



**DENSO SUBROS THERMAL ENGINEERING  
CENTRE INDIA PRIVATE LIMITED**

(formerly known as DENSO Subros Thermal Engineering  
Centre India Limited)

C-51, Phase-II, Gautam Budh Nagar,  
Noida - 201304, Uttar Pradesh, India  
Tel. : +91 120 4514200  
Fax.: +91 120 4514201  
CIN : U93000DL2011FTC212269

**NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 10<sup>th</sup> 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 Tuesday, the 14<sup>th</sup> day of September, 2021 at 03:00 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, 2021 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. To declare dividend on equity shares for the financial year ended on March 31, 2021.
3. 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.
4. 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 6<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> 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, 8<sup>th</sup> 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 Annual General Meeting to the conclusion of the next 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:**

**5. REGULARIZATION OF OFFICE OF MR. KOICHI IMOTO (DIN – 08846839) FROM  
ADDITIONAL DIRECTOR TO 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. Koichi Imoto (DIN- 08846839), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 26<sup>th</sup> August, 2020 and who holds office up to the date of this 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 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."

**6. REGULARIZATION OF OFFICE OF MR. TOSHIHIKO MURAKI (DIN – 09099390) FROM ADDITIONAL DIRECTOR TO 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. Toshihiko Muraki (DIN – 09099390), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> March, 2021 and who holds office up to the date of this 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 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."

**7. REGULARIZATION OF OFFICE OF MR. TOSHIFUMI MURAYAMA (DIN – 03373088) FROM ADDITIONAL DIRECTOR TO 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. Toshifumi Murayama (DIN – 03373088), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> March, 2021 and who holds office up to the date of this (10th) 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 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**



**Eisaku Yamazaki  
(Managing Director)  
DIN: 08675649**

**Place: Noida**

**Date: 25<sup>th</sup> June 2021**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("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. (A PROXY FORM IS ENCLOSED WITH THE NOTICE OF AGM).**

**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 notice 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**

  
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**Eisaku Yamazaki  
(Managing Director)  
DIN: 08675649**

**Place: Noida  
Date: 25<sup>th</sup> June 2021**

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

**ITEM NO. 5**

The Board of Directors of the Company in their meeting held on 26<sup>th</sup> August, 2020, appointed Mr. Koichi Imoto (DIN- 08846839) 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. Koichi Imoto (DIN- 08846839) on Board. Accordingly, the Board recommends the resolution No. 5 for approval of the Shareholders of the Company.

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

**ITEM NO. 6**

The Board of Directors of the Company in their meeting held on 25<sup>th</sup> March, 2021, appointed Mr. Toshihiko Muraki (DIN – 09099390) 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. Toshihiko Muraki (DIN – 09099390) on Board. Accordingly, the Board recommends the resolution No. 6 for approval of the Shareholders of the Company.

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

**ITEM NO. 7**

The Board of Directors of the Company in their meeting held on 25<sup>th</sup> March, 2021, appointed Mr. Toshifumi Murayama (DIN – 03373088) as an Additional Director and Managing 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. Toshifumi Murayama (DIN – 03373088) on Board. Accordingly, the Board recommends the resolution No. 7 for approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than Mr. Toshifumi Murayama, 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**

  
**Eisaku Yamazaki  
(Managing Director)  
DIN: 08675649**

**Place: Noida  
Date: 25<sup>th</sup> June 2021**

**ATTENDANCE SLIP**

**DENSO SUBROS THERMAL ENGINEERING CENTRE INDIA PRIVATE LIMITED**  
**(formerly known as DENSO Subros Thermal Engineering Centre India Limited)**  
**CIN: U93000DL2011FTC212269**

**Regd. Office: B-1/D-4, Ground Floor, Mohan Co-Operative Industrial Estate, Mathura Road,  
New Delhi – 110044**

Folio No. ....

No. of Shares held .....

I certify that I am a shareholder/Proxy/Authorized representative for the shareholder of the Company.

I hereby record my presence at the 10th Annual General Meeting of the Company held on Tuesday, the 14th Day of September, 2021 at 03:00 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

Name of shareholder/Proxy/Authorized representative .....

Signature .....

Note: Please fill in this attendance slip and hand it over at the Registration Counter.

**Proxy form**

[Form No. MGT-11 Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** U93000DL2011FTC212269

**Name of the Company:** DENSO SUBROS THERMAL ENGINEERING CENTRE INDIA PVT. LTD.

**Registered office:** B-1/D-4, Ground Floor, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi - 110044

Name of the Member(s):
Registered address:
Email id:
Folio No./Client Id:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:	2. Name:
Address:	Address:
Email Id:	Email Id:
Signature: _____ or Failing him	Signature: _____ or Failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the company, to be held on Tuesday, the 14th Day of September, 2021 at 03:00 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sr. No.	Particulars	Yes/ No/N.A
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Statutory Auditors thereon.	
2.	Declaration of Dividend for the financial year ended on March 31, 2021	
3.	To re-appoint Mr. Parmod Kumar Duggal (DIN: 02382912), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment	
4.	Ratification of appointment of Auditors	
5.	Regularization of office of Mr. Koichi Imoto (DIN - 08846839) from Additional Director to Director of the Company	
6.	Regularization of office of Mr. Toshihiko Muraki (DIN - 09099390) from Additional Director to Director of the Company	
7.	Regularization of office of Mr. Toshifumi Murayama (DIN - 03373088) from Additional Director to Director of the Company	

Signature of Shareholder

Signed this..... day of..... 2021



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## ROUTE MAP TO THE VENUE OF 10TH ANNUAL GENERAL MEETING

