Honda Motorcycle and Sooter India Pvt. Ltd.
Plot No. 1, Sector – 3, IMT, Manesar,
Distt. Gurugram (Haryana) – 122052
Tel. : 0124-2290011-19, Fax : 0124-2290889-91

NOTICE

Notice is hereby given that the 26th Annual General Meeting of **Honda Motorcycle and Scooter India Private Limited** will be held on Friday, 22nd Day of August 2025 from 09:00 to 09:30 am (Indian Standard Time) at the Registered Office of the Company situated at Plot No.1, Sector-3, IMT Manesar, District Gurugram, Haryana – 122052, India along with an option to attend through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended on 31st March 2025 together with the report of Auditors and Director's thereon.

2. Declaration of Dividend

To declare the Dividend for the Financial Year ended on 31st March 2025.

SPECIAL BUSINESS

3. Appointment of Mr. Mutsuo Usui as Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Mutsuo Usui, who was appointed as an Additional Director of the Company with effect from 01st April 2025 and who holds office up to this Annual General Meeting, be and is hereby appointed as Director of the Company."

4. Appointment of Mr. Mutsuo Uusi as Whole time Director designated as "Director"

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** approval of the members is hereby accorded to the appointment of Mr. Mutsuo Uusi as Whole Time Director designated as **"Director"** of the Company for a period of one financial year from 01st April 2025 to 31st March 2026. Mr. Mutsuo Usui shall have the right to exercise such powers of the management as have been / may be delegated to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, 2013 and in accordance with Article 99 of the Articles of Association, consent of the members be and is hereby accorded to the remuneration paid and / or payable to Mr. Mutsuo Usui**,** Director subject to the condition that the total remuneration, exclusive of all other benefits as applicable to the whole time directors of the Company from time to time, shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum."

5. **Appointment of Mr. Koji Sugita as Director (Non- Executive Director)**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Mr. Koji Sugita, who was appointed as an Additional Director of the Company with effect from 01st April 2025 and who holds office up to this Annual General Meeting, be and is hereby appointed as Director of the Company. Mr. Koji Sugita shall be Non-Executive Director of the Company for a period of one financial year from 1st April 2025 to 31st March 2026."

6. **Re-appointment of Mr. Takahiro Honda, Whole Time Director designated as "Chief Production Officer & Director"**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT approval of the members be and is hereby accorded to the re-appointment of Mr. Takahiro Honda, Whole Time Director designated as "Chief Production Officer & Director" of the Company for a period of one financial year from 1st April 2025 to 31st March 2026 and he shall continue to have the right to manage the day to day business and affairs of the Company and subject to the superintendence, control & direction of the Board of Directors of the Company, shall have the right to exercise such powers of the management of the Company as has been / may be delegated to him by the Board of Directors of the Company.

   RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, 2013 and in accordance with Article 99 of the Articles of Association, consent of the members be and is hereby accorded to the remuneration paid and / or payable to Mr. Takahiro Honda subject to the condition that the total remuneration, exclusive of all other benefits as applicable to the whole time directors of the Company from time to time, shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum."

7. **Re-appointment of Mr. Takashi Yashima, Whole Time Director designated as "Director & CFO"**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT approval of the members be and is hereby accorded to the re-appointment of Mr. Takashi Yashima, Whole Time Director designated as "Director & CFO" of the Company for a period of one financial year from 1st April 2025 to 31st March 2026 and he shall continue to have the right to manage the day to day business and affairs of the Company and subject to the superintendence, control & direction of the Board of Directors of the Company, shall have the right to exercise such powers of the management of the Company as has been / may be delegated to him by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, 2013 and in accordance with Article 99 of the Articles of Association, consent of the members be and is hereby accorded to the remuneration paid and / or payable to Mr. Takashi Yashima subject to the condition that the total remuneration, exclusive of all other benefits as applicable to the whole time directors of the Company from time to time, shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum."

