

NOTICE OF 08TH ANNUAL GENERAL MEETING

Notice is hereby given that the 08th Annual General Meeting of the Members of DENSO Subros Thermal Engineering Centre India Private Limited (**formerly known as DENSO Subros Thermal Engineering Centre India Limited**) will be held on Saturday, the 3rd day of August, 2019 at 1.00 P.M. at the registered office of the Company situated at B-1/D-4, Ground Floor Mohan Co-operative Industrial Estate, Mathura Road, New Delhi – 110044 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Parmod Kumar Duggal (DIN: 02382912), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
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 6th Annual General Meeting of the Company held on 28th 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 to hold their office from the conclusion of this (8th) Annual General Meeting to the conclusion of 9th Annual General Meeting of the Company, 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 OFFICE OF MR. MASAMI TAGUCHI (DIN – 06962757) AS A DIRECTOR OF THE COMPANY

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

"RESOLVED THAT Mr. Masami Taguchi (DIN-06962757), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 10th September, 2018

and who holds office up to the date of this (8th) 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 Director(s) 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 the order of the Board
For DENSO Subros Thermal Engineering Centre India Private Limited**

Place: Noida
Date: May 17, 2019


**Noriyuki Miyazaki
(Managing Director)
DIN: 06609386**

NOTES:

- 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 Annual General 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 copy of Annual Report to 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.

**By the order of the Board
For DENSO Subros Thermal Engineering Centre India Private Limited**

Place: Noida
Date: **May 17, 2019**


Noriyuki Miyazaki
(Managing Director)
DIN: 06609386

DENSO Subros

**DENSO SUBROS THERMAL ENGINEERING
CENTRE INDIA PRIVATE LIMITED**
(formerly known as DENSO Subros Thermal Engineering
Centre India Limited)

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CIN : U93000DL2011FTC212269

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

ITEM NO. 4

The Board of Directors of the Company in their meeting held on 10th September, 2018, appointed Mr. Masami Taguchi (DIN-06962757) as an Additional Director of the Company pursuant to section 161 of the Companies Act, 2013. Hence, he will hold 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. Masami Taguchi (DIN-06962757) on Board. Accordingly, the Board recommends the resolution No. 4 for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Masami Taguchi, is concerned or interested financially or otherwise in the proposed resolution.

**By the order of the Board
For DENSO Subros Thermal Engineering Centre India Private Limited**

Place: Noida
Date: **May 17, 2019**


**Noriyuki Miyazaki
(Managing Director)
DIN: 06609386**

ROUTE MAP TO THE VENUE OF 8TH ANNUAL GENERAL MEETING

