

Honda India Power Products Limited

MINUTES OF THE THIRTY SEVENTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HONDA INDIA POWER PRODUCTS LIMITED HELD ON MONDAY, SEPTEMBER 26, 2022 FROM 11.00 A.M. TO 11:16 A.M. THROUGH AUDIO VISUAL MEANS

PRESENT

- | | | |
|-----------------------------|---|---|
| Mr. Takahiro Ueda | - | CMD and President & CEO
(Chairman for AGM and Chairman of Corporate Social Responsibility Committee and Risk Management Committee) |
| Mr. Manoj Arora | - | Director (Chairman of Audit Committee) |
| Ms. Alka Marezbhan Bharucha | - | Director (Chairperson of Nomination and Remuneration Committee) |
| Mr. Ravi Prakash Mehrotra | - | Director (Chairman of Stakeholders Relationship Committee) |
| Mr. Noboru Sube | - | Whole Time Director |
| Mr. Vinay Mittal | - | Sr. VP, Whole Time Director & CFO |
| Ms. Sunita Ganjoo | - | Company Secretary |

BY INVITAION

- | | | |
|---|---|--|
| M/s Price Waterhouse
Chartered Accountants LLP | - | Statutory Auditors represented by
- Mr. Abhishek Rara, Partner and
- Mr. Kapil Gupta, Associate Director |
| M/s Saryu Munjal & Associates | - | Secretarial Auditor represented by
- Ms. Saryu Munjal, Proprietor |

The Meeting was attended by 75 Members (including authorized representatives of Members) through video conferencing.

The Company Secretary welcomed all the Board of Directors, Shareholders and Auditors who joined the 37th Annual General Meeting of the Company through Audio Visual Mode.

The Company Secretary further informed that:

- Mr. Takahiro Ueda, CMD and President & CEO of the Company was going to preside over the meeting as the Chairman of the AGM.
- The proceedings of the AGM were going to be recorded and the transcript of the meeting would be uploaded on the website of the Company.
- All the Shareholders who had joined the meeting were placed on mute mode by default to ensure smooth functioning and transmission of the meeting's proceedings.

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- Since all the Members joined the meeting through Video Conferencing, pursuant to the Circular of Ministry of Corporate Affairs, the facility to appoint proxy to attend and vote on behalf of the members was not available for this AGM.
- The Company Secretary further informed that Member who wished to inspect statutory registers could send their request to ho.legal@hspp.com.
- Having no objection from the Members present, the Notice of 37th AGM along with explanatory statement and notes thereof were taken as read.

The Company Secretary ascertained the requisite quorum under section 103 of the Companies Act, 2013 and requested Mr. Takahiro Ueda, Chairman to carry forward the proceedings of the meeting.

At the outset, the Chairman welcomed and thanked all the Members, Auditors and Directors, present through audio visual mode at the 37th Annual General Meeting of the Company for taking out time from their busy schedules to join this shareholders' meeting.

The Chairman then announced that the requisite quorum being present, the meeting was called to order.

The Chairman requested the members of the Board who had joined the meeting through Video Conference to introduce themselves. Mr. Vinay Mittal, Mr. Noboru Sube, Mr. Manoj Arora, Ms. Alka Marezbhan Bharucha and Mr. Ravi Prakash Mehrotra introduced themselves to the Members pursuant to Rule 3(4) of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Chairman further introduced the Chairpersons of the various Committees of the Board as under:

- | | |
|-----------------------------|---|
| - Mr. Manoj Arora | - Chairman of Audit Committee |
| - Ms. Alka Bharucha | - Chairperson of Nomination and Remuneration Committee |
| - Mr. Ravi Prakash Mehrotra | - Chairman of Shareholders and Investor Relations Committee |

The Chairman informed the Members that the Notice of 37th Annual General Meeting had already been sent through email to all the Members and were also available on the websites of Company and Stock Exchanges.

The Chairman also thanked the Shareholders for their support and confidence in the Board and Management Team.

The Chairman then informed the Members about the details of resolutions proposed for the approval of Members as stated in the Notice calling 37th AGM of the Company.

The Chairman informed the Members that the Company had provided the facility of remote e-voting through CDSL e-voting system, to enable them to cast their vote electronically. The remote e-voting facility was open from 9:00 am on 23rd September, 2022 and ended on 5:00 pm on 25th September, 2022. The Members were also informed that who had not cast their vote through remote e-voting process, had been provided with facility to cast vote during the AGM using the e-voting website of CDSL and the voting would remain open for 15 minutes after the conclusion of the AGM.

