

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 **31st Annual General Meeting** of the members of the Dembla Valves Limited will be held on **Wednesday, September 30, 2020** 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, 2020, which comprise of the **Balance Sheet as at March 31, 2020** and the **statement of Profit & Loss Account for the year ended on March 31, 2020** along with the Auditor's Report & Board's Report thereon.

2. To consider and if thought fit pass following resolution with or without modifications;

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the Board of Directors of the Company be and is hereby accorded to reappoint M/s Khimji Kunverji & Co., Chartered Accountants, having registration number 105146W as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT any Director and /or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, and things and to sign all such documents, papers and writings, including Filing of Form ADT-1 with ROC Mumbai as may be necessary to give effect to the above resolution."

As Special Business:

3. To Consider re-appointment of Mr. Kanaiya Navalmal Dembla (DIN: 00966201) as chairman and Whole Time Director of the company and if though fit pass with or without modification following resolution;

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and

subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded for the appointment of Mr. Kanāya Navalmal Dembla as Chairman and Whole Time Director of the Company for a period of three years from April 01, 2020 till March 31, 2023 and payment of remuneration for the aforesaid period shall be Rs. 43,54,581 P.A. Such remuneration shall be subject to review and revision by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT Any Director and /or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary or expedient thereto to give effect to this resolution."

4. **To Consider Re-appointment of Mr. Jayprakash Navalmal Dembla (DIN: 00966484) as Managing Director of the Company and if thought fit pass following resolution with or without modification;**

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded for the appointment of Mr. Jayprakash Navalmal Dembla as Managing Director of the Company for a period of three years from April 01, 2020 till March 31, 2023 and remuneration payable for the aforesaid period shall be of Rs. 66,28,945.38/- P.A. Such remuneration shall be subject to review and revision by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT Any Director and /or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary or expedient thereto to give effect to this resolution."

5. **To Consider Re-appointment of Mr. Mukund Narayan Katageri (DIN: 00966627) as Whole Time Director of the Company and if thought fit pass following resolution with or without modification;**

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the members be and is hereby accorded for the appointment of Mr. Mukund Narayan Katageri as Whole Time Director of the Company for a period of three years from April 01, 2020 till March 31, 2023 and remuneration payable for the aforesaid period shall be 40,27,015/- P.A. Such remuneration shall be subject to review and revision by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT Any Director and /or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary or expedient thereto to give effect to this resolution."

6. To Consider Re-appointment of Mr. Kapil Kanaiya Dembla (DIN: 00966398) as Whole Time Director of the Company and if thought fit pass following resolution with or without modification;

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or reenactment(s) thereof, for the time being in force, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of members be and is hereby accorded for the appointment of Mr. Kapil Kanaiya Dembla as Whole Time Director of the Company for a period of three years from April 01, 2020 till March 31, 2023 and remuneration payable for the aforesaid period shall be Rs. 38,05,255/- P.A. Such remuneration shall be subject to review and revision by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT Any Director and /or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary or expedient thereto to give effect to this resolution."

7. To Consider Re-appointment Of Mrs. Harsha Vinod Suvarna (DIN: 01183675) As Whole Time Director of the Company and if thought fit pass following resolution with or without modification;

"RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or reenactment(s) thereof, for the time being in force), and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of members be and is hereby accorded for the appointment of Mrs. Harsha Vinod Suvarna as Whole Time Director of the Company for a period of three years from April 01, 2020 till March 31, 2023 and remuneration payable for the aforesaid period shall be Rs. 38,05,255.00/- P.A. Such remuneration shall be subject to review and revision by Nomination and Remuneration Committee from time to time.

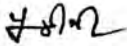
RESOLVED FURTHER THAT Any Director and /or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary or expedient thereto to give effect to this resolution."

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 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 07, 2020