

## NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of the Company will be held on August 05, 2013 at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110 001 at 10.30 a.m. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Siddharth Shriram, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ravi Vira Gupta who retires by rotation and being eligible offers himself for re-appointment.
5. 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 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s B S R & Co., Chartered Accountants, be and are hereby appointed as 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 authorised by the Board.”

### SPECIAL BUSINESS

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

“**RESOLVED THAT** Mr. Yoshiyuki Matsumoto who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956 (‘the Act’) and Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 257 of the Act, proposing his candidature to the office of Director, be and is hereby appointed as Director of the Company.”

7. 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 198, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 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, the approval of the Shareholders be and is hereby accorded for payment of remuneration to Mr. Vinay Mittal, Whole Time Director, for the period from 01.04.2013 to 31.03.2014 (both days inclusive), as recommended by the Remuneration Committee, as per the following particulars:

<b>Basic Salary</b>	Rs. 1,73,583/- (Rupees one lac seventy three thousand five hundred eighty three only) per month.
<b>Perquisites</b>	
<b>Housing Allowance</b>	Rs. 86,792/- (Rupees eighty six thousand seven hundred ninety two only) per month.
<b>Special Allowance</b>	Rs. 1,45,277/- (Rupees one lac forty five thousand two hundred seventy seven only) per month.
<b>Medical reimbursement</b>	Rs. 1,250/- (Rupees one thousand two hundred fifty only) per month.
<b>Child Education</b>	Rs. 200/- (Rupees two hundred only) per month.
<b>Uniform Allowance</b>	Rs. 800/- (Rupees eight hundred only) per month.
<b>Food Allowance</b>	Rs. 3,000/- (Rupees three thousand only) per month.
<b>Entertainment Reimbursement</b>	Rs. 5,000/- (Rupees five thousand only) per month.
<b>Leave Travel Concession</b>	Rs. 21,698/- (Rupees twenty one thousand six hundred ninety eight only) per month.
<b>Club Fee</b>	One Club.
<b>Personal Accident Insurance</b>	As per Company policy.
<b>Medical Insurance</b>	As per Company policy.
<b>Car and Fuel</b>	As per Company policy.
<b>Telephone</b>	As per Company policy.
<b>Provident Fund</b>	As per Company policy.
<b>Superannuation Fund</b>	As per Company policy.
<b>Gratuity</b>	As per Company policy.
<b>Leave</b>	As per Company policy.
<b>Interest Subsidy on Housing Loan</b>	As per Company policy.

**RESOLVED FURTHER THAT** the recuperation of medical reimbursement, leave travel concession and other perquisites, benefits, leave accrued to Mr. Vinay Mittal till 31.03.2013 be and are hereby approved to be carried forward.

**RESOLVED FURTHER THAT** the above remuneration shall be

minimum remuneration payable to Mr. Vinay Mittal 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.”

By order of the Board  
for **Honda Siel Power Products Limited,**

Place : New Delhi  
Date : May 20, 2013

**Payal Chaddha**  
**Company Secretary**

**NOTES**

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the items of Special Business is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, IF ANY, INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**  
  
**PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING. A BLANK PROXY FORM IS ATTACHED TO THE NOTICE.**
3. 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.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from July 27, 2013 to August 05, 2013 (both days inclusive).
6. Payment of Dividend

The Dividend on Equity Shares for the year ended March 31, 2013, 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 on the Register of Members of the Company on August 05, 2013 after giving effect to all valid share transfers lodged with the Company on or before July 26, 2013.
- 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 July 26, 2013.

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.

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 2004-05 to IEPF. 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
2005-06	27.07.2006	26.08.2013
2006-07	26.07.2007	25.08.2014
2007-08	10.09.2008	10.10.2015
2008-09	07.09.2009	07.10.2016
2009-10	19.08.2010	18.09.2017
2010-11	10.08.2011	09.09.2018
2011-12	31.08.2012	30.09.2019

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 2005-06 upto 2011-12 to our Share Transfer Agent at New Delhi for revalidation and encash them before the due dates for transfer to IEPF.

7. Investors holding shares in physical mode are advised, with a view to provide protection against fraudulent encashment of dividend warrants, to forward the particulars of their bank account, name, branch and address of the bank immediately, if not sent already, so as to enable us to incorporate the same on the dividend warrants.  
  
Investors holding shares in physical mode are further advised to opt for Electronic Clearing Service (ECS) to avail of fast and safe remittance of dividend and return the Mandate Form at the earliest, accurately filled and signed. A photocopy of a leaf of your cheque book bearing your bank account number may also be sent alongwith the Mandate Form to the Share Transfer Agent. A blank ECS Mandate Form is annexed. The same is also available on the website of the Company at [www.hondasielpower.com](http://www.hondasielpower.com).
8. 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.
9. Brief resume and other particulars of Mr. Siddharth Shriram, Mr. Ravi V. Gupta and Mr. Y. Matsumoto as required under Para IV G of Clause 49 of Listing Agreement are annexed.
10. Members are requested to:
  - a) Send their queries, if any, to reach the Company’s Registered Office at 3&4 / 48, 2<sup>nd</sup> Floor, Enkay House, Malcha Marg Shopping Complex, Chanakyapuri, New Delhi

– 110 021 at least 10 days before the date of the Meeting so that information can be made available at the Meeting.

