

NOTICE OF 22nd ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting of the members of **DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED** will be held on Friday, 28th day of August, 2020 at 11:50 A.M. through Video Conference ("VC") or Other Audio Visual Means ("OAVM"), 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, 2020 consisting of the Balance Sheet as at March 31, 2020, Cash Flow Statement for the financial year ended March 31, 2020 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 0.088128 (Rounded off to nearest decimal) per equity share to be paid out of the net profit of the Company for the F.Y. 2019-20 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 22nd Annual General Meeting of the Company.

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. 2020-21 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the said auditors."

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 2330, 2772 2000 Fax : +91-80-2772 2330

CIN No : U34300KA1998PTC023700


SPECIAL BUSINESS:

4. RATIFICATION OF 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, appointed by the Board of Directors as Cost Auditor to conduct the audit of the cost records of the Company for the F.Y. 2020-21, amounting to INR 65,000 (Rupees Sixty Five Thousand only), be and is hereby ratified and confirmed.”

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED



Toshihiro Saida
(Managing Director)

DIN - 03084221

Date: 10th July, 2020

Place: Bangalore

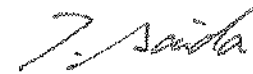
Notes for Member's Attention:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') the AGM of the Company is being held through VC / OAVM.
2. Pursuant to section 113 of the Companies Act, 2013, Corporate Members are requested to send an authorization for their representative to attend and vote on their behalf at the AGM.
3. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
4. 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.
5. Relevant documents referred to in the accompanying Notice and the Statement are available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to aravind.s.a8e@ap.denso.com.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED



Toshihiro Saida
(Managing Director)
DIN - 03084221

Date: 10th July, 2020
Place: Bangalore

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CIN No : U34900KA1998PTC023700

INSTRUCTIONS FOR ATTENDING AGM THROUGH VC/ OAYM (using WEBEX FACILITY)

- i) The Company will provide Webex credentials to its Members for participating at the AGM.
- ii) An e-mail sent to you by the Company, along with the Notice of AGM, has mentioned Meeting number and Password.
- iii) Member participating in AGM is requested to launch internet browser by (i) typing the URL and entering the login credentials (i.e. Meeting number and password) or (ii) clicking on the web-link as "Join meeting" to directly enter into Webex meeting room.
- iv) Facility to join the meeting shall be opened fifteen (15) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- v) Members who need technical assistance before or during the AGM, can contact Mr. S. Aravind on +91 89700 47916 or send an e-mail to aravind.s.a8e@ap.denso.com.

In case member do not receive Meeting number and password, kindly contact Mr. S. Aravind on +91 89700 47916 or send an e-mail to aravind.s.a8e@ap.denso.com.

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED



Toshihiro Saida
(Managing Director)

DIN - 03084221

Date: 10th July, 2020

Place: Bangalore

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

Item No. 4

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 2020-21, 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. 4 of the Notice for ratification of remuneration payable to M/s BRS & Co., Cost Accountants for the F.Y. 2020-21.

The Board recommends the resolution set forth in Item No. 4 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: 10th July, 2020
Place: Bangalore