

**NOTICE OF 38<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INDIA PRIVATE LIMITED WILL BE HELD ON MONDAY, THE 18<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 04:00 PM AT THE GRAND NEW DELHI, NELSON MANDELA ROAD, VASANT KUNJ - PHASE II, NEW DELHI – 110070 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, 2023, together with the reports of the Board of Directors and Statutory Auditors thereon.

**SPECIAL BUSINESS**

**2. REGULARISATION OF ADDITIONAL DIRECTOR, MR. HISASHI TAKEUCHI (DIN: 07806180) BY APPOINTING HIM AS DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(2), 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, MR. HISASHI TAKEUCHI (DIN: 07806180), who was appointed as an Additional Director of the Company by the Board dated 01<sup>st</sup> October, 2022, 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 Board of Directors or Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid 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

**3. REGULARISATION OF ADDITIONAL DIRECTOR, MR. KATSUHIKO SUGITO (DIN: 10052022) BY APPOINTING HIM AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152(2), 160 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, MR. KATSUHIKO SUGITO (DIN: 10052022) who was appointed as an Additional Director of the Company by the Board dated 22<sup>nd</sup> February 2023, 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 Board of Directors or Company Secretary of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**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 3,65,000/- 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 23, 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: 25<sup>th</sup> August 2023  
Place: Gurgaon**

  
**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: 25<sup>th</sup> August 2023**  
**Place: Gurugram**

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

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 38<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:**

ITEM NO. 02

**REGULARISATION OF ADDITIONAL DIRECTOR, MR. HISASHI TAKEUCHI BY APPOINTING HIM AS 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 01st October, 2022 had appointed Mr. Hisashi Takeuchi (DIN- 7806180), 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. Hisashi Takeuchi (DIN- 7806180) appointment as Director of the Company.

The Board recommends the resolution set forth in Item No. 2 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. 3

**REGULARISATION OF ADDITIONAL DIRECTOR, MR. KATSUHIKO SUGITO BY APPOINTING HIM AS 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 22<sup>nd</sup> February 2023 had appointed Mr. Katsuhiko Sugito (DIN- 10052022), 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. Katsuhiko Sugito (DIN- 10052022) 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

4. 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 financial year ending 31 March, 2023.

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 financial year ending 31 March, 2023.

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. 4 of the Notice.

Your Directors recommend the above Resolution for your approval.

**By Order of the Board of Directors**

**For DENSO INDIA PRIVATE LIMITED**

**Date: 25<sup>th</sup> August 2023**  
**Place: Gurugram**

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