

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth (24th) Annual General Meeting of the members of **DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED** will be held on Tuesday, 9th day of August, 2022 at 11.35 A.M. at the Registered Office of the Company 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, 2022 consisting of the Balance Sheet as at March 31, 2022, Cash Flow Statement for the financial year ended March 31, 2022 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 **INR0.0319929** (Rounded off to nearest decimal) per equity share to be paid out of the net profit of the Company for the Financial year 2021-22 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 24th Annual General Meeting of the Company."

3. 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 pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, the Company hereby appoints M/s Deloitte Haskins & Sells, (Firm Registration No. 008072S), having their Office at Prestige Trade Tower, Level 19, #46, Palace Road, Bengaluru, Karnataka 560001 as the Statutory Auditors of the Company for a period of Five (5) years from the conclusion of this annual general meeting till the conclusion of 29th annual general meeting to be held in the year 2027 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the said auditors that no further ratification of said appointment shall be required till the completion of the term of five years."

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. 2022-23, amounting to INR 70,000/- (Rupees Seventy Thousand only), be and is hereby ratified and confirmed."

5. APPOINTMENT OF MR. YASUAKI MATSUNAGA (DIN:08523934) AS DIRECTOR OF THE COMPANY

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 152 and applicable provisions of the Companies Act, 2013 the consent of the members be and is hereby accorded to appoint Mr. Yasuaki Matsunaga (DIN:08523934) as Director of the Company who was appointed as Additional Director by the Board of Directors 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."

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED


Tomoaki Yoshimori
(Managing Director)
DIN - 08981304

Date:09th August 2022

Place: Bangalore

Notes for Member's Attention:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020 and May 6, 2022 (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. 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.
4. 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.
5. 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.

Route Map for the venue of the meeting

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 FY 2022-23, 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 FY 2022-23.

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.

Item No. 5

In accordance with the provisions of Section 161 of the Companies Act, 2013 the Board of Directors at their meeting held on 23rd February, 2022 had appointed Mr. Yasuaki Matsunaga (DIN:08523934) as an Additional Director on the Board of the Company who will hold office upto the date of ensuring annual general meeting. The Directors propose to regularize Mr. Yasuaki Matsunaga (DIN:08523934) 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.

For DENSO KIRLOSKAR INDUSTRIES PRIVATE LIMITED


Tomoaki Yoshimori
(Managing Director)
DIN - 08981304

Date: 09th August 2022

Place: Bangalore