

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO HARYANA PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 09TH DAY OF NOVEMBER, 2022 AT 02:45 P.M. AT ITS PLANT SITUATED AT PLOT NO. 3, SECTOR - 3, IMT MANESAR, GURUGRAM, HARYANA - 122052 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 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 24th Annual General Meeting until the conclusion of 29th 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:

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 other applicable provisions of the Companies Act, 2013, if any 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 2022-23, amounting to INR 1,50,000 (Rupees One Lakh Fifty

Thousand only) plus applicable GST and out of pocket expenses incurred in connection with the audit, be and is hereby ratified and confirmed."

4. REGULARIZATION OF OFFICE OF MR. MASATO KITAMAE (DIN: 09575614) FROM ADDITIONAL DIRECTOR & MANAGING DIRECTOR TO DIRECTOR & 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. Masato Kitamae (DIN: 09575614), who was appointed by the Board of Directors as an Additional Director and Managing Director of the Company with effect from 20th day of April, 2022 and who holds his office until the ensuing Annual General Meeting of the Company, be and is hereby regularized.

RESOLVED FURTHER THAT after regularization, he will continue to hold his office as the 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. YASUAKI MATSUNAGA (DIN: 08523934) 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. Yasuaki Matsunaga (DIN: 08523934), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 20th day of April, 2022 and who holds office until the ensuing Annual General Meeting of the Company 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) 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 Haryana Private Limited**



**Masato Kitamae
Managing Director
DIN: 09575614**

**Place: Gurugram
Date: 15th Oct, 2022**

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 (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 authorising their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their copies of an Annual Report to the Meeting.
4. Members are requested to put their signature at the space provided on the attendance slip annexed to the notice and handover the slip at the entrance of the place of 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.
8. 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 Haryana Private Limited**



**Masato Kitamae
Managing Director
DIN: 09575614**

**Place: Gurugram
Date: 15th Oct, 2022**

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 (FRN- 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 22-23.

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.

ITEM NO. 4

The Board of Directors of the Company in their meeting held on 20th day of April, 2022, appointed Mr. Mr. Masato Kitamae (DIN: 09575614), as an Additional Director and Managing Director of the Company w.e.f 20th day of April 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. Masato Kitamae (DIN: 09575614) 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. Masato Kitamae (DIN: 09575614) 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 20th April, 2022 appointed Mr. Yasuaki Matsunaga (DIN: 08523934), 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. Yasuaki Matsunaga (DIN: 08523934) 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. Yasuaki Matsunaga, is concerned or interested financially or otherwise in the proposed resolution.

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



**Masato Kitamae
Managing Director
DIN: 09575614**

**Place: Gurugram
Date: 15th Oct, 2022**

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: U74899DL1997PTC089205

Name of the Company: DENSO HARYANA 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 24th Annual General Meeting of the company, to be held on Wednesday, the 09th Day of November, 2022 at 02:45 P.M. at its plant situated at Plot no. 3, Sector - 3, IMT Manesar, Gurugram, Haryana - 122052 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.	Appointment of Auditors	
3.	Ratification of remuneration of the Cost Auditor	
4.	Regularization of office of Mr. Masato Kitamae (DIN: 09575614), from Additional Director & Managing Director to Director & Managing Director of the Company	
5.	Regularization of office of Mr. Yasuaki Matsunaga (DIN: 08523934), from Additional Director to 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.

ATTENDANCE SLIP
DENSO HARYANA PRIVATE LIMITED
CIN: U74899DL1997PTC089205

**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 24th Annual General Meeting of the Company held on Wednesday, the 09th Day of November, 2022 at 02:45 P.M. at the at its plant situated at Plot no. 3, Sector - 3, IMT Manesar, Gurugram, Haryana - 122052.

Name of shareholder/Proxy/Authorized representative

Signature

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

ROUTE MAP TO THE VENUE OF 24TH ANNUAL GENERAL MEETING

