

**DENSO****DENSO INDIA LTD.****Regd. & Head Office :**B-1/D-4, Ground Floor,  
Mohan Co-operative Industrial Estate,  
Mathura Road, New Delhi-110044  
Tel. No. : 011-26853884, 26852308  
Fax No. : 011-26853993

3292181 / 3292176

21<sup>st</sup> December, 2011

To,  
The Delhi Stock Exchange Association Ltd.  
DSE House 3/1, Asaf Ali Road,  
New Delhi

**Sub : Results on Voting by Postal Ballot –resolution approved by requisite majority**

Dear Sir,

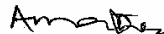
Kindly refer to our communication dated 12<sup>th</sup> November, 2011 vide which we have inter-alia communicated to you the decision of the Board of Directors, for seeking shareholders approval to the Special Resolution referred to below.

Kindly also refer to our letter dated 18<sup>th</sup> November, 2011 forwarding the specimen copy of the Notice and Explanatory Statement dated 14<sup>th</sup> November, 2011 alongwith the Postal Ballot Form and reply paid self addressed envelope, which were dispatched to the shareholders, seeking their consent to the Special Resolution pursuant to Section 293 (1)(a) of the Companies Act, 1956, for permitting to sell the small motor business of the Company to M/s Denso Haryana Pvt. Limited.

Kindly refer to the copies of the advertisements published in the newspapers (viz The statesman and Veer Arjun, both on 21<sup>st</sup> November, 2011) pursuant to Rule 3(c) of the Companies (Passing of the Resolution by the Postal Ballot) Rules, 2011 regarding the dispatch of the said Notice etc.

The results of the voting of the Postal Ballot on the above resolution, which have been declared today ie 21<sup>st</sup> December, 2011 based on the Report submitted by the Scrutinizer, Mr. Deepak Sharma, Practicing Company Secretary, appointed for conducting the Postal Ballot process, are as follows:

Particulars	No.	No. of shares/votes	%
Postal Ballot Received	525	2,23,40,464	100 %
Invalid Postal Ballots	45	6,822	0.03 %
Valid Postal Ballots	480	2,23,33,642	99.97 %
Voted for the Resolution	427	2,06,27,608	92.33 %
Voted Against the Resolution	53	17,06,034	7.64 %



**DENSO**

The Resolution has thus been passed by the shareholders with the requisite majority. A certified true copy of the Special Resolution is enclosed.  
You are requested to take the same on record.

Kindly acknowledge the receipt of the same.

**Thanking you,**

**Yours faithfully  
For DENSO INDIA LIMITED**

  
**ALOK MATHUR  
COMPANY SECRETARY**

**Encl. : a/a**

cc to	1)	MADRAS STOCK EXCHANGE LTD. EXCHANGE BUILDING, 183 11, SECOND LINE BEACH, MADRAS - 600 001	0445244897
	2)	DEPTT. OF CORPORATE SERVICES STOCK EXCHANGE, MUMBAI 1 <sup>ST</sup> FLOOR, ROTUNDA BUILDING B.S. MARG, FORT MUMBAI - 400 001	0222723121



## **DENSO**

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Tel. No. : 011-26953994, 26952306  
Fax No. : 011-26953993

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT SYSTEM UNDER SECTION 192 A OF THE COMPANIES ACT, 1956 ON 21.12.2011.**

**“RESOLVED THAT,** pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (the “Act”) including any statutory modifications or re-enactments thereof for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company and subject to applicable provisions of the listing agreement entered into by the Company with the Stocks Exchanges where the shares of the Company are listed, and the applicable statutes, guidelines, regulations, approvals, consent, permissions or sanctions of the Central government, and any other appropriate and/or concerned authorities, institutions or bodies (the “Approvals”) and such conditions or modifications as may be prescribed by any of them while granting any such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), Consent of the Company be and is hereby given to the Board to sell and transfer of the Small Motor Business, as the going concern on a slump sale basis for a lumpsum consideration of Rs. 1477 million, cash-free debt-free basis, and on such other terms and conditions as are negotiated in the best interest of the Company, including inter alia, such assets, liabilities etc that are relatable to the Small Motor Business (hereinafter referred to as “Undertaking”) to DENSO Haryana Private Limited (the “Purchaser”).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all the acts and things for completing the sale of Undertaking, with such modifications as it may deem necessary and expedient in its discretion and to negotiate, finalize and execute the necessary documents and to do all such acts, deeds, things as may be necessary to give effect to this Resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in regard to the sale and transfer of Undertaking as it may in its absolute discretion deem fit and also to delegate from time to time, all or any of the powers conferred herein to any committee of the Board or to the Chairman or to any other Director or any other Officer or Officers of the Company”.

**CERTIFIED TRUE COPY  
FOR DENSO INDIA LTD.**

**ALOK MATHUR  
COMPANY SECRETARY**

**PLACE : NEW DELHI  
DATE : 21<sup>ST</sup> DECEMBER, 2011**