

**FORM NO. MGT 9**  
**ANNUAL RETURN**  
as on financial year ended on 31st March, 2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration ) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

i	CIN	U15114UP1995PLC099377
ii	Registration Date	05-12-1995
iii	Name of the Company	HONDA CARS INDIA LIMITED
iv	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
v	Address of the Registered office & contact details	Plot No. A-1, Sector 40/41, Surajpur- Kasma Road Greater Noida Industrial Development Area Greater Noida Gautam Buddha Nagar UP 201306 , India E-mail : corporate@hondacarindia.com Tel: +91-120-2341313/321/327/801/806 Fax: +91-120-2341261
vi	Whether listed company	NO
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Whole Sale of new passenger Vehicles	45101	70%
2	Sale of Motor Vehicle parts and accessories	45300	24%

**III. PARTICULARS OF HOLDING , SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Bestex MM India Private Ltd.	U35914DL2006PTC150369	Associate (Joint Venture)	2.34	2(6) of the Companies Act, 2013
2	Rajasthan Prime Steel Processing Centre Pvt. Ltd.	U05004DL2007PTC169044	Associate (Joint Venture)	13.53	2(6) of the Companies Act, 2013

IV . SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
<b>(1) Indian</b>	-	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	-	-	-	-	-	-	-	-	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1)</b>	-	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>										
a) NRIs- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	77,43,76,268	77,43,76,268	100%	-	1,07,27,97,321	1,07,27,97,321	100%	-	38.54
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2)</b>	-	77,43,76,268	77,43,76,268	100%	-	1,07,27,97,321	1,07,27,97,321	100%	-	38.54
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	-	77,43,76,268	77,43,76,268	100%	-	1,07,27,97,321	1,07,27,97,321	100%	-	38.54
<b>B. Public Shareholding</b>										
<b>(1) Institutions</b>										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-	-
c) Central govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):</b>	-	-	-	-	-	-	-	-	-	-
<b>(2) Non Institutions</b>										
a) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):</b>	-	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	77,43,76,268	77,43,76,268	100%	-	1,07,27,97,321	1,07,27,97,321	100%	-	38.54

## (ii) Shareholding of Promoters

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Honda Motor Co., Ltd., Japan	56,99,73,753	73.60	Nil	86,83,94,786	80.95	Nil	7.35
2	Asian Honda Motor Co., Ltd., Thailand	20,44,02,515	26.40	Nil	20,44,02,515	19.05	Nil	-7.35
3	Asian Honda Motor Co., Ltd., Thailand Jointly with Honda Motor Co., Ltd, Japan	-	-	Nil	20	-	Nil	Nil
	<b>Total</b>	<b>77,43,76,268</b>	<b>100</b>	<b>Nil</b>	<b>1,07,27,97,321</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>

## (iii) Change in Promoters' Shareholding (please specify if there is no change)

1	Honda Motor Co., Ltd., Japan	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	56,99,73,753	73.60	56,99,73,753	73.60
	Allotment of Equity Shares pursuant to Scheme of Amalgamation during the year 2018-19(27.08.2018)	29,84,21,033	27.82	86,83,94,786	80.95
	At the end of the year	86,83,94,786	80.95	86,83,94,786	80.95
2	Asian Honda Motor Co., Ltd., Thailand	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	NO CHANGE			
	At the end of the year	NO CHANGE			
3	Asian Honda Motor Co., Ltd., Thailand Jointly with Honda Motor Co., Ltd, Japan	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	0	-	0
	Allotment of Equity Shares pursuant to Scheme of Amalgamation during the year 2018-19(27.08.2018)	20	-	20	-
	At the end of the year	20	-	20	-

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	No Change			
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the End of the year ( or on the date of separation, if separated during the year)				

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name of the Director/KMP	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No of shares*	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Gaku Nakanishi	At the beginning of the year	1	Negligible	1	Negligible
		Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
		At the end of the year	1	Negligible	1	Negligible
2	Mr. Sumihiro Takahashi	At the beginning of the year	1	Negligible	1	Negligible
		Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
		At the end of the year	1	Negligible	1	Negligible
3	Mr. Masanori Nakatani	At the beginning of the year	1	Negligible	1	Negligible
		Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
		At the end of the year	1	Negligible	1	Negligible
4	Mr. Kenichi Iwashita	At the beginning of the year	1	Negligible	1	Negligible
		Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
		At the end of the year	1	Negligible	1	Negligible
5	Mr. Masahiro Honda	At the beginning of the year	1	Negligible	1	Negligible
		Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
		At the end of the year	1	Negligible	1	Negligible
6	Mr. Makoto Hyoda	At the beginning of the year	1	Negligible	1	Negligible
		Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
		At the end of the year	1	Negligible	1	Negligible

