

HONDA

Honda India Power Products Limited

Head Office & Works :

Plot No. 5, Sector-41, (Kasna)

Greater Noida Industrial Development Area,
Distt. Gautam Budh Nagar (U.P.) Pin-201310

Tel. : +91-120-2590 100

Fax : +91-120-2590 350

Website : www.hondaindiapower.com

CIN : L40103DL2004PLC203950

E-mail : ho.mgt@hspp.com

Ref: HIPP/SE/2025-26/49

March 30, 2026

**Corporate Relationship Department
BSE Limited**

Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
Mumbai – 400001

Listing Department

National Stock Exchange of India Limited

5th Floor, Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

**Scrip Code: NSE : HONDAPOWER
BSE : 522064**

Sub: Notice of Postal Ballot and Electronic Voting

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot which has been sent to the members of the Company, seeking their approval through electronic voting on the resolutions set out therein.

The aforesaid Notice is available for inspection at the Company's Registered Office and has also been uploaded on the Company's website at www.hondaindiapower.com. The results of the Postal Ballot will be declared on or before May 04, 2026 and will be intimated to the Stock Exchanges, where the equity shares of the Company are listed, within the prescribed timelines.

We request you to kindly take the above 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
(Formerly Honda Siel Power Products Limited)

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

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@hipp.co.in 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 the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (“the Management Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and/or any other applicable provisions of the Act, the Rules or the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby seeks your approval through Postal Ballot by way of electronic voting (“remote E-voting”) only, to transact the following special business:

1. Re-Appointment and payment of remuneration to Mr. Shigeki Iwama (DIN 10075458) as CMD and President & CEO of the Company.
2. Payment of remuneration to Mr. Vinay Mittal (DIN:05242535), Whole Time Director of the Company.

An Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons / rationale thereof forms part of this Postal Ballot Notice.

The Company has provided e-voting facility to its Members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating remote e-voting to its members.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Wednesday, April 01, 2026
Conclusion of remote e-voting period	5.00 p.m. IST on Thursday, April 30, 2026
Cut-off date for eligibility to vote	Friday, March 27, 2026

The remote e-voting facility will be disabled by NSDL immediately after 5.00 p.m. IST on **Thursday, April 30, 2026**, and will be disallowed thereafter.

The Board 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.

The Scrutinizer will submit their report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman after completion of the scrutiny of total votes cast. The result of the Postal Ballot will

be announced by **Monday, May 04, 2026**, and the Resolution will be deemed to have been passed w.e.f. **April 30, 2026** 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 NSDL.

SPECIAL BUSINESS:

Resolution No. 1

To approve re- appoint and payment of remuneration to Mr. Shigeki Iwama (DIN 10075458) as CMD and President & CEO of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Regulation 26A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company and subject to any required regulatory approvals and applicable conditions thereof, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Shigeki Iwama (DIN 10075458) as the CMD and President & CEO of the Company for a term of one year commencing from 01st April, 2026 to 31st March 2027, liable to retire by rotation, on the terms and conditions including remuneration and perquisites as set out below:

Basic Salary	Rs. 75,000/- (Rupees Seventy-Five Thousand only) per month
Salary reimbursement to Japan	Not exceeding Rs. 20,00,000/- (Rupees Twenty Lakh only) permonth, to be reimbursed on actual basis.
<u>Perquisites</u>	
<u>Housing and Hard Furnishing</u>	As per Company Rules.
Special Allowance	Not exceeding Rs. 12,50,000 (Rupees Twelve Lakh and Fifty Thousandonly) per month.
Medical reimbursement	Actual medical expenses to be borne by the Company
Health Inspection/ Medical Check Up	Cost of Air Tickets for travel to Japan for healthinspection/ medical checkup twice a year for self and family.
Membership fee for Japanese Association	Rs. 1000/- (Rupees One Thousand only) per month.
Club Fee	Admission fee, monthly and annual charges, for one Club.
Personal Accident Insurance/ Insurance of Household Goods/ Medical Insurance Reimbursement of Expenses Incurred on Joining Duty and Returning to home country after completion of tenure (including family Members)	As per Company Rules
Car (including driver, maintenance, fuel & other expenses)	

Reimbursement of expenses (including fee) incurred on children studying in India	At actuals
Leave	35 days per year of service (i.e. 365 days from date of arrival) Leave may be accumulated but encashment will not be permissible. Plus In case of death or imminent danger of death of member of immediate i.e. mother, father, wife and children left behind in Japan, special home leave will be granted for reasonable sufficient period. Round trip air ticket shall be provided by the Company.
Subsidy for recreation	Subsidy for recreation Rs. 24,000/- (Rupees Twenty-Four Thousand only) per annum.
Miscellaneous expenses	At actuals, to cover Import duty and charges for Japanese food, electricity, water, fuel, telephone, VISA and FRRO fee, maintenance for generator at home, security guard, pest control, all repair and maintenance expenses at House such as electric goods, furniture etc.
Gratuity	As per Act

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, modify, or revise the terms and conditions of the said re-appointment, including remuneration and other benefits, from time to time, in such manner as it may deem appropriate and in the best interest of the Company, subject to compliance with applicable laws.

