

NOTICE

Notice is hereby given that 24th Annual General Meeting of the Members of Honda Cars India Limited will be held on Wednesday, 7th August, 2019 at 5.00 p.m. in Board Room at Plot No. A-1, Sector 40/41, Surajpur Kasna Road, Greater Noida Industrial Development Area, Gautam Budhha Nagar, Uttar Pradesh – 201306 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Sumihiro Takahashi (DIN No. 07485256), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kenichi Takashima (DIN No. 07409899), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Gaku Nakanishi (DIN No. 08095523), 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 provisions of Sections 139 of the Companies Act, 2013, M/s BSR & Co. LLP, Chartered Accountants, Gurugram (Registration No. 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th AGM of the Company to be held in the year 2024, at a remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS

6. **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. Gaku Nakanishi, as a Whole Time Director, designated as President & CEO for the period from 1st April, 2019 to 31st March, 2020: -

(A) SALARY

- a) Basic Salary : Rs.7,20,000/- (Rupees Seven Lakh Twenty Thousand only) per annum.
- b) Special Allowance : Not exceeding Rs.1,14,00,000/- (Rupees One Crore Fourteen Lakh only) per annum.

- (B) PERQUISITES & OTHER ALLOWANCES** : In addition to the above SALARY, Mr. Gaku Nakanishi 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.36,00,000/- (Rupees Thirty Six Lakh 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 four 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/Internet/ Mobile : Actual expenses for telephone/ internet at residence and 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 Lakh only) in a year.
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 (Incl. Foreign Service Allowance) : Not exceeding Rs.1,62,00,000/- (Rupees One Crore Sixty Two Lakh only) per annum.
- (c) Misc. Expenses/ Allowances : Not exceeding Rs.16,20,000/- (Rupees Sixteen Lakh Twenty Thousand only) per annum, towards 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, 2020 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. Gaku Nakanishi, 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. Gaku Nakanishi.

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

7. **“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. Masanori Nakatani, as a Whole Time Director, designated as Sr. Vice President & Director (Manufacturing) for the period from 1st April, 2019 to 31st March, 2020: -

(A) SALARY

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

(B) PERQUISITES & OTHER ALLOWANCES

In addition to the above SALARY, Mr. Masanori Nakatani 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 lakh 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 : 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

Home Country /
Other country. 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/Internet/
Mobile : Actual expenses for telephone/internet at residence and 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 Lakh only) in a year.
- 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 (Incl. Foreign Service Allowance) : Not exceeding Rs. 1,62,00,000/- (Rupees One Crore Sixty Two Lakh only) per annum.
- (c) Misc. Expenses/ Allowances) : Not exceeding Rs. 12,00,000/- (Rupees Twelve Lakh only) per annum, towards 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, 2020 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. Masanori Nakatani, 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. Masanori Nakatani.

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

8. **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. Sumihiro Takahashi, as a Whole Time Director, designated as Director & CFO for the period from 1st April, 2019 to 31st March, 2020: -

(A) SALARY

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

- (B) PERQUISITES & OTHER ALLOWANCES** : In addition to the above SALARY, Mr. Sumihiro Takahashi 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 Lakh 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/Internet / Mobile : Actual expenses for telephone/internet at residence and 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 Lakh only) in a year.

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 : Not exceeding Rs.1,62,00,000/- (Rupees (Incl. Foreign Service Allowance) One Crore Sixty Two Lakh only) per annum.
- (c) Misc. Expenses/ Allowances : Not exceeding Rs.12,00,000/- (Rupees Twelve Lakh only) per annum, towards 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, 2020 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. Sumihiro Takahashi, 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. Sumihiro Takahashi.

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

9. **“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 Iwashita, as a Whole Time Director, designated as Director (General Affairs) for the period from 1st April, 2019 to 31st March, 2020:

(A) SALARY

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

- (B) PERQUISITES & OTHER ALLOWANCES** : In addition to the above SALARY, Mr. Kenichi Iwashita 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 Lakh 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/Internet/ Mobile : Actual expenses for telephone/internet at residence and 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 : For self and family, as per Rules of the travel concession/ Company, subject to a maximum of Health Inspection/ Rs.12,00,000/- (Rupees Twelve Lakh only) in a Medical Checkup year.
- 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 : Not exceeding Rs.1,62,00,000/- (Rupees One (Incl. Foreign Service Allowance) Crore Sixty Two Lakh only) per annum, towards foreign service allowance, etc.
- (c) Misc. Expenses/ : Not exceeding Rs.12,00,000/- (Rupees Twelve Allowances Lakh only) per annum, towards 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, 2020 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 Iwashita, 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 Iwashita.