- b) Avail the dematerialization facility and get their shareholding dematerialized by sending the Dematerialization Request Form alongwith the Share Certificates through their Depository Participant.
- c) 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.
- d) Bring their copies of Annual Report. Members/ Proxies should bring the attendance slip duly filled in for attending the Meeting.

11. 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, 2<sup>nd</sup> Floor, Okhla Industrial Area,  
Phase - II, New Delhi - 110 020  
Ph:- 011 26387281/82/83, Fax:- 011 26387384  
Email:- [info@masserv.com](mailto:info@masserv.com)  
website : [www.masserv.com](http://www.masserv.com)

12. In terms of Section 109A of the Companies Act, 1956 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 the Company to obtain the nomination form.

13. The Ministry of Corporate Affairs ('MCA') has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by Companies through electronic mode. To take part in this initiative, your Company proposes to send documents like the Notice convening the General Meetings, Financial Statements, Annual Reports etc. in electronic form to those Members who wish to get the same in electronic form, in lieu of receiving in physical mode, at their e-mail addresses registered with the Company.

Members desirous of availing the above facility in future are requested to register their email IDs with the Company's Registrar and Share Transfer Agent at the address mentioned above. The e-communication registration form is available on the website of the Company.

14. **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 173(2) OF THE COMPANIES ACT, 1956**

### **ITEM NO. 6**

Mr. Yoshiyuki Matsumoto has been appointed as an Additional Director of the Company w.e.f. April 1, 2013 by the Board of Directors vide resolution by circulation on April 1, 2013.

Notice under section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director of the Company.

Your Directors are confident that Mr. Y. Matsumoto's guidance would be very beneficial to the Company and recommends the resolution for your approval.

None of the Directors, except Mr. Y. Matsumoto, are in any way, concerned or interested in the resolution.

The Board recommends the resolution for your approval.

### **ITEM NO. 7**

You had appointed Mr. Vinay Mittal as Whole Time Director of the Company for a period of five years effective April 1, 2012, not liable to retire by rotation and had approved his remuneration from 01.04.2012 to 31.03.2013 at the Annual General Meeting of the Company held on August 31, 2012.

The Remuneration of Mr. Vinay Mittal from 01.04.2013 to 31.03.2014 has been approved by the Board on May 20, 2013 on receiving the recommendation of the Remuneration Committee at its Meeting held on May 20, 2013.

The recuperation of medical reimbursement, leave travel concession and other perquisites, benefits, leave accrued to him till 31.03.2013 have also been approved to be carried forward.

None of the Directors, except Mr. Vinay Mittal, are in any way, concerned or interested in the resolution.

Abstract of terms of remuneration and Memorandum of Interest as required under Section 302 of the Companies Act, 1956 has already been circulated to the shareholders.

Your Directors recommend the resolution for your approval.

By order of the Board  
for **Honda Siel Power Products Limited,**

Place: New Delhi  
Date : May 20, 2013

**Payal Chaddha**  
Company Secretary

## Information pursuant to Clause 49 IV (G) of the Listing Agreement

A brief resume of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting is given below:

