



ANNUAL REPORT

FY 2022-23



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- **Chemtech Industrial Valves Ltd**, Mumbai, is one of the Leading Industrial Valves Manufacturer in India.
- The Company was founded in **1997** & is active in the **Steel / Power / Fertilizers / Pulp & Paper / Water / Oil & Gas Segments**.
- Our major focus is **the Iron & Steel Sector** having worked with all **Major Steel Plants in India** & the Company is also exporting to the **Russian Steel Sector**.
- We have developed **Strong Technical Know How** for all **Critical Applications** in the Iron & Steel Industry over the last 2 decades & have developed several **Import Substitute Valves**.

Map of our Steel Plant Customers In India & Russia



Chemtech Industrial Valves Ltd, Mumbai has supplied a wide variety of Valves to **All Major Steel Groups** in India and we are also exporting our Valves to the **Russian Steel Sector**.

We are supplying Valves for :

- **Integrated Steel Plants**
- **Mini Steel Plants**
- **EAF / DRI Plants**



Birds Eye View of our Plant at Wada

Our Plant is Located at **Kudus, 55 km from Mumbai**. The nearest Rail Head is at Kalyan, around 40 kms from our Plant and the nearest Sea Port is JNPT Port, which is around 75 km from our Plant and the nearest Truck terminal is just 20 km away at Bhiwandi.



- Our Plant is spread across a **Plot Area of 1,30,000 Sqft. & Constructed Area is 70,000 Sqft.**
- The Internal Roadways & the Shed have **6 inch Trimex Flooring** with Load bearing Capacity up to **50 MT.**

The **Heavy Shed** is Equipped with **6 EOT Cranes** with up to **20 Tonnes Lift Capacity** and a **Height of 53 Feet** which enables us to undertake Fabrication of Large Sized Jobs.



Internal View of our Shed



4000 MM Vertical Turret Lathe

Machining Shed



Office Block with 18 Bed Guest House



Labor Quarter & Canteen



Landscaping at the Plant



55 Seater Corporate Office in Thane



DIRECTORS & KEY MANAGERIAL PERSONNELS:

Mr. Harsh Pradeep Badkur	Chairman and Managing Director
Mr. Ignatious David Chittatukarakaran Inasu	Whole- Time Director
Mr. Puneet Pradeep Badkur	Whole- Time Director & CFO
Ms. Amita Jain	Additional Non-Executive Independent Director
Mrs. Manisha Yogesh Lakhani	Non-Executive Independent Director
Mr. Hemant Goyal	Non-Executive Independent Director
Ms. Prachi Dilkhush Kothari	Company Secretary and Compliance Officer

AUDITORS:

<u>STATUTORY AUDITOR</u>	<u>SECRETARIAL AUDITOR:</u>
<u>M/s. RAJU & PRASAD,</u> 511, The Corporate Centre, Nirmal Lifestyle Mall, L.B.S. Marg, Mulund (W), Mumbai – 400 080.	<u>M/s. PIMPLE & ASSOCIATES,</u> Office No: G-3, Building B, Labh Ashish, Old Police Lane, Andheri (E), Mumbai-400069

REGISTRAR AND SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT. LTD

Office No S6-2 , 6th floor Pinnacle Business Park , Next to Ahura Centre Mahakali Caves Road , Andheri (East) Mumbai 400093

FACTORY

Chemtech Industrial Valves Ltd., Survey No.37, Kondala road, Village Vadavali, Kudus, Taluka Wada, Dist. Palghar - 421312

BANKERS TO THE COMPANY:

- A. IndusInd Bank Ltd
- B. The Bharat Co-Op. Bank (Mumbai) Ltd

Dear Shareholders,

I have great pleasure to welcome you all to the 27th Annual General Meeting of our Company. It gives me pleasure to communicate with you once again. The Directors' Report and the Financial Statement for the year ended 31st March, 2023 together with the report of Auditors are already with you. I am sure you are fully aware of the financial & physical health of your company.

Financial Year 2022-23 has been a very significant year for your Company as we have achieved several breakthroughs which will propel our future growth exponentially. Some of these laurels achieved are as mentioned below:

1. M/s. Chemtech Industrial Valves Limited has successfully manufactured & supplied various Fabricated Double Disc Gate Valves up to Size DN 2500MM to JSW Steel Limited, Integrated Steel Plant in Vijayanagar, Karnataka.
2. CHEMTECH INDUSTRIAL VALVES LTD (CIVL) has successfully Manufactured & Supplied DN 2200 MM GOGGLE Valve to a Leading Copper Plant in West India.
3. CHEMTECH INDUSTRIAL VALVES LTD (CIVL) has been granted a Patent for its Innovative Product, Line Blind. This Product helps End Users across Industries achieve over 90% Cost Savings in Pipeline Blanking Costs, all while increasing Safety during Blanking Operations. The Company is receiving tremendous response from Customers across the Steel Sector for this Unique Product which offers a very high ROI to our Clients.

The Company is very optimistic about its Prospectus over the next 4 to 5 years considering the Huge Capex being undertaken by all major Industrial Houses in India. The Credentials built up over the last 2 decades will bear Exponential fruit over the next 4 to 5 years as we now have Vendor Approvals from all Major Steel Plants, including for all types of Critical Applications, which represent a High Potential Revenue Stream in the coming years.

Our designing capability to innovate enables us to meet the changing customer needs. We believe that our growth has been due to our ability to understand customer needs and build Customized Offerings which solve Customer Pain Points.

We value the importance of our relationships and will continue to remain fair & true in all our dealings with all the stakeholders.

I express my sincere gratitude to my Directors on the board for their valuable guidance & contribution & thank you all the stakeholders for being with us in this phase and assure you that in upcoming years the Company shall always strive better to give a performance.

Thank you all for attending this meeting Ladies & Gentlemen.

Date: 31st August, 2023

Place: Mumbai

Sd/-

HARSH PRADEEP BADKUR

DIN: 00676715

NOTICE OF THE 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the **27th Annual General Meeting (“AGM”)** of the members of **Chemtech Industrial Valves Limited** will be held on Friday, 29th September, 2023 at 12.00 P.M through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the Audited Financial Statements and the reports of the Board of Directors and Auditors thereon for the Financial Year ended 31st March, 2023.

Item No. 2:

To consider and approve re-appointment of Mr. Ignatious David Inasu Chittatukarakaran (Having DIN: 01750827) as Whole Time Director of the Company and to fix their remuneration.