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

10. **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. Masahiro Honda, as a Whole Time Director, designated as Director (IT) for the period from 1st April, 2019 to 31st March, 2020: -

(A) SALARY

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

- (B) PERQUISITES & OTHER ALLOWANCES** : In addition to the above SALARY, Mr. Masahiro Honda 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 Lakh 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/Internet/ Mobile : Actual expenses for telephone/internet at residence and 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 Lakh only) in a year.

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 (Incl. Foreign Service Allowance) : Not exceeding Rs.1,62,00,000/- (Rupees One Crore Sixty Two Lakh only) per annum, towards foreign service allowance, etc.
- (c) Misc. Expenses/ Allowances : Not exceeding Rs.12,00,000/- (Rupees Twelve Lakh only) per annum, towards 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, 2020 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. Masahiro Honda, 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. Masahiro Honda.

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

11. **“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 Whole Time Director, designated as, Director (Spare Parts & Customer Service) for the period from 1st April, 2019 to 31st March, 2020: -

(A) SALARY

- a) Basic Salary : Rs.5,40,000/- (Rupees Five Lakh Forty Thousand only) per annum.
- b) Special Allowance : Not exceeding Rs.1,14,00,000/- (Rupees One Crore Fourteen Lakh 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 Lakh 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/Internet/ Mobile : Actual expenses for telephone/internet at residence and 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 Lakh only) in a year.

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 (Incl. Foreign Service Allowance) : Not exceeding Rs.1,62,00,000/- (Rupees One Crore Sixty Two Lakh only) per annum, towards foreign service allowance, etc.
- (c) Misc. Expenses/ Allowances : Not exceeding Rs.12,00,000/- (Rupees Twelve Lakh only) per annum, towards 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, 2020 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."

12. **"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. Praveen Paranjape, as a Whole Time Director, designated as Sr. Vice President & Director for the period from 1st April, 2019 to 31st March, 2020:-

(A) SALARY

Basic Salary : Rs.5,93,900/- (Rupees Five Lakh Ninty Three Thousand Nine Hundred only) per month.

(B) PERQUISITES

: In addition to the above salary, Mr. Praveen Paranjape 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) House lease/ House rent allowance/ House furnishing : The expenditure on house rent or on leasing unfurnished accommodation shall not exceed Rs.2,96,950/- (Rupees Two Lakh Ninety Six Thousand Nine Hundred Fifty only) per month.
- The expenditure on house furnishing will be payable as per Company Policy, subject to a maximum of Rs.3,00,000/- (Rupees Three Lakh only) per annum.
- The unutilized amount if any, is carry forwardable for two years.
- (b) Medical Expense Reimbursement : Expenses incurred for self and family will be payable as per Company policy subject to a maximum of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) per annum and unutilized amount is carry forwardable for four years.
- (c) Club Fees Reimbursement : Expenses towards admission fee, Monthly and Annual charges, subject to a maximum of two clubs, will be payable as per Company Policy.
- (d) Attire Allowance : Rs.1,500/- (Rupees One Thousand Five hundred only) per month.
- (e) Hostel Allowance : Rs.600/- (Rupees Six Hundred only) per month
- (f) Education Allowance : Rs.200/- (Rupees Two Hundred only) per month
- (g) Books & periodicals Reimbursements : Upto Rs. 2,000/- (Rupees Two Thousand only) per month.
- (h) Group Personal Accident Insurance : Premium at actuals as per Company Policy.
- (i) Mediclaim policy Expenses : As per Company Policy.
- (j) Bonus / Exgratia : As per Company Policy
- (k) Company Performance Linked Reward/ Variable pay : As per Company Policy

Category - B

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

Category - C

- (a) Provident Fund : Contribution to Provident Fund as per Rules of the Company.
- (b) Superannuation Fund : As per Rules of the Company
- (c) Gratuity : As per Company Policy.
- (d) Earned leave : One Month's leave for every completed year of service.

