

**DENSO INTERNATIONAL INDIA PVT. LTD.**

Corporate Office :  
Plot No. 3, Sector-3, IMT Manesar, Gurgaon, Haryana-122 050, INDIA  
Tel. : +91-124-4803200, Fax : +91-124-4803201  
CIN No: U74210DL1999PTC099530

**NOTICE OF 19<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INTERNATIONAL INDIA PRIVATE LIMITED WILL BE HELD ON THURSDAY, THE 27<sup>TH</sup> DAY OF SEPTEMBER, 2018, AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-1/D-4, GROUND FLOOR, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI - 110044, TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. To declare Dividend and in this regard, 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 123 of the Companies Act, 2013 and other applicable provisions, if any, the consent of the Members of the Company, be and is hereby granted by way of Ordinary Resolution in the 19<sup>th</sup> Annual General Meeting of the Company to pay the dividend @ 70.093% on the paid up equity share capital amounting to INR 73,177,209/- (Rupees Seventy Three Million One Hundred and Seventy Seven Thousand Two Hundred and Nine only) to be paid out of the Net Profit of the Company for the F.Y. 17-18, to those members whose names appear in the Register of Members as on the 27<sup>th</sup> day of September, 2018.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the aforesaid resolution, in the best interest of the Company and its Members."

3. Ratification of appointment of Auditors, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** as per the authority conferred by the resolution passed in the 18<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> day of September, 2017, the Company hereby ratifies the appointment of M/s BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231 W/W-100024), having their Office at Building No. 10, 8<sup>th</sup> Floor, Tower-B, DLF Cyber City, Phase-II, Gurgaon – 122002, India, as the Statutory Auditors of the Company to hold their office from the conclusion of this Annual General Meeting till the conclusion of the next Annual

**DENSO INTERNATIONAL INDIA PVT. LTD.**

General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the said auditors.”

**SPECIAL BUSINESS:**

**4. REGULARIZATION OF OFFICE OF MR. JIRO ITO (DIN- 00984192) FROM ADDITIONAL & DEPUTY MANAGING DIRECTOR TO DIRECTOR & DEPUTY MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** the office of Mr. Jiro Ito (DIN-00984192), who was appointed by the Board of Directors as Additional Director & Deputy Managing Director of the Company with effect from the 01<sup>st</sup> day of April, 2018 and who shall holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director & Deputy Managing Director of the Company.

**RESOLVED FURTHER THAT** the Director(s) of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution and to file necessary e-forms with the Registrar of Companies.”

**5. REGULARIZATION OF OFFICE OF MR. SHINSUKE YAMAGUCHI (DIN – 08122416) AS A DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** Mr. Shinsuke Yamaguchi (DIN-08122416), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01<sup>st</sup> May, 2018 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of Companies Act, 2013, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Director(s) of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution and to file necessary e-forms with the Registrar of Companies.”

**By the order of the Board  
For DENSO International India Private Limited**



**Deepak Aneja  
(Company Secretary)  
Membership No.: F-5907**

**Place: Gurugram  
Date: August 21, 2018**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Pursuant to section 113 of the Companies Act, 2013, Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
4. Members are requested to bring their copies of an Annual Report to the meeting.
5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting
6. Members who have not registered their e-mail address(es) so far are requested to register their e-mail address(es) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

By the order of the Board  
For DENSO International India Private Limited



---

Deepak Aneja  
(Company Secretary)  
Membership No.: F-5907

Place: Gurugram  
Date: August 21, 2018

**DENSO INTERNATIONAL INDIA PVT. LTD.**

Corporate Office :  
Plot No. 3, Sector-3, IMT Manesar, Gurgaon, Haryana-122 050, INDIA  
Tel. : +91-124-4803200, Fax : +91-124-4803201  
CIN No: U74210DL1999PTC099530

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

**ITEM NO. 4**

The Board of Directors of the Company in their meeting held on 30<sup>th</sup> March, 2018, appointed Mr. Jiro Ito (DIN- 00984192) as Additional Director of the Company pursuant to section 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing Annual General Meeting of the Company.

The Board considers that his association would be of immense benefit to the Company and it is advantageous to have Mr. Jiro Ito (DIN- 00984192) on Board. Accordingly, the Board recommends the resolution No. 4 for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Jiro Ito, is concerned or interested financially or otherwise in the proposed resolution.

**ITEM NO. 5**

The Board of Directors of the Company in their meeting held on 30<sup>th</sup> April, 2018, appointed Mr. Shinsuke Yamaguchi (DIN-08122416) as an Additional Director of the Company pursuant to section 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing Annual General Meeting of the Company.

The Board considers that his association would be of immense benefit to the Company and it is advantageous to have Mr. Shinsuke Yamaguchi (DIN-08122416) on Board. Accordingly, the Board recommends the resolution No. 5 for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Shinsuke Yamaguchi, is concerned or interested financially or otherwise in the proposed resolution.

**By the order of the Board  
For DENSO International India Private Limited**



**Deepak Aneja  
(Company Secretary)  
Membership No.: F-5907**

**Place: Gurugram  
Date: August 21, 2018**