

July 07, 2016

Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street, Fort,
Mumbai – 400001

Listing Department
The National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

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

Sub: Intimation of Book Closure and Dividend Payout Date

Dear Sir/Madam,

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the 31st Annual General Meeting (AGM) of the Company will be held on Thursday August 11, 2016 at 12:45 P.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001. Copy of the 31st Annual General Meeting Notice is enclosed.

Pursuant to Regulation 42(5) of the aforementioned Regulations, the Register of Members and Share Transfer Book of the Company will remain closed from Friday, August 05, 2016 to Thursday, August 11, 2016 (both days inclusive) for the purpose of Annual General Meeting of the Company and for determining the eligibility of equity shareholders for payment of Dividend of Rs. 6.00 per equity share of Rs. 10 each.

The said dividend, if declared at the forthcoming AGM will be paid

- 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 11, 2016 after giving effect to all valid share transfers lodged with the Company on or before August 04, 2016.
- 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 04, 2016.

You are further informed that dividend payout date for the Equity Shares of the Company is September 07, 2016.

Further, in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company will be providing to members facility to exercise their right to vote at the 31st Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The voting period will begin on August 08, 2016 at 9.00 a.m. and will end on August 10, 2016 at 5.00 p.m.

We request the Exchange to take the aforesaid information on record and notify your constituents accordingly.

Thanking you.

Yours truly,
for **Honda Siel Power Products Limited,**

Sunita Ganjoo
Sunita Ganjoo
Company Secretary



Encl: as above

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of the Company will be held on August 11, 2016 (Thursday) at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001 at 12:45 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Hiroyoshi Sugimizu (DIN 06848213), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and provisos there to read with Companies (Audit and Auditors) Rules 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to recommendation of the Audit Committee, M/s B S R & Co. LLP, Chartered Accountants, (firm Registration No. 101248W), be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration (exclusive of Service Tax and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), as may be fixed by the Board of Directors or any Director(s), jointly or severally, as may be authorized by the Board."

SPECIAL BUSINESS

5. **Revision in remuneration of Mr. Yoshifumi Iida, President & CEO (DIN 07136925)**

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or modification thereof and subject to the approval of the Central Government, if required and such other approvals as may be necessary, approval of the Shareholders be and is hereby accorded for revision in Special Allowance to be paid to Mr. Yoshifumi Iida, President & CEO of the Company (DIN 07136925), at not exceeding Rs. 12,00,000/- (Rupees Twelve Lac only) per month effective February 01, 2016.

RESOLVED FURTHER THAT the other components of remuneration and terms of appointment of Mr. Yoshifumi Iida, as approved at the Annual General Meeting of the Company held on August 12, 2015 shall remain the same.

RESOLVED FURTHER THAT the remuneration as revised above shall be paid as minimum remuneration to Mr. Yoshifumi Iida in the event of absence or inadequacy of profits during any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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. **Revision in remuneration of Mr. Vinay Mittal, Whole Time Director and Chief Financial Officer (DIN 05242535)**

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any amendment or modification thereof and subject to the approval of the Central Government, if required and such other 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), for the period from 01.04.2016 to 31.03.2017 (both days inclusive), as recommended by the Nomination and Remuneration Committee, as per the following particulars:

<u>Basic Salary</u>	Rs. 2,68,297 (Rupees two lakh sixty eight thousand two hundred ninety seven only) per month.
<u>Perquisites</u>	
Housing Allowance	Rs. 1,34,149/- (Rupees one lakh thirty four thousand one hundred forty nine only) per month.
Special Allowance	Rs. 2,08,010/- (Rupees two lakh eight thousand ten 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.
Food Allowance	Rs. 3,000/- (Rupees three thousand only) per month.
Entertainment Reimbursement	Rs. 5,000/- (Rupees five thousand only) per month.
Leave Travel Concession	Rs. 33,537/- (Rupees thirty three thousand five hundred thirty seven 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 the reimbursement of medical expenses, leave travel concession and other perquisites, benefits, leave accrued to Mr. Vinay Mittal till 31.03.2016, not availed of, be and are hereby approved to be carried forward.

