

**NOTICE OF 39<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 39<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INDIA PRIVATE LIMITED WILL BE HELD ON THURSDAY, THE 19<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 12:00 HRS AT JAYPEE VASANT CONTINENTAL, 2<sup>ND</sup> FLOOR, MILLAN HALL, BASANT LOK, VASANT VIHAR, NEW DELHI – 110057 TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

**1. ADOTPITON OF FINANICIALS**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Statutory Auditors thereon.

**2. DECLARATION OF DIVIDEND FOR FY 2023**

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 term 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 10.30 per equity shares to be paid out of the net profit of the Company for the financial year 2023-24 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 39<sup>th</sup> Annual General Meeting of the Company”

**SPECIAL BUSINESS**

**3. REGULARIZATION OF OFFICE OF MR. HIROMICHI MORITA (DIN: 10501301) 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:

**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

**“RESOLVED THAT** Mr. Hiromichi Morita (DIN: 10501301), who was appointed by the Board of Directors as an Additional Director and Managing Director of the Company with effect from 19<sup>th</sup> day of February, 2024 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 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.”


#### **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 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. 2024-25, 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: 21<sup>st</sup> August 2024  
Place: Gurugram**

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

### **DENSO INDIA PVT. LTD.**

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Tel. No. : 011-26953994, 26952308 Fax No. : 011-26953993 CIN : U52110DL1984PTC019375 1

**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: 21<sup>st</sup> August 2024**

**Place: Gurugram**

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

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 39<sup>TH</sup> 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. HIROMICHI MORITA (DIN: 10501301) FROM ADDITIONAL DIRECTOR & MANAGING DIRECTOR TO DIRECTOR & MANAGING DIRECTOR OF THE COMPANY:**

The Board of Directors of the Company in their meeting held on 19<sup>th</sup> day of February, 2024, appointed Mr. Hiromichi Morita (DIN: 10501301), as an Additional Director and Managing Director of the Company w.e.f 19<sup>th</sup> day of February 2024 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. Hiromichi Morita (DIN: 10501301) on Board. Accordingly, the Board recommends the resolution No. 3 for approval of the Shareholders of the Company.

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. 2024-25.

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. 2024-25.

None of the other 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: 21<sup>st</sup> August 2024**  
**Place: Gurugram**



**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 39<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 19<sup>th</sup> Day of September, 2024 at 12:00 HRS at Jaypee Vasant Continental, 2<sup>nd</sup> 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

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 39<sup>th</sup> Annual General Meeting of the Company, to be held on 19<sup>th</sup> Day of September, 2024 at 12:00 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, 2024 together with the reports of the Board of Directors and Statutory Auditors thereon.	
2.	Declaration of Dividend FY 2023-24	
3.	To regularization of office of Mr. Hiromichi Morita (DIN: 10501301) from Additional Director & Managing Director to Director & Managing Director of the Company	
4.	To ratification of remuneration of Cost Auditor.	

Signature of Shareholder holder(s)



Signature of Proxy

Signed this..... day of..... 2024

**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 39<sup>TH</sup> ANNUAL GENERAL MEETING**

