DENSO
Crafting the Core

DENSO INTERNATIONAL INDIA PVT. LTD.

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

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INTERNATIONAL INDIA PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2020, 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, 2020, 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 21ST Annual General Meeting of the Company to pay the dividend @ 76.08% on the paid up equity share capital amounting to INR 79,430,000/- (Rupees Seventy Nine Million Four Hundred and thirty thousand only) to be paid out of the Net Profit of the Company for the F.Y. 19-20, to those members whose names appear in the Register of Members as on the date of 21st Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Directors of the Company or Company Secretary 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 18th Annual General Meeting of the Company held on 29th 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, 8th 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 (21st) Annual General Meeting till the conclusion of the next (22nd) Annual 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."

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

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

Place: Gurugram
Date: 8th Sep 2020

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 or authority letter authorising their representative to attend and vote on their behalf at the Meeting.

3. Members are requested to bring their copies of Annual Report to the Meeting.

4. 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.

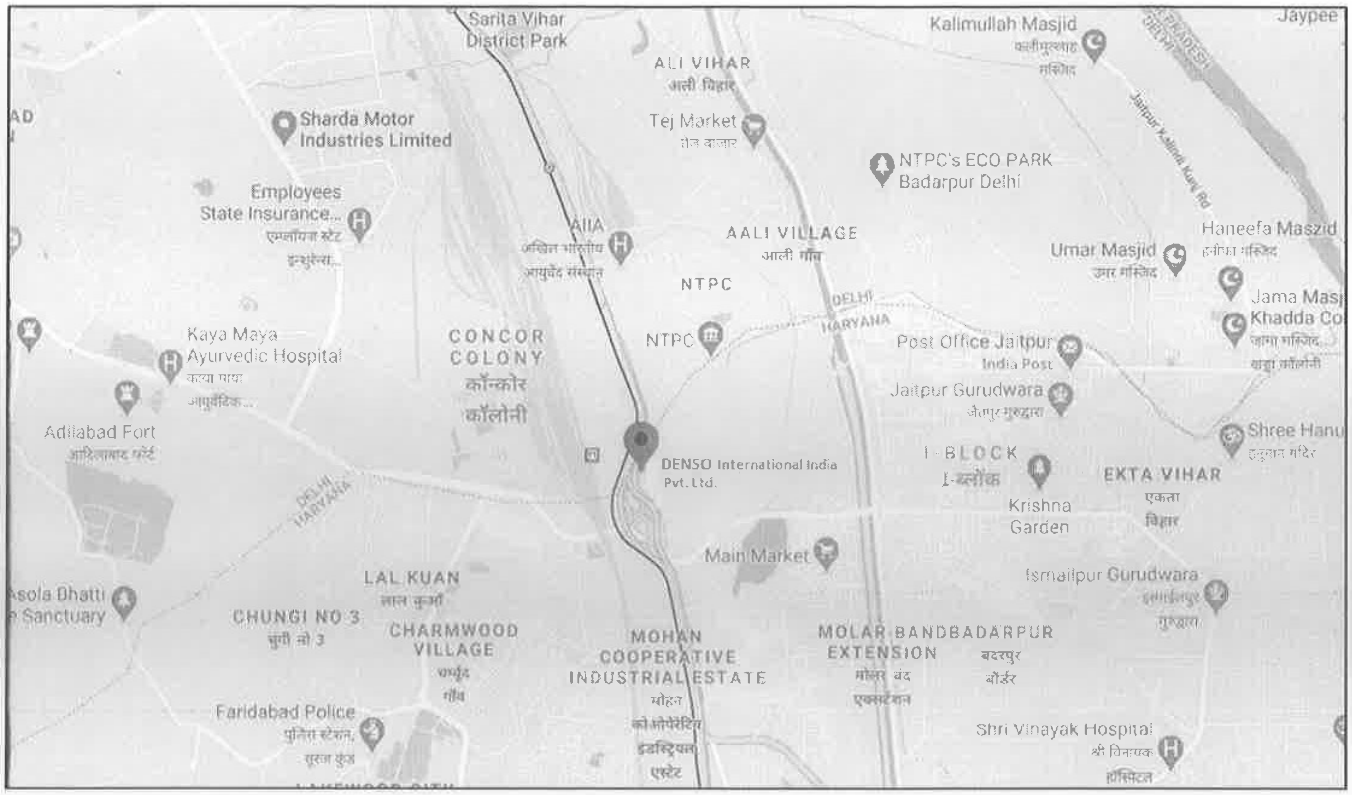
5. Members who have not registered their e-mail address(es) so far are requested to register their e-mail address(es) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

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

Place: Gurugram
Date: 8th Sep 2020

ROUTE MAP TO THE VENUE OF 21ST ANNUAL GENERAL MEETING



ATTENDANCE SLIP
DENSO INTERNATIONAL INDIA PRIVATE LIMITED
CIN: U74210DL1999PTC099530
Regd. Office: B-1/D-4, Ground Floor, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi – 110044

Folio No. .....

No. of Shares held .....

I certify that I am a shareholder/Proxy/Authorized representative for the shareholder of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company held on Wednesday, the 30th Day of September, 2020 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

Name of shareholder/Proxy/Authorized representative .....

Signature .....

Note: Please fill in this attendance slip and hand it over at the Registration Counter.

Proxy form

*[*Form No. MGT-11 *Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014*]*

CIN: U74210DL1999PTC099530
Name of the Company: DENSO INTERNATIONAL INDIA PRIVATE LIMITED
Registered office: B-1/D-4, Ground Floor, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi – 110044

Name of the Member(s): Registered address: Email id: Folio No./Client Id:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:	2. Name:
Address	Address
Email Id:	Email Id:
Signature: or Failing him	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 21st Annual General Meeting of the company, to be held on Wednesday, the 30th Day of September, 2020 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 and at any adjournment thereof in respect of such resolutions as are indicated below:
Resolution No.

Sr. No.	Particulars	Yes/ No/N.A
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Statutory Auditors thereon.	
2.	Declaration of Final Dividend for the F.Y. 19-20	
3.	Ratification of appointment of Auditors	

Signature of Shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

Signed this..... day of..... 2020

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.