
NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH (26) ANNUAL GENERAL MEETING OF THE MEMBERS OF DURA-LINE INDIA PRIVATE LIMITED IS SCHEDULED TO BE HELD ON 23 FEBRUARY 2023 AT 4.00 PM AT THE CORPORATE OFFICE OF THE COMPANY AT TOWER NEIL, NEIL RAO TOWERS, PLOT NO. 117, ROAD NO. 3, EPIP PHASE 1, WHITEFIELD, BENGALURU – 560066 AT SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

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

1. **To receive, consider and adopt:**

- a. the Standalone Financial Statements of the Company for the Financial Year ended on 31st March 2022, together with the Reports of the Board of Directors' and the Auditors' thereon; and
- b. the Consolidated Financial Statements of the Company for the financial year ended on 31st March 2022, together with the Reports of the Auditors' thereon.

2. **To approve appointment of M/s. Deloitte Haskins and Sells, Chartered Accountants, Chennai (Firm Registration No : 008072S) as the Statutory Auditors of the Company**

"RESOLVED THAT pursuant to the provisions of Sec 139 and all other applicable provisions, if any, of the Companies Act 2013 and Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s Deloitte Haskins and Sells, Chartered Accountants, Chennai (Firm Registration No : 008072S) as Auditors of the Company to hold office for the 3rd term i.e. from conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT the members of the Company be and hereby authorize the Board to do such things, acts, deeds which are expedient to the above resolution passed."

SPECIAL BUSINESS

3. **To appoint Mr Sunil Kumar Saxena as a Director of the Company**

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

RESOLVED THAT Mr. Sunil Kumar Saxena holding DIN 09734063 who was appointed as an Additional Director of the Company with effect from November 25, 2022 by the Board of Directors in their meeting held on 24 November, 2022 pursuant to Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."

Corporate Office:

Tower Neil (Neil Rao Tower), Plot # 117, Road # 3, EPIP Phase – 1, Whitefield, Bengaluru - 560 066. India. Tel: +91 80 4648 1555

CIN: U25209DL1996PTC081248

4. **Ratification of remuneration payable to the Cost Auditor Appointed by the Board of Directors for the Financial Year 2022-23**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of INR 150,000/- (Rupees One Lakhs Fifty Thousand only) plus GST as applicable to M/s. Yogesh Gupta & Associates, Cost Accountant, Bengaluru for conducting cost audit of the Company for the Financial Year 2022-23 as approved by the board of directors, be and is hereby ratified."

"RESOLVED FURTHER THAT Aldous Kuriachan, Director and Company Secretary be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Place: Bangalore
Date: February 14, 2023

By Order of the Board
For and on behalf of Dura-Line India Pvt. Ltd.



ALDOUS KURIACHAN
Director & Company Secretary
DIN: 08000008
ACS :39506

Registered Office:

Unit No 10 & 10B
Southern Park, First Floor
D2, District Center, Saket
New Delhi 110 017



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIS TO ATTEND AND VOTE, INSTEAD OF HIM/HER SELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing proxy in order to be effective **MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Members are requested to bring their duly field in **Attendance Slip** enclosed in the annual repot along with their copy of the annual report to the meeting.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of limited companies etc., must be supported by appropriated resolutions / authority, as applicable, issued on behalf of the nominating organisation.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Shareholders seeking any information /details about the accounts, are requested to write to the Company at least ten days before the date of meeting to facilitate satisfactory replies/information.
7. Members /Proxy holders are requested to bring their copies of the notice to the meeting as no further copies would be made available.
8. All Relevant Documents referred to in the accompanying notice and in the Explanatory Statement shall be open for inspection by the Members at the Registered Office of the Company during Office hours (11.00 a.m. to 5.00 P.m.) on all working days during business hours, upto the date of ensuing Annual General Meeting at the meeting,.
9. The Register of Director and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act,2013 will be available for inspection by the members at the Annual General Meeting.
10. The Register of Contracts or Arrangement in which the Director are interested, maintained under section 189 of the Companies Act,2013 will be available for inspection by the members at the Annual General Meeting.

Corporate Office:



Dura-Line India Pvt. Ltd.

Registered Office:

10, 10B, Southern Park

D 2, District Centre, Saket

New Delhi – 110 017

Tel: +91 114 240 7700

CIN : U25209DL1996PTC081248

www.duraline.com

11. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting in terms of Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative (s) to attend and vote on their behalf at the Meeting.
12. The statement pursuant to Section 102(1) of Companies Act, 2013 which set out details relating to Special Business to be transacted at the Meeting, is annexed hereto.
13. Route-map to the venue of the meeting is provided at the end of the notice.

Place: Bangalore

Date: February 14, 2023

**By Order of the Board
For and on behalf of Dura-Line India Pvt. Ltd.**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 1: APPOINTMENT OF SUNIL KUMAR SAXENA AS ADDITIONAL DIRECTOR

The Board of Directors of the Company at their meeting held on 24th November, 2022 decided to appoint Mr. Sunil Kumar Saxena (DIN: 09734063) as an Additional Director on the Board of the Company who shall hold office till the conclusion of next Annual General Meeting (AGM).

The Board considering the qualifications, experience and his expertise in various senior posts is of the view that his appointment be normalised so that he can continue as director of the company even after forth coming annual general meeting.

Additional Information on Director being appointed as required under Secretarial Standard on General Meeting

Name of Director	Sunil Kumar Saxena
DIN	09734063
Date of Appointment	25 November, 2022
Age	57 Years
Qualification	B Tech
Experience	30+ years
terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	NA
the remuneration last drawn by such person, if applicable,	NA
date of first appointment on the Board	25 November, 2022
shareholding in the company	Nil
relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
the number of Meetings of the Board attended during the year	Nil
Directorships held in other Companies	NA
Membership/ Chairmanship of Committees of other Boards	NA

The Board recommend the Ordinary Resolution set out at item No. 03 (Under Special Business) of the notice for approval of members as ordinary resolution.

None of the other Directors, KMP except to the extent of shares being held by them are in any way concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. 2: RATIFICATION OF COST AUDITOR REMUNERATION

The Board of Directors of the Company in their meeting dated 14 February 2023 have appointed M/s Yogesh Gupta & Associates., Cost Accountants, a Proprietary Firm, who are in Whole Time Practice as Cost Accountants, having Firm Registration No.000373_ as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023 (2022-23).

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. The approval of members is sought for ratification of the remuneration of Rs. 150,000 /- (One Lakh Fifty Thousand Rupees Only) payable to the Cost Auditor for conducting audit of the cost records of the Company for the financial year ending 31st March, 2023 (2022-23).

In context to the afore-mentioned provisions the consent of the Members is sought by way of an Ordinary Resolution and the same is set out at Item No. 04 (Under Special Business) of the Notice.

None of the other Directors, KMP except to the extent of shares being held by them are in any way concerned or interested, financially or otherwise, in this Resolution.

Place: Bangalore

Date: February 14, 2023

By Order of the Board
For and on behalf of Dura-Line India Pvt. Ltd.



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