



# MESON VALVES INDIA LIMITED

(THE VALVE SPECIALIST (THE MAKE IN INDIA INITIATIVE))

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**Date:** February 07, 2025

To,  
The Manager,  
**BSE SME Platform**  
Department of Corporate Services  
25th Floor, P.J. Towers, Dalal Street  
Fort, Mumbai - 400 001

**BSE Scrip Code: 543982**

**Dear Sir/Madam,**

Please be informed that pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval/consent of members of the Company is sought through Postal Ballot/ Electronic Voting (“e-voting”) by way of ordinary resolutions for the business set out in the enclosed Postal Ballot Notice dated February 06, 2025.

In this regard, please note that the Company has completed dispatch of the said Notice of Postal Ballot on Friday, February 07, 2025 through email to all the members whose names appeared in the Register of Members/ Record of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, January 31, 2025.

Please find attached postal ballot notice for your reference.

Thanks & Regards

**For MESON VALVES INDIA LIMITED**

**SWAROOP RAGHUVIR NATEKAR**  
**WHOLE-TIME DIRECTOR**  
**DIN - 05154850**



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## Schedule of Event for Postal Ballot Notice of Company

BENPOS Date for Sending Notice	31-01-2025
Date of Completion of Dispatch	07-02-2025
Cut Off Date	31-01-2025
Remote e-Voting Start Date	08-02-2025
Remote e-Voting Start Time	09:00 AM
Remote e-Voting End Date	09-03-2025
Remote e-Voting End Time	5:00 PM
Date of deemed Meeting for approval through Postal Ballot i.e. last day of E-voting	09-03-2025



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## Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

To the Members of the Company,

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, it is proposed to seek the consent of the members (“**Members**”) of **Meson Valves India Limited** (“**Company**”), for the resolutions appended below, through Remote Electronic Voting (“**E-Voting**”) only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors (“**Board**”) in its meeting held on Thursday, February 06, 2025 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 read with other relevant circulars, including General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**General Circulars**”) (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the Meson Valves India Limited (“**Company**”) through postal ballot by remote e-Voting process (“**E-Voting**”).



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The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged NSDL for facilitating the remote e-voting system. The remote e-voting period commences on Saturday, February 08, 2025 (9.00 a.m. IST), and ends on Sunday, March 09, 2025 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, January 31, 2025 (“**Cut-off Date**”). Notice of the Postal Ballot will also be available on the Company’s website : <https://www.mvi.ltd/>, websites of the BSE Limited (“**Stock Exchange**”) <https://www.bseindia.com/> , and on the website of NSDL i.e. at <https://eservices.nsdl.com> members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. The Board of Directors of the Company (“**Board**”), at its meeting held on Thursday, February 06, 2025 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on Saturday, February 08, 2025 (9.00 a.m. IST) and ends on Sunday, March 09, 2025 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before Tuesday, March 11, 2025 and, the results of the voting shall be declared by the Chairman of the Company on or before Tuesday, March 11, 2025, at Company’s Registered Office. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e., <https://www.mvi.ltd/> and on the e-voting system link of NSDL i.e., at <https://eservices.nsdl.com>. The same shall simultaneously be communicated to the BSE Limited on which the shares of the Company are listed.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

## **ITEM NO. 1 TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR, MR. LALIT VARSHNEY (DIN: 10689838) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:**

### **To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and 161 and other applicable provisions of Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of association of the Company, and pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Lalit Varshney (DIN 10689838), who was appointed as an Additional Director (Non - Executive) of the

*Plot No L-45, First Floor, Software Technology Park, Verna Industrial Estate, Verna, South Goa, India-*

*403722. CIN no.: - L29299GA2016PLC012972, PAN: -AAXCS5599N, GST NO.: - 30AAXCS5599N1Z9*

*Website: [www.mvi.ltd](http://www.mvi.ltd), Tel: +91 832 2954198, Email: [india@mvi.ltd](mailto:india@mvi.ltd)*



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Company, with effect from 12<sup>th</sup> December, 2024 under section 161 of the Act and Articles of Association of the Company, who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**RESOLVED FURTHER THAT**, Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps including to settle any questions, difficulties or doubts as may be necessary, proper or expedient to give effect to this resolution.”

