

DENSO INDIA LTD.

Regd. & Head Office :
B-1/D-4, Ground Floor,
Mohan Co-operative Industrial Estate,
Mathura Road, New Delhi-110044
Tel. No. : 011-26953994, 26952308
Fax No. : 011-26953993

May 13, 2013

BSE Limited

Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

Delhi Stock Exchange

DSE House, 3/1 Asaf Ali Road
New Delhi - 110002

Madras Stock Exchange

Exchange Building, Post Box No. 183,
No.30, Second Line Beach,
Chennai - 600001

Ref: Scrip Code – BSE – 520022

**Sub: Intimation to the Stock Exchanges of Postal Ballot - Proposal for
voluntary delisting of equity shares of the Company**

Dear Sirs,

Further to our letter dated 27th April 2013, informing you that the Company received a letter dated 26th April, 2013 from Denso Corporation, Japan, one of the Company's promoters ("**Acquirer**"), informing the Company of its decision to voluntarily delist the Company's Equity Shares from the stock exchanges on which they are presently listed, being the BSE Limited (BSE), Delhi Stock Exchange (DSE) and Madras Stock Exchange (MSE) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**") by making a delisting offer ("**Delisting offer**") to the public shareholders to acquire upto 7,398,019 Equity Shares held by public shareholders in the Company representing 26.54% of the paid-up equity share capital of the Company ("**Delisting Proposal**").

The Board of Directors, in their meeting held on 27th April 2013, has:

1. Taken on record, the aforementioned Delisting Proposal received from the Acquirer;
2. Approved the Delisting Proposal pursuant to and in accordance with section 8(1)(a) of the Delisting Regulations;



3. Consented to seek the approval of the public shareholders of the Company for the Delisting Proposal by way of postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing Resolution by Postal Ballot) Rules, 2011;
4. Authorized the Managing Director, Director and the Company Secretary of the Company jointly and/ or severally to do the needful.

In view of the above, a notice of postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing Resolution by Postal Ballot) Rules, 2011 has been issued today i.e. May 13, 2013.

A copy of notice and explanatory statement along with sample ballot form are enclosed.

Please take the same on your records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
For Denso India Limited


Alok Mathur
Company Secretary

Encl.: 1. Copy of notice and explanatory statement
2. Sample Ballot Form

DENSO
Denso India Limited

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

Dear Member(s),

**NOTICE PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956
READ WITH COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011
READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES)
REGULATIONS, 2009**

NOTICE is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, and all other applicable provisions, if any, read with applicable rules framed under the Companies Act, 1956 relating to passing of resolution by postal ballot and Regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") or any other applicable regulation of Delisting Regulations, as amended from time to time, to the members of Denso India Limited (the "Company") and pursuant to the requisition letter dated April 26, 2013 received from Denso Corporation, Japan, being one of the promoters of the Company to inform the Company of its intention to delist the Equity Shares of the Company from the BSE Limited, the Delhi Stock Exchange Limited and the Madras Stock Exchange Limited ("Stock Exchanges"), and the board resolution dated April 27, 2013, to consider and if thought fit, to pass the following resolution as a special resolution ("Special Resolution") through a postal ballot ("Postal Ballot").

The said Special Resolution and the Explanatory Statement are being sent to you along with the Postal Ballot Form and self addressed, postage pre-paid envelope for your consideration and voting.

The Board of Directors has appointed Mr. Srinivas Kotni, Advocate & Company Secretary as the scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Postal Ballot Rules, 2011. The Board of Directors has appointed Managing Director, CFO and Company Secretary of the Company as the persons responsible for the entire Postal Ballot process.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form (no other form or photocopy is permitted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours i.e. at 05:00 p.m. on 15th June 2013. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company. It is, however, clarified that Members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are despatched to the Scrutinizer.

The Scrutinizer will submit his report to the Managing Director of the Company or in his absence to any other Director or Company Secretary of the Company after completion of scrutiny of Postal Ballot Forms received. The result of voting by Postal Ballot will be announced at 05:00 p.m. on 17th June 2013 at the Registered Office of the Company at B-1/D-4, Ground floor, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi - 110044. Additionally, the result will be communicated to BSE Limited, Delhi Stock Exchange Limited and the Madras Stock Exchange Limited where the Equity Shares of the Company are listed and will be published in newspaper(s).

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PROPOSED SPECIAL RESOLUTION

Voluntary Delisting of the Equity Shares of Company from BSE Limited, the Delhi Stock Exchange Limited and the Madras Stock Exchange Limited.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a "Special Resolution":

