

DENSO

Crafting the Core

DENSO KIRLOSKAR INDUSTRIES PVT. LTD.

30th K.M. Stone Tumkur Road - NH 4, Vishveshwarpura,
Nelamangala, Bangalore Rural District - 562 123.

Ph. : +91-80-2772 2339, 2772 2080 Fax : +91-80-2772 2338

CIN No : U34300KA1999PTC023708

NOTICE OF 21st ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty First (21st) Annual General Meeting of the members of DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED will be held on Monday, 19th day of August, 2019 at 11:30 A.M. at the Registered Office of the Company situated at 30th KM Stone, Tumkur Road, NH 4, Vishveshwarpura, Nelamangala, Bangalore -562 123, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 consisting of the Balance Sheet as at March 31, 2019, Cash Flow Statement for the financial year ended March 31, 2019 and the Statement of Profit and Loss for the financial year ended on that date including notes appended thereto together with the report of the Board of Directors and Auditors thereon.
2. 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 terms 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 0.244217 per equity share to be paid out of the net profit of the Company for the F.Y.2018-19 and the same shall be paid to the members whose name(s) appear in the Register of Members of the Company as on 19th day of August 2019.

3. Ratification of appointment of Auditors, 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 as per the authority conferred by the resolution passed in the 19th Annual General Meeting of the Company held on 21st day of September, 2017, the Company hereby ratifies the appointment of M/s BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231 W/W-100024), having their Office at Building No. 10, 8th Floor, Tower-B, DLF Cyber City, Phase-II, Gurgaon - 122002, India, as the Statutory Auditors of the Company for the F.Y.2019-20 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the said auditors."

SPECIAL BUSINESS:

4. **REGULARIZATION OF MR. FUMITAKA TAKI (DIN: 08250337) AS THE DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT Mr. Fumitaka Taki (DIN: 08250337), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 11th July, 2019, who holds office up to the date of this (21st) Annual General Meeting in terms of Section 161 of Companies Act, 2013, be and is hereby appointed as a Director of the Company.

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. RATIFICATION OF THE REMUNERATION OF THE 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, who was appointed by the Board of Directors of the Company in the Board Meeting held on June 21, 2019 as Cost Auditor to conduct the audit of the cost records of the Company for the F.Y. 2019-20, amounting to INR 70,000 (Rupees Seventy Thousand only), be and is hereby ratified and confirmed.”

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED



Toshihiro Saida
(Managing Director)
DIN - 03084221

Date: 11th July, 2019

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CIN No : U34300KA1998PTC023708

Notes for Member's Attention:

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.

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 Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to put their signature at the space provided on the attendance slip annexed to the proxy form and handover the slip at the entrance of the place of the meeting.
4. Members are requested to bring their copies of Annual Report at the meeting.
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 open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. 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.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED


Toshiiro Saida
(Managing Director)
DIN - 03084221

Date: 11th July, 2019

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4

The Board at its meeting held on July 11, 2019, appointed **Mr. Fumitaka Taki (DIN: 08250337)** as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Hence, he holds his 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. Fumitaka Taki (DIN: 08250337) on Board. Accordingly, the Board recommends the resolution No. 4 for the approval of the Shareholders of the Company.

None of the Directors or their relatives other than **Mr. Fumitaka Taki (DIN: 08250337)**, is concerned or interested financially or otherwise in the proposed resolution.

Item No. 5

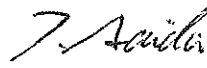
In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to M/s BRS & Co., , Cost Accountants (Firm Registration Number: 101629) for the F.Y 2019-20, has to be ratified by the shareholders of the Company.

Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to M/s BRS & Co., Cost Accountants for the F.Y. 2019-20.

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

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED


Toshihiro Saida
(Managing Director)
DIN - 03084221

Date: 11th July, 2019