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It was further informed that Ms. Saryu Munjal, Proprietor of Saryu Munjal & Associates, Practising Company Secretaries had been appointed as the Scrutinizer to scrutinize the votes casted.

The Chairman further informed that the results of the voting would be declared within two (2) working days from the conclusion of the AGM and shall be placed on the website of the Company, CDSL and Stock Exchanges.

The Chairman informed the Members that there were 12 (twelve) Resolutions in toto proposed to be passed in the AGM and same were forming part of the Notice. Since the Notice and Directors Report had already been circulated to the Members and the Resolution had been put to vote through remote e-voting, the resolutions were taken as read. For the benefit of members attending the meeting, the Chairman provided a brief of the resolutions.

Following agenda and resolutions as mentioned in the Notice of the AGM were deemed to be approved by the members:

Ordinary Business

1. **Consideration and adoption of the Audited Financial Statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.**

"RESOLVED THAT Financial Statements of the Company for the year ended March 31, 2022, 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".

2. **Declaration and approval of dividend on equity shares**

"RESOLVED THAT dividend of Rs. 15.00 per share on 1,01,43,071 equity Shares of Rs. 10 each, be and is hereby declared for the year ended March 31, 2022 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 September 26, 2022 after giving effect to all valid share transfers lodged with the Company on or before September 19, 2022.
- 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 September 19, 2022."

3. **Appointment of Director, retires by rotation -Mr. Takahiro Ueda (DIN 08685990)**

"RESOLVED THAT Mr. Takahiro Ueda (DIN 08685990), who retires by rotation, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director (Designated as CMD and President & CEO) of the Company."

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4. Approval for appointment and remuneration of Statutory Auditors

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and in accordance with the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and is hereby appointed as Statutory Auditors of the Company to hold office for a consecutive term of 5 years from the conclusion of the 37th Annual General Meeting of the Company till the conclusion of the 42nd Annual General Meeting to be held in the year 2027, at a remuneration to be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee of the Board), be and is hereby authorized on behalf of the Company, to alter and vary the terms and conditions of remuneration arising out of increase in scope of work.

RESOLVED FURTHER THAT the 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.”

Special Business

5. Revision in remuneration of Mr. Vinay Mittal, Whole Time Director (DIN 05242535)

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee dated May 28, 2022 and the approval of the Board through its Resolution dated May 28, 2022 and pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof), consent of the members be and is hereby accorded for revising the terms of remuneration of Mr. Vinay Mittal, Whole Time Director (DIN 05242535) of the Company, for the period from 01.04.2022 to 31.03.2023 (both days inclusive) as per the following particulars:

Basic Salary	Rs. 7,15,067/- (Rupees Seven Lakh Fifteen Thousand and Sixty Seven only) per month.
Perquisites	
Housing Allowance	Rs. 3,57,534/- (Rupees Three Lakh Fifty Seven Thousand Five Hundred and Thirty Four only) per month.
Special Allowance	Rs. 1,22,936/- (Rupees One Lakh Twenty Two Thousand Nine Hundred and Thirty Six 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. 89,383/- (Rupees Eighty Nine Thousand Three Hundred and Eighty Three only) per month.
Variable Pay	Not exceeding Rs. 14,57,676 (Rupees Fourteen Lakh Fifty Seven Thousand Six Hundred and Seventy Six only).

RESOLVED FURTHER THAT Personal Accident Insurance, Medical Insurance, Car (including Driver, Maintenance and Fuel), Telephone, Provident Fund, Superannuation Fund, Gratuity, Leave Encashment shall be as per Company policy.

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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 of by him, be and are hereby approved to be carried forward.

RESOLVED FURTHER THAT the remuneration as aforesaid, shall be paid as minimum remuneration in the event of absence or inadequacy of profits during the financial year ending on March 31, 2023.

RESOLVED FURTHER THAT the 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."

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

"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 2022-23, amounting to Rs.1,26,000/- (Rupees One Lakh Twenty Six 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."

7. Approval/ratification of Related Party Transactions with Honda Motor Co. Ltd., Japan for the financial year 2021-22

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any, of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be notified from time to time, the Members hereby approve/ratify the additional value of the material related party transactions, in excess of the already approved limits, done in the ordinary course of business and at arm's length basis during the financial year 2021-22, as detailed in the table below:

(Rs. in Lakh)

Related Party	Nature of Relation	Nature of Transaction	Basis	Actual	Approved from Shareholder	For ratification from Shareholder	Remarks
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Honda Motors Co. Ltd., Japan	Holding Company	Reimbursement received and paid including warranty expenses	Actual Basis	1,237	1,000	237	Expenses incurred for new Business development activities reimbursed by Honda Motors Co. Ltd., Japan

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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."