"RESOLVED THAT pursuant to (i) the letter dated April 26, 2013 received from Denso Corporation, Japan, holding 47.93% of the paid up equity share capital in the Company, conveying its intention to voluntarily delist the Equity Shares ("Equity Shares") of the Company from the BSE Limited, the Delhi Stock Exchange Limited and the Madras Stock Exchange Limited ("Stock Exchanges") and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"), (ii) the approval of the Board of Directors of the Company ("Board" which term shall be deemed to include any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) dated April 27, 2013, to the voluntary delisting of the Equity Shares of the Company from the Stock Exchanges, and (iii) Regulation 8(1)(b) of the Delisting Regulations and subject to all the applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter), and subject to receipt of the requisite approvals to the satisfaction of Denso Corporation, Japan, from the Stock Exchanges, Reserve Bank of India and such other regulatory authorities or otherwise as may be required, the voluntary delisting of the Equity Shares of the Company from the Stock Exchanges in accordance with Delisting Regulations be and is hereby approved and that the Company (which term shall be deemed to include the Board and any person(s) authorized by the Board thereof) shall take all necessary actions and make all necessary filings to facilitate such delisting in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 1956."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the voluntary delisting of the Equity Shares as described herein, all or any one of the following persons viz., Mr. K Shiga, Managing Director, and/or Mr. Alok Mathur, Company Secretary of the Company be and are hereby authorized jointly and severally on behalf of the Company to do all such acts, deeds, matters and things as they may at their discretion deem necessary or desirable for such purpose including making applications to the Stock Exchanges to seek their in-principle and final approval for the proposed voluntary delisting of the Equity Shares of the Company; and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any Director(s) or Officer(s) of the Company to give effect to the aforesaid resolutions."

By order of the Board of Directors
For Denso India Limited

Alok Mathur
(Company Secretary)

13th May, 2013

Registered Office:

B-1/ D-4, Ground Floor,
Mohan Co-operative Industrial Estate,
Mathura Road,
New Delhi - 110044

Notes:

1. An explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business specified above is annexed hereto.
2. In terms of Regulation 8(1)(b) of the Regulations read with Section 192A of the Companies Act, 1956 read with applicable rules framed under the Companies Act, 1956 relating to passing of the resolution by postal ballot, the item of business set out in the Notice above is sought to be passed through Postal Ballot.



Only a member who is entitled to vote is entitled to exercise his/her vote through Postal Ballot. Voting Rights of every member shall be reckoned on the paid-up value of Shares whose names shall appear in the Register of Members as on the date of despatch of the notice.

3. The date of dispatch of notice will be announced through advertisement in newspaper(s) and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
4. Each member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company.
5. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
6. Postal Ballot Form and self-addressed postage prepaid envelope are enclosed.

**EXPLANATORY STATEMENT REQUIRED BY SECTION 173 (2) OF THE COMPANIES ACT, 1956
RELATING TO THE AFORESAID RESOLUTION**

Voluntary delisting of the Equity Shares of Company from the BSE Limited, the Delhi Stock Exchange Limited and the Madras Stock Exchange Limited

The equity shares ("Equity Shares") of Denso India Limited ("Company") are at present listed on the BSE Limited (Scrip Code: 520022), the Delhi Stock Exchange and Madras Stock Exchange. Further, the Equity Shares of the Company are permitted to be traded by National Stock Exchange of India Limited.

Denso Corporation Japan, ("Acquirer") is one of the promoters of the Company. The Acquirer owns 13,362,091 Equity Shares of the Company representing 47.93 % of the issued and paid up share capital of the Company.

The Company has received a letter dated April 26, 2013 from the Acquirer, expressing its intention to acquire the Equity Shares held by the public shareholders of the Company ("Public Shareholders") by providing an exit opportunity in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") in order to voluntarily delist the Company's Equity Shares from the Stock Exchanges ("Delisting Offer").

The objective of the Acquirer in making the Delisting Offer is to (i) to increase ownership in the Company, which will provide the Acquirer with increased operational flexibility to support the Company's business; and (ii) to provide an exit opportunity to the Public Shareholders of the Company, given the low liquidity in the Equity Shares of the Company.

In terms of Regulation 8(1)(b) of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Delisting Regulations.

The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favor is not less than three times the number of votes cast against the said Special Resolution, provided that in terms of the Delisting Regulations, the Special Resolution shall be acted upon only if the votes cast by the Public Shareholders in favor of the Special Resolution amount to at least two times the votes cast by Public Shareholders against the Special Resolution.

In the event that this Special Resolution is passed by the members as set out above, subject to receipt of the in-principle approval of Stock Exchanges and applicable statutory approvals, a public announcement ("Public Announcement") of the Delisting Offer may be made by the Acquirer in accordance with the Delisting Regulations followed by dispatch of Letter of Offer to all Public Shareholders. Thereafter, the Delisting Offer will be conducted in accordance with the Delisting Regulations.

As per the trading data, the Equity Shares of the Company are frequently traded on BSE and infrequently traded on other stock exchanges, and hence, the floor price will be determined in terms of Regulation 15(2) of the Delisting Regulations.

In accordance with the above Delisting Regulations, the Acquirer, in consultation with ICICI Securities Limited (the "Merchant Banker"), has considered the floor price of Rs. 59.70/- per Equity Share contained in the valuation report provided by M/s S S Kothari Mehta & Co. Chartered Accountants, and has also considered the average of the weekly high and low of the closing market prices on BSE during the twenty six weeks or two weeks preceding the date i.e. 26th April 2013, on which the recognised stock exchanges were notified of the board meeting in which the delisting proposal was considered, whichever is higher, of Rs. 47.68/- per Equity Share. Accordingly, the Acquirer has vide its letter dated 13th May 2013 has communicated a floor price of Rs. 59.70/- per Equity Share for the delisting Proposal ("Floor Price").

