

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Shareholders of Honda Cars India Limited will be held on Monday, 17th December, 2018 at 12.30 PM 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. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any amendment or modification thereof) consent of the Shareholders be and is hereby accorded to the payment of following remuneration to Mr. Kenichi Takashima, as a Whole Time Director, designated as Director (Customer Service & Spare Parts) for the period from 27th August, 2018 to 31st March, 2019:

(A) SALARY

- a) Basic Salary : Rs.5,40,000/- (Rupees Five Lac Forty Thousand only) per annum.
- b) Special Allowance : Not exceeding Rs. 1,14,00,000/- (Rupees One Crore Fourteen Lac only) per annum.

(B) PERQUISITES & OTHER ALLOWANCES : In addition to the above SALARY, Mr. Kenichi Takashima shall be entitled to the following perquisites. Unless the context otherwise requires, perquisites are classified into the categories 'A', 'B', 'C' and 'D' as follows:

Category – A

- (a) Housing : The expenditure on leasing unfurnished accommodation shall not exceed Rs.18,00,000/- (Rupees Eighteen Lac only) per annum.

The expenditure on maintenance of accommodation including gas, water, electricity and furnishings will be payable at actuals as per Company Policy.

- (b) Medical Reimbursement : At actuals, as per Company Policy.
- (c) Club Fees : Admission fee, monthly and annual charges, subject to a maximum of two Clubs.
- (d) Group Personal Accident Insurance : Premium at actuals as per Company Policy.
- (e) Reimbursement of expenses incurred on joining duty and returning to Home Country / Other country. : Actual expenses as per Company policy incurred on travel and on packing, forwarding, loading / unloading as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India, in case these have not been claimed from the previous employer, and returning to Home Country / Other country.

Category – B

- (a) Car : Facility of Cars with Drivers at actuals as per Company Policy.
- (b) Telephone : Actual expenses for telephone at residence/ mobile as per Company Policy.

Category – C

- (a) Gratuity : As per Company Policy.
- (b) Provident Fund : Contribution to Provident Fund as per applicable Statutory norms.
- (c) Earned Leave : One Month's leave for every completed year of service.

Encashment of leave accumulated but not availed of will not be allowed and governed as per Income Tax Rules, 1962.

Perquisites mentioned at categories B & C will not be included in the computation of the ceiling on remuneration/perquisites.

Category – D

- (a) Air Tickets for leave travel concession/ Health Inspection/ Medical Checkup : For self and family, as per Rules of the Company, subject to a maximum of Rs. 12,00,000/- (Rupees Twelve Lac only) per annum.

In case it is proposed that leave be spent in home Country, return passage by air may be allowed for self and family in accordance with Rules specified by the Company.

(b) Other Allowances/ Misc. Expenses : Not exceeding Rs. 12,00,000/- (Rupees Twelve Lac only) per annum, towards foreign service allowance, expenses for Entertainment, Servants/ Security Secretarial Services at residence, etc.

'Family' means the spouse, dependent children and dependent parents of the Director.

RESOLVED FURTHER THAT the remuneration payable after 31st March, 2019 would be reviewed thereafter.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary from time to time during the current tenure of appointment of Mr. Kenichi Takashima, the terms and conditions and / or remuneration in such manner as is in the best interest of the Company in accordance with the laws from time to time in force and acceptable to Mr. Kenichi Takashima.

RESOLVED FURTHER THAT the remuneration as aforesaid be paid as minimum remuneration, in the absence or inadequacy of profits for such period."

2. 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 all other applicable provisions of Companies Act, 2013 and the Rules thereunder (including any statutory modification (s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 3,50,000/- (Rupees Three Lac Fifty Thousand only) plus applicable taxes, if any, payable to M/s. Jitender, Navneet & Co., Cost Accountants, New Delhi, appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of Cost Accounting records of the Company for the financial year ending March 31, 2019, be and is hereby ratified/confirmed."

By order of the Board
For **Honda Cars India Limited**

Date : 12th November, 2018
Place : Greater Noida

(Arun P. Singh)
Company Secretary

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.
3. Statement as per proviso (IV) of Sub-Section B of Section II of Part II of Schedule V to the Companies Act, 2013, forms part of the Notice and is attached hereto as Annexure.
4. Information regarding Directors seeking fixation of remuneration at the forthcoming Extra Ordinary General Meeting, requiring disclosure in terms of the Secretarial Standard 2, are annexed hereto.

Explanatory Statement

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

ITEM NO. 1

The Board in its meeting held on 27th March, 2018 had appointed Mr. Kenichi Takashima as a Whole Time Director designated as Director (Customer Service & Spare Parts) with effect from 1st April 2018 for a period of 5 years without any remuneration from the Company as he was already taking remuneration from Honda Motor India Private Limited as its President & CEO.

