

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31st March, 2019

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L40103DL2004PLC203950
- ii) Registration Date : 19/09/1985
- iii) Name of the Company : Honda Siel Power Products Limited
- iv) Category / Sub-Category of the Company : Public Listed Company
- v) Address of the Registered Office and contact details : 409, Tower B, DLF Commercial Complex, Jasola, New Delhi –110025,
Tel. +91 011 41082210, 0120 2590211
- vi) Whether listed company : Yes
- vii) Name, Address and contact details of Registrar and Transfer Agents (RTA), if any: M/s Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi 110020, Tel. 011-26387281-83

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and description of main products	NIC Code of the Products	% to total turnover of the Company
1.	Generators	8502 20	65
2.	Engines	8413 10	9
3.	Water Pumps	8413 10	14
4.	Tillers/Back Pack Sprayer	8432 90/ 8424 00	1

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.NO.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Honda Motor Co. Ltd.	N. A.	Holding	66.67	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup 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	
A. Promoters									
(1) Indian									
(a) Individual/HUF	0	0	0	0	0	0	0	0	0.00
(b) Central Govt	0	0	0	0	0	0	0	0	0.00
(c) State Govt (s)	0	0	0	0	0	0	0	0	0.00
(d) Bodies Corporates	1,01,433	0	1,01,433	1.00	1,01,433	0	1,01,433	1.00	0.00
(e) Banks / FI	0	0	0	0	0	0	0	0	0.00
(f) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1)	1,01,433	0	1,01,433	1.00	1,01,433	0	1,01,433	1.00	0.00
(2) Foreign									
(a) NRIs -Individuals	0	0	0	0	0	0	0	0	0.00
(b) Other –Individuals	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corporates	67,62,000	0	67,62,000	66.67	67,62,000	0	67,62,000	66.67	0.00
(d) Banks / FI	0	0	0	0	0	0	0	0	0.00
(e) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2)	67,62,000	0	67,62,000	66.67	67,62,000	0	67,62,000	66.67	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	68,63,433	0	68,63,433	67.67	68,63,433	0	68,63,433	67.67	0.00

B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	6,15,070	20	6,15,090	6.06	6,41,135	20	6,41,155	6.32	0.26
(b) Alternate Investment Funds	76,068	0	76,068	0.75	1,50,000	0	1,50,000	1.48	0.73
(c) Foreign Portfolio Investors	41,278	0	41,278	0.41	34,450	0	34,450	0.34	(0.07)
(d) Banks / FI	6,938	200	7,138	0.07	6,803	200	7,003	0.07	0
(e) Central Government	0	0	0	0	0	0	0	0	0
(f) State Government(s)	0	0	0	0	0	0	0	0	0
(g) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(h) Insurance Companies	0	0	0	0	0	0	0	0	0
(i) FIs	0	0	0	0	0	0	0	0	0
(j) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(k) Others	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	7,39,354	220	7,39,574	7.29	8,32,388	220	8,32,608	8.21	0.92
2. Non-Institutions									
(a) Bodies Corporate									
(i) Indian	2,92,874	322	2,93,196	2.89	1,23,251	322	1,23,573	1.22	(1.67)
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	18,06,445	1,50,331	19,56,776	19.29	17,00,320	1,26,099	18,26,419	18.00	(1.29)
(ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	81,000	0	81,000	0.80	2,84,104	0	2,84,104	2.80	2.00
(iii) NBFC registered with RBI	7,222	0	7,222	0.07	4,620	0	4,620	0.05	(0.02)
(c) Others - Clearing Members	28,664	0	28,664	0.28	20,581	0	20,581	0.20	(0.08)
NRI	1,11,083	21,737	1,32,820	1.31	1,22,778	19,634	1,42,412	1.40	0.09
Trust	4,462	0	4,462	0.04	5,080	0	5,080	0.05	0.01
IEPF	35,924	0	35,924	0.35	40,241	0	40,241	0.40	0.05
Sub-total (B)(2)	23,67,674	1,72,390	25,40,064	25.04	23,00,975	1,46,055	24,47,030	24.13	(0.90)
Total Public Shareholding (B)=(B)(1)+(B)(2)	31,07,028	1,72,610	32,79,638	32.33	31,33,363	1,46,275	32,79,638	32.33	0.00
C. Shares held by Custodian for GDRs & ADRs	NOT APPLICABLE								
Grand Total (A+B+C)	99,70,461	1,72,610	1,01,43,071	100	99,96,796	1,46,275	1,01,43,071	100	0

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	67,62,000	66.67	NIL	67,62,000	66.67	NIL	NIL
2.	Usha International Limited	1,01,433	1.00	NIL	1,01,433	1.00	NIL	NIL

(iii) Change in Promoters' Shareholding

There were no changes in promoter shareholding during the Financial Year 2018-19.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters)