Particulars	Mr. Siddharth Shriram	Mr. Ravi Vira Gupta	Mr. Yoshiyuki Matsumoto
Date of Birth	18.01.1945	19.11.1937	14.01.1958
Date of appointment / re-appointment	19.09.1985	25.03.2005	01.04.2013
Expertise in specific functional Areas	Mr. Siddharth Shriram is an Industrialist and has been Managing various industries like Engineering, Chemicals and Sugar. His association with Citibank has enabled him to acquire significant working knowledge in Finance and Banking areas.	Mr. Ravi Vira Gupta is an IAS Officer (retired) and has held key positions at various levels in Government of Madhya Pradesh and Government of India. He was Secretary to the Government of India in the Ministry of Food as well as Secretary Banking in the Ministry of Finance. He has also served as Dy. Governor in RBI. Mr. Gupta is actively connected with institutions promoting education and culture.	Mr. Yoshiyuki Matsumoto has vast experience in technical design of vehicles, new model development and planning and implementation of business strategies for compact cars. He has been associated with Honda Motor Co. Ltd., Japan as Managing Officer.
Qualifications	Graduation from St. Stephen College- Delhi University  M.Sc. in Management from MIT, USA as a Sloan Fellow	IAS	Graduate in Mechanical Engineering
Name of other Indian companies in which directorship(s) held	<ol style="list-style-type: none"> <li>1. Mawana Sugars Ltd.</li> <li>2. Usha International Limited</li> <li>3. Mawana Foods Limited</li> <li>4. Siel Industrial Estate Limited</li> <li>5. V.V. Servotech Private Limited</li> <li>6. Ceratizit India Private Limited</li> <li>7. Siel Infrastructure &amp; Estate Developers Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Goodyear India Limited</li> <li>2. DCM Engineering Limited</li> <li>3. Delhi Safe Deposit Co. Ltd.</li> <li>4. Mawana Sugars Ltd.</li> <li>5. Seshasayee Paper &amp; Boards Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Honda Motor India Pvt. Limited</li> <li>2. Honda Cars India Limited</li> <li>3. Honda Motorcycle and Scooter India Pvt. Ltd.</li> </ol>
Chairman/ Member of Board Committees in Indian Companies	<p><b>Honda Siel Power Products Limited</b></p> <ul style="list-style-type: none"> <li>- Shareholders/Investors Relations Committee - Member</li> <li>- Remuneration Committee - Member</li> <li>- Board Committee on Financial Matters – Member</li> </ul> <p><b>Mawana Sugars Limited</b></p> <ul style="list-style-type: none"> <li>- Banking, Financing and Investment Committee – Chairman</li> <li>- To finalise and approve the terms and conditions for availment of Internet Banking facility from PNB for SCC - Chairman</li> <li>- To negotiate and finalise the terms and Conditions for proposed partial sale of Siel Industrial Estate Limited – Chairman</li> <li>- HR Committee – Chairman</li> <li>- Disposal of Company's undertaking of the Chemical Business – Siel Chemical Complex - Chairman</li> <li>- To explore and analyze various options with regard to development of land of Siel Industrial Estate Limited – Chairman</li> </ul> <p><b>Usha International Limited</b></p> <ul style="list-style-type: none"> <li>- Finance and Banking Committee – Chairman</li> <li>- HR Committee – Member</li> <li>- IT Committee – Member</li> <li>- Advertising Committee – Member</li> <li>- Banking Committee- Member</li> </ul> <p><b>Mawana Foods Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Sub Committee – Chairman</li> </ul> <p><b>Siel Industrial Estate Limited</b></p> <ul style="list-style-type: none"> <li>- Audit Sub Committee - Chairman</li> </ul>	<p><b>Honda Siel Power Products Ltd.</b></p> <ul style="list-style-type: none"> <li>- Audit Committee - Member</li> </ul> <p><b>Goodyear India Ltd.</b></p> <ul style="list-style-type: none"> <li>- Audit Committee – Chairman</li> <li>- Investor Grievance Committee Matters - Member</li> </ul> <p><b>Seshasayee Paper and Boards Ltd.</b></p> <ul style="list-style-type: none"> <li>- Audit Committee – Chairman</li> </ul> <p><b>DCM Engineering Ltd.</b></p> <ul style="list-style-type: none"> <li>- Audit Committee – Member</li> </ul> <p><b>Mawana Sugars Ltd.</b></p> <ul style="list-style-type: none"> <li>- Audit Committee – Member</li> </ul>	<p><b>Honda Motorcycle and Scooter India Pvt. Ltd.</b></p> <ul style="list-style-type: none"> <li>- Internal Audit Committee - Member</li> </ul>
Shareholding in the Company	50 equity shares of Rs.10 each	NIL	NIL

**Honda Siel Power Products Limited**

Regd. Office : 3&4/48, 2<sup>nd</sup> Floor, Enkay House, Malcha Marg Shopping Complex,  
Chankyapuri, New Delhi-110 021

**ATTENDANCE SLIP**

*(Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall)*

I/We hereby record my/our attendance at the 28<sup>th</sup> Annual General Meeting of the Company to be held at Kamani Auditorium,  
1, Copernicus Marg, New Delhi-110 001 at 10.30 a.m. on Monday, August 05, 2013

Member's / Proxy's Name (in Block Letters)

Signature of Shareholder / Proxy

Ledger Folio / DP and Client ID No.....

No. of Shares held .....

----- Please Tear Here -----

**Honda Siel Power Products Limited**

Regd. Office : 3&4/48, 2<sup>nd</sup> Floor, Enkay House, Malcha Marg Shopping Complex,  
Chankyapuri, New Delhi-110 021

**PROXY FORM**

I / We ..... residing at.....  
in the district of..... being a Member / Members of Honda Siel Power Products Limited hereby appoint  
Mr./Ms. .... residing at..... in the district of ..... or  
failing him / her ..... Mr./Ms. .... residing at .....  
in the district of ..... as my / our proxy to attend and vote for me / us on my / our behalf at the 28<sup>th</sup>  
Annual General Meeting of the Company to be held at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110 001 at 10.30  
a.m. on Monday, the 5<sup>th</sup> day of August 2013 and at any adjournment thereof.

Signed this ..... day of ..... 2013

Signature .....

Ledger Folio / DP and Client ID No. ....

No. of Share held .....

Affix  
Revenue  
Stamp

- Note: (a) The proxy form duly completed, must be deposited at the Registered Office of the Company/Share Transfer Agent not less than 48 hours before the scheduled time for holding the Meeting.  
(b) The form should be signed across the stamp as per specimen signature registered with the Company.

Tear Here