Encashment of leave accumulated but not availed of will be allowed and governed as per the Income Tax Rules, 1962.
- (e) National Pension Scheme : 10% (Ten per cent) of the Basic Salary

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

Category - D

- (a) Leave travel allowance : For self and family once in a year, as per Rules of the Company subject to a maximum of Rs. 3,00,000/- (Rupees Three Lakh only) per annum.
- (b) Special Allowance : As per Rules of the Company, to cover Entertainment, Servants / Secretarial Services at residence, etc., an amount not exceeding Rs.1,84,280/- (Rupees One Lakh Eighty Four Thousand Two Hundred Eighty only) per month will be payable.

F

"Family" means the spouse, dependent Children and dependent parents of the Director.

RESOLVED FURTHER THAT the remuneration payable after 31st March, 2020 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. Praveen Paranjape, 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. Praveen Paranjape.

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

12. **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. Rajesh Goel as a Whole Time Director, designated as Sr. Vice President & Director (Marketing & Sales) for the period from 1st April, 2019 to 31st March, 2020:

(A) SALARY

Basic Salary : Rs. 5,47,300/- (Rupees Five Lakh Forty Seven Thousand Three Hundred only) per month.

(B) PERQUISITES

: In addition to the above salary, Mr. Rajesh Goel 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) House lease/ House rent allowance/ House furnishing : The expenditure on house rent or on leasing unfurnished accommodation shall not exceed Rs.2,73,650/- (Rupees Two Lakh Seventy Three Thousand Six Hundred Fifty only) per month.

The expenditure on house furnishing will be payable as per Company Policy, subject to a maximum of Rs.3,00,000/- (Rupees Three Lakh only) per annum.

The unutilized amount if any, is carry forwardable for two years.

- (b) Medical Expense Reimbursement : Expenses incurred for self and family will be payable as per Company policy subject to a maximum of Rs. 1,50,000 (Rupees One Lakh Fifty Thousand only) per annum and unutilized amount is carry forwardable for four years.
- (c) Club Fees Reimbursement : Expenses towards admission fee, Monthly and Annual charges, subject to a maximum of two clubs, will be payable as per Company Policy.
- (d) Attire Allowance : Rs.1,500/- (Rupees One Thousand Five Hundred only) per month.
- (e) Hostel Allowance : Rs.600/- (Rupees Six Hundred only) per month
- (f) Education Allowance : Rs.200/- (Rupees Two Hundred only) per month
- (g) Books & periodicals Reimbursements : Upto Rs. 2,000/- (Rupees Two Thousand only) per month.
- (h) Group Personal Accident Insurance : Premium at actuals as per Company Policy.
- (i) Mediclaim policy Expenses : As per Company Policy.
- (j) Bonus / Exgratia : As per Company Policy
- (k) Company Performance Linked Reward/ Variable pay : As per Company Policy

Category - B

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

Category - C

- (a) Provident Fund : Contribution to Provident Fund as per Rules of the Company.

- (b) Superannuation Fund : As per Rules of the Company
- (c) Gratuity : As per Company Policy.
- (d) Earned leave : One Month's leave for every completed year of service.
Encashment of leave accumulated but not availed of will be allowed and governed as per the Income Tax Rules, 1962.
- (e) National Pension Scheme : 10% (Ten per cent) of the Basic Salary

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

“
Category – D

- (a) Leave travel allowance : For self and family once in a year, as per Rules of the Company subject to a maximum of Rs. 3,00,000/- (Rupees Three Lakh Only) per Annum.
- (b) Special Allowance : As per Rules of the Company, to cover Entertainment, Servants / Secretarial Services at residence, etc., an amount not exceeding Rs.1,51,569/- (Rupees One Lakh Fifty One Thousand Five Hundred and Sixty Nine only) per month will be payable.

Family means the spouse, dependent Children and dependent parents of the Director.

RESOLVED FURTHER THAT the remuneration payable after 31st March, 2020 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. Rajesh Goel, 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. Rajesh Goel.

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

14. 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. 3,78,000/- (Rupees Three Lac Seventy Eight 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, 2020, be and is hereby ratified/confirmed.”

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

(Arun P. Singh)
Company Secretary

Date: 24th June, 2019
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.
3. Statement as per proviso (IV) of Sub-Section B of Section II of Part II of Schedule V to the Companies Act, 2013 and also including information regarding Directors requiring disclosure in terms of the Secretarial Standard 2, forms part of the Notice and is attached hereto as Annexure.