S. No.	Name of Shareholder	Shareholding at the beginning of the year		Change in shareholding (No. of Shares)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
1	Reliance Capital Trustee Co. Ltd.	5,93,070	5.85	35,539	-	6,28,609	6.20
2	IIFL RE Organize India Equity Fund	76,068	0.75	73,932	-	1,50,000	1.48
3	Jayantilal Premji Shah	30,000	0.30	-	-	30,000	0.30
4	Laxmichand Kunverji Kenia	30,000	0.30	-	-	30,000	0.30
5	Amit Jasani	21,000	0.21	-	-	21,000	0.21
6	Pulkit. N. Sekhsaria	20,000	0.20	-	-	20,000	0.20
7	F L Dadabhoy	19,200	0.19	-	-	19,200	0.19
8	Panna Bankim	19,000	0.19	-	-	19,000	0.19
9	Parag P Parekh HUF	15,000	0.15	2,500	-	17,500	0.17
10	The Emerging Markets	16,298	0.16	478	-	16,776	0.17
	TOTAL	8,39,636	8.30	1,12,449	-	9,52,085	9.41

Change in shareholding of top ten shareholders since April 01, 2018 onwards

11	Param Capital Research Pvt. Ltd.	1,26,869	1.25	-	1,26,869	0	0
12	IDBI Focused 30 Equity Fund	22,000	0.22	-	9,474	12,526	0.12

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

S. No.	Name of the Director/ KMP	For Each of the Directors and 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. Siddharth Shriram	At the beginning of the year	50	Negligible	50	Negligible
		Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/ sweat equity etc.)	0	0	0	0
		At the end of the year	50	Negligible	50	Negligible
2.	Ms. Sunita Ganjoo	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.)	0	0	0	0
		At the end of the year	1	Negligible	1	Negligible

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

The Company had no indebtedness with respect to secured or unsecured loans of deposits during the Financial Year 2018-19.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole Time Directors**

S. No.	Particulars of Remuneration	Name of MD/WTD			Total Amount (₹)
		Yoshifumi Iida	Hiro Yoshi Sugimizu	Vinay Mittal	
1.	Gross salary (₹)				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,99,79,785	1,95,88,142	1,18,04,349	5,13,72,276
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	35,10,596	10,12,398	4,91,191	50,14,185
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others	NIL	NIL	NIL	NIL
5.	Others (Exempted Benefits) (₹)	5,92,892	5,12,776	3,60,417	14,66,085
	Total (A)	2,40,83,273	2,11,13,316	1,26,55,957	5,78,52,546
	Ceiling as per the Act	In terms of the provisions of the Companies Act, 2013, the remuneration payable to Managing Director, President & CEO and whole Time Directors shall not exceed 10% of the net profit of the Company. The remuneration paid is well within the said limit.			

B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors (1)				Total Amount (₹)	Particulars of remuneration paid to other Non-Executive Directors (2)
	D.V. Kapur	Ravi Vira Gupta	Manoj Arora	Alka Masezban Bharucha		
Independent Directors						Siddharth Shriram
Fee for attending Board Meeting	3,00,000	3,00,000	3,00,000	1,20,000	10,20,000	3,00,000
Audit Committee	2,40,000	2,40,000	2,40,000	1,20,000	8,40,000	-
Stakeholders Relationship Committee	2,00,000	-	-	-	2,00,000	2,00,000
Nomination and Remuneration Committee	1,00,000	-	1,00,000	-	2,00,000	1,00,000
Board Committee on Financial Matters	-	-	-	-	-	50,000
CSR Committee	-	-	50,000	-	50,000	50,000
Independent Director's Meeting	50,000	50,000	50,000	50,000	2,00,000	-
Commission	NIL	NIL	NIL	NIL	NIL	NIL
Total (1)	8,90,000	5,90,000	7,40,000	2,90,000	25,10,000	-
Total (2)						7,00,000
Total (B)=(1+2)						32,10,000
Total Managerial Remuneration	A + B					6,10,62,546*
Overall Ceiling as per the Act	In terms of the provisions of the Companies Act, 2013, the remuneration payable to Directors other than Executive Directors Shall not exceed 1% of the net profit of the Company. The remuneration paid is well within the said limit.					

*Total remuneration to Managing Director and President & CEO, Whole Time Directors and Directors (being the total of A and B)

C. Remuneration to Key Managerial Personnel other than Managing Director and President & CEO and Whole Time Directors

S. No.	Particulars of Remuneration	Key Managerial Person Sunita Ganjoo
1	Gross salary (₹) (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 (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	12,82,127 - -
2	Stock Option	NIL
3	Sweat Equity	NIL
4	Commission - as % of profit - others	NIL
5	Others : Exempted Benefits (₹)	1,62,301
	Total (')	14,44,428

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishments/compounding of offences for breach of any Section of the Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year 2018-19.