

# HONDA

## Honda Cars India Limited

Registered Office & Works :

Plot No. A-1, Sector 40/41, Surajpur-Kasna Road,

Greater Noida, Industrial Development Area,

Distt. Gautam Budha Nagar (U. P.) Pin-201306

Website : [www.hondacarindia.com](http://www.hondacarindia.com)

### NOTICE

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Shareholders of Honda Cars India Limited will be held on Tuesday, 25<sup>th</sup> February, 2020 at a shorter notice at 11.00 a.m. at the Registered Office of the Company at Plot No- A-1, Sector 40/41, Surajpur Kasna Road, Greater Noida Industrial Development Area, Distt. Gautam Budh Nagar, Uttar Pradesh - 201306 to transact the following business:

#### Special Business

**1. Re-appointment of Ms. Alka Marezban Bharucha as a Non-Executive Independent Director**

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 149, 152 read with Schedule IV of the Companies Act, 2013 and applicable Rules framed thereunder, Ms. Alka Marezban Bharucha (DIN: 00114067) who has submitted declaration that she meets the criteria for independence as provided in the Act and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from 4<sup>th</sup> March, 2020 to 3<sup>rd</sup> March, 2025, as per recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company.”

**2. Re-appointment of Mr. Manoj Arora as a Non-Executive Independent Director**

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 149, 152 read with Schedule IV of the Companies Act, 2013 and applicable Rules framed thereunder, Mr. Manoj Arora (DIN: 00844279) who has submitted declaration that he meets the criteria for independence as provided in the Act and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from 4<sup>th</sup> March, 2020 to 3<sup>rd</sup> March, 2025, as per recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company.”

By order of the Board  
For Honda Cars India Limited

  
(Arun P. Singh)

Company Secretary

Date : 10<sup>th</sup> Feb, 2020

Place : Greater Noida

### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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 PROXY FORM IS ATTACHED HEREWITH.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business as set out in the Notice is annexed hereto.



Explanatory Statement  
(Pursuant to Section 102 of the Companies Act, 2013)

**ITEM NO. 1**

The appointment of Ms. Alka Marezban Bharucha (DIN: 00114067) as a Non- Executive Independent Director of the Company for a period of five consecutive years from 4<sup>th</sup> March, 2015 to 3<sup>rd</sup> March, 2020 was approved by the Members at the Annual General Meeting of the Company held on 12<sup>th</sup> Aug, 2015.

As per Section 149 (10) of the Companies Act, 2013 (the Act), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company.

The Company has received a declaration from her stating that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. Further, the following documents have also been received from Ms. Bharucha:

1. Consent to act as a Director of the Company in prescribed Form DIR-2 pursuant to Section 152 (5) of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and
2. Intimation /Confirmation by Director in prescribed Form DIR-8 pursuant to Section 164(2) of the Act and Rule 14(1) of the said Rules.

Details/Information required to be disclosed as per Secretarial Standard - 2 (SS-2) are enclosed herewith as Annexure - I.

In the opinion of the Board, Ms. Alka Marezban Bharucha fulfils the conditions for appointment as an Independent Director as specified in the Act and is independent of the management. The Board of Directors vide its resolution passed by circulation on 10<sup>th</sup> February, 2020 on the recommendation of the Nomination and Remuneration Committee and given her background and experience and performance during the current tenure, the association of Ms. Bharucha would be beneficial to the Company and it is desirable to re-appoint her as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 4<sup>th</sup> March, 2020.

Copy of the draft letter for re-appointment of Ms. Bharucha as an Independent Director setting out terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday.

The Company has received the requisite Notice under Section 160 of the Act from a shareholder proposing re-appointment of Ms. Bharucha.

Accordingly, the Board recommends passing of the Special Resolution set out at Item No. 1 of the Notice to the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Alka Marezban Bharucha and her relatives, is in any way, concerned or interested in the resolution.

**ITEM NO. 2**

The appointment of Mr. Manoj Arora (DIN: 00844279) as a Non- Executive Independent



Director of the Company for a period of five consecutive years from 4<sup>th</sup> March, 2015 to 3<sup>rd</sup>

March, 2020 was approved by the Members at the Annual General Meeting of the Company held on 12<sup>th</sup> Aug, 2015.

As per Section 149(10) of the Companies Act, 2013 (the Act), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company.

