>	<b>3</b>	<b>99.99</b>	<b>0.01</b>



Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution	Declaration of dividend of Rs. 6 per equity shares of Rs. 10 each for the financial year ended March 31, 2016							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Numbe r of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes Against on votes polled  (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public – Institutions	E-Voting	441415	441415	100	441415	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	441415	0	100	0
Public- Others	E-Voting	544518	544518	100	544518	0	100	0
	Poll	1464	1464	100	1460	4	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545978	4	99.99	0.01
<b>Total</b>		<b>7749397</b>	<b>7749397</b>	<b>100</b>	<b>7749393</b>	<b>4</b>	<b>99.99</b>	<b>0.01</b>



Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution 3	Re-appointment of Mr. Hiroyoshi Sugimizū (DIN 06848213), as a director of the Company liable to retire by rotation.							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes Against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public – Institutions	E-Voting	441415	441415	100	441415	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	441415	0	100	0
Public- Others	E-Voting	544518	544518	100	544518	0	100	0
	Poll	1464	1464	100	1460	4	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545978	4	99.99	0.01
Total		7749397	7749397	100	7749393	4	99.99	0.01



Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution 4	Approval for appointment of Auditors and fixing their remuneration							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)] *100	% of Votes Against on votes polled  (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public – Institutions	E-Voting	441415	441415	100	284586	156829	64.47	35.53
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	284586	156829	64.47	35.53
Public- Others	E-Voting	544518	544518	100	544518	0	100	0
	Poll	1464	1464	100	1460	4	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545978	0	99.99	0
<b>Total</b>		<b>7749397</b>	<b>7749397</b>	<b>100</b>	<b>7592564</b>	<b>156833</b>	<b>97.98</b>	<b>2.02</b>



Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution 5	Revision in remuneration of Mr. Yoshifumi Iida, President and CEO (DIN-07136925)							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes Against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public – Institutions	E-Voting	441415	441415	100	441415	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	441415	0	100	0
Public- Others	E-Voting	544518	544518	100	544518	0	100	0
	Poll	1464	1464	100	1460	4	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545978	4	99.99	0.01
<b>Total</b>		<b>7749397</b>	<b>7749397</b>	<b>100</b>	<b>7749393</b>	<b>4</b>	<b>99.99</b>	<b>0.01</b>



Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution	Revision in remuneration of Mr. Vinay Mittal, Whole Time Director (DIN-05242535)							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]*100	% of Votes Against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public – Institutions	E-Voting	441415	441415	100	284586	156829	64.47	35.53
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	284586	156829	64.47	35.53
Public- Others	E-Voting	544518	544518	100	542718	1800	99.67	0.33
	Poll	1464	1464	100	1460	4	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	544178	1804	99.67	0.33
Total		7749397	7749397	100	7590764	158633	97.95	2.05



Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution 7	To approve and ratify payment of remuneration to the Cost Auditors							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes Against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public – Institutions	E-Voting	441415	441415	100	441415	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	441415	0	100	0
Public- Others	E-Voting	544518	544518	100	544518	0	100	0
	Poll	1464	1464	100	1460	4	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545978	4	99.99	0.01
<b>Total</b>		<b>7749397</b>	<b>7749397</b>	<b>100</b>	<b>7749393</b>	<b>4</b>	<b>99.99</b>	<b>0.01</b>





Resolution required: Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution- Yes								
Resolution	Approval of Material Related Party Transactions entered/to be entered from April 01, 2015 to March 31, 2018							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]* 100	% of Votes Against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6762000	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	-	-	-	-	-	-
Public – Institutions	E-Voting	441415	441415	100	441415	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	441415	0	100	0
Public- Others	E-Voting	544518	544518	100	544518	0	100	0
	Poll	1464	1464	100	1460	4	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545978	4	99.99	0.01
<b>Total</b>		<b>7749397</b>	<b>987397</b>	<b>12.74</b>	<b>987393</b>	<b>4</b>	<b>99.99</b>	<b>0.01</b>



