

MINUTE BOOK



Honda Siel Power Products Limited

MINUTES OF THE THIRTY THIRD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HONDA SIEL POWER PRODUCTS LIMITED HELD ON MONDAY, AUGUST 13, 2018 FROM 11.00 A.M. TO 11:35 A.M. AT KAMANI AUDITORIUM, 1, COPERNICUS MARG, NEW DELHI – 110001

PRESENT

Mr. Siddharth Shriram	- Chairperson
Dr. D. V. Kapur	- Director (Chairperson - Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee)
Mr. Ravi Vira Gupta	- Director
Mr. Manoj Arora	- Director
Ms. Alka Marezbhan Bharucha	- Director
Mr. Yoshifumi Iida	- President & CEO
Mr. Hiroyoshi Sugimizu	- Whole Time Director
Mr. Vinay Mittal	- Whole Time Director & CFO
Members Present in Person	- 231
Members Present through its representative	- 1
Members Present through Proxy	- Nil
Ms. Sunita Ganjoo	- Company Secretary
M/s Price Waterhouse Chartered Accountants LLP	- Statutory Auditors represented by Mr. Abhishek Rara and Mr. Kapil Gupta
M/s TVA and Co., LLP	- Secretarial Auditor represented by Mr. Tanuj Vohra

The meeting was presided over by Mr. Siddharth Shriram, Chairperson of the Company.

The Chairperson ascertained the quorum and called the meeting to order.

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The Chairperson welcomed the members at the 33rd Annual General Meeting of the Company. The Chairperson introduced all the Directors present on the dias to the shareholders.

He also drew the attention of members towards the Register of Members, Register of Directors and Key Managerial Personnel and Register of Contracts and Arrangements in which Directors were interested and other statutory registers, available for inspection at the meeting venue.

The Chairperson gave an overview of the financial performance of the Company over the years and announced that the Company wishes to distribute dividend @ Rs. 9.00 (Nine Rupees) per share.

The Chairperson informed the Members that the mode of voting for Resolutions for Ordinary/Special business to be transacted at the AGM, as specified in the notice calling the 33rd Annual General Meeting, would be conducted by poll and E-voting.

The Chairperson informed that in compliance with provisions of the Section 108 of Companies Act, 2013 and Rules thereof and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered the facility of e-voting to the members through Central Depository Services (India) Limited (CDSL).

The Chairperson further introduced Mr. Tanuj Vohra from M/s TVA and Co., LLP who had been appointed as the Scrutinizer for conducting the e-voting and polling process in fair and transparent manner.

The Chairperson informed the Members that there were no qualifications, observations or comments by the Auditor in the Auditors' Report on the Financial Statements of the Company for the year ended March 31, 2018.

The Chairperson further informed the Members that there were no qualifications, observations or comments by the Secretarial Auditor, in the Secretarial Audit Report for the year ended March 31, 2018.

With the consent of the members present, the Notice and the Auditors' Report were taken as read.

The Chairperson ordered for a poll to be held for all resolutions being put up to vote at the venue of the AGM, from the commencement till the conclusion of the meeting.

Thereafter the Chairperson took up the Agenda items as per the Notice of the AGM.

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Ordinary Business**1. Consideration and adoption of Financial Statements for the year ended March 31, 2018 and the Reports of Directors and Auditors thereon.**

The Chairperson requested the members to consider and adopt the Financial Statements of the Company for the year ended March 31, 2018 and the Reports of the Auditors and Directors thereon. The Chairperson thereafter moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT Financial Statements of the Company for the year ended March 31, 2018, authenticated by M/s Price Waterhouse, Chartered Accountants, LLP, together with the reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted”.

Before putting the resolution to vote by Poll, Chairperson invited the Shareholders to offer their observations and comments.

Members expressed their views and raised queries on the Company performance

The Chairperson answered all the queries raised by the Members. Explanations and additional details, wherever required, were also provided to the satisfaction of the Members.