## **ITEM NO. 2 TO APPROVE LIMITS OF RELATED PARTY TRANSACTIONS:**

**To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT**, In continuation of the earlier resolution passed by the shareholders of the Company for approval of the related party transactions limits in the Annual General Meeting held on 30<sup>th</sup> September, 2024, the Company intends to increase the related party transactions limits pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the consent of the Audit Committee and Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for the transactions as entered or to be entered into by the Company in ordinary course of business at arm’s length price regarding Purchase, sales, supply of goods, services and other business transactions in the ordinary course of business with M/s H2O Dynamics India Limited, (a related party within the meaning of Section 2(76) of the Act) up to the maximum amount not exceeding 20 Crores as mentioned herein below for the financial year 2024-2025 on such terms and condition as may be mutually agreed between the Company and the related party:

**RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Place- Goa**

**Date- February 06, 2025**

**By Order of Board,  
For Meson Valves India Limited  
Sd/-**

**Swaroop Raghuvir Natekar  
Whole-time Director  
DIN:05154850**



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## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 31, 2025 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at : <https://www.mvi.ltd/>, websites of the Stock Exchange, that is, BSE Limited <https://www.bseindia.com/> and on the website of NSDL at: <https://eservices.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (<https://www.mvi.ltd/>) and Registrar (MAASHITLA SECURITIES PRIVATE LIMITED) of the Company ([www.maashitla.com](http://www.maashitla.com)) duly filled and signed along with requisite supporting documents to the Company Registered Office address and Registrar at 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi-110034, India.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences at Saturday, February 08, 2025 (9.00 a.m. IST), and ends on Sunday, March 09, 2025 (5.00 p.m. IST). Members of the Company holding shares in physical or electronic



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form as on the Cut - Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

9. The vote in this Postal Ballot cannot be exercised through proxy.
10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under “Access to NSDL E-voting system”.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to: [investor@mvi.ltd](mailto:investor@mvi.ltd).

## **E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

**The remote e-voting period begins on Saturday, February 08, 2025 at 09:00 a.m. (IST) and shall end on Sunday, March 09, 2025 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, January 31, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, January 31, 2025.**

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login</li></ol>





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	<p>Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <ol style="list-style-type: none"> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

## **How to Log-in to NSDL e-Voting website**

Plot No L-45, First Floor, Software Technology Park, Verna Industrial Estate, Verna, South Goa, India-403722. CIN no.: - L29299GA2016PLC012972, PAN: -AAXCS5599N, GST NO.: - 30AAXCS5599N1Z9  
Website: [www.mvi.ltd](http://www.mvi.ltd), Tel: +91 832 2954198, Email: [india@mvi.ltd](mailto:india@mvi.ltd)



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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’,
  - b) you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with



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NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining a virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csnikunjkanabar@gmail.com](mailto:csnikunjkanabar@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at [evoting@nsdl.com](mailto:evoting@nsdl.com)

Plot No L-45, First Floor, Software Technology Park, Verna Industrial Estate, Verna, South Goa, India-

403722. CIN no.: - L29299GA2016PLC012972, PAN: -AAXCS5599N, GST NO.: - 30AAXCS5599N1Z9

Website: [www.mvi.ltd](http://www.mvi.ltd), Tel: +91 832 2954198, Email: [india@mvi.ltd](mailto:india@mvi.ltd)



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(THE VALVE SPECIALIST (THE MAKE IN INDIA INITIATIVE))

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**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor@mvi.ltd](mailto:investor@mvi.ltd)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@mvi.ltd](mailto:investor@mvi.ltd). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice.

### Item No. 1:

#### **TO REGULARIZE THE APPOINTMENT OF ADDITIONAL DIRECTOR, MR. LALIT VARSHNEY (DIN: 10689838) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on December 12, 2024, appointed Mr. Lalit Varshney (DIN: 10689838) as Additional director on the Board of the company with effect from December 12, 2024, pursuant to provisions of section 161 of the Companies Act, 2013 Mr. Lalit Varshney holds the office up to the date of next General Meeting of the Company. As per the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Lalit Varshney has given his consent to act as a Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other Statutory authority.

Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the director proposed for appointment is as under:

Mr. Lalit Varshney, an eminent scientist, and former Outstanding Scientist at Bhabha Atomic Research Centre (BARC). Dr. Varshney brings decades of expertise in radiation technology applications and has held prestigious positions including Chairman of the BRNS Water and Waste Management Committee at BARC and serves as an International Atomic Energy Agency (IAEA) expert. He is currently on the Board of H2O Dynamics India Limited (Additional Director) and ADHL Consultancy Services LLP (Designated Partner).

Mr. Lalit Varshney as a Non-Executive Director shall be entitled to sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses and commission as determined for each financial year by the NRC and the Board as may be from time to time, pursuant to the resolution passed by the shareholders of the Company and in accordance with the applicable laws.

He is not related to any Director or Key managerial person of the Company. He neither holds any share in the Company nor does he have shareholding as a beneficial owner.



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The period of office of Mr. Lalit Varshney as a director of the Company, if appointed, would be liable to determination by retirement by rotation in terms of the provisions of the Companies Act, 2013 and rules framed thereunder.

