

**DENSO INTERNATIONAL INDIA PVT. LTD.**

Corporate Office :  
Plot No. 3, Sector-3, IMT Manesar, Gurugram, Haryana-122 052, INDIA  
Tel. : +91-124-4803200, Fax : +91-124-4803201  
CIN No: U74210DL1999PTC099530

**NOTICE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INTERNATIONAL INDIA PRIVATE LIMITED WILL BE HELD ON SATURDAY, THE 2<sup>ND</sup> DAY OF SEPTEMBER, 2023, AT 11 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, 2023, together with the reports of the Board of Directors and Statutory Auditors thereon.

**SPECIAL BUSINESS:**

2. **REGULARIZATION OF OFFICE OF MR. YASUHIRO IIDA (DIN: 07144682) FROM ADDITIONAL DIRECTOR & CHAIRMAN CUM MANAGING DIRECTOR TO DIRECTOR & CHAIRMAN CUM 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** Mr. Yasuhiro Iida (DIN: 07144682), who was appointed by the Board of Directors as an Additional Director and Chairman cum Managing Director of the Company with effect from 23<sup>rd</sup> day of January, 2023 and who holds his office until the ensuing Annual General Meeting of the Company as an Additional Director, be and is hereby regularized.

**RESOLVED FURTHER THAT** after regularization, he will continue to hold his office as the Chairman cum Managing Director of the Company.

**RESOLVED FURTHER THAT** the Director(s) or the Company Secretary of the Company 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 if required.”

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



**Deepak Aneja  
(Company Secretary)**

**Membership No.: F-5907**

**Address: Plot No. 3, Sector 3, IMT  
Manesar, Gurgaon, Haryana - 122052**

**Place: Gurugram  
Date: 01-June-2023**

**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 (A PROXY FORM IS ENCLOSED WITH THE NOTICE OF AGM).

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.
6. A route map showing directions to reach the venue of the Annual General Meeting is given along with this Notice.

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



**Deepak Aneja  
(Company Secretary)**

**Membership No.: F-5907**

**Address: Plot No. 3, Sector 3, IMT  
Manesar, Gurgaon, Haryana - 122052**

**Place: Gurugram  
Date: 01-June-2023**

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

**ITEM NO. 2**

The Board of Directors of the Company in their meeting held on 23<sup>rd</sup> day of January, 2023, appointed Mr. Yasuhiro Iida (DIN: 07144682), as an Additional Director and Chairman Cum Managing Director of the Company w.e.f 23<sup>rd</sup> day of January 2023 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. Yasuhiro Iida (DIN: 07144682) on Board. Accordingly, the Board recommends the resolution No. 2 for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Yasuhiro Iida (DIN: 07144682) 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**

**Address: Plot No. 3, Sector 3, IMT  
Manesar, Gurgaon, Haryana - 122052**

**Place: Gurugram**

**Date: 01-June-2023**

**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 24<sup>th</sup> Annual General Meeting of the Company held on Saturday, the 02<sup>nd</sup> Day of September, 2023 at 11:00 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 24<sup>th</sup> Annual General Meeting of the Company, to be held on Saturday, the 02<sup>nd</sup> Day of September, 2023 at 11 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, 2023 together with the reports of the Board of Directors and Statutory Auditors thereon.	
2.	Regularization of office of Mr. Yasuhiro Iida (DIN: 07144682) from Additional Director & Chairman cum Managing Director to Director & Chairman cum Managing Director of the Company	

Signature of Shareholder

Signed this..... day of..... 2023



Signature of Proxy holder(s)

**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**

**ROUTE MAP TO THE VENUE OF 24<sup>TH</sup> ANNUAL GENERAL MEETING**