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The price at which shares will be acquired in the Delisting Offer is required to be determined in accordance with a reverse book building process set out in the Delisting Regulations, subject to a Floor Price (as defined above). In terms of the Delisting Regulations and the reverse book building process, the minimum price payable by the Acquirer for acquiring Shares in the Delisting Offer shall be the price at which the maximum number of Shares are tendered (the "Discovered Price") pursuant to the reverse book building process. The Discovered Price will not be lower than the Floor Price. Such price at which the Delisting Offer is accepted by the Acquirer (which price shall be equal to or more than the Discovered Price) is hereinafter referred to as the "Exit Price".

Public Shareholders are free to tender their shares in the reverse book building process at a price they elect, independent of the Floor Price.

The Acquirer shall not proceed with the Delisting Offer :

- a. unless the Acquirer accepts the Discovered Price;
- b. unless the number of Shares validly tendered in the Delisting Offer are sufficient to result in the Delisting Offer being successful as per the Delisting Regulations;
- c. unless the Acquirer has obtained necessary regulatory and statutory approvals required under the applicable laws including the Delisting Regulations;
- d. if there are amendments to the Delisting Regulations or any other law or regulations relevant in connection with the delisting proposal which, in the sole opinion of the Acquirer, have an adverse effect on the Delisting Proposal or affect the rights of the Acquirer; and
- e. unless such other terms and conditions are met as may be set out in the Public Announcement or the Letter of Offer or the Exit Offer Letter, if applicable, to be sent to the Public Shareholders of the Company.

Accordingly, approval of the members is sought for the aforesaid Special Resolution, after which, the Acquirer will proceed, subject to receipt of Required Approvals to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations.

The passing of the Special Resolution would be enabling in nature, and it will allow the Acquirer (if it so chooses to) to proceed with the Delisting Proposal in the twelve month period following the passing of the resolution. If the Acquirer does decide to proceed with its Delisting Proposal and make an offer to acquire shares from the Public Shareholders of the Company, it will make a Public Announcement containing the terms and conditions of its offer, which will then be followed by a detailed Letter of Offer and an Exit Offer Letter, if required, that will be dispatched to the Public Shareholders of the Company.

The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a Special Resolution.

None of the Directors of the Company are interested in the proposed resolution, directly or indirectly.

By order of the Board of Directors
For **Denso India Limited**

Alok Mathur
(Company Secretary)

13th May, 2013

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

A. Mathur

DENSO

DENSO INDIA LIMITED

Registered Office
B-1/D-4, Ground Floor
Mohan Co-operative Industrial Estate
Mathura Road
New Delhi – 110044

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

1. Name and registered address of the Sole/First named shareholders
(In block letters)
2. Name(s) of the joint holder(s)
If any (In block letters)
3. Registered Folio No./
DP ID No./Client ID No.*
(*Applicable to investors holding
Share in dematerialized form)
4. Number of shares held
5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the special business stated in the postal ballot notice dated 13th May 2013 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark(✓) at the appropriate box below:

Description	No. of Shares	Nature of Voting	Tick (✓) the appropriate box
Special Resolution for the voluntary delisting of the equity shares of Denso India Limited from the BSE Limited, Delhi Stock Exchange Limited and the Madras Stock Exchange Limited pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, by way of a delisting offer conducted by Denso Corporation, Japan the promoter of the Company.		I/We assent to the resolution (FOR)	
		I/We dissent to the resolution (AGAINST)	

Place :
Date :

(Signature of Shareholder)

* P.S. FOR INSTRUCTIONS, PLEASE SEE OVERLEAF

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INSTRUCTIONS

1. A Member entitled to vote and desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form ("Form") and send it to the Scrutinizer in the attached self-addressed envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited in person or sent by courier at the expenses of the Member will also be accepted. It is however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are despatched to the Scrutinizer.
2. A member may convey his/her/its assent/dissent in this postal ballot form. The assent or dissent received in any other form shall not be considered valid. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
3. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
4. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Postal ballot shall not be exercised by a proxy.
6. Duly completed Postal Ballot Form should reach the Scrutinizer before the close of working hours i.e. at 05:00 p.m. on 15th June 2013. All Postal Ballot Forms received after this date will be strictly treated as if reply form such Member, has not been received.
7. Voting rights shall be reckoned on the paid up value of the Equity Shares registered in the name of the Member as on the date of despatch of the Notice.
8. Members are requested not to send any extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.
9. There will be one Postal Ballot Form for every Registered Folio/ Client ID, irrespective of the number of joint holders.
10. A member neither needs to use all his / her votes nor cast his/her votes in the same way.
11. A member may request a duplicate Form, if so required. However, the duly filed in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 6 above.
12. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. The result of voting by Postal Ballot will be announced at 05:00 p.m. on 17th June 2013 at the registered office of the Company. Additionally, the result will be communicated to BSE Limited, Delhi Stock Exchange Limited and the Madras Stock Exchange Limited where the Equity Shares of the Company are listed and will be published in newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of the Special Resolution.