8. Re-appointment of Mr. Katsuyuki Ozawa, Whole Time Director designated as "Director"

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT approval of the members be and is hereby accorded to the re-appointment of Mr. Katsuyuki Ozawa, Whole Time Director designated as "Director" of the Company for a period of one financial year from 1st April 2025 to 31st March 2026 and he shall continue to have the right to manage the day to day business and affairs of the Company and subject to the superintendence, control & direction of the Board of Directors of the Company, shall have the right to exercise such powers of the management of the Company as has been / may be delegated to him by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, 2013 and in accordance with Article 99 of the Articles of Association, consent of the members be and is hereby accorded to the remuneration paid and / or payable to Mr. Katsuyuki Ozawa subject to the condition that the total remuneration, exclusive of all other benefits as applicable to the whole time directors of the Company from time to time, shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum."

9. Re-appointment of Mr. Naveen Awal, Whole Time Director and designated as "Senior Director"

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT approval of the members be and is hereby accorded to the re-appointment of Mr. Naveen Awal, Whole Time Director and designated as **"Senior Director"** of the Company for a period of one financial year from 1st April 2025 to 31st March 2026 and he shall continue to have the right to manage the day to day business and affairs of the Company and subject to the superintendence, control & direction of the Board of Directors of the Company, shall have the right to exercise such powers of the management of the Company as has been / may be delegated to him by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, 2013 and in accordance with Article 99 of the Articles of Association, consent of the members be and is hereby accorded to the remuneration paid and / or payable to Mr. Naveen Awal subject to the condition that the total remuneration, exclusive of all other benefits as applicable to the whole time directors of the Company from time to time, shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum."

10. **Revision in the term of Mr. Yuichi Akita, Whole Time Director designated as "Director"**

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 relevant provisions of the Companies Act, 2013, consent of the members be and is hereby accorded for revision in the term of directorship of Mr. Yuichi Akita, Whole Time Director designated as "Director" valid upto 31st March 2026 and he shall continue to have the right to manage the day to day business and affairs of the Company and subject to the superintendence, control & direction of the Board of Directors of the Company, shall have the right to exercise such powers of the management of the Company as has been / may be delegated to him by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the relevant provisions of the Companies Act, 2013 and in accordance with Article 99 of the Articles of Association, consent of the members be and is hereby accorded to the remuneration paid and / or payable to Mr. Yuichi Akita subject to the condition that the total remuneration, exclusive of all other benefits as applicable to the whole time directors of the Company from time to time, shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore Only) per annum."

11. **To Ratify the Remuneration to be paid to Cost Auditor for the Year ending on 31st March 2026.**

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary resolution:

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of 2,75,000/- (Rupees Two Lakh Seventy Five Thousand Only) plus applicable GST and out-of-pocket expenses to be paid to M/s. R.J. Goel & Co., Cost Accountants as Cost Auditors appointed by Board of Directors to conduct audit of the cost records of the Company for the Year ending on 31st March 2026, be and is hereby ratified"

By Order of the Board
For Honda Motorcycle and Scooter India Private Limited

Sanjeev Kumar Chaubey
22 Jul 2025 12:48:45 (+05:30)
Reason: Digitally Signed Document
UUID: 1121049c-967a-4ca8-af8e-1960420daad1

Sanjeev Chaubey
Chief Legal Officer & Company Secretary
FCS - 5343

Date: 22nd July 2025
Place: Manesar, District Gurugram

MB

Notes:

i) The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/ 20220 dated 5th May 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September 2024 (MCA Circulars) has allowed the Companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio – Visual Means (OAVM) till 30th September 2025.

ii) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed herewith and forms part of this notice.

iii) The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act")

iv) As the AGM would be conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM. Hence, the proxy form and Attendance Slip are not annexed to this notice.

v) Corporate Members are entitled to appoint Authorised Representatives to attend, participate at the AGM through VC/ OAVM and cast their votes. Corporate Members are requested to send a scanned copy of the Board Resolution/ Authorization Letter authorizing its representative to attend and vote at the AGM to the Company.

vi) In accordance with the circulars issued by MCA, the Notice of the 26th AGM along with the Annual Report for the Financial Year (2024-25) is being sent by electronic mode to Members of the Company.

vii) Members who need any assistance before or during the AGM, can contact at the designated email ids: mohit.bhola@honda.hmsi.in or srashti.saxena1@honda.hmsi.in.

viii) The Memorandum & Articles of Association and all other documents and papers as referred to in this notice and as required by the Companies Act, 2013 shall be available for inspection by the members on any working day at the registered office of the Company and will also be available during the meeting.

ix) The Dividend, if approved by the Members, shall be paid to those Shareholders whose name will appear on the Register of Members on the date of Annual General Meeting.

x) In terms of requirements of the Secretarial Standard – 2 on "General Meetings" issued by the Institute of Company Secretaries of India and approved and notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 3 & 4

Mr. Mutsuo Usui was appointed as an Additional Director of the Company w.e.f. 01st April 2025 by the Board of Directors at their meeting held on 12th February 2025.