RESOLVED FURTHER THAT the 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.”

Resolution No. 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 the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and such other approvals as may be required, the shareholders hereby accord their consent for the payment of remuneration to Mr. Vinay Mittal (DIN: 05242535), Whole Time Director of the Company, for the period from 01.04.2026 to 30.09.2026 (both days inclusive,) as per the following particulars:

<u>Basic Salary</u>	Not exceeding Rs. 9,26,222 /- (Rupees Nine Lakh Twenty-Six Thousand Two Hundred and Twenty-Two Only) per month.
<u>Perquisites</u>	
Housing Allowance	Not exceeding Rs. 4,63,111/- (Rupees Four Lakh Sixty-Three Thousand One Hundred and Eleven Only) per month.
Special Allowance	Not exceeding Rs. 1,98,482/- (Rupees One Lakh Ninety-Eight Thousand Four Hundred and Eighty-Two 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	Not exceeding Rs. 77,185 /- (Rupees Seventy-Seven Thousand One Hundred and Eighty-Five Only) per month.

RESOLVED FURTHER THAT Personal Accident Insurance, Medical Insurance, Car (including Driver, Maintenance and Fuel), Telephone, Provident Fund, National Pension Fund, Gratuity, Interest subsidy on Housing Loan, Variable pay and Leave shall be paid as per Company policy.

RESOLVED FURTHER THAT the unavailed perquisites, benefits, and leave accrued to Mr. Vinay Mittal up to March 31, 2026, along with the corresponding reimbursements, 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**

Sd/-

**Sunita Ganjoo
Company Secretary & Compliance Officer
Membership No. 33198**

New Delhi
February 13, 2026

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

Notes:

1. In accordance with the MCA Circulars, the Postal Ballot Notice alongwith the instructions regarding e-voting 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 27, 2026** (“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.
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 resolution 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/re-appointment and fixation of remuneration, 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 NSDL at www.evoting.nsdl.co.in.
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 it registered by following the procedure given below:
 - a) Shareholders holding shares in physical form, are requested to register/ update their KYC i.e. email address, bank detail, nomination etc. in form ISR1, ISR2 and SH-13 available on the website of the Company www.hondaindiapower.com and the website of RTA www.masserv.com under download tab) and submit the duly filled in forms with the Company at the following address :

M/s Mas Services Limited
Unit: Honda India Power Products Limited
T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi-110020
Ph:- 011-26387281/82/83
email: - investor@masserv.com
Website: www.masserv.com
 - b) 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 27, 2026** 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. The Company has engaged the services of NSDL as an 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 **Wednesday, April 01, 2026** at 9:00 a.m. (IST) and ends on **Thursday, April 30, 2026** 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@hipp.co.in.
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 of the Company or any other person authorised by him on or before **Monday, May 04, 2026** and then the result of e-voting will be announced on or before **Monday, May 04, 2026**. The results will also be displayed on the Company’s website (www.hondaindiapower.com), intimated to NSDL 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 been passed, if approved by the requisite majority, on April 30, 2026.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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 options available against company name or e-Voting service provider – NSDL and you will be redirected to NSDL e-Voting 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> 1. 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. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>
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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123195 then user ID is 123195001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

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

Sd/-

**Sunita Ganjoo
Company Secretary**

Membership No. 33198

New Delhi
February 13, 2026

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@hipp.co.in

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

The following statement sets out all material facts relating to resolutions mentioned in the accompanying Notice.

Resolution No. 1

In terms of the provisions of Sections 152, 196, 197, 198 and 203 of the Companies Act, 2013 (“the Act”), read with the applicable rules thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (together with any statutory modifications or re-enactments thereof currently in force) and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Articles of Association of the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at its meeting held on March 28, 2023, appointed Mr. Shigeki Iwama as CMD and President & CEO of the Company with effect from April 01, 2023, for a period of three (3) years. His appointment was subsequently approved by the Members through Postal Ballot on May 14, 2023.

Mr. Iwama brings with him extensive industry knowledge and managerial expertise. His proven track record in driving operational excellence and strategic initiatives has been instrumental in strengthening the Company’s performance. Based on the outcome of his performance evaluation, the Nomination and Remuneration Committee, at its meeting held on February 13, 2026, recommended to the Board that the continued association of Mr. Iwama would be in the best interests of the Company.

The performance evaluation of Mr. Iwama was carried out in accordance with the Act, Listing Regulations, and the Company’s evaluation framework, covering parameters such as attendance at Board and Committee meetings, skills, experience, knowledge of the Company’s business, and understanding of industry and global trends.