Resolution required: Special								
Whether promoter/promoter group are interested in the agenda/resolution- No								
Resolution	Adoption of new set of Articles of Association							
Promoter/ Public	Mode of voting	Number of Shares held  (1)	Number of Votes polled  (2)	% of Votes polled on outstanding shares  (3)=[(2)/(1)]*100	Number of Votes- In Favour  (4)	Number of Votes- Against  (5)	% of Votes In Favour on votes polled  (6)=[(4)/(2)]*100	% of Votes Against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6762000	6762000	100	6762000	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	6762000	6762000	100	6762000	0	100	0
Public – Institutions	E-Voting	441415	441415	100	441415	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	441415	441415	100	441415	0	100	0
Public- Others	E-Voting	544518	544518	100	544380	138	99.97	0.03
	Poll	1464	1464	100	1461	3	99.80	0.20
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Total	545982	545982	100	545841	141	99.97	0.03
<b>Total</b>		<b>7749397</b>	<b>7749397</b>	<b>100</b>	<b>7749256</b>	<b>141</b>	<b>99.99</b>	<b>0.01</b>





**TVA & Co. LLP**  
Company Secretaries

**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)

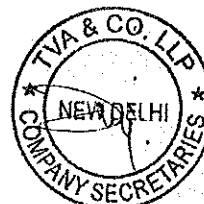
To,

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

Dear Sir,

I, Tanuj Vohra, Practicing Company Secretary and Partner of M/s TVA & Co. LLP, a Company Secretaries Firm, having its Registered Office at 45E, First Floor, Amar Plaza, Hasanpur Main Road, I. P. Extension, Delhi-110092, have been appointed as a Scrutinizer by the Board of Directors of Honda Siel Power Products Limited (the Company) for the purpose of scrutinizing the process of remote e-voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting by means of ballot/poll papers pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 31<sup>st</sup> Annual General Meeting of the shareholders of the Company held on Thursday, August 11, 2016 at 12:45 P.M. Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110001, in a fair and transparent manner in respect to the below mentioned resolutions, submit my report as under:

1. The notice dated May 20, 2016 convening Annual General Meeting of the Company along with the statement under section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20(4)(iii) and (iv) of the Companies (Management and Administration) Rules, 2014, was duly sent to the shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting held on August 11, 2016.
2. The Company has issued a public notice by way of advertisement on July 09, 2016 in both English and Hindi language in "Business Standard" newspaper pursuant to the provisions of Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014.
3. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the equity shareholders of the Company.



4. In accordance with the Notice sent to the shareholders of the Company and the advertisement published, e-voting remained open from 9:00 AM on August 08, 2016 to 5:00 PM on August 10, 2016.
5. The equity shareholders of the Company holding shares as on August 04, 2016 "cut off date" were entitled to vote on the proposed resolutions as set out in the Notice of the Annual General Meeting of the Company.
6. The equity shareholders details that have casted votes through remote e-voting, were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<http://www.evotingindia.com>) in order to ensure that such members did not vote again at the Annual General Meeting.
7. The locked ballot box was opened and the votes casted through remote e-voting were unblocked in the presence of two witnesses, Mr. Sahil Arora and Ms. Anuja Singh Parihar, who were not in the employment of the Company and who have signed below as witness to the unblocking of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The Consolidated Results of remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Poll conducted pursuant to Section 109 of the Companies Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 is as under:

**Resolution-1: Ordinary Resolution**

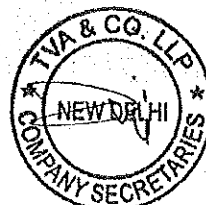
Adoption of Financial Statements, Report of the Board of Directors and Auditors thereon for the financial year ended March 31, 2016

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	382	51	433	7747933	1461	7749394	99.9999
Dissent	0	3	3	0	3	3	0.0001
Total	382	54	436	7747933	1464	7749397	100

**Invalid/Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	2	2
Abstained	0	0
Total	2	2



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

**Resolution-2: Ordinary Resolution**

Declaration of Dividend on Equity Shares

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	382	50	432	7747933	1460	7749393	99.9999
Dissent	0	4	4	0	4	4	0.0001
<b>Total</b>	<b>382</b>	<b>54</b>	<b>436</b>	<b>7747933</b>	<b>1464</b>	<b>7749397</b>	<b>100</b>

**Invalid/Abstained votes**

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

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

**Resolution-3: Ordinary Resolution**

Approval for re-appointment of Mr. Hiroyoshi Sugimizu, Director retiring by rotation

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			Total (%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	382	50	432	7747933	1460	7749393	99.9999
Dissent	0	4	4	0	4	4	0.0001
<b>Total</b>	<b>382</b>	<b>54</b>	<b>436</b>	<b>7747933</b>	<b>1464</b>	<b>7749397</b>	<b>100</b>