According to the provisions of the Section 161 of the Companies Act, 2013, Mr. Mutsuo Usui holds office up to the date of ensuing Annual General Meeting.

Further, subject to approval of members in General Meeting, the Board of Directors at its meeting held on 01st April 2025 passed the resolution in supersession to the resolution passed by the Board of Directors in its meeting held on 12th February 2025 to appoint Mr. Mutsuo Usui as “Director” of the Company for a period of one financial year with effect from 01st April 2025.

The Board also approved, subject to approval of the members, the remuneration payable to Mr. Mutsuo Usui subject to the condition that the total remuneration, exclusive of all other benefits as applicable to the Whole-time Directors of the Company from time to time, shall not exceed Rs. 5,00,00,000/- (Rupees Five Crore only) per annum.

Your directors recommend passing of the resolution as set out in Item No. 3& 4 in the Notice.

None of the directors except Mr. Mutsuo Usui is interested in the above-said resolutions.

As stipulated under Secretarial Standard – 2, brief profile of Mr. Mutsuo Usui, including names of companies in which he holds directorship and memberships / chairmanship of Board Committees is provided below in Table A:

Table A

Age	49
Qualification	Graduate
Experience	Automobile Industry
Terms & Conditions of Appointment	Director
Details of Remuneration	Maximum Limit of Rs 5 crore exclusive of other benefits as are applicable to Whole time Directors
Date of First Appointment	01st April 2025
Shareholding in the Company	NIL
Relationship with other Directors / Manager and other KMP	NIL
Number of Meetings attended during Financial Year 2025-26 and till the date of this AGM	2 Board Meeting and 1 Internal Audit Committee Meeting
Directorships of other Board	Nil
Membership / Chairmanship of Committees of other Board	Nil

Item No. 5

Mr. Koji Sugita was appointed as an Additional Director designated as "Non – Executive Director" of the Company w.e.f. 01st April 2025 by passing circular resolution by the Board of Directors on 11th March 2025.

According to the provisions of the Section 161 of the Companies Act, 2013, Mr. Koji Sugita holds office up to the date of ensuing Annual General Meeting. It is recommended to confirm Directorship of Mr. Koji Sugita as a Non-Executive Director for a period of one financial year from 1st April 2025 to 31st March 2026.

Your directors recommend passing of the resolution as set out in Item No. 5 in the Notice.

None of the directors except Mr. Koji Sugita is interested in the above-said resolutions.

As stipulated under Secretarial Standard – 2, brief profile of Mr. Koji Sugita, including names of companies in which he holds directorship and memberships / chairmanship of Board Committees is provided below in Table A:

Table A

Age	52
Qualification	Graduate
Experience	Automobile Industry
Terms & Conditions of Appointment	Non-Executive Director
Details of Remuneration	Maximum Limit of Rs 5 crore exclusive of other benefits as are applicable to Whole time Directors
Date of First Appointment	01st April 2025
Shareholding in the Company	NIL
Relationship with other Directors / Manager and other KMP	NIL
Number of Meetings attended during Financial Year 2025-26 and till the date of this AGM	NIL
Directorships of other Board	Nil
Membership / Chairmanship of Committees of other Board	Nil

Item No. 6

The term of appointment of Mr. Takahiro Honda was valid till 31st March 2025.

The Board of Directors, in their meeting held on 1st April 2025, re-appointed Mr. Takahiro Honda as Whole time Director and designated as Chief Production Officer & Director for a period of one Financial Year with effect from 01st April 2025 to 31st March 2026 subject to approval of members.

The Board has also approved, subject to approval of the members, the remuneration payable to Mr. Takahiro Honda, Chief Production Officer & Director subject to the condition that total remuneration exclusive of all other benefits as applicable to the whole time directors of the Company shall not exceed Rs 5,00,00,000 (Rupees Five Crore Only)

Your Directors recommend passing of the resolutions as set out at item no. 6 of the notice.