The Resolution was proposed by Mr. Jagdish Prasad (Folio No. 12106) and seconded by Mr. Praveen Kumar (IN30011810449827). The Chairperson mentioned that the resolution was put to vote through remote e-voting. The Chairperson further informed that the voting at AGM Venue through Poll will commence once the remaining items of business as mentioned in the Notice convening 33rd AGM would be transacted.

2. Declaration of Dividend

The Chairperson moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT dividend of Rs. 9.00 per share on 1,01,43,071 equity Shares of Rs. 10 each, be and is hereby declared for the year ended March 31, 2018 and the same be paid by the Company :

- i. In respect of shares held in physical form, to those Members whose names appear on the Register of Members of the Company on August 13, 2018 after giving effect to all valid share transfers lodged with the Company on or before August 06, 2018.
- ii. In respect of shares held in electronic form, to those beneficial owners whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the end of the business hours on August 06, 2018.”

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The Resolution was proposed by Mr. Kapil Sharma (IN30156510017239) and seconded by Mrs. Santosh Bhutani (IN30011811371315). The Chairperson mentioned that the resolution was put to vote through remote e-voting. The Chairperson further informed that the voting at AGM Venue through Poll will commence once the remaining items of business as mentioned in the Notice convening 33rd AGM would be transacted.

3. Appointment of Director retiring by rotation – Mr. Siddharth Shriram

Mr. Siddharth Shriram being interested in the following item, requested Dr. D.V. Kapur to take the Chair. Dr. D.V. Kapur took the Chair for this item.

Dr. D.V. Kapur moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Siddharth Shriram (DIN 00027750), who retires by rotation, being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The Resolution was proposed by Mr. Ajay Sood (IN30299410048228) and seconded by Mr. Parveen Kumar (IN30011810449827). Dr. Kapur mentioned that the resolution was put to vote through remote e-voting. The Chairperson further informed that the voting at AGM Venue through Poll will commence once the remaining items of business as mentioned in the Notice convening 33rd AGM would be transacted.

After approval of this item, Dr. D.V. Kapur vacated the chair. Mr. Siddharth Shriram occupied the Chair for the rest of the proceedings.

Special Business

4. Approval for revision in remuneration of Mr. Vinay Mittal as Whole Time Director (DIN 05242535)

The Chairperson moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any amendment(s) or modification(s) thereof and subject to the approvals as may be necessary, approval of the Shareholders be and is hereby accorded for payment of remuneration to Mr. Vinay Mittal, Whole Time Director (DIN 05242535) of the Company, for the period from 01.04.2018 to 31.03.2019 (both days inclusive), as recommended by the Nomination and Remuneration Committee, as per the following particulars:

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Basic Salary	Rs. 3,62,348 (Rupees Three Lakh Sixty Two Thousand Three Hundred Forty Eight only) per month.
<u>Perquisites</u>	
Housing Allowance	Rs. 1,81,174 /- (Rupees One Lakh Eighty One Thousand One Hundred Seventy Four only) per month.
Special Allowance	Rs. 2,72,470 /- (Rupees Two Lakh Seventy Two Thousand Four Hundred Seventy 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. 45,294/- (Rupees Forty Five Thousand Two Hundred Ninety Four only) per month.
Club Fee	One Club.
Personal Accident Insurance	As per Company policy.
Medical Insurance	As per Company policy.
Car (including driver, maintenance and fuel)	As per Company policy.
Telephone	As per Company policy.
Provident Fund	As per Company policy.
Superannuation Fund	As per Company policy.
Gratuity	As per Company policy.
Leave	As per Company policy.
Interest Subsidy on Housing Loan	As per Company policy.
Variable Pay	As per Company policy.

RESOLVED FURTHER THAT reimbursement of medical expenses, leave travel concession and other perquisites, benefits, leave accrued to Mr. Vinay Mittal till 31.03.2018, if not availed of, be and are hereby unanimously approved to be carried forward.

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RESOLVED FURTHER THAT Board of Directors of the Company be and is 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.”