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

The Board discussed the matter and passed the following resolution:

"IT IS RESOLVED THAT

In accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of members be and is hereby accorded for Re-Appointment of Mr. Ignatious David Inasu Chittatukarakaran (Having DIN: 01750827) as Whole Time Director of the Company for a period commencing from 01st April, 2023 till 31st March, 2028 at the remuneration of Rs. 15,00,000/- (Rupees Fifteen Lakhs Only) per annum, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment from time to time in such manner as may be agreed to between the Board of Directors and Mr. Ignatious David Inasu Chittatukarakaran.

IT IS RESOLVED FURTHER THAT

Any of the Director of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters, and things as deemed necessary proper or desirable and to sign and execute all necessary, documents, application and return for the purpose of giving effect to the aforesaid resolution.”

Item No. 3:

To consider and approve re-appointment of Mr. Harsh Pradeep Badkur (Having DIN: 00676715) as Managing Director of the Company and to fix their remuneration.

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

The Board discussed the matter and passed the following resolution:

"IT IS RESOLVED THAT

In accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of members be and is hereby accorded for Re-Appointment of Mr. Harsh Pradeep Badkur (Having DIN: 00676715) as Managing Director of the Company for a period commencing from 01st April, 2023 till 31st March, 2028 at the remuneration of Rs.15,00,000/- (Rupees Fifteen Lakhs Only) per annum, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment from time to time in such manner as may be agreed to between the Board of Directors and Mr. Harsh Pradeep Badkur.

IT IS RESOLVED FURTHER THAT

Any of the Director of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters, and things as deemed necessary proper or desirable and to sign and execute all necessary, documents, application and return for the purpose of giving effect to the aforesaid resolution.”

Item No. 4:

To consider and approve re-appointment of Mr. Puneet Pradeep Badkur (Having DIN: 07803209) as Whole Time Director of the Company and to fix their remuneration.

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

The Board discussed the matter and passed the following resolution:

"IT IS RESOLVED THAT

In accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of members be and is hereby accorded for Re-Appointment of Mr. Puneet Pradeep Badkur (Having DIN: 07803209) as Whole Time Director of the Company for a period commencing from 01st October, 2023 till 30th September, 2028 at the remuneration of Rs. 15,00,000 (Rupees Fifteen Lakhs Only) per annum, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment from time to time in such manner as may be agreed to between the Board of Directors and Mr. Puneet Pradeep Badkur.

IT IS RESOLVED FURTHER THAT

Any of the Director of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters, and things as deemed necessary proper or desirable and to sign and execute all necessary, documents, application and return for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS

Item No. 5

Appointment of Ms. Amita Jain (DIN: 08093513), Additional Non-Executive Independent Director of the Company, as a Non-Executive Independent Director on the Board of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“IT IS RESOLVED THAT

Pursuant to the provisions of Sections 149, 150, 152, 161 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, (including any statutory modifications or re-enactment thereof for the time being in force) read with Regulation 25(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Amita Jain (DIN: 08093513)**, who was appointed by the Board as an Additional Director and has submitted a declaration that she meets the criteria of independence, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for five consecutive years, not liable to retire by rotation.

IT IS RESOLVED FURTHER THAT

Any of the Directors of the Company or the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution and to file such forms and other related documents as may be required to be filed with Registrar of Companies, Mumbai.”

Registered office:

105, Hiranandani Indl Estate,
Opp. Kanjur Marg Railway
Station, Mumbai-400078

For and on behalf of the Board of Director

Sd/-
Puneet Pradeep Badkur
Whole Time Director & CFO

Sd/-
Harsh Pradeep Badkur
Chairman & Managing Director

Place: Mumbai

Date: 31st August, 2023

DIN: 07803209

DIN: 00676715

NOTES:

1. In view of the prevailing locked down situation across the Country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 19/21 dated December 08, 2021, 21/21 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 (collectively referred as “MCA Circulars”), has permitted companies to hold their Annual General Meetings (“AGM”) for the financial year ended/ending on or before March 31, 2023 through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’) without the physical presence of the members at a common venue as per respective due date by September 30, 2023.
2. In compliance with applicable provisions of the Companies Act, 2013 (the Act) read with aforesaid MCA circulars, the Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as “e-AGM”
3. The Company has appointed Bigshare Services Private Limited to provide VC facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer, CS Shriram Imartey, S.P. Imartey And Associates, at spimarteyandassociates@gmail.com with a copy marked to ivote@bigshareonline.com and Company Secretary at e-mail address – investors@chemtechvalves.com ; and the same should reach atleast 48 hours before the commencement of the meeting.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar in case the shares are held by them in physical form.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 are also available on the website <http://www.chemtechvalves.com>
8. Pursuant to the provisions of the said circulars of MCA on the VC/OVAM(e-AGM):
 - a) Members can attend the meeting by login to the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b) Appointment of proxy to attend and cast vote on behalf of the member is not available
 - c) Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes.

9. The Members can join the e-AGM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. Up to 1000 Members will be able to join on a First In First Out (“FIFO”) basis the e-AGM of the Company. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Auditors etc.
11. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
13. All documents referred to in the Notice and the Explanatory Statement and the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 shall be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to the Company Secretary in advance.
14. The Board of Directors has appointed S.P. Imartey And Associates, Mumbai (C.P. No. 4545) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and make a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, and send the same to the Chairman or a person authorized by him in writing who shall countersign the same.
16. The results shall be declared forthwith by the Chairman or a person authorized by the Board and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).

17. The Results declared along with the Scrutiniser's Report shall be placed on the website at <http://www.chemtechvalves.com> within 48 hours from the declaration of results of voting and shall also displayed in the Notice Board at the Registered Office of the Company.
18. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.
19. Please take note of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021 issued by SEBI, which states that "From January 1, 2022, the RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN of all the holders, Address with Pincode, Email id, Mobile Number, Bank details of the first holder, Signature and Nomination documents/details are received". You are therefore requested to submit relevant Forms for registering/changing KYC details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. If you are holding shares in Demat form you are requested to get your KYC details updated with your Depository Participant.
20. Remote E-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote evoting to its Members through e-Voting agency namely BigShare Services Private Limited.
21. Voting at the E-AGM: Members who could not vote through remote e-voting may avail the e-voting system provided at the AGM by BigShare Services Private Limited.

Registered office:

105 Hiranandani Indl Estate, Opp.
Kanjur Marg Railway Station,
Mumbai-400078

For and on behalf of the Board of
Director

Sd/-

Puneet Pradeep Badkur

Whole Time Director & CFO

DIN: 07803209

Sd/-

Harsh Pradeep Badkur

Chairman & Managing
Director

DIN: 00676715

Place: Mumbai

Date: 31st August 2023

BIGSHARE I-VOTE E-VOTING SYSTEM

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Tuesday, 26th September, 2023 at 09.00 A.M. and ends on Thursday, 28th September, 2023 at 05.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **i.e. Wednesday, 20th September, 2023** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="421 665 1484 969">1. 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. <li data-bbox="421 1023 1484 1504">2. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="421 1558 1484 1680">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. 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. 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 e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note: *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

Note: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.

- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>.
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

Note: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.

- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Registered office:

For and on behalf of the Board of Director

105 Hiranandani Indl Estate, Opp.
Kanjur Marg Railway Station,
Mumbai-400078

Sd/-

Sd/-

Place: Mumbai

Date: 31st August 2023

Puneet Pradeep Badkur
Whole Time Director & CFO
DIN: 07803209

Harsh Pradeep Badkur
Chairman & Managing
Director
DIN: 00676715

Explanatory Statement

As required under Section 102 of the Companies Act, 2013 (the “Act”) and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned under Item No. 5 accompanying Notice:

ITEM NO. 5

Ms. Amita Jain (DIN: 08093513) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Non-Executive Independent Director with effect from 25th August, 2023 by the Board in accordance with the provisions of the Articles of Association read with Section 149 and 161 of the Companies Act, 2013.

As such, Ms. Amita Jain is not a Director up to the date of this AGM. However, she is eligible for appointment as a Non-Executive Independent Director.

Further details of Ms. Amita Jain have been given in the Annexure to this Notice.

Ms. Amita Jain is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Ms. Amita Jain. Further, she has also confirmed that she is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority.

The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members by way of Special Resolution as provided under Regulation 26 of Listing Regulations.

None of the Directors or Key Managerial Personnel or their respective relatives other than Ms. Amita Jain is concerned or interested in the Resolution at Item No. 5 of the Notice.

Ms. Amita Jain is not related to any Director or KMP

Registered office:

For and on behalf of the Board of Director

105 Hiranandani Indl Estate, Opp.
Kanjur Marg Railway Station,
Mumbai-400078

Sd/-

Sd/-

Place: Mumbai

Date: 31st August 2023

Puneet Pradeep Badkur
Whole Time Director & CFO
DIN: 07803209

Harsh Pradeep Badkur
Chairman & Managing
Director
DIN: 00676715

ANNEXURE TO THE NOTICE

Brief Profile of Proposed Re- appointment of Whole Time Director

Mr. Ignatious David Inasu Chittatukarakaran

Mr. Ignatious David Inasu Chittatukarakaran is a member of the Associate Member of the Institution of Engineers.

He has over 35 years of experience in the Valves Industry and is one of Founders of the Company in 1997.

He is actively involved in overseeing the Design & Production Aspects of the Company.

He is an expert in Valve Design and enjoys tremendous goodwill with our Customers for various Customised Valve Offerings created for our Customers.

Name of Director	Ignatious David Inasu Chittatukarakaran
Director Identification Number (DIN)	01750827
Date of Birth	29 th March, 1958
Age	65
Date of Appointment	01 st April, 2023
Qualifications	A member of the Associate Member of the Institution of Engineers
Expertise in specific functional areas	Expert in Valve Design

Terms and Conditions of Appointment

- Terms of Appointment:** - Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. Appointment is w.e.f. 01st April, 2023 to hold office till the 31st March, 2028.

2. Roles & Duties: -

- a. There are certain duties prescribed for all Directors which are fiduciary in nature and are as under:
 - i) He shall perform duties in accordance with the Company's Articles of Association as may be amended from time to time.
 - ii) He shall act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company.
 - iii) He shall discharge his duties with due and reasonable care, skill and diligence.
 - iv) He shall not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
 - v) He shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates.
 - vi) He shall not assign his office as Director and any assignments so made shall be void.
- b. In addition to the above requirements, the Board of Directors also expects him to perform the following functions:
 - i) He should constructively challenge and help develop proposals on strategy for growth of the Company.
 - ii) He should evaluate the performance of Non-Executive Directors in meeting on agreed goals and objectives.
 - iii) He should satisfy himself on the integrity of financial information and that financial controls and systems or risk management are effective and defensible.
 - iv) He shall take responsibility for the processes for accurately reporting on performance and financial position of the Company.
 - v) He should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

3. **Expectation of the Board from the appointed directors:** Whole Time Director is expected to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets seven times in a year. The Audit Committee generally meets at least six times in a year. Besides, there are other Committee meetings like Stakeholders Relationship Committee, and Nomination & Remuneration Committee which are convened as per requirements. He is expected to attend meetings of Board and Board Committees to which he may be appointed and shareholders' meeting and to devote such time to his duties, as appropriate for him to discharge his duties effectively. All meetings including shareholders' meetings would be generally held in Mumbai.
4. **Code of Conduct:** - During the appointment he would be required to comply with regulations as contained in the Companies Act, 2013, including the following codes of conduct of the company:
 - a) Code of Conduct for Board of Directors and Senior Management
 - b) Code of Conduct for prevention of Insider trading in securities of the Company and such other requirements as the Board of directors may from time to time specify.
5. **Remuneration:** - As per the applicable clauses of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Audit Committee, **Mr. Ignatious David Inasu Chittatukarakaran** [DIN: 01750827], Whole Time Director of the Company, shall be paid a remuneration not exceeding Rs. 15,00,000.
6. **Disclosure, other directorships and business interests:** - During his period of term of office of Director, he shall agree to promptly notify the Company of any change in his directorships, and provide such other disclosures and information as may be required under the applicable laws.

Brief Profile of Proposed Re-Appointment of Managing Director

Mr. Harsh Pradeep Badkur

Mr. Harsh Pradeep Badkur is a Mechanical Engineer from K.J. Somaiya College of Engineering & has done Family Business MBA from SP Jain Institute of Management & Research, Mumbai.

He has over 13 years of experience with the Company and is actively involved in overseeing the Marketing & Financial Aspects of the Company.

Name of Director	Harsh Pradeep Badkur
Director Identification Number (DIN)	00676715
Date of Birth	06 th January, 1988
Age	35
Date of Appointment	01 st April, 2023
Qualifications	Mechanical Engineer & Family Business MBA
Expertise in specific functional areas	Marketing & Financial Aspects of the Company

Terms and Conditions of Appointment

- 1. Terms of Appointment:** - Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. Appointment is w.e.f. 01st April, 2023 to hold office till the 31st March, 2028.