8. Approval/ratification of Related Party Transactions with Asian Honda Motor Co. Ltd., Thailand for the financial year 2021-22

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any, of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, the Members hereby approve/ ratify the additional value of the material related party transactions, in excess of the already approved limits, done in the ordinary course of business and at arm's length basis during the financial year 2021-22, as detailed in the table below:

(Rs. in Lakh)							Remarks
Related Party	Nature of Relation	Nature of Transaction	Basis	Actual	Approved from Shareholder	For ratification from Shareholder	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Asian Honda Motor Co. Ltd., Thailand	Fellow Subsidiary	Purchase of finished goods	Cost Plus basis. Normal margin being kept	6,470	4,500	1,950	Due to high domestic sales. However, actual transactions value is below 10% of the turnover

RESOLVED FURTHER THAT the Board of Directors 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."

9. Approval/ratification of Related Party Transactions with Honda Motor Co. Ltd., for the financial year 2022-23

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any, of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re-enactment(s) thereof, for the time being in force and as may be notified from time to time, consent of the Members of the Company be and is hereby accorded to the addition in the value of already approved Related Party Transactions for the Financial Year 2022-23, which are in the ordinary course of business and at arm's length basis, up to such extent and on such terms and conditions as specified in the table below:

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(Rs. in Lakh)

Related Party	Nature of Relation	Nature of Transaction	Basis	Revised amount for Shareholder's approval	Approved from Shareholders	Excess amount to be utilized after obtaining Shareholder's approval	% of Previous year turnover
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Honda Motor Co. Ltd., Japan	Holding Company	Royalty	6% on sale price adjusted for other cost as per agreement. Same as last year as per existing contract	4,700	4,500	200	4%
		Export Commission	8% on FOB value of export sale. Same as last year as per existing contract	5,600	5,100	500	5%
		Technical Guidance Fee	As per business plan. Pricing as per existing terms, labour cost of Japanese technicians and actual expenses incurred	500	400	100	0%
		Purchase of finished goods and spares	Cost plus basis. Normal margin being kept	3,000	2,400	600	3%

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."

10. Approval/ratification of Related Party Transactions with American Honda Motor Co. Inc. for the financial year 2022-23

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any, of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be notified from time to time, consent of the Members of the Company be and is hereby accorded to the addition in the value of already approved Related Party Transactions for the Financial Year 2022-23, which are in the ordinary course of business and at arm's length basis, up to such extent and on such terms and conditions as specified in the table below:

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(Rs. in Lakh)

Related Party	Nature of Relation	Nature of Transaction	Basis	Revised amount for Shareholder's approval	Approved from Shareholders	Excess amount to be utilized after obtaining Shareholder's approval	% of Previous year turnover
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
American Honda Motor Co. Inc.	Fellow Subsidiary	Export Sale of finished goods & spares	Pricing / terms & conditions are not more favourable than the sales made to unrelated party	57,000	52,000	5,000	49%
		Purchase of finished goods and spares	Cost plus basis. Normal margin being kept	50	20	30	0%

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.”

11. Approval of Related Party Transactions with Honda Motor Co. Ltd. for the financial year 2023-24

“**RESOLVED THAT** pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendments(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to the Material Related Party transactions to be entered in the ordinary course of business and at arm's length basis with the Related Parties during the period from April 01, 2023 to March 31, 2024 as per the details below:

(Rs. in Lakh)

Related Party	Nature of Relation	Nature of Transaction	Basis	Proposal FY 2023-24
(a)	(b)	(c)	(d)	(e)
Honda Motor Co. Ltd., Japan	Holding Company	Royalty	6% on sale price adjusted for other cost as per agreement. Same as last year as per Existing Contract	5,000
		Export Commission	8% on FOB value of Export Sale. Same as last year as per existing contract	5,900
		Technical Guidance Fee	As per Business plan . Pricing as per existing terms, Labour cost of Japanese technicians and actual expenses incurred	500
		Purchase of Raw Material, Components, Consumables	Cost Plus basis. Normal margin being kept	5,500
		Purchase of finished goods and spares	Cost Plus basis. Normal margin being kept	3,000
		Purchase of Capital goods	Cost Plus basis. Normal margin being kept	100
		Reimbursement received and paid including warranty expenses	Actual basis	1,200
		Export sale of finished goods and spares	Pricing/Terms & Conditions are not more favourable than the sales made to unrelated party	2,000
		Model fee	As per Agreement	140

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.”