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

ITEM NOS. 6~13

The payment of remuneration to the below mentioned Whole Time Directors for the year ended 31.03.2019, as mentioned in the respective resolutions, is proposed for the approval of the Shareholders:

<u>Names of the Directors</u>	<u>Designation</u>
Mr. Gaku Nakanishi	President & CEO
Mr. Masanori Nakatani	Sr. Vice President & Director - Manufacturing
Mr. Sumihiro Takahashi	Director & CFO
Mr. Kenichi Iwashita	Director - General Affairs
Mr. Masahiro Honda	Director-IT
Mr. Praveen Paranjape	Sr. Vice President & Director(Corporate Affairs & AR)
Mr. Rajesh Goel	Sr. Vice President & Director (Marketing & Sales)
Mr. Kenichi Takashima	Director (Spare Parts & Customer Service)

The respective resolutions for the proposed remuneration payable to the above Whole-Time Directors, as approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company at their meeting held on 26th March, 2019, are 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 resolutions.

ITEM NOS. 14

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 24th June, 2019, had re-appointed M/s. Jitender, Navneet & Co., Cost Accountants, New Delhi, as Cost Auditor of the Company for the financial year 2019-20, at a remuneration of Rs. 3,78,000/- (Rupees Three Lac Seventy Eight 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: 24th June, 2019
Place : Greater Noida

(Arun P. Singh)
Company Secretary

Statement pursuant to Schedule V to the Companies Act, 2013

I General Information :																							
1.	Nature of Industry	:	Automobile																				
2.	Date or expected date of Commencement of Commercial Production.	:	Already in Commercial Production since 15 th 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	:	<table border="0"> <thead> <tr> <th></th> <th><u>2016-17</u></th> <th><u>2017-18</u></th> <th>(Rs. in million) <u>2018-19</u></th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>142,931.3</td> <td>1,65,217.30</td> <td>166180.10</td> </tr> <tr> <td>Profit before tax & exceptional items</td> <td>(989.9)</td> <td>6,888.20</td> <td>2788.90</td> </tr> <tr> <td>Total comprehensive Income/ (loss) for the year (After Tax)</td> <td>(2,336.3)</td> <td>4891.60</td> <td>11393.00</td> </tr> <tr> <td>Basic Earnings per share</td> <td>(2.9)</td> <td>4.6</td> <td>10.6</td> </tr> </tbody> </table>		<u>2016-17</u>	<u>2017-18</u>	(Rs. in million) <u>2018-19</u>	Total Revenue	142,931.3	1,65,217.30	166180.10	Profit before tax & exceptional items	(989.9)	6,888.20	2788.90	Total comprehensive Income/ (loss) for the year (After Tax)	(2,336.3)	4891.60	11393.00	Basic Earnings per share	(2.9)	4.6	10.6
	<u>2016-17</u>	<u>2017-18</u>	(Rs. in million) <u>2018-19</u>																				
Total Revenue	142,931.3	1,65,217.30	166180.10																				
Profit before tax & exceptional items	(989.9)	6,888.20	2788.90																				
Total comprehensive Income/ (loss) for the year (After Tax)	(2,336.3)	4891.60	11393.00																				
Basic Earnings per share	(2.9)	4.6	10.6																				
5.	Foreign Investments or Collaborators, if any	:	<p>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:</p> <p>(i) Honda Motor Co., Ltd., Japan (HMJ) - 80.95%</p> <p>(ii) Asian Honda Motor Co., Ltd., Thailand (ASH) – 19.05%</p>																				