The Company has received a declaration from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. Further, the following documents have also been received from Mr. Arora:

1. Consent to act as a Director of the Company in prescribed Form DIR-2 pursuant to Section 152 (5) of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; and
2. Intimation /Confirmation by Director in prescribed Form DIR-8 pursuant to Section 164(2) of the Act and Rule 14(1) of the said Rules.

Details/Information required to be disclosed as per Secretarial Standard - 2 (SS-2) are enclosed herewith as Annexure - I.

In the opinion of the Board, Mr. Manoj Arora fulfils the conditions for appointment as an Independent Director as specified in the Act and is independent of the management. The Board of Directors vide its resolution passed by circulation on 10<sup>th</sup> February, 2020, on the recommendation of the Nomination and Remuneration Committee and given his background and experience and performance during the current tenure, the association of Mr. Arora would be beneficial to the Company and it is desirable to re-appoint him as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. 4<sup>th</sup> March, 2020.

Copy of the draft letter for re-appointment of Mr. Arora as an Independent Director setting out terms and conditions would be available for inspection by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, excluding Saturday.

The Company has received the requisite Notice under Section 160 of the Act from a shareholder proposing re-appointment of Mr. Arora.

Accordingly, the Board recommends passing of the Special Resolution set out at Item No. 2 of the Notice to the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Manoj Arora and his relatives, is in any way, concerned or interested in the resolution.

Date : 10<sup>th</sup> Feb, 2020  
Place : Greater Noida

By order of the Board  
For Honda Cars India Limited

  
(Arun P. Singh)  
Company Secretary

### Annexure-I

Details/Information pursuant to Secretarial Standard -2 (SS-2) Directors' seeking re-appointment:

#### I. Information about the Directors:

S. No.	Particulars	Name of the Directors	
		Alka Marezban Bharucha	Manoj Arora
1	Age	62	60
2	Qualification	LL.B., L.L.M.	L.L.B.
3	Experience, Expertise & brief profile	<p>She is Co-founder / Owner Partner of the Law firm viz. Bharucha &amp; Partners having offices in Mumbai and Delhi (<i>Amongst top 30 law firms in India</i>)</p> <p>Before this, she was Partner of M/s. Amarchand Mangaldas (<i>biggest Indian law firm</i>).</p> <p>Main areas of her expertise are Joint ventures, mergers and acquisitions, private equity, banking &amp; finance and general corporate work.</p> <p>Her clients belong to various sectors including financial services, telecommunications, power, logistics, manufacturing industry.</p>	<p>He is Owner Partner of the Law firm viz. Arora Mehra &amp; Associates and has over 25 years experience in law practice.</p> <p>His main areas of expertise are Corporate Laws, Commercial &amp; Transactional law, mergers &amp; acquisitions, corporate structuring. His clients include many big corporates including Air India Ltd., Escorts Ltd./JCB, HCL Infosystems, Reliance Industries, etc.</p> <p>Also, he is closely associated with Japanese Embassy and Japanese School in Delhi as Solicitor/ Legal Advisor.</p>
4	Terms and Conditions of Appointment	Appointed as Non-Executive Independent Director w.e.f 4 <sup>th</sup> March, 2015	Appointed as Non-Executive Independent Director w.e.f 4 <sup>th</sup> March, 2015
5	Remuneration	Nil. However, sitting fees for attending Board and Committee meetings are paid @ Rs. 40,000 per meeting plus reimbursement of expenses, if any.	Nil. However, sitting fees for attending Board and Committee meetings are paid @ Rs. 40,000 per meeting plus reimbursement of expenses, if any.
6	Date of first Appointment	04.03.2015	04.03.2015
7.	Shareholding in the Company	NIL	NIL
8.	Directorships and Nos. of Membership of Committees in other entities	<p><b>Director:</b></p> <p>1. Safalya Investments and Traders Pvt Ltd.</p> <p>2. Honda Siel Power Products Ltd. (Member: ACM, NRC)</p> <p>3. Aditya Birla Finance Ltd.</p>	<p><b>Director:</b></p> <p>1. Honda Siel Power Products Ltd. (Member: ACM, NRC)</p> <p>2. Triple Point Technology India Pvt. Ltd</p> <p>3. Tanmay Constructions Pvt. Ltd.</p>



