

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO INDIA PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, THE 21ST DAY OF SEPTEMBER, 2022 AT 03:30 PM AT THE GRAND NEW DELHI, NELSON MANDELA ROAD, VASANT KUNJ - PHASE II, 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 financial year ended March 31, 2022, together with the reports of the Board of Directors and Statutory 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 sub-section (1) of Section 139 of Companies Act, 2013 other applicable provisions if any, of the Companies Act 2013 read with Companies (Audit and Auditors Rules, 2014), including any statutory enactment or modification thereof, M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/ W- 100018), having their office at 7th Floor, Building 10B, DLF Cyber City Complex, DLF Phase II, Gurugram, Haryana, 122002, India, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company.”

RESOLVED FURTHER THAT the Directors 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 the forms as may be required to give intimation to the Registrar of Companies.”

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 modifications 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, 2023, be paid the remuneration of INR 3,65,000 plus taxes and reimbursement of out of pocket expenses.”

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


Prashant Singh
(Company Secretary)
Membership No: F-11650

**Date: 21.09.2022
Place: Gurugram**

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**

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**

**Prashant Singh
(Company Secretary)**

Membership No: F-11650

**Date: 21.09.2022
Place: Gurugram**

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**Regd. & Head Office : B-1/D-4, Ground Floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044
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EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 37TH 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, 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 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, 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. 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**



**Prashant Singh
(Company Secretary)
Membership No: F-11650**

**Date: 21.09.2022
Place: Gurugram**

**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.

I hereby record my presence at the 37th Annual General Meeting of the Company held on Wednesday, the 21st Day of September, 2022 at 03:30 P.M. at The Grand New Delhi, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi – 110070.

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: or Failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Wednesday, the 21ST Day of September, 2022 at 03:30 P.M. at The Grand New Delhi, Nelson Mandela Road, Vasant Kunj - Phase II, New Delhi – 110070 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, 2022 together with the reports of the Board of Directors and Statutory Auditors thereon.	
2.	To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/ W- 100018) 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.	

Signature of Shareholder

Signed this..... day of..... 2022



Signature of Proxy holder(s)

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 37TH ANNUAL GENERAL MEETING