2. Roles & Duties: -

- a. There are certain duties prescribed for all Directors which are fiduciary in nature and are as under:
- i) He shall perform duties in accordance with the Company's Articles of Association as may be amended from time to time.
 - ii) He shall act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company.
 - iii) He shall discharge his duties with due and reasonable care, skill and diligence.
 - iv) He shall not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
 - v) He shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates.
 - vi) He shall not assign his office as Director and any assignments so made shall be void.
- b. In addition to the above requirements, the Board of Directors also expects him to perform the following functions:
- i) He should constructively challenge and help develop proposals on strategy for growth of the Company.
 - ii) He should evaluate the performance of Non-Executive Directors in meeting on agreed goals and objectives.
 - iii) He should satisfy himself on the integrity of financial information and that financial controls and systems or risk management are effective and defensible.
 - iv) He shall take responsibility for the processes for accurately reporting on performance and financial position of the Company.
 - v) He should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

- 3. Expectation of the Board from the appointed directors** The Managing Director is expected to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets seven times in a year. The Audit Committee generally meets at least six times in a year. Besides, there are other Committee meetings like Stakeholders Relationship Committee and Nomination & Remuneration Committee which are convened as per requirements. He is expected to attend meetings of Board and Board Committees to which he may be appointed and shareholders' meeting and to devote such time to his duties, as appropriate for him to discharge his duties effectively. All meetings including shareholders' meetings would be generally held in Mumbai.
- 4. Code of Conduct:** - During the appointment he would be required to comply with regulations as contained in the Companies Act, 2013, including the following codes of conduct of the company:

 - a) Code of Conduct for Board of Directors and Senior Management
 - b) Code of Conduct for prevention of Insider trading in securities of the Company and such other requirements as the Board of directors may from time to time specify.
- 5. Remuneration:** - As per the applicable clauses of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Audit Committee, **Mr. Harsh Pradeep Badkur** [DIN: 00676715], Managing Director of the Company, shall be paid a remuneration not exceeding Rs. 15,00,000.
- 6. Disclosure, other directorships and business interests:** - During his period of term of office of Director, he shall agree to promptly notify the Company of any change in his directorships, and provide such other disclosures and information as may be required under the applicable laws.

Brief Profile of Proposed Re- appointment of Whole Time Director

Mr. Puneet Pradeep Badkur

Mr. Puneet Pradeep Badkur has completed BMS from Jai Hind College, Mumbai and has done Family Business MBA from SP Jain & Institute of Management & Research, Mumbai.

He has over 7 years of experience with the Company and is actively involved in overseeing the Purchase and Operations of the Company.

He is an expert in Procurement & Negotiations and has added Immense Value to the Company.

Name of Director	Puneet Pradeep BAdkur
Director Identification Number (DIN)	07803209
Date of Birth	24 th January, 1992
Age	31
Date of Appointment	01 st October, 2023
Qualifications	BMS & Family Business MBA
Expertise in specific functional areas	Procurement & Negotiations

Terms and Conditions of Appointment

- 1. Terms of Appointment:** - Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. Appointment is w.e.f. 01st October, 2023 to hold office till the 30th September, 2028.

2. Roles & Duties: -

- a. There are certain duties prescribed for all Directors which are fiduciary in nature and are as under:
 - i) He shall perform duties in accordance with the Company's Articles of Association as may be amended from time to time.
 - ii) He shall act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company.
 - iii) He shall discharge his duties with due and reasonable care, skill and diligence.
 - iv) He shall not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
 - v) He shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates.
 - vi) He shall not assign his office as Director and any assignments so made shall be void.

- b. In addition to the above requirements, the Board of Directors also expects him to perform the following functions:
 - i) He should constructively challenge and help develop proposals on strategy for growth of the Company.
 - ii) He should evaluate the performance of Non-Executive Directors in meeting on agreed goals and objectives.
 - iii) He should satisfy himself on the integrity of financial information and that financial controls and systems or risk management are effective and defensible.
 - iv) He shall take responsibility for the processes for accurately reporting on performance and financial position of the Company.
 - v) He should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms

- 3. Expectation of the Board from the appointed directors** The Whole Time Director is expected to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets seven times in a year. The Audit Committee generally meets at least six times in a year. Besides, there are other Committee meetings like Stakeholders Relationship Committee, and Nomination & Remuneration Committee which are convened as per requirements. He is expected to attend meetings of Board and Board Committees to which he may be appointed and shareholders' meeting and to devote such time to his duties, as appropriate for him to discharge his duties effectively. All meetings including shareholders' meetings would be generally held in Mumbai.
- 4. Code of Conduct:** - During the appointment he would be required to comply with regulations as contained in the Companies Act, 2013, including the following codes of conduct of the company:

 - a) Code of Conduct for Board of Directors and Senior Management
 - b) Code of Conduct for prevention of Insider trading in securities of the Company and such other requirements as the Board of directors may from time to time specify.
- 5. Remuneration:** - As per the applicable clauses of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Audit Committee, **Mr. Puneet Pradeep Badkur** [DIN: 07803209], Whole- Time Director of the Company, shall be paid a remuneration not exceeding Rs. 15,00,000.
- 6. Disclosure, other directorships and business interests:** - During his period of term of office of Director, he shall agree to promptly notify the Company of any change in his directorships, and provide such other disclosures and information as may be required under the applicable laws.

3. **Expectation of the Board from the appointed directors** The Whole Time Director is expected to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets seven times in a year. The Audit Committee generally meets at least six times in a year. Besides, there are other Committee meetings like Stakeholders Relationship Committee, and Nomination & Remuneration Committee which are convened as per requirements. He is expected to attend meetings of Board and Board Committees to which he may be appointed and shareholders' meeting and to devote such time to his duties, as appropriate for him to discharge his duties effectively. All meetings including shareholders' meetings would be generally held in Mumbai.
4. **Code of Conduct:** - During the appointment he would be required to comply with regulations as contained in the Companies Act, 2013, including the following codes of conduct of the company:
- a) Code of Conduct for Board of Directors and Senior Management
 - b) Code of Conduct for prevention of Insider trading in securities of the Company and such other requirements as the Board of directors may from time to time specify.
5. **Remuneration:** - As per the applicable clauses of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Audit Committee, **Mr. Puneet Pradeep Badkur** [DIN: 07803209], Whole- Time Director of the Company, shall be paid a remuneration not exceeding Rs. 15,00,000.
6. **Disclosure, other directorships and business interests:** - During his period of term of office of Director, he shall agree to promptly notify the Company of any change in his directorships, and provide such other disclosures and information as may be required under the applicable laws.

