

NOTICE OF 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INTERNATIONAL INDIA PRIVATE LIMITED WILL BE HELD ON MONDAY, THE 19TH DAY OF SEPTEMBER, 2022, 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, 2022, 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 23rd Annual General Meeting of the Company to pay the dividend @ 48.82% on the paid up equity share capital amounting to INR 50,963,019 /- (Rupees Fifty Million Nine Hundred and Sixty Three Thousand and Nineteen only) to be paid out of the Net Profit of the Company for the FY 21, to those members whose name(s) appear in the register of members of the Company as on the date of 23rd Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Director(s) or Company Secretary 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. To appoint Statutory Auditor, 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 the provisions of sub-section (1) of Section 139 of Companies Act, 2013 other applicable provisions if any, of the Companies Act 2013 read with Companies (Audit and Auditors Rules, 2014), including any statutory enactment or modification thereof, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/ W- 100018), having their office at 7th Floor, Building 10, Tower B, DLF Cyber City Complex, DLF Phase II, Gurugram, Haryana, 122002, India, be and are hereby appointed as the Statutory Auditors of the Company for

a term of 5 years commencing from the conclusion of 23rd Annual General Meeting until the conclusion of 28th Annual General Meeting of the Company, at a remuneration as may be agreed upon between the Board of Directors of the Company and the said auditors.

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 the forms as may be required to give intimation to the Registrar of Companies.”

SPECIAL BUSINESS:

4. REGULARIZATION OF OFFICE OF MR. YASUAKI MATSUNAGA (DIN: 08523934) 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. Yasuaki Matsunaga (DIN: 08523934), who was appointed by the Board of Directors as an Additional Director and Chairman cum Managing Director of the Company with effect from 1st day of January, 2022 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.”

5. REGULARIZATION OF OFFICE OF MR. SHINYA WATANABE (DIN: 09438682) FROM ADDITIONAL DIRECTOR & 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** Mr. Shinya Watanabe (DIN: 09438682), who was appointed by the Board of Directors as an Additional Director and Deputy Managing Director of the Company with effect from 1st day of January, 2022 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 Deputy 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.”

6. REGULARIZATION OF OFFICE OF MR. YUKIHIKO NODA (DIN: 09480298) FROM ADDITIONAL DIRECTOR & 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** Mr. Yukihiro Noda (DIN: 09480298), who was appointed by the Board of Directors as an Additional Director and Deputy Managing Director of the Company with effect from 2nd day of February, 2022 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 Deputy 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**

**Place: Gurugram
Date: 24th August 2022**

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**

**Place: Gurugram
Date: 24th August 2022**

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 22nd day of December, 2021, appointed Mr. Yasuaki Matsunaga (DIN: 08523934), as an Additional Director and Chairman Cum Managing Director of the Company w.e.f 1st day of January 2022 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. Yasuaki Matsunaga (DIN: 08523934) 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. Yasuaki Matsunaga (DIN: 08523934) 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 22nd day of December, 2021, appointed Mr. Shinya Watanabe (DIN: 09438682), as an Additional Director and Deputy Managing Director of the Company w.e.f 1st day of January 2022 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. Shinya Watanabe (DIN: 09438682) 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. Shinya Watanabe (DIN: 09438682), is concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 6

The Board of Directors of the Company in their meeting held on 2nd day of February, 2022, appointed Mr. Yukihiro Noda (DIN: 09480298), as an Additional Director and Deputy Managing 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. Yukihiro Noda (DIN: 09480298) on Board. Accordingly, the Board recommends the resolution No. 6 for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Yukihiro Noda (DIN: 09480298), 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: 24th August 2022**

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 23rd Annual General Meeting of the Company held on Monday, the 19th Day of September, 2022 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

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|------------------------|
| 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 23rd Annual General Meeting of the Company, to be held on Monday, the 19th Day of September, 2022 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, 2022 together with the reports of the Board of Directors and Statutory Auditors thereon. | |
| 2. | Declaration of dividend for the FY 21 | |
| 3. | Appointment of Statutory Auditors | |
| 4. | Regularization of office of Mr. Yasuaki Matsunaga (DIN: 08523934) from Additional Director & Chairman cum Managing Director to Director & Chairman cum Managing Director of the Company | |
| 5. | Regularization of office of Mr. Shinya Watanabe (DIN: 09438682) from Additional Director & Deputy Managing Director to Director & Deputy Managing Director of the Company | |
| 6. | Regularization of office of Mr. Yukihiro Noda (DIN: 09480298) from Additional Director & Deputy Managing Director to Director & Deputy Managing Director of the Company | |

Signature of Shareholder

Signed this..... day of..... 2022



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 23RD ANNUAL GENERAL MEETING