**Invalid/Abstained votes**

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

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



Resolution-4: Ordinary Resolution

Approval for appointment of Auditors and fixing their remuneration

Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	378	50	428	7591104	1460	7592564	97.9762
Dissent	4	4	8	156829	4	156833	2.0238
Total	382	54	436	7747933	1464	7749397	100

Invalid/Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/ Abstained	Total number of votes
Invalid	2	2
Abstained	0	0
Total	2	2

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

Resolution-5: Ordinary Resolution

Approval for revision in remuneration of Mr. Yoshifumi Iida as a Director

Valid Votes

Particulars	Number of Members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	382	50	432	7747933	1460	7749393	99.9999
Dissent	0	4	4	0	4	4	0.0001
Total	382	54	436	7747933	1464	7749397	100

Invalid/ Abstained votes

Invalid/Abstained	Total Number of members whose votes were declared invalid/Abstained	Total number of votes
Invalid	2	2
Abstained	0	0
Total	2	2

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



**Resolution-6: Ordinary Resolution**

Approval for payment of remuneration to Mr. Vinay Mittal, Whole Time Director with effect from 01.04.2016 to 31.03.2017

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			Total	(%)
	E-voting	Poll	Total	E-voting	Poll	Total		
Assent	376	50	426	7589304	1460	7590764	97.9530	
Dissent	6	4	10	158629	4	158633	2.0470	
Total	382	54	436	7747933	1464	7749397	100	

**Invalid/ Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/Abstained	Total number of votes
Invalid	2	2
Abstained	0	0
Total	2	2

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

**Resolution-7: Ordinary Resolution**

Ratification of remuneration of the Cost Auditors

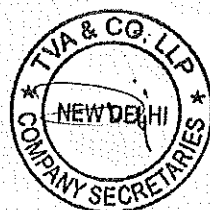
**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			Total	(%)
	E-voting	Poll	Total	E-voting	Poll	Total		
Assent	382	50	432	7747933	1460	7749393	99.9999	
Dissent	0	4	4	0	4	4	0.0001	
Total	382	54	436	7747933	1464	7749397	100	

**Invalid/ Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/Abstained	Total number of votes
Invalid	2	2
Abstained	0	0
Total	2	2

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



**Resolution-8: Ordinary Resolution**

Approval of material related party transactions entered/to be entered from April 01, 2015 to March 31, 2018

**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	381	50	431	985933	1460	987393	99.9996
Dissent	0	4	4	0	4	4	0.0004
Total	381	54	435	985933	1464	987397	100

**Invalid/ Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/Abstained	Total number of votes
Invalid	2	2
Abstained	1	6762000
Total	3	6762002

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

**Resolution-9: Special Resolution**

Adoption of new set of Articles of Association

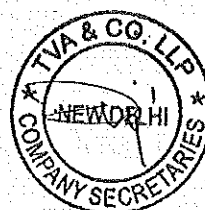
**Valid Votes**

Particulars	Number of Members casted votes			Number of votes casted			(%)
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	381	51	432	7747795	1461	7749256	99.9982
Dissent	1	3	4	138	3	141	0.0018
Total	382	54	436	7747933	1464	7749397	100

**Invalid/ Abstained votes**

Invalid/Abstained	Total Number of members whose votes were declared invalid/Abstained	Total number of votes
Invalid	2	2
Abstained	0	0
Total	2	2

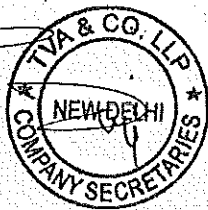
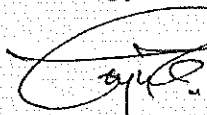
Based on the above, the Resolution has been passed with requisite majority





- 10 Registers, Ballot papers and all other relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 31<sup>st</sup> Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company for safe keeping.

Thanking you



Scrutinizer  
Tanuj Vohra  
Partner, TVA & Co. LLP  
M. No.: F5621, CP No. 5253

Delhi, August 12, 2016

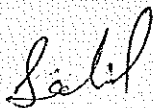
Countersigned by

For Honda Siel Power Products Limited



Chairman  
Siddharth Shriram  
DIN: 00027750

We, the undersigned witnesseth that the ballot box was opened and votes casted through remote e-voting were unblocked from the e-voting website of Central Depository Services (India) Limited (CDSL) in our presence on August 11, 2016 at the office of the Scrutinizer.



Sahil Arora  
House No. 684/18,  
New Tara Nagar, Sonipat  
Haryana-131001

Delhi, August 12, 2016



Anuja Singh Parihar  
T-52, Church Lane, Bhogal  
New Delhi - 110014

Delhi, August 12, 2016