RESOLVED FURTHER THAT the above remuneration shall, with the approval of the Central Government, if necessary, be paid as the minimum remuneration to Mr. Vinay Mittal in the event of absence or inadequacy of profit during any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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."

7. To approve and ratify payment of remuneration to the Cost Auditors

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

"RESOLVED THAT pursuant to the 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 of Rs. 1,15,000/- (Rupees One Lakh Fifteen Thousand only) (exclusive of Service Tax and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit), payable to M/s Rakesh Singh & Co., Cost Accountants who were appointed as the Cost Auditors of the Company by the Board of Directors, for conducting audit of the cost records of the Company for the financial year 2016-17 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."

8. Material Related Party Transactions:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, approval of the Members be and is hereby accorded for:-

- Transactions entered into from April 01, 2015 to March 31, 2016;
- Transactions proposed to be entered from April 01, 2016 to March 31, 2018

as detailed below:

Related Party Transactions entered into from April 01, 2015 to March 31, 2016 / to be entered into from April 01, 2016 to March 31, 2018:

	Name of the related Party	Relationship	Nature, duration and particulars of the Contract/ arrangement	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2015-16	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2016-17	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2017-18	Basis	Explanation
1	Honda Motor Co., Ltd., Japan	Promoter	Royalty	2,454	2,700	3,000	Running royalty @ 6% of net ex-factory sales price	Rate of royalty paid by the Company compared with terms agreed between unrelated parties
			Export Commission	2,061	2,200	2,450	8% of export price in FOB	Rate of export commission paid by the Company compared with payment made in the domestic segment or terms agreed between unrelated parties

	Name of the related Party	Relationship	Nature, duration and particulars of the Contract/ arrangement	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2015-16	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2016-17	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2017-18	Basis	Explanation
			Technical Guidance Fee	595	700	800	Monthly labour cost of technical experts (Japanese Yen) + reimbursement of actual expenses incurred	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities or overseas related party's margin compared with other service providers
			Purchase of Raw Material , Components, Consumables, spares	3,219	5,000	5,600	Cost Plus basis	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Purchase of finished goods	1,088	2,000	2,300	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Purchase of Capital goods and spares	3	300	300	Cost Plus basis.	Related Party's margin (OP/TC) on sale compared with companies in similar region
			Reimbursement received and paid including warranty expenses	119	200	250	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty / other expenses
			Export Sale of finished goods and spares	1,168	1,500	1,700	Cost plus basis / terms and 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
			Model fee	70	210	210	Lump sum fee	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities

	Name of the related Party	Relationship	Nature, duration and particulars of the Contract/ arrangement	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2015-16	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2016-17	Material terms of the contract / arrangement including value (Rs./Lakh) F.Y. 2017-18	Basis	Explanation
2	American Honda Motor Co. Inc, America	Subsidiary of Honda Motor Co., Ltd., Japan	Export Sale of finished goods and spares	15,000	17,500	20,000	Cost plus basis / terms and 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	107	150	200	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty / other expenses
3.	Asian Honda Motor Co. Ltd., Thailand		Purchase of Raw Material , Components, Consumables, spares	NA	2,800	3,200	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Purchase of finished goods	NA	4,500	5,000	Cost Plus basis.	The Company's margin (OP/TC) compared with companies engaged in similar manufacturing activities
			Reimbursement received and paid including warranty expenses	NA	30	35	Actual basis	Evidence / Representation that price recovered is the actual cost incurred for warranty / other expenses
			Export Sale of finished goods and spares	NA	100	150	Cost plus basis / terms and 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

RESOLVED FURTHER THAT the 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"

9. Adoption of new set of Articles of Association

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, approval of the Members be and is hereby accorded to the adoption and substitution of a new

set of Articles of Association in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board, be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
for Honda SIEL Power Products Limited,