Brief Profile of Proposed Non-Executive Independent Director

Ms. Amita Jain

Ms. Amita Jain is an Additional Non-Executive Independent Director of the Company. She joined the Board of the Company in 2023. Ms. Amita Jain has completed her graduation from Rani Durga Vati University in the year 2008 and qualified as a Chartered Accountant in the year 2012. She is working as a consultant in the Company MH Nahar & Company, a CA Firm.

Ms. Amita specializes in direct taxes.

Ms. Amita Jain also attends hearings and appeals.

Name of Director	Amita Jain
Director Identification Number (DIN)	08093513
Date of Birth	15 th April, 1987
Age	35
Date of Appointment	25 th August, 2023
Qualifications	Chartered Accountant
Expertise in specific functional areas	Companies Act, 2013, Accounting and Auditing and other related matters.

Terms and Conditions of Appointment

- Terms of Appointment:** - Pursuant to the provisions of section 149 of the Companies Act, 2014 and provisions of the listing agreement of BSE. Appointment is w.e.f. 25th August, 2023 to hold office till the conclusion of the Annual General Meeting to be held for financial year ending 2022-23, subject to approval of members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term up to five consecutive years from the date of ensuing Annual General Meeting of the Company.

2. **Duties:** - In addition to their role as a Director, the Board may nominate Independent Director as the Chairman / Member of other Board Committees, as it may deem fit from time to time. - Further, schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the Companies Act, 2013.
3. **Expectation of the Board from the appointed directors.** As a Non- Executive Independent Director you are expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.
4. **Code of Business Ethics:** - The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same. The Policy of the code of conduct is also posted on the website of the company.
5. **Remuneration:** - Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit. The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.

Dear Members,

Your Directors are pleased to present the 27th Annual Report of the company together with Audited Statement of Accounts and the Auditor's Report for the Financial Year ended 31st March, 2023. The summarized financial results for the financial year are as under:

1. Financial Results:

The Financial performance of your Company for the year under review is summarized below:

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Revenue from Operations		20,42,00,734	11,49,37,886
Other Income		99,08,990	18,14,562
Total Income		21,41,09,724	11,67,52,448
Less: Depreciation/ Amortization/ Impairment		97,71,695	1,01,12,968
Profit /loss before Finance Costs, Exceptional items and Tax Expense		20,43,38,029	10,66,39,480
Less: Finance Costs		1,13,28,558	1,36,28,509
Less: Other Operating & Non-Operating Expenses		16,52,34,607	9,90,49,016
Profit /loss before Exceptional items and Tax Expense		2,77,74,864	(60,38,045)
Add/(less): Exceptional items		0	0
Profit /loss before Tax Expense		2,77,74,864	(60,38,045)
Less: Tax Expense	Current Tax	0	0
	Deferred Tax	(1,18,657)	(4,30,657)
Profit /loss for the year (1)		2,78,93,521	(56,07,388)
Total Comprehensive Income/loss (2)		0	0
Total (1+2)		2,78,93,521	(56,07,388)
Balance of profit /loss for earlier years		(6,12,91,535)	(5,56,84,146)

The Standalone Gross Revenue from operations for Financial Year 2022-2023 was Rs. 20,42,00,734 /- as against Rs. 11,49,37,886/- in the previous year 2021-2022 which shows the increase in Revenue by 77.66%. The Company earned a Profit after tax of Rs. 2,78,93,521 /- for FY 2022-2023 as against Loss of Rs. 56,07,388/- reported in the previous year 2021-2022 which shows the increase in profitability by 597.44%.

2. Transfer to Reserves

During the Financial Year 2022-2023, the Company has not transferred any amount to General Reserve under the head of Reserve and Surplus Account.

3. Dividend

During the year under review, the Board of Directors of the Company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any dividend for the financial year 2022-2023 .

4. Transfer of Amounts to Investor Education and Protection Fund

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

5. Change in the Nature of Business, if any

During the Financial Year 2022-2023, the Company has not entered into any new business. Hence, the nature of business remained the same.

6. Deposit

The Company has not accepted or renewed any amount falling within the provisions of Section 73 of the Companies Act, 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing details of deposits which are not in compliance with Chapter V of the Act is not applicable.

However, the Company has taken secured as well as Unsecured Loans from Banks which are considered as exempt deposits under Sub-clause (iii) of Clause (c) under Sub-rule 1 of Rule 2 of The Companies (Acceptance of Deposits), Rules, 2014

Further, the Company has accepted advances from Customers which are considered as exempt deposits under Sub-clause (xii) (a) of Clause (c) under Sub-rule 1 of Rule 2 of The Companies (Acceptance of Deposits), Rules, 2014.

7. Share Capital Structure

Authorised share Capital

During the year under review, the Authorised Share capital remained the same with Rs. 12,00,00,000/- divided into 1,20,00,000 Equity Shares of Rs.10/- each.

Paid-up Share Capital

The paid-up Equity Share Capital as at March 31, 2023 stood at Rs.11,48,73,330/- divided into 1,14,87,333 Equity Shares of Rs.10/- each fully paid up.

During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity or warrants.

As on March 31, 2023, none of the Directors of the Company held instruments convertible into Equity Shares of the Company.

8. Material Changes and Commitments affecting Financial Position between the end of the Financial year and date of the report

Following material changes and commitments have occurred between the end of the financial year to which the financial statements relate and the date of this Report and their impact on financial position of the company is not determinable.

1. a. M/s. Chemtech Industrial Valves Limited has successfully manufactured & supplied DN 2500MM Sized Fabricated Double Disc Gate Valve to JSW Steel Limited, Integrated Steel Plant in Vijayanagar, Karnataka.

- b. The Valve, which weighs a staggering 16 tonnes, stands 32 feet high & is 10.5 feet wide, has been supplied for Coke Oven Gas Application, which is one of the Company's specializations.
- c. Chemtech Industrial Valves Limited is one of the leading Manufacturers in India for the Extremely Critical large Diameter Valves Segment. The Company is supplying such Large Diameter Valves to all the Major Steel Plants in India and is also exporting the same.
2. CHEMTECH INDUSTRIAL VALVES LTD (CIVL) has successfully Manufactured & Supplied DN 2200 MM GOGGLE Valve to a Leading Copper Plant in West India.
3. CHEMTECH INDUSTRIAL VALVES LTD (CIVL) has been Granted a Patent for its Innovative Product, Line Blind. This Product helps End Users across Industries achieve over 90% Cost Savings in Pipeline Blanking Costs, all while increasing Safety during Blanking Operations.

9. Subsidiary/Joint Ventures/Associate Company

Your Company does not have any Subsidiary, Joint venture or any Associate Company.

10. Annual Return

The copy of Annual Return as required under Section 134(3) (a) and Section 92(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, in Form MGT-7 shall be made available on Company's website www.chemtechvalves.com for your kind perusal and information.

11. Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in Notes to the Financial Statements forming part of Annual Report.

12. Related Party Transactions

All related party transactions that were entered into during the Financial Year 2022-2023 were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee for approval and also before the Board for its noting and approval, is required as per the policy on Materiality of Related Party Transaction of the Company.

Further all the necessary details of transaction as defined under Section 188 of the Companies Act, 2013 entered with the related parties as defined under Section 2 (76) of the said Act are attached herewith in Form AOC-2 (**Annexure I**) for your kind perusal and information. Members may also refer to Note 36 to the financial statement which sets out related party disclosures pursuant to IND AS.

13. Meetings of the Board of Directors

The Board/Committee meetings are pre-scheduled and a tentative annual calendar of the meetings is circulated to the Directors well in advance to help them plan their schedule and ensure meaningful participation. Only in the case of special and urgent business, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are noted in the subsequent Board meeting.

In certain special circumstances, meetings of the Board are called at a shorter notice to deliberate on business items which require urgent attention of the Board. The Company has complied with secretarial standards issued by the ICSI on Board meetings.

The Board met Twelve (12) times during the year. The details of meetings of Board of Directors held during the Financial Year 2022-23 are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening period between two Board meetings did not exceed 120 days, as prescribed by the Companies Act, 2013 read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

<http://www.chemtechvalves.com/investor-relations4.htm>

14. Committees of the Board

The Board of Directors as on 31st March, 2023 has the following Committees constituted:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders Relationship Committee.

Details of the Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report forming the part of Annual report.

<http://www.chemtechvalves.com/investor-relations4.htm>

15. Board of Directors and Key Managerial Personnel

The Board of Directors of the Company has various Executive and Non-Executive Directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

Change in Directors and Key Managerial Personnel

During the period under review, following were the changes in Directors and Key Managerial Personnel:

Sr.No	Date	Name of Directors and Key Managerial Personnel	Changes
1	19.05.2022	Ms. Prachi Kothari	Appointed as the Company Secretary & Compliance Officer
2	19.05.2022	Mr. Hemant Goyal	Appointed as Additional Non-Executive Independent Director and has been regularized in AGM held for the FY 2021-22.

*The Board places on record its sincere and deep appreciation for the services rendered by Mr. Niranjay Choudhary during their tenure.

* Ms. Amita Jain is appointed as the Additional Non-Executive Independent Director w.e.f 25th August, 2023

Following were the changes in Directors and Key Managerial Personnel after the year end:

Sr.No	Date	Name of Directors and Key Managerial Personnel	Changes
1.	25.08.2023	Mr. Niranjay Amritlal Choudhary	Mr. Niranjay Amritlal Choudhary resigned from the post of Independent Director
2.	25.08.2023	Ms. Amita Jain	Appointed as Additional Non-Executive Independent Director.

16. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 read with Part D of Schedule II to the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

The Independent Directors of the Company have held one meeting during the year on July 07, 2023 without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board of Directors as a whole.

17. Declaration by Independent Directors

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) SEBI (LODR) Regulations, 2015.

Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA).

18. Familiarization Program for Independent Directors

All new Independent Directors inducted into the Board attended the orientation program. The Company has conducted programs to familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company works and other allied matters.

The Independent Directors were highly satisfied with the functioning of the Board and its various Committees and the high level of commitment and engagement.

19. Policy on Director's Appointment and Remuneration:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-Executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees.

The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment of Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

The current policy is to have optimum combination of Executive, Non-Executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management. As of March 31, 2023, the Board had Six (6) members, three (3) of whom are executive directors and three (3) Independent Directors including One Woman Director. The details of Board and committee composition, tenure of directors, other details are available in the Corporate Governance Report that forms part of this Annual Report. The policy of the Company on Director's appointment and remuneration, as required under section 178 of the Companies Act, 2013 is also available on the website of the Company www.chemtechvalves.com

20. Directors' Responsibility Statement

In accordance with the provision of Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2022-2023 and of the Profit & Loss of the Company for the period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

21. Future Outlook:

Riding on high demand and improved margins, all major industry players in India are planning for capacity expansions.

While your Company is active across a number of Sectors, a major focus shall be in the Steel Sector where the Company enjoys Tremendous Goodwill given the Credentials, we have created with all Major Steel Plants in India.

Economic revival has improved the demand sentiment & given the Strong Focus of the Government of India on Infrastructure over the next decade, we foresee Huge Investments being made in various Sectors including Roads / Ports / Housing for All / Railways / Rural Electrification / Smart Cities. All these Investments will require significant Steel Plant Capacity Expansion in India.

The Company has aligned its Product Range Offering to cater to all types of Valve requirements for Steel Plants, including Critical Large Diameter Valves.

The Steel Industry is currently on a Growth Spree in line with the National Steel Mission which envisages a Steel Making Capacity in India of 300 Million Tonnes by 2023 from the Current Capacity of apx 140 Million Tonnes.

This Growth in Capacity will see fresh Investments to the tune of Rs.3 Lakh Crores over the next 8 to 10 years. Industrial Valves would represent around 1% of this Capex, which your Company is strongly focusing to serve.

A majority of this Capex would be undertaken by the 5 Major Integrated Steel Plant groups in India i.e. JSW Steel Ltd, Jindal Steel & Power Ltd, Steel Authority of India Ltd, Arcelor Mittal Nippon Steel India Ltd, TATA Steel Ltd. Your Company is well positioned to cater to these Plants as these are Existing Customers of our Company & hence Revenue Visibility remains strong from our Steel Plant Customers in the coming 3 to 5 years.

22. Particulars of Employees and Remuneration to Managerial Personnel

In pursuance to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details as required are provided in this Board's report and marked as Annexure II.

During the financial year 2022-23, no employee was in receipt of remuneration exceeding the limits as stated in Rule (5) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, no disclosures of details as prescribed in Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are made in **Annexure II** attached to the Board report.

23. Corporate Social Responsibility (CSR)

The Company doesn't fall under the ambit of Section 135 (1) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014; hence, Corporate Social Responsibility policy is not applicable to the Company.

24. Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of Listing Regulations, the Board of Directors of the Company has framed the Whistle Blower Policy for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports etc. The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. No person has been denied access to the Chairman of the Audit Committee.

During the Financial Year 2022-23, no complaints were received of any sort from any Directors and employee of the Company. Whistle Blower Policy is disclosed on the website of the Company www.chemtechvalves.com

25. Internal Financial Control and its Adequacy

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems.