Accordingly, at its meeting held on February 13, 2026, and after considering the recommendation of the Nomination and Remuneration Committee as well as the performance evaluation of Mr. Shigeki Iwama, the Board of Directors approved and recommended his re-appointment as CMD and President & CEO of the Company for a further term of one year, from April 1, 2026 to March 31, 2027, on the existing terms and conditions, with liability to retire by rotation.

Mr. Iwama has consented to his reappointment on the aforesaid terms and conditions and confirmed that he is qualified to continue as a Director pursuant to Sections 164(1) and 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and in accordance with the Listing Regulations. He has further confirmed that he is not debarred from accessing the capital markets or restrained from holding the position of Director in any company by any order issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, or any other competent authority.

Except as otherwise provided, Mr. Iwama shall be governed by such policies and rules as are applicable to senior executives of the Company from time to time. The total remuneration and perquisites payable to Mr. Iwama, shall not exceed the limits prescribed under Sections 197 and 198 of the Act, read with Schedule V and other applicable provisions, or any statutory modification(s) or re-enactment(s) thereof currently in force.

A brief profile of Mr. Iwama, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard–2 (SS-2) issued by the Institute of Company Secretaries of India, together with details of his previous remuneration, is provided in the Annexure to this Notice.

The remuneration and other terms and conditions of Mr. Iwama’s reappointment as CMD and President & CEO, as set out in the resolution, are subject to the approval of the Members.

Except Mr. Shigeki Iwama, being the appointee, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 1 of this Notice.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 1 of this Notice for the approval of the Members.

Resolution No. 2

In accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the relevant rules framed thereunder, and in line with the Company’s Remuneration Policy and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (“NRC”) at its meeting held on February 13, 2026, has proposed that Mr. Vinay Mittal be paid remuneration for the period from April 01, 2026 to September 30, 2026 on the same terms and conditions as approved by the Members vide Postal Ballot dated March 26, 2025. Additionally, reimbursement of perquisites, benefits, and any accrued but unused leave up to March 31, 2026, shall be carried forward.

Mr. Vinay Mittal is a highly qualified and accomplished professional with significant experience in the manufacturing industry. His business acumen, professional approach, and contributions have been instrumental in driving the Company’s growth and success.

In recognition of his valuable services and consistent with the outcome of the annual performance evaluation for FY 2025–26 conducted by the Board, the NRC recommended continuation of his remuneration on the same terms. The Board of Directors, at its meeting held on February 13, 2026, unanimously approved the proposal and now seeks Members’ approval for the same.

A brief profile of Mr. Vinay Mittal, as required under Regulation 36(3) of the LODR Regulations and Secretarial Standard–2 (SS-2) issued by the Institute of Company Secretaries of India, together with details of his previous remuneration, is annexed to this Notice.

Except for Mr. Vinay Mittal, none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Resolution No. 2 of the accompanying 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 & Compliance Officer
Membership No. 33198

New Delhi
February 13, 2026

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@hipp.co.in

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. Shigeki Iwama	Mr. Vinay Mittal
DIN	10075458	05242535
Age/Years	56	59
Date of appointment/ re-appointment	01.04.2023 01.04.2026	01.04.2012/ 01.04.2022
Brief Resume/ Qualification	Graduate- Social science	<ul style="list-style-type: none"> • Graduate in Commerce from Delhi University • Fellow Member of the ICAI • Alumni of IMD, Switzerland
Expertise in specific functional areas	Mr. Iwama has expertise in sales and marketing, sales network building, export business, business planning, and product planning. Besides power products operations, he has experience in automobile operations and Motorcycle operations.	Mr. Mittal has around 35 years of extensive and diverse experience across multiple domains, including Finance & Accounting, Direct & Indirect Tax, Imports, Secretarial, Legal and General Management. His expertise spans a wide range of industries, equipping him with a comprehensive understanding of business operations and the ability to navigate complex financial and regulatory landscape.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
Name of other Indian companies in which Directorship held	NIL	Honda Power Pack Energy India Private Limited
Listed entities from which the appointee has resigned in past three years	None	None
Chairman/ Member of Board Committees in Indian Companies	Honda India Power Products Limited <ul style="list-style-type: none"> - Audit Committee: Member - Stakeholders Relationship Committee: Member - Corporate Social Responsibility Committee: Chairman - Risk Management Committee: Chairman - Board Committee on Financial Matters: Chairman 	Honda India Power Products Limited <ul style="list-style-type: none"> - Stakeholders Relationship Committee: Member - Corporate Social Responsibility Committee: Member - Board Committee on Financial Matters: Member - Risk Management Committee: Member
Shareholding in the Company	NIL	NIL
Skill and capabilities required for the role	NA	NA
Remuneration to be paid	Details of remuneration provided in the Resolution	Details of remuneration provided in the Resolution
Remuneration last drawn	Rs. 262 Lakhs per annum (approx.)	Rs. 276 Lakhs per annum (approx.)
No. of Meetings attended during the year	4 Board Meetings	4 Board Meetings