

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED WILL BE HELD ON FRIDAY, THE 25TH DAY OF AUGUST, 2023 AT 10.25 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 30TH KM STONE TUMKUR ROAD – NH4, VISHVESHWARAPURA, NELAMANGALA, BANGALORE RURAL DISTRICT-562123 THROUGH AUDIO VISUAL MEANS (MICROSOFT TEAMS) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. ADOPTION OF FINNAICIALS

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, consisting of the Balance sheet as at 31st March 2023, cash flow statement for financial year ended March 31st March 2023, and the statement of profit and loss for the financial year ended on that date including notes appended thereto together with the reports of the Board of Directors and Statutory Auditors thereon.

2. DECLARATION OF DIVIDEND FOR FY 2022

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 0.1285373 (rounded of nearest decimal) per equity shares to be paid out of the net profit of the company for the financial year 2022-23 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 25th Annual General Meeting of the company”

SPECIAL BUSINESS

3. RATIFICATION OF REMUNERATION OF COST AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any other statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions, if any, the remuneration payable to M/s BRS & Co. (FRN: 101629) Cost Accountants, appointed by the Board of Directors as Cost Auditor to conduct the audit of the cost records of the Company for the F.Y. 2023-24, amounting to INR 70,000/- (Rupees Seventy Thousand only), be and is hereby ratified and confirmed."

4. REGULARISATION OF ADDITIONAL DIRECTOR, MRS. NEVILLE TATA MANASI BY APPOINTING HER AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 152 and applicable provisions of the Companies Act, 2013 the consent of the members be and is hereby accorded to appoint Mrs. Neville Tata Manasi (DIN-02210054) as Director of the Company who was appointed as Additional Director by the Board of Directors of the Company on 24th December 2022.”

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary 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.”

5. REGULARISATION OF ADDITIONAL DIRECTOR, MR. YASUHIRO IIDA BY APPOINTING HIM AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 152 and applicable provisions of the Companies Act, 2013 the consent of the members be and is hereby accorded to appoint Mr. Yasuhiro Iida (DIN-07144682) as Director of the Company who was appointed as Additional Director by the Board of Directors of the Company on 17th February 2023.”

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary 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.”

6. REGULARISATION OF ADDITIONAL DIRECTOR, MR. NAOHISA KURIYAMA BY APPOINTING HIM AS DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Ordinary Resolution(s):

“RESOLVED THAT pursuant to the provisions of Section 152 and applicable provisions of the Companies Act, 2013 the consent of the members be and is hereby accorded to appoint Mr. Naohisa Kuriyama (DIN-10047865) as Director of the Company who was appointed as Additional Director by the Board of Directors of the Company on 17th February 2023.”

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary 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.”

**By Order of the Board of Directors
For DENSO Kirloskar Industries Private Limited**


(Tomoaki Yoshimori)
Managing Director
DIN NO. 08981304

Date: 25th August 2023

Place: BANGALORE

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with.
3. 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Shareholders desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement are available electronically for inspection by the members without any fees on all working days, from the date of circulation of this notice up to the date of AGM.

Member seeking to inspect such documents can send an email to aravind.s.a8c@ap.denso.com
7. During the AGM, members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, by writing to the Company on aravind.s.a8c@ap.denso.com
8. Explanatory Statement as required under Section 102(1) of the Companies Act relating to the Special Business to be transacted at the meeting

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:

ITEM NO. 3

RATIFICATION OF REMUNERATION OF COST AUDITOR

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to M/s BRS & Co., Cost Accountants (Firm Registration Number: 101629) for the FY 2023-24, has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of remuneration payable to M/s BRS & Co., Cost Accountants for the FY 2023-24.

The Board recommends the resolution set forth in Item No. 3 for the approval of the members.

None of the Directors or their relatives is/are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 4

REGULARISATION OF ADDITIONAL DIRECTOR, MRS. NEVILLE TATA MANASI BY APPOINTING HER 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 24th December 2022 had appointed Mrs. Neville Tata Manasi (DIN- 02210054) 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 Mrs. Neville Tata Manasi (DIN- 02210054) appointment as Director of the Company.

The Board recommends the resolution set forth in Item No. 4 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. 5

REGULARISATION OF ADDITIONAL DIRECTOR, MR. YASUHIRO IIDA 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 17th February 2023 had appointed Mr. Yasuhiro Iida (DIN- 07144682) 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. Yasuhiro Iida (DIN- 07144682) appointment as Director of the Company.

The Board recommends the resolution set forth in Item No. 5 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. 6

REGULARISATION OF ADDITIONAL DIRECTOR, MR. NAOHISA KURIYAMA 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 17th February 2023 had appointed Mr. Naohisa Kuriyama, (DIN- 10047865) 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. Naohisa Kuriyama, (DIN- 10047865) appointment as Director of the Company.

The Board recommends the resolution set forth in Item No. 6 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.

**By Order of the Board of Directors
For DENSO Kirloskar Industries Private Limited**

Date: 25th August 2023

Place: BANGALORE


(Tomoaki Yoshimori)
Managing Director
DIN NO. 08981304