Place: New Delhi
Date: May 20, 2016

Sunita Ganjoo
Company Secretary

NOTES

1. None of the Directors, Key Managerial Persons or their relative have any concern, financial or otherwise and does not have any conflict of interest in Item No. 5 to Item No. 9 except as expressed under the respective items in the explanatory statement.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, ('the Act') concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER SHAREHOLDER.**

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED TO THIS REPORT. PROXIES SUBMITTED ON BEHALF OF SHAREHOLDERS WHO ARE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from August 05, 2016 to August 11, 2016 (both days inclusive).
7. **Payment of Dividend**

The Dividend on Equity Shares for the year ended March 31, 2016, as recommended by the Board, if declared at the meeting will be paid as follows:

- i) In respect of shares held in physical form, to those Members whose names appear in the Register of Members of the Company on August 11, 2016 after giving effect to all valid share transfers lodged with the Company on or before August 04, 2016.
- 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 business hours on August 04, 2016.

The members are hereby informed that the Company would transfer the dividends which remain unclaimed over a period of 7 years to the Investor Education and Protection Fund ('IEPF') established under Section 205C of the Companies Act, 1956/125 of the Companies Act, 2013.

The Company has already transferred unclaimed dividends upto financial year 1994 - 95 to the General Revenue Account of the Central Government and for the financial years 1995-96 to 2007-08 to IEPF. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the

Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 12, 2015 (date of last Annual General Meeting) on the website of the Company (www.hondasielpower.com), as also on the website of the Ministry of Corporate Affairs.

Following are the details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to IEPF:

Dividend year	Date of Declaration	Due date for transfer to IEPF
2008-09	07.09.2009	06.10.2016
2009-10	19.08.2010	18.09.2017
2010-11	10.08.2011	09.09.2018
2011-12	31.08.2012	30.09.2019
2012-13	05.08.2013	04.09.2020
2013-14	05.08.2014	04.09.2021
2014-15	12.08.2015	11.09.2022

The Company shall not be in a position to entertain the claims of the shareholders for the unclaimed dividends, which have been transferred to the credit of IEPF. Accordingly, the shareholders are advised to send all the un-encashed dividend warrants pertaining to the years 2008-09 upto 2014-15 to our Share Transfer Agent at New Delhi for issuing demand drafts in lieu thereof and en-cash them before the due dates for transfer to IEPF.

8. a. Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participants (DPs). In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations. A blank ECS Mandate Form is annexed. The same is also available on the website of the Company at www.hondasielpower.com.
- b. Members are requested to send their Bank Account particulars (viz. Account No., name and Branch of the Bank and the MICR code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agent in case the shares are held in physical mode for printing on dividend warrant/instruction to ensure that there is no fraudulent encashment/credit of the warrants.
9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice is being sent by electronic mode, to those members who have registered their email IDs with their respective Depository Participants or with the Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to ho.legal@hspp.com, mentioning your Folio/DP ID & Client ID.
10. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for financial year 2015-16 will also be available on the Company's website www.hondasielpower.com for downloading.

11. Documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.

12. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Service (India) Limited (CDSL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The Board of Directors of the Company has appointed Mr. Tanuj Vohra of TVA & Co. LLP, Practising Company Secretaries as Scrutiniser to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- v. The results shall be declared within 48 hours after the Annual General meeting of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hondasielpower.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. Voting shall be reckoned on the paid up value of shares registered in the name of member/ beneficial owner (in case of electronic shareholding) as on the cut off date i.e. August 04, 2016.
A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off-date i.e. August 04, 2016 only shall be entitled to avail the remote e-voting facility.
- vii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. August 04, 2016, may follow the same procedure as mentioned below for remote e-Voting. However, if the member is already registered with CDSL for remote e-voting then he can use his existing password for casting his vote. If he has forgotten his login password then he may please go to website www.evotingindia.com then click on Shareholders, Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