Your Board believes that keeping in view, Mr. Lalit Varshney background, qualifications, skills, experience and functional expertise, his continued association would be immensely beneficial to and is in interest of the Company and help Board maintain appropriate balance of skills, experience and knowledge and necessary diversity and thus help Board discharge its functions and duties effectively. Accordingly, your directors recommend his appointment and commend the resolution for approval of the members.

The Articles of Association of the Company are open for inspection at the registered office of the Company by any member during 10.00 a.m. to 5.00 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the last date of casting vote pursuant to this postal ballot notice.

The said document shall also be made available through electronic mode for inspection by any member on the basis of request received at [investor@mvi.ltd](mailto:investor@mvi.ltd). Upon receipt of such request, the Company would provide the link to inspect such documents.

Mr. Lalit Varshney and his relatives may be considered as concerned or interested in this item of business and/or resolution.

None of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution.

Your Board of Directors recommends the Resolution at Item No. 1 for approval by the Members by way of Ordinary Resolution.

## **Item No. 2:**

### **TO APPROVE LIMITS OF RELATED PARTY TRANSACTIONS:**

In continuation of the earlier resolution passed by the shareholders of the Company for approval of the related party transactions limits in the Annual General Meeting held on 30<sup>th</sup> September, 2024, the Company intends to increase the related party transactions limits, Pursuant to Section 188 of the Act and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), consent of the shareholders of the Company be and is hereby accorded for the transactions as entered or to be entered into by the Company in the ordinary course of business and at arm's length price with the H2O Dynamics India Limited (a related party within the meaning of Section 2(76) of the Act) up to the maximum amount of Rs. 20 Crore for the financial year 2024-2025 on such terms and condition as may be mutually agreed between the Company and the related party.

Accordingly, transaction(s) to be entered into with below mentioned party, comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



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Regulations, 2015. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company for a period of current financial year i.e. 2024-25.

Additional disclosure as per Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, is provided below:

Particulars	M/s H2O Dynamics India Limited
Name of the Related Party	M/s H2O Dynamics India Limited
Name of the director or the key managerial personnel who is related, if any	Mr. Swaroop Raghuvir Natekar and Mr. Brijesh Madhav Manerikar
Nature of relationship	Subsidiary Company
Nature, material terms, monetary value and particulars of the contract or arrangements	Purchase, Sales, supply of goods, services and other business transactions in the ordinary course of business upto Rs. 20,00,00,000/-
any advance paid or received for the contract or arrangement, if any;	The Company has not paid any advance amount.
the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Not Applicable
whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not Applicable since Related Party Transaction for Purchase, Sales, supply of goods, services and other business transactions in the ordinary course of business.
Any other information relevant or important for the members to take a decision on the proposed resolution	All-important or relevant information have been provided in the foregoing paragraphs.

Any other information relevant or important for the members to take a decision on the proposed resolution;

All relevant information as mentioned in the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Act, forming part of this Notice.

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 2 of this Notice.

Except Mr. Swaroop Raghuvir Natekar and Mr. Brijesh Madhav Manerikar, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 2 of the Notice

**Place- Goa**

**Date- February 06, 2025**

**By Order of Board,  
For Meson Valves India Limited**

**Sd/-  
Swaroop Raghuvir Natekar  
Whole-time Director  
DIN:05154850**

*Plot No L-45, First Floor, Software Technology Park, Verna Industrial Estate, Verna, South Goa, India-*

*403722. CIN no.: - L29299GA2016PLC012972, PAN: -AAXCS5599N, GST NO.: - 30AAXCS5599N1Z9*

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## Annexure -1

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:

Sr. No.	Particulars	Details
1	Name	Mr. Lalit Varshney
2	Designation	Director (Non-executive Director)
3	DIN	10689838
4	Age	66
5	Date of Birth	30-01-1959
6	Qualification	Business
7	Expertise in Specific functional area	Please refer to Item no.1 of the Explanatory Statement.
8	Date of first appointment on Board and number of Board meetings attended	Mr. Lalit Varshney was appointed on Board on December 12, 2024
9	Name of the listed entities from which the person has resigned as a Director in the past three years*	Nil
10	Directorship in other Companies	1) H2O Dynamics India Limited (Additional Director) 2) ADHL Consultancy Services LLP (Designated Partner)
11	Chairmanship / Membership of Committees in other Companies	Nil
12	Number of Equity Shares held in the Company	Nil
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
14	Terms and conditions of appointment or reappointment	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto
15	Remuneration last drawn, (including sitting fees and commission) if applicable	Nil
16	Remuneration proposed to be paid	He shall be entitled to sitting fees for attending meetings of the Board or Committees thereof and re-imburement of expenses and commission
17	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Please refer to Item no. 1 of the explanatory statement