\* Shares held jointly with Honda Motor Co., Ltd., Japan

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Million)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	14,369.2	7,507.4	-	21,876.6
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	131.6	43.5	-	175.1
<b>Total (i+ii+iii)</b>	<b>14,500.8</b>	<b>7,550.9</b>	<b>-</b>	<b>22,051.8</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	221.8	63,009.6	-	63,231.4
Reduction	(12,515.6)	(65,337.6)	-	(77,853.2)
<b>Net Change</b>	<b>(12,293.8)</b>	<b>(2,328.0)</b>	<b>-</b>	<b>(14,621.8)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,075.4	5,179.4	-	7,254.8
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	4.3	59.1	-	63.4
<b>Total (i+ii+iii)</b>	<b>2,079.7</b>	<b>5,238.5</b>	<b>-</b>	<b>7,318.2</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole Time Directors and/ or Manager:**

(Amount in ₹)

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager									Total Amount
		Gaku Nakanishi	Makoto Hyoda	Rajesh Goel	Kenichi Takashima	Sumihiro Takahashi	Masahiro Honda	Kenichi Iwashita	Masanori Nakatani	Praveen Paranjape	
	Gross salary	1,73,15,555	1,70,31,135	1,32,85,338	1,70,22,317	1,64,50,928	1,76,89,750	1,49,91,484	2,04,17,492	1,32,96,072	14,75,00,071
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	39,57,424	16,26,218	4,94,304	41,84,695	5,51,565	9,06,148	19,06,976	13,67,121	6,03,854	1,55,98,305
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-	-	-	-	-
4	Commission - as % of profit - others, specify	-	-	-	-	-	-	-	-	-	-
5	Others, please specify (Exempted Benefits)	34,560	25,920	15,09,336	25,920	25,920	25,920	25,920	25,920	16,24,440	33,23,856
	<b>Total</b>	<b>2,13,07,539</b>	<b>1,86,83,273</b>	<b>1,52,88,978</b>	<b>2,12,32,932</b>	<b>1,70,28,412</b>	<b>1,86,21,818</b>	<b>1,69,24,380</b>	<b>2,18,10,533</b>	<b>1,55,24,366</b>	<b>16,64,22,232</b>
	<b>Ceiling as per the Act</b>	In terms of provisions of the Companies Act, 2013, the remuneration payable to Managing Director and Whole Time Directors shall not exceed 10% of the net profits of the Company. The remuneration paid is within the limits									

**B. Remuneration to other directors:**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Manoj Arora	Alka Marezban Bharucha	
1	<b>Independent Directors</b>			
	- Fee for attending board & committee meetings	6,40,000	2,00,000	8,40,000
	- Commission	-	-	-
	- Others, please specify	-	-	-
	Total (1)	6,40,000	2,00,000	8,40,000
2	<b>Other Non- Executive Directors</b>	None	None	
	- Fee for attending board & committee meetings	-	-	-
	- Commission	-	-	-
	- Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B) = (1+2)	6,40,000	2,00,000	8,40,000
<b>Total Managerial Remuneration</b>		<b>6,40,000</b>	<b>2,00,000</b>	<b>8,40,000</b>
Overall Ceiling as per the Act		Rs 1,00,000 per Board/ Committee Meeting	Rs 1,00,000 per Board/ Committee Meeting	Rs 1,00,000 per Board/ Committee Meeting

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CFO	Company Secretary
		Gaku Nakanishi	Sumihiro Takahashi	Arun Pratap Singh
1	Gross salary	1,73,15,555	1,64,50,928	57,13,726
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	39,57,424	5,51,565	1,83,066
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify (Exempted Benefits)	34,560	25,920	7,29,523
	<b>Total</b>	<b>2,13,07,539</b>	<b>1,70,28,412</b>	<b>66,26,315</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board

(Gaku Nakanishi)  
Chairman