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12. Approval of Related Party Transactions with American Honda Motor Co. Inc for the financial year 2023-24.

“RESOLVED THAT pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to the Material Related Party transactions to be entered in the ordinary course of business and at arm's length basis with the Related Parties during the period from April 01, 2023 to March 31, 2024 as per the details below:

(Rs. in Lakh)				
Related Party	Nature of Relation	Nature of Transaction	Basis	Proposal FY 2023-24
(a)	(b)	(c)	(d)	(e)
American Honda Motor Co. Inc., America	Fellow Subsidiary	Export Sale of finished goods & spares	Pricing/Terms & Conditions are not more favourable than the sales made to unrelated party	60,000
		Purchase of finished goods and spares	Cost Plus basis. Normal margin being kept	45
		Reimbursement received and paid including warranty expenses	Actual basis	250

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.”

After the above resolutions were being briefed and deemed to be read, the Chairman then took over the proceedings and invited Members who had previously registered with the Company, to raise their queries, if any.

The Company Secretary requested the registered speakers to proceed with their queries one by one.

Mr. Gagan Kumar (DPID 30020611044542) expressed his views and appreciated the kind of support being extended and investor relations being maintained by the Company Secretary of the Company. He further congratulated the Management for managing the business affairs of the Company in an efficient and effective way.

Mr. Praveen Kumar Agarwal, Mr. Chetan Chadha, Mr. A P Jindal, Ms. Poonam Bala and Mr/Ms. Aspi Bhesania who had previously registered themselves as Speakers at the AGM, did not attend the Meeting.

The Chairman of the Company, responded to the concern and thanked Mr. Gagan Kumar for his kind words.

The Chairman thanked the Shareholders for their co-operation in conducting the meeting through the Audio-Visual means and authorised the Company Secretary to conclude the Meeting.

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The Company Secretary thereafter proposed a vote of thanks to the Chairman and the Board of Directors and thanked the Shareholders and the Auditors for joining the meeting.

The meeting concluded at 11:16 a.m.

The results of the e-voting (attached as Annexure I) was declared on September 27, 2022 based on the consolidated Scrutiniser's report on e-voting conducted during the period September 23, 2022 to September 25, 2022 and e-voting conducted at the Annual General Meeting, the Company announced the results of voting on September 27, 2022 to the Stock Exchanges that all the resolutions as proposed and as set out in the Item Nos. 1 to 12 of the Notice were transacted and declared/approved with requisite majority.

Place: NEW DELHI

Date: 18-10-2022

Satish Meh
Chairman

Entered on:

17-10-2022
Date

Sunita Gangoo
Company Secretary

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ANNEXURE - 1

On the basis of the Scrutinizer's Report dated September 27, 2022, in respect of Remote e-voting, and e-voting conducted during the Annual General Meeting, the summary of which was mentioned hereunder, Ms. Sunita Ganjoo, Company Secretary, who was authorised by the Chairman in this behalf, announced the results of e-voting on September 27, 2022 stating that following Resolutions in respect of Ordinary and Special Businesses as set out at Item Nos. 1 to 12 of the Notice of 37th Annual General Meeting of the Company, had been duly passed with the requisite majority.

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 of the Company for the year ended March 31, 2022, 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	6762000	6762000	100.0000	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
	Total	6762000	6762000	100.0000	6762000	0	100.0000	0.0000
Public-Institutions	E-Voting	1419284	1001134	70.5380	1001134	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001134	70.5380	1001134	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1961787	415050	21.1567	415037	13	99.9969	0.0031
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	415037	13	99.9969	0.0031
Total	Total	10143071	8178184	80.6283	8178171	13	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	

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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	6762000	6762000	100.0000	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
	Total	6762000	6762000	100.0000	6762000	0	100.0000	0.0000
Public-Institution s	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public-Non Institution s	E-Voting	1961787	415050	21.1567	415042	8	99.9981	0.0019
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	415042	8	99.9981	0.0019
Total	Total	10143071	8178816	80.6345	8178808	8	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	

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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. Takahiro Ueda (DIN 08685990), who retires by rotation and being eligible offers himself for reappointment				
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	6762000	6762000	100.0000	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
	Total	6762000	6762000	100.0000	6762000	0	100.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public-Non Institutions	E-Voting	1961787	415050	21.1567	414532	518	99.8752	0.1248
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	414532	518	99.8752	0.1248
Total	Total	10143071	8178816	80.6345	8178298	518	99.9937	0.0063
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Honda India Power Products Limited

