

Dembla Valves Ltd.

C - 30, Jai Matadi Compound, Kalher Village,
Thane - Bhiwandi Agra Road, Thane - 421 302,
Maharashtra (India)

Tel.: (O) : +91 9272234790 to 94

E-mail : expo@dembla.com

Website : www.dembla.com

CIN : U29121MH1989PLC051650



NOTICE

NOTICE is hereby given that **32nd Annual General Meeting** of the members of the Dembla Valves Limited will be held on **Tuesday, November 16, 2021 at 12:00 P.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, 2021, which comprise of the **Balance Sheet as at March 31, 2021** and the **statement of Profit & Loss Account for the year ended on March 31, 2021** along with the Auditor's Report & Board's Report thereon.
2. To appoint a Director in place of **Mr. Mukund N. Katageri (DIN: 00966627)**, who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in place of **Mr. Kapil K. Dembla (DIN: 00966398)**, who retires by rotation and being eligible, offers himself for re-appointment

Special Business:

To consider and if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

4. **"RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the 31st Annual General Meeting held on September 30, 2020 ("31st AGM") and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Jayprakash Dembla (DIN 00966484), Managing Director, as set out in the Explanatory Statement, for the period effective from September 01, 2021, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Jayprakash Dembla passed at the 31st AGM shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorised to vary and /or revise the remuneration of Mr. Jayprakash Dembla within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

5. **“RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the 31st Annual General Meeting held on September 30, 2020 (“31st AGM”) and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Mukund Katageri (DIN 00966627), Whole Time Director, as set out in the Explanatory Statement, for the period effective from September 01, 2021, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Mukund Katageri passed at the 31st AGM shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorised to vary and /or revise the remuneration of Mr. Mukund Katageri within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

6. **“RESOLVED THAT** in terms of provisions contained in Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the special resolution passed in the 31st Annual General Meeting held on September 30, 2020 (“31st AGM”) and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Kapil Dembla (DIN 00966398), Whole Time Director, as set out in the Explanatory Statement, for the period effective from September 01, 2021, notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013.

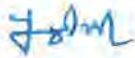
RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Kapil Dembla passed at the 31st AGM shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board (which will include its committee thereof) be and is hereby authorised to vary and /or revise the remuneration of Mr. Kapil Dembla within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid 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 6 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 himself 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 48 Hours before the commencement of the AGM.

By Order of the Board of Directors,



Jayprakash N. Dembla
Managing Director
DIN: 00966484

Place: Thane
Date: September 06, 2021