The Resolution was proposed by Mr. Ramesh Chandra Joshi (R002396) and seconded by Mrs. Rajni Joshi (IN30070810016978). The Chairperson mentioned that the resolution was put to vote through remote e-voting. The Chairperson further informed that the voting at AGM Venue through Poll will commence once the remaining items of business as mentioned in the Notice convening 33rd AGM would be transacted.

5. Approval and ratification of payment of remuneration to the Cost Auditors

The Chairperson moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Rakesh Singh & Co., Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2018-19, amounting to Rs. 1,15,000/- (Rupees One Lakh Fifteen Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Scrutinizer further submitted a consolidated report on e-voting/ polling. Based on the consolidated report of the scrutinizer the Chairperson declared that the resolution was carried with overwhelming majority. The consolidated details of the e-voting and poll are as under:

The Resolution was proposed by Mr. Om Prakash (IN30072410151450) and seconded by Mr. Surender Kumar (IN30105510008244). The Chairperson mentioned that the resolution was put to vote through remote e-voting. The Chairperson further informed that the voting at AGM Venue through Poll will commence once the remaining items of business as mentioned in the Notice convening 33rd AGM would be transacted.

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6. Approval for increase in sitting fees to Non-Executive Directors

The Chairperson moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 17(6) of the Securities & Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as recommended by the Board of Directors, the proposal to pay sitting fees to Non-Executive Directors with effect from the commencement of the Financial Year 2018-19 of Rs. 60,000/- (Rupees sixty thousand only) per meeting for attending the meetings of the Board of Directors and of the Audit Committee of the Board and Rs. 50,000/- (Rupees Fifty Thousand only) per meeting, for attending the Meetings of other Committees of the Board of the Company, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder and Regulation 17(6) of the Securities & Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors be and is hereby authorised to increase, from time to time, the sitting fees payable to Non-Executive Directors of the Company (other than the Managing Director and/or Whole-time Directors) for attending the Board/Committee Meetings within the limits prescribed under aforementioned provisions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Resolution was proposed by Mrs. Santosh Bhutani (IN30011811371315) and seconded by Mrs. Santosh Sharma (IN30612210028000). The Chairperson mentioned that the resolution was put to vote through remote e-voting. The Chairperson further informed that the voting at AGM Venue through Poll will commence once the remaining items of business as mentioned in the Notice convening 33rd AGM would be transacted.

7. Material Related Party Transactions

The Chairperson moved the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the

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time being in force), approval of the members be and is hereby accorded to the Material Related Party transactions entered into/ to be entered into and carried out/ to be carried out in the ordinary course of business and at arm's length basis with the Related Parties, as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations, during the period from April 01, 2017 to March 31, 2020 as detailed below:

Name of the Related Party	Nature of Relation	Nature, duration and particulars of the contract/ arrangement	Material terms of the contract/ arrangement/Lakh	Material terms of the contract/ arrangement including value (Rs/Lakh)	Material terms of the contract/ arrangement including value (Rs/Lakh)	Basis	Explanation
			FY 17-18	FY 18-19	FY 19-20		
Honda Motor Co. Ltd., Japan	Holding Company	Royalty	-	3,300	3,400	6% on sale price adjusted for other cost as per agreement. Same as last year as per Existing Contract	Rate of royalty paid by the Company compared with terms agreed between unrelated parties
		Export Commission	2,498	2,700	2,800	8% on FOB value of Export Sale. Same as last year as per existing Contract	Rate of export commission paid by the Company compared with payment made in the domestic segment or terms agreed between unrelated parties
		Technical Guidance Fee	-	600	600	Monthly labour cost of technical experts and reimbursement of actual expenses incurred	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities or

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							overseas related party's margin compared with other service providers
		Purchase of Raw Material, Components, Consumables	-	5,000	5,500	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing
		Purchase of finished goods and spares	-	2,000	2,200	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
		Purchase of Capital goods	-	350	350	Cost Plus basis.	Related Party's margin (OP/TC) on sale compared with companies in similar region
		Reimbursement received and paid including warranty expenses	-	1,000	1,100	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty / other expenses
		Export Sale of finished goods & spares	-	1,000	1,200	Pricing/Terms & Conditions are not more favorable than the sales made	The Company's margin (OP/TC) compared with companies engaged in