Pursuant to Scheme of Amalgamation between Honda Motor India Private Limited (HMI) and the Company (Scheme), HMI has been dissolved without winding-up and consequently Mr Kenichi Takashima's position as HMI Director ceased. Hence, the Board in its meeting held on 27th Aug, 2018, had approved remuneration of Mr. Kenichi Takashima for the period from Effective Date of the Scheme i.e. 27th Aug, 2018 to 31st March 2019, on recommendation of Nomination and Remuneration Committee (NRC), subject to approval of Shareholders of the Company.

Accordingly, approval for payment of remuneration to Mr. Kenichi Takashima, Director (Customer Service & Spare Parts) for the period from 27th August, 2018 to 31st March, 2019, as mentioned in the Resolution, is proposed for the approval of the Shareholders:

The Resolution for the remuneration payable to the above Whole-Time Director, as approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company, is commended for acceptance by the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except the concerned individual Director for the particular item of the Notice to whom it pertains, is in any way, concerned or interested in the resolution.

ITEM NO. 2

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 issued by Ministry of Corporate Affairs (MCA), 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 of the Company, in its meeting held on 27th August, 2018, had re-appointed M/s. Jitender, Navneet & Co., Cost Accountants, New Delhi, as Cost Auditor of the Company for the financial year 2018-19, at a remuneration of Rs. 3,50,000/- (Rupees Three Lac Fifty Thousand only) plus applicable taxes, if any, subject to ratification by the Shareholders at the General Meeting of the Company.

Accordingly, payment of remuneration to M/s. Jitender, Navneet & Co., Cost Accountants is for ratification/ confirmation by the Shareholders of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

By order of the Board
For **Honda Cars India Limited**

Date : 12th November, 2018
Place : Greater Noida

(Arun P. Singh)
Company Secretary

STATEMENT PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

I	General Information:		
1	Nature of Industry	:	Automobile
2	Date of expected date of commencement of Commercial Production	:	Already in Commercial Production since 15th December 1997.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	:	N.A.
4	Financial performance based on given indicators	:	(Rs. in million)
	Total Revenue		2015-16 2016-17 2017-18
			157,791.2 142,931.3 143,044.50
	Profit before tax & exceptional items		5,322.6 (989.9) 3,285.40
	Total comprehensive Income/ (loss) for the year (After Tax)		2,566.2 (2,336.3) 2,572.54
	Basic Earnings per share		3.3 (2.9) 3.3
5	Foreign Investments or Collaborators, if any	:	Company is a Subsidiary of Honda Motor Co., Ltd. of Japan (HMJ) and is a closely held Public Limited Company. The Paid-up share capital of the Company is Rs. 1072.79 crore, consisting of Equity Shares only which is held by following foreign entities: (i) Honda Motor Co., Ltd., Japan (HMJ) – 80.95% (ii) Asian Honda Motor Co., Ltd., Thailand (ASH) – 19.05%

II	Information about the Appointee	
S.No	Particulars	Mr Kenichi Takashima
1	Age	45
2	Qualification	B.A. in Economics
3	Recognition or Rewards & Job Profile	His core area of expertise includes spare parts business management, After sales services, dealers, distributors channelization, customer satisfaction etc. He also worked at Honda Motor Co., Ltd., Japan. Presently, he is Director (Customer Service & Spare Parts) of Honda Cars India Limited since April,2018.
4	Date of Appointment	22.12.2016 (Non Executive) 01.04.2018 (Executive)
5	Name of other companies in which Directorship held	NIL
6	Chairmanship / Membership of Board or its Committees in other Companies	NIL
7	Shareholding in the Company	NIL
8	Relationship with other Directors / Key Managerial Personnel (KMP)	NIL
9	Last drawn Remuneration (in INR)	Rs. 2,17,74,517/-
10	No. of Meetings attended during the year	4 out of 4
11	Remuneration Proposed	As proposed in item no. 1of the Notice
12	Comparative remuneration profile w.r.t. the Industry size of the Company profile of the position and person.	The remuneration proposed is commensurate to profile of the position and person.
13	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	NIL

III	Other Information:		
1	Reason for Loss or Inadequate Profits	:	NA
2	Steps taken or proposed to be taken for improvement	:	NA
3	Expected increase in productivity and profits in measurable terms	:	NA

Form No. MGT-11

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: U15114DL1995PLC203983

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the 17th December, 2018 at 12.30 Noon 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.....

2.....

Signed this..... day of..... 2018

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.