None of the directors except Mr. Takahiro Honda is interested in the above said resolution.

As stipulated under Secretarial Standard – 2, brief profile of Mr. Takahiro Honda, including names of companies in which he holds directorship and memberships / chairmanship of Board Committees is provided below in Table D:

Table D

Age	58 yrs
Qualification	Graduate
Experience	Automobile Industry
Terms & Conditions of Appointment	Chief Production Officer & Director
Details of Remuneration	Maximum Limit of Rs 5 crore exclusive of other benefits as are applicable to Whole time Directors
Date of First Appointment	01st April 2022
Shareholding in the Company	Nil
Relationship with other Directors / Manager and other KMP	Nil
Number of Meetings attended during Financial Year 2025-26 and till the date of this AGM	2 Board Meeting and 1 Internal Audit Committee Meeting
Directorships of other Board	NIL
Membership / Chairmanship of Committees of other Board	Member of Internal Audit Committee Meeting of Board of Directors

Item No. 7

The term of appointment of Mr. Takashi Yashima was valid till 31st March 2025.

The Board of Directors, in their meeting held on 1st April 2025, re-appointed Mr. Takashi Yashima as Whole time Director and designated as Director & CFO for a period of one Financial Year with effect from 01st April 2025 to 31st March 2026 subject to approval of members.

The Board has also approved, subject to approval of the members, the remuneration payable to Mr. Takashi Yashima, Director & CFO subject to the condition that total remuneration exclusive of all other benefits as applicable to the whole time directors of the Company shall not exceed Rs 5,00,00,000 (Rupees Five Crore Only)

Your Directors recommend passing of the resolutions as set out at item no. 7 of the notice.

None of the directors except Mr. Takashi Yashima is interested in the above said resolution.

As stipulated under Secretarial Standard – 2, brief profile of Mr. Takashi Yashima, including names of companies in which he holds directorship and memberships / chairmanship of Board Committees is provided below in Table D:

Table D

Age	57
Qualification	Graduate
Experience	Automobile Industry
Terms & Conditions of Appointment	Director & CFO
Details of Remuneration	Maximum Limit of Rs 5 crore exclusive of other benefits as are applicable to Whole time Directors
Date of First Appointment	01st April 2022
Shareholding in the Company	Nil
Relationship with other Directors / Manager and other KMP	Nil
Number of Meetings attended during Financial Year 2025-26 and till the date of this AGM	2 Board Meeting and 1 Internal Audit Committee Meeting
Directorships of other Board	NIL
Membership / Chairmanship of Committees of other Board	Member of CSR Committee Meeting of Board of Directors

Item No. 8

The term of appointment of Mr. Katsuyuki Ozawa was valid till 31st March 2025.

The Board of Directors, in their meeting held on 1st April 2025, re-appointed Mr. Katsuyuki Ozawa as Whole time Director and designated as Director for a period of one Financial Year with effect from 01st April 2025 to 31st March 2026 subject to approval of members.

The Board has also approved, subject to approval of the members, the remuneration payable to Mr. Katsuyuki Ozawa, Director subject to the condition that total remuneration exclusive of all other benefits as applicable to the whole time directors of the Company shall not exceed Rs 5,00,00,000 (Rupees Five Crore Only)

Your Directors recommend passing of the resolutions as set out at item no. 8 of the notice.

None of the directors except Mr. Katsuyuki Ozawa is interested in the above said resolution.

As stipulated under Secretarial Standard – 2, brief profile of Mr. Katsuyuki Ozawa, including names of companies in which he holds directorship and memberships / chairmanship of Board Committees is provided below in Table D:

Table D

Age	48 yrs
Qualification	Graduate

Experience	Automobile Industry
Terms & Conditions of Appointment	Director
Details of Remuneration	Maximum Limit of Rs 5 crore exclusive of other benefits as are applicable to Whole time Directors
Date of First Appointment	01st April 2022
Shareholding in the Company	Nil
Relationship with other Directors / Manager and other KMP	Nil
Number of Meetings attended during Financial Year 2025-26 and till the date of this AGM	2 Board Meeting and 1 Internal Audit Committee Meeting
Directorships of other Board	NIL
Membership / Chairmanship of Committees of other Board	Member of Internal Audit Committee Meeting and Member of CSR Committee of Board of Directors

Item No. 9

The term of appointment of Mr. Naveen Awal was valid till 31st March 2025.