II. Information about the Appointee :									
S.No.	Particulars	Name of the Directors							
		Masanori Nakatani	Gaku Nakanishi	Sumihiro Takahashi	Kenichi Iwashita	Masahiro Honda	Praveen Paranjape	Rajesh Goel	Kenichi Takashi ma
1	Age	58	53	42	43	58	55	50	46
2	Qualification	Master in Engineering	Graduate in Law	Graduate in Economics	Graduate in Law	Graduate in Industrial Engineering	Graduate in Mechanical Engineering	Graduate in Commerce	B.A. in Economics
3	Recognition or Rewards & Job Profile	<p>He has vast experience of 32 years in the automobile manufacturing in Honda. He is having varied experience in Iron-based engine parts machining technology/formulation of equipment specifications and concepts, introduction of new production lines, development of constituent technologies for the production of parts. He has also experience in parts business operations and CBU business operations.</p> <p>Presently, he is Sr. Vice President & Director (Manufacturing) of Honda Cars India Limited since April, 2017</p>	<p>He has vast experience of 28 years in automobile industry in Financial Operation Management, Quality improvement in manufacturing areas, management of personnel matters like negotiation with labor union etc.</p> <p>Presently, he is President & CEO of Honda Cars India Limited since April, 2018.</p>	<p>His core area of expertise includes International Financial Reporting Standards, US GAAP, Legal Financial Accounting and consolidated settlement of accounts. He also worked as Manager in the Accounting Department at Honda Motor Co., Ltd., Japan.</p> <p>Presently, he is Director & CFO of Honda Cars India Limited since April, 2016.</p>	<p>He has vast experience of 20 years in recruitment, evaluation treatment, Negotiations with labor Union.</p> <p>He has established smooth labor management relations for business plan execution.</p> <p>Presently, he is Director (General Affairs) of Honda Cars India Limited since April, 2018</p>	<p>His core area of expertise includes planning of long term vision for IT management implementation measures to achieve the business targets. He is also having knowledge and experience to promote overall promotion of IT management strategy.</p> <p>Presently, he is Director (IT) of Honda Cars India Limited since May, 2016</p>	<p>He joined HCL in Sep. 1996 in the Manufacturing Operation. He has rich experience of 20 years in HCIL, including overseas assignment of 1 year in Honda Motor Co., Ltd., Japan and exposure to IR / labour related issues. He also worked as Operating Head – Manufacturing division & General Affairs Division.</p> <p>Presently, he is Sr. Vice President & Director (Corporate Affairs & AR) of Honda Cars India Limited since April, 2016</p>	<p>He has a vast experience of 28 years including overseas Assignment at Honda Motor Co., Ltd, Japan. He has handled various assignments and has been head of special Cost Reduction project. He was deputed at Honda Motor Co., Ltd as General Manager-Purchasing Div. since April'2015.</p> <p>Presently, he is Sr. Vice President & Director (Marketing & Sales) of Honda Cars India Limited since April, 2018</p>	<p>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 (Spare Parts & Customer Service) of Honda Cars India Limited since April, 2018.</p>
4	Date of Appointment	01.04.2017	01.04.2018	01.04.2016	01.04.2018	01.05.2016	01.04.2016	01.04.2018	22.12.2016 (Non Executive) 01.04.2018 (Executive)

5	Name of other Companies in which Directorship held	NIL	-Honda Access India Private Limited (HAC-ID)	-Honda Access India Private Limited (HAC-ID)	NIL	NIL	NIL	NIL	NIL
6	Chairmanship / Membership of Board or its Committees in other Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
7	Shareholding in the Company	1 Equity share held jointly with Honda Motor Co., Ltd. Japan	1 Equity share held jointly with Honda Motor Co., Ltd. Japan	1 Equity share held jointly with Honda Motor Co., Ltd. Japan	1 Equity share held jointly with Honda Motor Co., Ltd. Japan	1 Equity share held jointly with Honda Motor Co., Ltd. Japan	NIL	NIL	1 Equity share held jointly with Honda Motor Co., Ltd. Japan
8	Relationship with other Directors / Key Managerial Personnel (KMP)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
9	Last drawn Remuneration (in INR)	Rs. 2,05,38,592/-	Rs. 1,89,89,263/-	Rs. 1,66,24,947/-	Rs. 1,56,16,167/-	Rs. 1,79,73,912/-	Rs. 1,36,89,706/-	Rs. 1,26,21,194/-	Rs. 1,06,01,982/-
10	No. of Meetings attended during the year	7 out of 7	7 out of 7	5 out of 7	6 out of 7	4 out of 7	7 out of 7	7 out of 7	4 out of 7

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. 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: U15114UP1995PLC2099377

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 the 24th Annual general meeting/ Extraordinary general meeting of the company, to be held on the 7th August, 2019 at 05.00 p.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.....

2.....

3.....

Signed this..... day of..... 2019

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 Register Office of the Company, not less than 48 hours before the commencement of the Meeting.