viii. Instructions and other information relating to remote e-voting

- (i) The remote e-voting facility will be available during the following period:
 - Commencement of remote e-voting - from 9:00 am onwards on Monday, 8th August, 2016.
 - End of remote e-voting - upto 5:00 pm on Wednesday, 10th August, 2016.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 4th August, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. - If both the details are not recorded with the depository or Company please enter the member ID / Folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Honda Siel Power Products Ltd.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and

password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

13. Brief resume and other particulars of Mr. Hiroyoshi Sugimizu as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

DIN	06848213
Date of Birth	01.11.1961
Date of appointment / re-appointment	01.04.2014
Expertise in specific functional Areas	Mr. Sugimizu has expertise in management of equipment in assembly/ processing area, gathering and implementation of field quality information, facilitation of failure analysis and countermeasures thereof, management of personnel, materials, investment and information at the plant.
Relationships between the Director inter-se;	NIL
Qualifications	Graduate-General Course
Directorship in other Companies	NIL
Chairman/ Member of Board Committees in other Companies	Honda Siel Power Products Ltd. Board Committee on Financial Matters – Member
Shareholding in the Company	NIL

14. Members are requested to:

- Send their queries, if any, to reach the Company's Registered Office at 409, DLF Tower B, Jasola Commercial Complex, New Delhi – 110 025 at least 10 days before the date of the Meeting so that information can be made available at the Meeting.
- Avail the dematerialization facility and get their shareholding dematerialized by sending the Dematerialization Request Form alongwith the Share Certificates through their Depository Participant.
- Notify immediately any change in their address to the Company or to the Company's Registrar and Share Transfer Agent quoting their folio number and also notify their e-mail address for prompt response.

15. M/s Mas Services Ltd. is Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to:

M/s Mas Services Limited
Unit: Honda SIEL Power Products Limited
T-34, 2nd Floor, Okhla Industrial Area, Phase - II,
New Delhi - 110 020
Ph:- 011 26387281/82/83, Fax:- 011 26387384
email:- info@masserv.com
Website: www.masserv.com

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to M/s Mas Services Ltd., Registrar and Share Transfer Agent of the Company.
17. In terms of Section 72 of the Companies Act, 2013 the Members of the Company may nominate a person to whom the shares held by him shall vest in the event of death. In case you wish to avail the nomination facility in respect of shares held by you, please write to M/s Mas Services Ltd., Registrar and Share Transfer Agent of the Company.
18. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
20. Route Map showing directions to reach to the venue of the 31st Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."
21. Members may please note that briefcase, bag, mobile phone and/or eatables shall not be allowed to be taken inside the hall for security reasons.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Members in the Annual General Meeting held on August 12, 2015 had approved appointment and remuneration of Mr. Yoshifumi Iida, as Managing Director of the Company, designated as President & CEO, for a period of five years effective April 1, 2015, liable to retire by rotation.

Considering the performance, technical caliber and the responsibilities shouldered by Mr. Iida, your Board, on the recommendation of the Nomination and Remuneration Committee, on February 10, 2016 approved the revision in the maximum limit of special allowance of Mr. Yoshifumi Iida from 'not exceeding Rs. 6,50,000 p.m.' to 'not exceeding Rs. 12,00,000 p.m.' effective February 01, 2016.

The other terms of appointment and remuneration of Mr. Yoshifumi Iida as approved by the members of the Company at their Meeting held on August 12, 2015 shall remain the same. The revised remuneration is proposed to be paid to

Mr. Yoshifumi Iida even in case of absence or inadequate profits.

The Board considers that the contribution of Mr. Yoshifumi Iida will be of immense benefit to the Company and recommends the revision in his remuneration for your approval.

Information pursuant to Secretarial Standard 1.2.5 is Annexed at Page No. 10*.

Except Mr. Yoshifumi Iida, none of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise and does not have any conflict of interest in the resolution.