The Board of Directors, in their meeting held on 1st April 2025, re-appointed Mr. Naveen Awal as Whole time Director and designated as Senior Director for a period of one Financial Year with effect from 01st April 2025 to 31st March 2026 subject to approval of members.

The Board has also approved, subject to approval of the members, the remuneration payable to Mr. Naveen Awal, Senior Director subject to the condition that total remuneration exclusive of all other benefits as applicable to the Whole Time Directors of the Company shall not exceed Rs 5,00,00,000 (Rupees Five Crore Only)

Your Directors recommend passing of the resolutions as set out at item no. 9 of the notice.

None of the directors except Mr. Naveen Awal is interested in the above said resolution.

As stipulated under Secretarial Standard – 2, brief profile of Mr. Naveen Awal, including names of companies in which he holds directorship and memberships / chairmanship of Board Committees is provided below in Table D:

Table D

Age	52 yrs
Qualification	BE (Production)
Experience	Automobile Industry
Terms & Conditions of Appointment	Senior Director
Details of Remuneration	Maximum Limit of Rs 5 crore exclusive of other benefits as are applicable to Whole time Directors
Date of First Appointment	01st April 2022

Shareholding in the Company	Nil
Relationship with other Directors / Manager and other KMP	Nil
Number of Meetings attended during Financial Year 2025-26 and till the date of this AGM	2 Board Meeting and 1 Internal Audit Committee Meeting
Directorships of other Board	NIL
Membership / Chairmanship of Committees of other Board	NIL

Item No. 10

The term of appointment of Mr. Yuichi Akita was valid till 31st March 2027.

The Board of Directors, in their meeting held on 1st April 2025, revised the term of directorship of Mr. Yuichi Akita, Whole time Director designated as Director valid till 31st March 2026 subject to approval of members.

The Board has also approved, subject to approval of the members, the remuneration payable to Mr. Yuichi Akita, Director subject to the condition that total remuneration exclusive of all other benefits as applicable to the Whole Time Directors of the Company shall not exceed Rs 5,00,00,000 (Rupees Five Crore Only)

Your Directors recommend passing of the resolutions as set out at item no.10 of the notice.

None of the directors except Mr. Yuichi Akita is interested in the above said resolution.

As stipulated under Secretarial Standard – 2, brief profile of Mr Yuichi Akita, including names of companies in which he holds directorship and memberships / chairmanship of Board Committees is provided below in Table D:

Table D

Age	53 yrs
Qualification	Graduate
Experience	Automobile Industry
Terms & Conditions of Appointment	Director
Details of Remuneration	Maximum Limit of Rs 5 crore exclusive of other benefits as are applicable to Whole time Directors
Date of First Appointment	01st April 2024
Shareholding in the Company	Nil
Relationship with other Directors / Manager and other KMP	Nil
Number of Meetings attended during Financial Year 2025-26 and till the date of this AGM	2 Board Meeting and 1 Internal Audit Committee Meeting

Directorships of other Board	NIL
Membership / Chairmanship of Committees of other Board	Member of Internal Audit Committee Meeting of Board of Directors

Item No. 11

The Board has appointed M/s R. J. Goel & Co. Cost Accountants as Cost Auditor of the Company in their meeting held on 16th June 2025 to conduct the audit of cost accounting records for the year ending on 31st March 2026 and approved the remuneration to be paid to the Cost Auditor.

In accordance with the provisions of Section 148 of Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor need to be ratified by the Shareholders.

Your Directors recommend passing of the resolution as set out at item no. 11 of the notice.

None of the Directors have any pecuniary interest in this resolution.

By Order of the Board
For Honda Motorcycle and Scooter India Private Limited

Sanjeev Kumar Chaubey
22 Jul 2025 12:48:45 (+05:30)
Reason: Digitally Signed Document
UUID: 1121049c-967a-4ca8-af8e-1960420daad1

Sanjeev Chaubey
Chief Legal Officer & Company Secretary
FCS 5343

Date: 22nd July 2025
Place: Manesar, District Gurugram

MB

ROUTE MAP OF VENUE OF AGM