

DENSO

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DENSO KIRLOSKAR INDUSTRIES PVT. LTD.

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

Phone : +91 78298 51113

CIN No : U34300KA1998PTC023708

NOTICE OF 23rd ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting of the members of **DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED** will be held on Friday, 27th day of August, 2021 at 10.40 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, 2021 consisting of the Balance Sheet as at March 31, 2021, Cash Flow Statement for the financial year ended March 31, 2021 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. 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. 2021-22 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the said auditors."

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SPECIAL BUSINESS:

3. **REGULARISATION OF MR. TOMOAKI YOSHIMORI (DIN:08981304) FROM
ADDITIONAL DIRECTOR & MANAGING DIRECTOR TO DIRECTOR & MANAGING
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** pursuant to the provisions of Section 161, 196 and applicable provisions if any, of the Companies Act, 2013 the consent of the members be and is hereby accorded to appoint Mr. Tomoaki Yoshimori (DIN- 08981304) who was appointed by the Board of Directors as an Additional Director and Managing Director of the Company with effect from 11th day of December, 2020 and who holds office up to the date of this ensuing(23rd) Annual General Meeting.

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.”

4. **REGULARISATION OF MR. HIDEMASA TAKAHASHI (DIN: 09099451) AS
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** pursuant to the provisions of Section 161 and applicable provisions if any, of the Companies Act, 2013 the consent of the members be and is hereby accorded to

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appoint Mr. Hidemasa Takahashi (DIN: 09099451) who was appointed by the Board of Directors as an Additional Director of the Company with effect from the 28th day of May, 2021 and who shall hold office up to the date of this (23rd) Annual General Meeting.

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 REMUNERATION OF THE COST AUDITOR

To consider and, if thought fit, to pass with or without modification(s), 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. 2021-22, amounting to INR 60,000/-(Rupees Sixty Thousand only), be and is hereby ratified and confirmed."

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED



Tomoaki Yoshimori
(Managing Director)
DIN -08981304

Date:28Th May 2021

Place: Bangalore

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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.**

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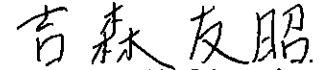
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7. Members who have not registered their e-mail address(es) so far are requested to register their e-mail address(es) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. A Statement 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



Tomoaki Yoshimori

(Managing Director)

DIN -08981304

Date: 28Th May 2021

Place: Bangalore

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

Item No. 3

In accordance with the provisions of Section 161 of the Companies Act, 2013 the Board of Directors at their meeting held on December 11, 2020 had appointed Mr. Tomoaki Yoshimori (DIN- 08981304) as an Additional Director on the Board of the Company who will hold office upto the date of ensuing (23rd) Annual General Meeting. The Board of Directors at the same meeting appointed Mr. Tomoaki Yoshimori (DIN- 08981304) as Managing Director of the Company for a period of three years w.e.f 11th December 2020.

The Board considers that his association would be of immense benefit to the Company and it is advantageous to have Mr. Tomoaki Yoshimori (DIN- 08981304) on Board. Accordingly, the Board recommends the resolution No. 3 for approval of the Shareholders of the Company.

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

Item No. 4

In accordance with the provisions of Section 161 of the Companies Act, 2013 the Board of Directors at their meeting held on May 28, 2021 had appointed Mr. Hidemasa Takahashi (DIN: 09099451) as an Additional Director on the Board of the Company who will hold office upto the date of ensuing (23rd) Annual General Meeting.

The Board considers that his association would be of immense benefit to the Company and it is advantageous to have Mr. Hidemasa Takahashi (DIN: 09099451) on Board. Accordingly, the Board recommends the resolution No. 4 for approval of the Shareholders of the Company.

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Board recommends the resolution No. 4 for approval of the Shareholders of the Company.

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

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 2021-22, 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. 2021-22.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Shareholders of the Company.

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



Tomoaki Yoshimori

(Managing Director)

DIN -08981304

Date: 28th May 2021

Place: Bangalore