26. Risk Management

The Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address the emerging challenges. Major risks identified for the Company by the management are Currency fluctuation, Compliances of various applicable Laws, Regulatory changes, Manufacturing & Supply, Litigation, Technological Changes.

27. Audit report and Auditors

Audit reports

- The Auditor's report for Financial Year ending on 31st March, 2023 does not contain any qualification, reservation or adverse remark. The Auditor's report is enclosed with financial statements in this Annual report.
- The Secretarial Audit Report for financial year ending on 31st March, 2023 does not contain any qualification, reservation or adverse remark. The Secretarial report is enclosed as **Annexure III** to the Board's report.
- As required by Listing Regulations, the auditor's certificate on corporate governance is enclosed and forms a part of this report. The auditor's certificate for financial year ending on 31st March, 2023 does not contain any qualification, reservation or adverse remark except as stated in the report.

Statutory Auditors

M/s. Raju & Prasad, Chartered Accountants, (Firm Registration No. 003475S), having office at 511, The Corporate Centre, Nirmal Lifestyle Mall, LBS Marg, Mulund (W), Mumbai - 400 080, were re-appointed as the Statutory Auditors of the Company for a period of five consecutive years in the Annual General Meeting of the members held on 16th August, 2022 to hold office from the conclusion of the 26st AGM of the Company till the conclusion of 31st AGM of the Company at a remuneration as mutually agreed upon by the Board of Directors and the Statutory Auditors.

Secretarial Auditors

M/s. Pimple & Associates, Practicing Company Secretary is re-appointed as Secretarial Auditor of the Company for Fiscal 2023-24, as required under section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit Report is annexed as **Annexure III** and forms an integral part of this Report. The secretarial auditor has not expressed any qualifications in their Secretarial Audit Report for the year under review. Pursuant to regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Annual Secretarial Compliance Report forms part of this Report and is uploaded on the website of the Company i.e. www.chemtechvalves.com

The Board of Directors at their meeting held on 10th August, 2023 has appointed M/s. Pimple & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company.

Cost Auditors

The Company is required to maintain the Cost records under Section 148(1) of Companies Act, 2013 and thus the Company has maintained the Cost Records as prescribed under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company.

However, the requirement of Cost Audit as prescribed under Section 148(1) is not applicable for the business activities carried out by the Company.

Reporting of frauds by auditors

During the year under review, the Statutory Auditors has not reported to the Audit Committee and/ or Board, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

28. Secretarial Standards

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings of the Company.

29. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of energy-

- (i) The steps taken or impact on conservation of energy- N.A
- (ii) The steps taken by the Company for utilizing alternate sources of energy: N.A
- (iii) The capital investment on energy conservation equipment: N.A

(A) Technology absorption-

- (i) The efforts made towards technology absorption: None
- (ii) The benefits derived like product improvement, cost reduction, product development or import Substitution: None
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):
 - (a) The details of technology imported: None
 - (b) The year of import: N.A
 - (c) Whether the technology been fully absorbed: N.A
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A
- (iv) The expenditure incurred on Research and Development: Nil

(A) Foreign exchange earnings and Outgo-

Foreign Exchange Earnings	NIL
Foreign Exchange Outgo	NIL

30. Corporate Insolvency Resolution Process Initiated under the Insolvency and Bankruptcy Code, 2016 (IBC)

No such process initiated during the period under review under the Insolvency and Bankruptcy Code, 2016 (IBC)

31. Failure to Implement any Corporate Action

No corporate action took place during Financial Year 2022-23 and reporting for the same with the concerned department has been completed within specified time limit.

32. Corporate Governance

Our corporate governance practices are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Annual Report.

33. Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company, as required under the SEBI Listing Regulations is provided in a separate section and forms an integral part of this Report.

34. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace.

All women employees whether permanent, temporary or contractual are covered under the above policy. An Internal Complaint Committee (ICC) has been set up in compliance with the said Act. During the year under review, no complaints were reported to the Board.

35. Significant and material orders passed by the Regulators or Courts

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

36. Human Resources and Industrial Relations

The Company takes pride in the commitment, competence and dedication of its employees in all areas of the business. The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on key result areas (KRAs) are in place for senior management staff.

Your Company believes in the potential of people to go beyond and be the game-changing force for business transformation and success. This potential is harnessed by fostering an open and inclusive work culture that enables breakthrough performance and comprehensive development of employees through the three pillars of Leading Self, Leading Teams and Leading Business.

37. Health, Safety and Environment Protection

Company's Health and Safety Policy commits to comply with applicable legal and other requirements connected with occupational Health, Safety and Environment matters and provide a healthy and safe work environment to all employees of the Company.

38. Appreciation and Acknowledgement

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The Board places on record its appreciation for the support and co-operation, your Company has been receiving from its Suppliers, Retailers, Dealers & Distributors and others associated with the Company.

The Directors also take this opportunity to thank all Clients, Vendors, Banks, Government and Regulatory Authorities for their continued support.

Registered office:
105 Hiranandani Indl
Estate, Opp. Kanjur Marg
Railway Station, Mumbai-
400078

For and on behalf of the Board of Director

Sd/-
Puneet Pradeep Badkur

Sd/-
Harsh Pradeep Badkur

Place: Mumbai

Whole Time Director & CFO

Chairman & Managing
Director

Date: 31st August 2023

DIN: 07803209

DIN: 00676715

Annexure I

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S N	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
NIL								

1. Details of contracts or arrangements or transactions at Arm's length basis.

Sr No	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1	Harsh Badkur (Chairman & Managing Director)	Director Remuneration	For the Financial year 2022-23	11,70,000		
2	C.D. Ignatious (Whole Time Director)	Director Remuneration	For the Financial year 2022-23	11,70,000		
3	Puneet Badkur (Whole Time Director & CFO)	Director Remuneration	For the Financial year 2022-23	7,80,000		
4	Prachi Kothari (Company Secretary & Compliance Officer)	Salary	For the Financial year 2022-23	4,02,331		
5	Jenny Ignatious (Relative of the KMP)	Salary	For the Financial year 2022-23	7,80,000		

6	Neeti Gupta (Relative of KMP)	Salary	For the Financial year 2022-23	5,20,000		
7	Namrata Badkur (Relative of KMP)	Salary	For the Financial year 2022-23	5,20,000		
8	Orville Ignatious (Relative of the KMP)	Salary	For the Financial year 2022-23	6,50,000		
9	C.D. Ignatious (Whole Time Director)	Reimbursement of Credit card	For the Financial year 2022-23	3,767		

Registered office:

