

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE COMPANY IS SCHEDULED TO BE HELD ON MONDAY, 14<sup>TH</sup> DAY OF SEPTEMBER, 2020 AT 04:30 PM THROUGH VIDEO CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS:**

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**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 including Audited Balance Sheet as at 31<sup>st</sup> March 2020 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:

**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** pursuant to the provisions of Section 148 and 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 31<sup>st</sup> March, 2021, be paid the remuneration of INR 365,000 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: 13.07.2020  
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 35<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**

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, 2021.

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, 2021.

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: 13.07.2020  
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 35<sup>th</sup> Annual General Meeting of the company, on Monday, 14<sup>th</sup> day of September, 2020 through video conferencing at 04:30 P.M. onwards and at any adjournment thereof in respect of such resolutions as are indicated below:

Resol ution No.	Resolutions	Optional	
		For	Against
1.	To receive, consider and adopt the Audited financial statements of the Company for the Year ended 31 <sup>st</sup> March, 2020 including audited Balance Sheet as at 31 <sup>st</sup> March 2020 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.		
2	To approve the remuneration payable to M/s. M.K. Kulshrestha & Associates, as Cost Auditor of the Company.		

Affix Revenue Stamp
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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.**