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve appointment of Statutory Auditors and fixing of their remuneration				
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	6762000	6762000	100.0000	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
	Total	6762000	6762000	100.0000	6762000	0	100.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public-Non Institutions	E-Voting	1961787	415050	21.1567	415032	18	99.9957	0.0043
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	415032	18	99.9957	0.0043
Total	Total	10143071	8178816	80.6345	8178798	18	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Resolution (5)								
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	6762000	6762000	100.0000	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
	Total	6762000	6762000	100.0000	6762000	0	100.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1961787	415050	21.1567	414495	555	99.8663	0.1337
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	414495	555	99.8663	0.1337
Total	Total	10143071	8178816	80.6345	8178261	555	99.9932	0.0068
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of 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	6762000	6762000	100.0000	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
	Total	6762000	6762000	100.0000	6762000	0	100.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public-Non Institutions	E-Voting	1961787	415050	21.1567	415032	18	99.9957	0.0043
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	415032	18	99.9957	0.0043
Total	Total	10143071	8178816	80.6345	8178798	18	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Honda India Power Products Limited

Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval/Ratification of Related Party Transactions with Honda Motor Co. Ltd., Japan for the Financial Year 2021-22				
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)	$(3) = \frac{(2)}{(1)} \times 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} \times 100$	$(7) = \frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	6762000	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
	Total		0	0.0000	0	0	0.0000	0.0000
		6762000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0	0
		1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1961787	415050	21.1567	414995	55	99.9867	0.0133
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0	0
		1961787	415050	21.1567	414995	55	99.9867	0.0133
Total	Total	10143071	1416816	13.9683	1416761	55	99.9961	0.0039
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Honda India Power Products Limited

Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval/ratification of Related Party Transactions with Asian Honda Motor Co. Ltd., Thailand for the Financial Year 2021-22				
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	6762000	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
	Total	6762000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public-Non Institutions	E-Voting	1961787	415050	21.1567	414995	55	99.9867	0.0133
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	414995	55	99.9867	0.0133
Total	Total	10143071	1416816	13.9683	1416761	55	99.9961	0.0039
Whether resolution is Pass or Not:							Yes	

CHAIRMAN'S INITIALS

J. N.

Honda India Power Products Limited

Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval/ratification of Related Party Transactions with Honda Motor Co. Ltd, for the Financial Year 2022-23				
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	6762000	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
	Total	6762000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	943510	58256	94.1847	5.8153
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	943510	58256	94.1847	5.8153
Public-Non-Institutions	E-Voting	1961787	415050	21.1567	415032	18	99.9957	0.0043
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	415032	18	99.9957	0.0043
Total	Total	10143071	1416816	13.9683	1358542	58274	95.8870	4.1130
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Honda India Power Products Limited

Resolution (10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval/ratification of Related Party Transactions with American Honda Motor Co. Inc. for the Financial Year 2022-23				
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	6762000	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
	Total	6762000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1961787	415050	21.1567	414995	55	99.9867	0.0133
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	414995	55	99.9867	0.0133
Total	Total	10143071	1416816	13.9683	1416761	55	99.9961	0.0039
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Honda India Power Products Limited

Resolution (11)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Related Party Transactions with Honda Motor Co. Ltd. For the Financial Year 2023-24				
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	6762000	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
	Total	6762000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	943510	58256	94.1847	5.8153
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	943510	58256	94.1847	5.8153
Public- Non Institutions	E-Voting	1961787	415050	21.1567	415032	18	99.9957	0.0043
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	415032	18	99.9957	0.0043
Total	Total	10143071	1416816	13.9683	1358542	58274	95.8870	4.1130
Whether resolution is Pass or Not.							Yes	

CHAIRMAN'S INITIALS

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Honda India Power Products Limited

Resolution (12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Related Party Transactions with American Honda Motor Co. Inc. for the Financial Year 2023-24				
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	6762000	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
	Total	6762000	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1419284	1001766	70.5825	1001766	0	100.0000	0.0000
Public-Non-Institutions	E-Voting	1961787	415050	21.1567	414995	55	99.9867	0.0133
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1961787	415050	21.1567	414995	55	99.9867	0.0133
Total	Total	10143071	1416816	13.9683	1416761	55	99.9961	0.0039
Whether resolution is Pass or Not.							Yes	

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