

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO HARYANA PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 28TH DAY OF AUGUST, 2019 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, 2019 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. 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 19th Annual General Meeting of the Company held on 27th day of September, 2017, the Company hereby ratifies the appointment of M/s B S R & 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 to the conclusion of 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."

SPECIAL BUSINESS:

3. RATIFICATION OF REMUNERATION OF THE COST AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any other statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s Naveen Gupta & Co., Cost Accountants (Firm Registration Number - 100920) appointed by the Board of Directors as Cost Auditor to conduct the audit of cost records of the Company for the Financial Year 2019-2020,

amounting to INR 3,00,000 (Rupees Three Lakhs only) as may be incurred in connection with the audit, be and is hereby ratified and confirmed.”

4. REGULARIZATION OF OFFICE OF MR. FUMITAKA TAKI (DIN - 08250337) FROM ADDITIONAL DIRECTOR TO 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. Fumitaka Taki (DIN - 08250337), who was appointed by the Board of Directors as an Additional Director of the Company with effect from the 15th day of July, 2019 and who shall hold office up to the date of this (21st) Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT the Directors 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 Haryana Private Limited**



**Yoshinori Onda
(Managing Director)
DIN - 07081333**

**Place: Gurugram
Date: 8th July, 2019**

NOTES FOR MEMBER'S ATTENTION:

- 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 this 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 Haryana Private Limited**



**Yoshinori Onda
(Managing Director)
DIN - 07081333**

**Place: Gurugram
Date: 8th July, 2019**

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

ITEM NO. 3

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s Naveen Gupta & Co., Cost Accountants (Firm Registration Number - 100920), has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Shareholders is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of remuneration payable to M/s Naveen Gupta & Co., Cost Accountants for the FY 19-20.

The Board recommends the resolution set forth in Item No. 3 for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives is/are concerned or interested financially or otherwise in the proposed resolution.

Further, the referred special business does not require any document to be referred, therefore requirement to mention the time and place for inspection of the document does not arise.

ITEM NO. 4

The Board of Directors of the Company in their meeting held on 08th July, 2019, appointed Mr. Fumitaka Taki (DIN - 08250337) as an Additional Director of the Company w.e.f. 15th July, 2019, pursuant to section 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing (21st) 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. Fumitaka Taki (DIN - 08250337) on Board. Accordingly, the Board recommends the resolution set forth in Item No. 4 for approval of the Shareholders of the Company.

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

**By the Order of the Board
For DENSO Haryana Private Limited**



**Yoshinori Onda
(Managing Director)
DIN - 07081333**

**Place: Gurugram
Date: 8th July, 2019**