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							to unrelated party	similar manufacturin g activities
			Model fee	-	140	140	Lump sum fees as per Agreemen t	The Company's margin (OP/TC) compared with companies engaged in similar manufacturin g activities
			Purchase of Raw Material, Components, Consumables, Spares	-	3,000	3,500	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturin g activities
			Purchase of finished goods	-	4,500	5,000	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturin g activities
			Reimburseme nt received and paid including warranty expenses	54	70	70	Actual basis	Evidence / Representatio n that price recovered is the actual cost incurred for warranty / other expenses
			Export Sale of finished goods & spares	-	60	60	Pricing/Te rms & Condition s are not more	The Company's margin (OP/TC) compared

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						favourable than the sales made to unrelated party	with companies engaged in similar manufacturing activities
American Honda Motor Co. Inc., America	Fellow Subsidiary	Export Sale of finished goods & spares	-	24,200	24,200	Pricing/Terms & Conditions are not more favourable than the sales made to unrelated party	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
		Reimbursement received and paid including warranty expenses	-	220	220	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty / other expenses

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Resolution was proposed by Mrs. Santosh Bhutani (IN30011811371315) and seconded by Mrs. Santosh Sharma (IN30612210028000). The Chairperson mentioned that the resolution was put to vote through remote e-voting. The Chairperson further informed that the voting at AGM Venue through Poll will commence once the remaining items of business as mentioned in the Notice convening 33rd AGM would be transacted.

Thereafter, the Chairperson invited the members to raise their queries, if any. The Chairperson took up all the queries which were brought up by the shareholders and replied the same to the satisfaction of the Members.

The Chairperson announced that the voting results on the matters requiring approval of shareholders shall be declared as required by the statute.

There being no other business to be transacted, Chairperson concluded the meeting by thanking the Members for their presence and participation.

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Based on the consolidated Scrutiniser's report on e-voting conducted during the period August 10, 2018 to August 12, 2018 and poll conducted at the Annual General Meeting, the summary of which is annexed hereto and forms part of these minutes, the Company announced the results of voting on August 14, 2018 to the Stock Exchanges that all the resolutions as proposed and as set out in the Item Nos. 1 to 7 of the Notice were transacted and declared carried with requisite majority and are recorded as part of the proceeding of this meeting.



Place: New Delhi
Date: 01-09-2018

SIDDHARTH SHRIRAM
CHAIRPERSON

Entered on:

31-08-2018
Date

Sumta Gangra
Company Secretary

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Annexure

Resolution No	Particulars	Number of Votes polled		Number of Votes-In Favour		Number of Votes Against		Invalid/Abstained		Remarks
		No. of shares held	No. of votes polled	No. of shares	No. of votes	No. of shares	No. of votes	No. of members	No. of votes	
1	Consideration and adoption of Financial Statements for the year ended March 31, 2018 and the Reports of Directors and Auditors thereon.	7394549	7394549	7394549	7394549	0	0	3	334	Passed with requisite majority
2	Declaration of Dividend	7394549	7394549	7394549	7394549	0	0	3	334	Passed with requisite majority
3	Appointment of Director retiring by rotation – Mr. Siddharth Shriram	7394549	7394549	7394549	7394549	0	0	3	334	Passed with requisite majority
4	Approval for revision in remuneration of Mr. Vinay Mittal as Whole Time Director (DIN 05242535)	7394549	7394549	7394548	7394548	1	1	3	334	Passed with requisite majority
5	Approval and ratification of payment of remuneration to the Cost Auditors	7394549	7394549	7394449	7394449	100	100	3	334	Passed with requisite majority
6	Approval for increase in sitting fees to Non-Executive Directors	7394549	7394549	7394548	7394548	1	1	3	334	Passed with requisite majority
7	Material Related Party Transactions	632549	632549	632448	632448	101	101	4	6762334	Passed with requisite majority

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