		4. Aditya Birla Sun Life AMC Limited 5. Ultratech Cement Ltd. (Member: ACM) 6. Idea Cellular Ltd. 7. Orient Electric Ltd. (Member: ACM, NRC, SRC, RMC) 8. Birla Estates Pvt Ltd. 9. UltraTech Nathdwara Cement Ltd. (Member: ACM, NRC, CSR) 10. Birlasoft Limited (Member: ACM, RMC, SRC) 11. Hindalco Industries Limited	4. ION Trading Pvt. Ltd. 5. Airjaldi Networks Research & Innovations 6. Rural Broadband Pvt. Ltd. 7. Full Circle Financial Services Ltd.
9.	Number of Board Meeting attended during the year	2 (Two)	3 (Three)
10.	Relationship. If any, with other Directors, Manager and other KMPs	Nil	Nil
11.	Position in Committees constituted by the Board of Directors of the Company	1. Audit Committee- Chairman 2. Nomination and Remuneration Committee- Member	1. Audit Committee- Member 2. Nomination and Remuneration Committee- Chairman 3. CSR Committee- Member

### II. Performance Evaluation

Summary of performance evaluation of Ms. Bharucha for earlier years:

Evaluation Parameter	Have appropriate qualification/ experience	Regular in attending Board/ Committee meetings	Participation in discussion and making suggestions /ideas to enhance Company's performance and corporate governance in meetings	Safeguarding of confidential information	Aware and abide by the applicable Code of Conduct (Honda Conduct Guideline; Code for Independent Directors under Companies Act)	Diligently discharges functional responsibilities given by the Board
<b>2018-19</b>						
Completely Agree	✓	-	✓	✓	✓	✓
Somewhat Agree	-	✓	-	-	-	-
Disagree	-	-	-	-	-	-
<b>2017-18</b>						
Yes	✓	✓	✓	✓	✓	✓
No	-	-	-	-	-	-
<b>2016-17</b>						
Yes	✓	✓	✓	✓	✓	✓
No	-	-	-	-	-	-
<b>2015-16</b>						
Yes	✓	✓	✓	✓	✓	✓
No	-	-	-	-	-	-



Summary of performance evaluation of Mr. Arora for earlier years:

Evaluation Parameter	Have appropriate qualification/experience	Regular in attending Board/Committee meetings	Participation in discussion and making suggestions/ideas to enhance Company's performance and corporate governance in meetings	Safeguarding of confidential information	Aware and abide by the applicable Code of Conduct (Honda Conduct Guideline; Code for Independent Directors under Companies Act)	Diligently discharges functional responsibilities given by the Board
<b>2018-19</b>						
Completely Agree	✓	✓	✓	✓	✓	✓
Somewhat Agree	-	-	-	-	-	-
Disagree	-	-	-	-	-	-
<b>2017-18</b>						
Yes	✓	✓	✓	✓	✓	✓
No	-	-	-	-	-	-
<b>2016-17</b>						
Yes	✓	✓	✓	✓	✓	✓
No	-	-	-	-	-	-
<b>2015-16</b>						
Yes	✓	✓	✓	✓	✓	✓
No	-	-	-	-	-	-



**Form No. MGT11  
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

CIN : U15114UP1995PLC099377  
Name of the company : HONDA CARS INDIA LIMITED  
Registered office : Plot No. A-1, Sector 40/41, Surajpur Kasna Road, Greater  
Noida Industrial Development Area, Distt. Gautam Budh  
Nagar (U.P.) 201306

Name of the member (s): .....  
Registered address : .....  
E-mail Id : .....  
Folio No/ Client Id : ..... DP ID:.....

I/We, being the member (s) of ..... shares of the above named company,  
hereby appoint

1. Name: .....  
Address:.....  
E-mail Id:.....  
Signature:....., or failing him
2. Name: .....  
Address:.....  
E-mail Id:.....  
Signature:....., or failing him
3. Name: .....  
Address:.....  
E-mail Id:.....  
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
next Extraordinary general meeting of the company, to be held on the 25<sup>th</sup> February,  
2020 at 11.00 a.m. at Board Room at the registered office of the Company at Plot No.  
A-1, Sector 40/41, Surajpur Kasna Road, Greater Noida, Industrial Development  
Area, Distt. Gautam Budh Nagar (U.P.) 201306, and at any adjournment thereof in  
respect of such resolutions as are indicated below:

**Resolution No.**

1. Re-appointment of Ms. Alka Marezbhan Bharucha as a Non-Executive Independent  
Director
2. Re-appointment of Mr. Manoj Arora as a Non-Executive Independent Director

Signed this..... day of..... 2020

Affix  
Revenue

Signature of shareholder

Signature of Proxy holder(s)

*Note: This form of proxy in order to be effective should be duly completed and deposited at  
the Registered Office of the Company, not less than 48 hours before the commencement of  
the Meeting.*