

Dembla Valves Ltd.

C - 30, Jai Matadi Compound, Kalher Village,
Thane - Bhiwandi Agra Road, Thane - 421 302,
Maharashtra (India)
Tel.: (O) : +91 9272234790 to 97
E-mail : expo@dembla.com
Website : www.dembla.com
CIN : U29121MH1989PLC051650



NOTICE

NOTICE is hereby given that **Twenty Eighth Annual General Meeting** of the members of the Dembla Valves Limited will be held on **Monday, July 24, 2017 at 09:00 a.m.** at the Registered office of the Company situated at **C - 30, Jai Matadi Compound, Kalher, Thane Bhiwandi - Agra Road, Dist. Thane - 421 302** to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, which comprise of the **Balance Sheet as at March 31, 2017** and the **statement of Profit & Loss Account for the year ended on March 31, 2017** along with the Board's Report & Auditor's Report thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of **M/s Khimji Kunverji & Co.,** Chartered Accountants (Firm Registration No. **105146W**), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-ninth AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

As Special Business:

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT, Mr. Anand Mundra, having DIN 03098196 who was appointed as a Nominee Director of the Company effective from May 26, 2017 by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and Article 99 of the Articles of Association of the Company, be and is hereby appointed as a Nominee Director of the Company."



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

“RESOLVED THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for re-appointment of Mr. Kanaiya Navalmal Dembla (DIN 00966201) who has attained the age of 70 (Seventy) years on February 01, 2017 as chairman and Whole Time Director of the Company for the period of Three years with effect from April 01, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

5. To Consider and if thought fit to pass with or without modifications the following as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to approve the re-appointment of Mr. Jayprakash Navalmal Dembla (DIN: 00966484) as Managing Director of the Company for the period of Three years with effect from April 01, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

6. To Consider and if thought fit to pass with or without modifications the following as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of



Members of the Company be and is hereby accorded to the reappointment of Mr. Mukund Narayan Katageri (DIN 00966627) as a Whole-time Director of the Company for the period of Three years with effect from April 01, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

7. To Consider and if thought fit to pass with or without modifications the following as Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the reappointment of Mr. Kapil Kanaiya Dembla (DIN 00966398) as a Whole-time Director of the Company for the period of Three years with effect from April 01, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

8. To Consider and if thought fit to pass with or without modifications the following as Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the reappointment of Mrs. Harsha Vinod Suvarna (DIN 01183675) as a Whole-time Director of the Company for the period of Three years with effect from April 01, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds



and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution.”

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 2 to 7 of the Notice, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote at the meeting instead of him-self and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed, stamped and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM.

By Order of the Board of Directors,

Jayprakash Navalmal Dembla
Managing Director
DIN: 00966484

Place : Thane

Date : June 27, 2017