

DENSO

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. : 011-26953994, 26952308
Fax No. : 011-26953993
CIN : U52110DL1984PTC019375

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF DENSO INDIA PRIVATE LTD. IS SCHEDULED TO BE HELD ON THURSDAY, 27th DAY OF SEPTEMBER, 2018 AT 5:00 PM AT THE AT HOTEL, THE GRAND NEW DELHI, VASANT KUNJ, NELSON MANDELA ROAD, NEW DELHI – 110070 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements of the Company for the Year ended 31st March, 2018 including audited Balance Sheet as at 31st March 2018 and the statement of profit and loss account for the Year ended on that date and the report of the Board of Directors and Auditors thereon.
2. 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), the appointment of M/s. BSR & Associates LLP Chartered Accountants (Firm Registration No. 116231W/W- 100024) as approved by the members at the Thirty Second Annual General Meeting, as Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of Thirty Second Annual General Meeting till the conclusion of the Thirty Seventh Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company; be and is hereby ratified and confirmed.”

SPECIAL BUSINESS

3. 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 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. M.K. Kulshrestha & Associates, Cost Accountant appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, be paid the remuneration of INR 400,000 plus taxes and reimbursement of out of pocket expenses."

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



**KAKUI TAJIMA
MANAGING DIRECTOR
DIN:08065798**

**Date: 30-08-2018
Place: New Delhi**

NOTES:

- A. A member entitled to attend and vote at the meeting of the company is entitled to appoint a proxy to attend and on Poll, vote instead of himself /herself. The proxy need not be a member of the company.
- B. The instrument appointing the proxy in order to be effective must be received at the registered office of the Company not less than 48 (forty eight) hours before the commencement of the meeting.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE ANNUAL GENERAL MEETING OF DENSO INDIA PRIVATE LTD. PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

ITEM NO. 03

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 financial year ending 31 March, 2019.

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 approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for the remuneration payable to the Cost Auditors for the financial year ending 31 March, 2019.

None of the other Directors of the Company and/or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Your Directors recommend the above Resolution for your approval.

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



**KAKUI TAJIMA
MANAGING DIRECTOR
DIN:08065798**

**Date: 30-08-2018
Place: New Delhi**

Form No. MGT-11

Proxy form [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

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:
Or Failing Him

2. Name:
Address:
E-mail Id:
Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, **ON THURSDAY, 27TH SEPTEMBER, 2018 AT HOTEL, THE GRAND NEW DELHI, VASANT KUNJ, NELSON MANDELA ROAD, NEW DELHI – 110 070 AT 05:00 P.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No.	Resolutions	Optional	
		For	Against
1.	To receive, consider and adopt the Audited financial statements of the Company for the Year ended 31 st March, 2018 including audited Balance Sheet as at 31 st March 2018 and the statement of profit and loss account for the Year ended on that date and the report of the Board of Directors and Auditors thereon.		
2	To ratify and confirm appointment of M/s. BSR & Associates LLP Chartered Accountants (Firm Registration No. 116231W/W- 100024) as Statutory Auditors of the Company.		
3	To approve the remuneration payable to M/s. M.K. Kulshrestha & Associates, as Cost Auditor of the Company.		

Affix
Revenue
Stamp

Signature of Member

Signature of Proxy

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.