ITEM NO. 6

The Members had approved the remuneration of Mr. Vinay Mittal as Whole-Time Director of the Company from 01.04.2015 to 31.03.2016 at the Annual General Meeting of the Company held on August 12, 2015.

Pursuant to the recommendation of Nomination and Remuneration Committee, Remuneration of Mr. Vinay Mittal from 01.04.2016 to 31.03.2017 was approved by the Board on May 20, 2016.

The reimbursement of medical expenses, leave travel concession and other perquisites, benefits, leave accrued to him till 31.03.2016, if not availed of, have also been approved to be carried forward.

Information pursuant to Secretarial Standard 1.2.5 is Annexed at Page No. 10*.

Except Mr. Vinay Mittal, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

The Board recommends the Resolution set out at Item No. 6 for the approval of Members.

ITEM NO. 7

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee, the Board of Directors appointed M/s. Rakesh Singh & Co. as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2016-17, at a remuneration of Rs. 1,15,000.00 (Rupees One Lakh Fifteen Thousand only) (exclusive of Service Tax and reimbursement of out-of-pocket expenses incurred by them for carrying out the audit). The Auditors have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. The remuneration to the cost auditor requires your ratification and confirmation. The Board recommends the Resolution set out at Item No.7 of the accompanying Notice for ratification by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

ITEM NO. 8

Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has prescribed seeking of shareholders' prior approval for material related party transactions.

The Related Party Transactions set out below are all contractual obligations entered into by the Company in its ordinary course of business and are arm's length transactions.

Regulation 23(8) further states that all existing material related party contracts or agreements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these Regulations.

Pursuant to Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges, approval of the shareholders for the Material Related Party Transactions entered into by the Company upto March 31, 2015 were approved by the Members at the Annual General Meeting held on August 12, 2015.

In compliance with the Regulation 23(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, material transactions entered / to be entered into by the Company from April 01, 2015 to March 31, 2018, as set out in resolution No. 8 and approved by the Audit Committee are recommended for your approval.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise and does not have any conflict of interest in the resolution.

However, Mr. Yoshifumi Iida, Mr. Hiroyoshi Sugimizu and Mr. Vinay Mittal may be deemed to be concerned in their capacity as nominees of Honda Motor Co., Ltd., Japan.

ITEM NO. 9

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association are available on the Company's website at www.hondasielpower.com for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise and does not have any conflict of interest in the resolution.

The Board commends the Special Resolution set out at Item No. 9 for the approval of Members.

By order of the Board
for Honda SIEL Power Products Limited,

Place: New Delhi
Date: May 20, 2016

Sunita Ganjoo
Company Secretary

*Information pursuant to Secretarial Standard 1.2.5

Particulars	Mr. Yoshifumi Iida	Mr. Vinay Mittal
Date of Birth	17.01.1964	09.09.1966
Date of appointment / re-appointment	01.04.2015	01.04.2012
Expertise in specific functional Areas	Mr. Iida has expertise in domestic sales, sales network building, strengthening business and staff training. He also has expertise in export business, business planning and execution, market planning and sales activities.	Mr. Mittal has around 26 years of wide and varied experience in the field of Finance & Accounting, Direct & Indirect Tax, Imports, Secretarial and General Management in various industries.
Qualifications	Graduate Major – Industrial Relations	Graduate in Commerce from Delhi University Fellow Member of The Institute of Chartered Accountants of India
Name of other Indian companies in which directorship held	Honda Motor India Private Limited	NIL
Chairman/ Member of Board Committees in Indian Companies	Honda SIEL Power Products Limited - Audit Committee- Member - Stakeholders Relationship Committee - Member - Board Committee on Financial Matters - Chairman - Corporate Social responsibility Committee - Member	Honda SIEL Power Products Limited - Board Committee on Financial Matters - Member - Stakeholders Relationship Committee - Member - Corporate Social responsibility Committee - Member
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
The number of Meetings of the Board attended during the year	4	4
Remuneration last drawn	Rs. 15.85 lakhs p.m.	Rs. 6.86 lakhs p.m.