

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INDIA PRIVATE LIMITED WILL BE HELD ON FRIDAY, THE 29TH DAY OF AUGUST, 2025 AT 15:00 HRS AT JAYPEE VASANT CONTINENTAL, 2ND FLOOR, MILLAN HALL, BASANT LOK, VASANT VIHAR, NEW DELHI – 110057 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIALS

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Statutory Auditors thereon.

2. DECLARATION OF DIVIDEND FOR FY 2024

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, and in terms of the recommendation made by the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for the payment of dividend at the rate of INR 16.63 per equity shares to be paid out of the net profit of the Company for the financial year 2024-25 and the same shall be paid to the members whose name (s) appear in the Register of Members of the Company as on the date of 40th Annual General Meeting of the Company”

SPECIAL BUSINESS

3. REGULARIZATION OF OFFICE OF MR. RAMAN VENKAT CHALLA (DIN:07093663) 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:

DENSO INDIA PVT. LTD.

Regd. & Head Office : B-1/D-4, Ground Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044
Tel. No.: (+91) 011-26953993, 011-26953994 CIN : U52110DL1984PTC019375

“RESOLVED THAT Mr. Raman Venkat Challa (DIN:07093663), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19th day of September, 2024 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, signifying his intention to appoint him as a Director, be and is hereby appointed as 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.”

4. RATIFICATION OF REMUNERATION OF COST AUDITOR


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

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of INR 4,00,000/-excluding applicable Tax payable to M/s M. K. Kulshrestha & Associates, Cost Accountants (FRN 100209), for conducting cost audit of the Company for the FY. 2025-26, as approved by the Board of Directors of the Company, be and is hereby ratified.”

**By Order of the Board of Directors
For DENSO INDIA PRIVATE LIMITED**

Date: 29th July 2025

Place: Delhi


**Company Secretary
(Kuldeep Singh Rawat)
Membership No: A-24284**

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 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. 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 and Sundays, during business hours up to the date of the Meeting.
4. 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.
5. Member/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of annual general meeting at the meeting.
6. Explanatory Statement as required under Section 102(1) of the Companies Act relating to the Special Business to be transacted at the meeting is annexed hereto.
7. A route map showing directions to reach the venue of the Annual General Meeting is given along with this Notice.

By Order of the Board of Directors

For DENSO INDIA PRIVATE LIMITED

Date: 29th July 2025

Place: Delhi


Kuldeep Singh Rawat
(Company Secretary)
Membership No: A24284

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 40TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:

ITEM NO. 03

REGULARIZATION OF OFFICE OF MR. RAMAN VENKAT CHALLA (DIN:07093663) FROM ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY:

In accordance with the provisions of Section 161 of the Companies Act, 2013 the Board of Directors at their meeting held on 19th September 2024 had appointed Mr. Raman Venkat Challa (DIN:07093663), as an Additional Director on the Board of the Company who will hold office upto the date of ensuing Annual General Meeting. The Directors propose to regularize Mr. Raman Venkat Challa (DIN:07093663) appointment as Director of the Company.

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

None of the Directors or their relatives except the appointee is/are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 04

REMUNERATION OF COST AUDITOR

The Board of Directors of the Company has approved the appointment of M/s. M.K. Kulshrestha & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the FY. 2025-26.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for the remuneration payable to the Cost Auditors for the FY. 2025-26.

None of the Directors of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your directors recommend the above Resolution for your approval.

**By Order of the Board of Directors
For DENSO INDIA PRIVATE LIMITED**

**Date: 29th July 2025
Place: Delhi**


**Kuldeep Singh Rawat
(Company Secretary)
Membership No: A24284**

ATTENDANCE SLIP
DENSO INDIA PRIVATE LIMITED
CIN: U52110DL1984PTC019375
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's

I hereby record my presence at the 40th Annual General Meeting of the Company held on Friday, the 29th Day of August, 2025 at 15:00 HRS at Jaypee Vasant Continental, 2nd Floor, Millan Hall, Basant Lok, Vasant Vihar, New Delhi – 110057.

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: U52110DL1984PTC019375

Name of the Company: DENSO 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: |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on 29th Day of August, 2025 at 15:00 HRS at Jaypee Vasant Continental, 2nd Floor, Millan Hall, Basant Lok, Vasant Vihar, New Delhi – 110057 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, 2025 together with the reports of the Board of Directors and Statutory Auditors thereon. | |
| 2. | Declaration of Dividend FY 2024-25 | |
| 3. | To regularization of office of Mr. Raman Venkat Challa (DIN: 07093663) from Additional Director to Director of the Company | |
| 4. | To ratification of remuneration of Cost Auditor. | |

Signature of Shareholder holder(s)



Signature of Proxy

Signed this..... day of..... 2025

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 40TH ANNUAL GENERAL MEETING