105 Hiranandani Indl
 Estate, Opp. Kanjur Marg
 Railway Station, Mumbai-
 400078

For and on behalf of the Board of Director

Sd/-
 Puneet Pradeep Badkur

Sd/-
 Harsh Pradeep Badkur

Place: Mumbai

Whole Time Director & CFO

Chairman & Managing
 Director

Date: 31st August 2023

DIN: 07803209

DIN: 00676715

Annexure-II
STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Requirements	Disclosure	
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Mr. Harsh Badkur (Chairman & Managing Director)	6.3618
		Mr. Ignatious David Inasu Chittatukarakaran (Whole-Time Director)	6.3618
		Mr. Puneet Badkur (CFO & Whole Time Director)	4.2412
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Name of the Directors	% increase in Remuneration
		Mr. Harsh Pradeep Badkur (Chairman & Managing Director)	0%
		Mr. Ignatious David Inasu Chittatukarakaran (Whole-Time Director)	63.64%
		Mr. Puneet Badkur (CFO & Whole Time Director)	0%
		Mr. Niranjay Amritlal Choudhary	-
		Mr. Hemant Prahladdas Goyal	-
		Mrs. Manisha Yogesh Lakhani	-
		Ms. Deepali Ramsevak Gupta (Company Secretary & Compliance Officer)	0%

		Ms. Prachi Dilkhush Kothari (Company Secretary & Compliance Officer)	0%
3.	The percentage increase/decrease in the median remuneration of employees in the financial year.	During FY 2022-2023, the percentage increase in the median remuneration of employees as compared to previous year was approximately 13%	
4.	The number of permanent employees on the rolls of Company.	There were 37 employees as on March, 2023.	
5.	The Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There was no percentile increase (Average) in remuneration for Employees. However, there was a percentile increase (Average) in the remuneration of the Managerial Key Personnel by 15.91% due to the growth of the business of the Company.	
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is affirmed that the remuneration paid is as per the Nomination Remuneration of the Company.	

- 1) The tenure of Mr. Niranjay Amritlal Choudhary has completed. Thus, Ms. Amita Jain is appointed as the Additional Non-Executive Independent Director w.e.f 25th August, 2023
- (2) Mr. Hemant Prahladdas Goyal was appointed as the Additional Non-Executive Independent Director of the Company w.e.f. 19th May, 2022.
- (3) Ms. Prachi Dilkhush Kothari was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. 19th May, 2022.
- (4) Managerial Personnel includes Managing Director and Whole Time Directors of the Company.

Registered office:
105 Hiranandani Indl
Estate, Opp. Kanjur Marg
Railway Station, Mumbai-
400078

For and on behalf of the Board of Director

Sd/-

Puneet Pradeep Badkur

Sd/-

Harsh Pradeep Badkur

Place: Mumbai

Whole Time Director & CFO

Chairman & Managing
Director

Date: 31st August 2023

DIN: 07803209

DIN: 00676715

Annexure III

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Chemtech Industrial Valves Limited,
105, Hiranandani Indl. Estate,
Opp. Kanjur Marg Rly Station,
Mumbai-400078

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chemtech Industrial Valves Limited (CIN - L29299MH1997PLC105108)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023 (hereinafter called "period under review") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (during the period under review not applicable to the Company);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021; (during the period under review not applicable to the Company);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (during the period under review not applicable to the Company);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (during the period under review not applicable to the Company); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (during the period under review not applicable to the Company);

We have also examined compliance with the applicable clauses of the following:

I. Secretarial Standards issued by The Institute of Company Secretaries of India.

II. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Pimple & Associates
Practicing Company Secretary**

Sd/-

Rohini Janardan Pimple

(Proprietor)

Mem No.: 51452

COP No.: 21773

UDIN: A051452E000876540

Place: Mumbai

Date: 28/08/2023

Annexure A

To,
Chemtech Industrial Valves Limited,
105, Hiranandani Indl. Estate,
Opp. Kanjur Marg Rly Station,
Mumbai -400078

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Pimple & Associates
Practicing Company Secretary

Sd/-

Rohini Janardan Pimple
(Proprietor)

Mem No.: 51452

COP No.: 21773

UDIN: A051452E000876540

Date: 28/08/2023

Place: Mumbai



The Board of Directors of your Company present the Report on Corporate Governance in accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”) as amended for the year ended March 31, 2023.

I. Company’s philosophy on Corporate Governance

Strong corporate governance founded on values is the bedrock of the sustained performance at the Company and fuels the Company’s vision to achieve the respect of stakeholders. The Company’s philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Chemtech Industrial Valves Limited has a strong legacy of fair, transparent and ethical governance practices. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders. As a corporate citizen, Company’s business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders.

The Company maintains a comprehensive set of compliance policies and procedures which assist us to comply with the law and conduct our business in an honest, ethical and principled way.

The Company not only adheres to the prescribed corporate practices as per SEBI LODR but is constantly striving to adopt emerging best practices worldwide. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfillment of stated goals and objectives.



II. Board of Directors:

a) The Board Structure:

The Board of Directors is the apex body constituted by the Shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic directions, management policies and their effectiveness, and ensures that Shareholders' long-term interests are being served.

The Company has an optimal combination of Executive, Non-Executive and Independent Directors to maintain the independence of the Board from the management, which is in conformity with the requirement of Section 149(4) of the Companies Act, 2013 ("the Act") and Regulation 17 of the Listing Regulations. The Board of Directors of the Company comprised of 06 (Six) Directors as on March 31, 2023, which includes the Chairman & Managing Director and 2 (Two) Whole-Time Executive Directors. The remaining 03 (Three) are Non-Executive Independent Directors. Since the Chairman of the Company, an Executive Director is a Promoter of the Company, half of the Board of Directors is comprised of Independent Directors.

Below was the composition of the Board of Directors as on March 31, 2023:

Sr No	Name of the Director	Category	Date of Appointment	No. of positions held in Companies other than the Listed Entity			
				Board		Committees	
				Chairman	Member	Chairman	Member
1	Harsh Pradeep Badkur (DIN: 00676715)	Chairman & Managing Director	30/09/2010	NIL	NIL	NIL	NIL



2	Ignatious David Chittatukara Inasu	Executive, Whole-Time Director	15/01/1997	NIL	NIL	NIL	NIL
3.	Puneet Pradeep Badkur	Executive, CFO & Whole-Time Director	05/05/2017	NIL	NIL	NIL	NIL
4.	Niranjay Amritlal Choudhary (DIN: 01891472)	Non-Executive & Independent Director	08/08/2013	NIL	NIL	NIL	NIL
5.	Manisha Yogesh Lakhani (DIN: 08672773)	Non-Executive & Independent Women Director	22/01/2020	NIL	NIL	NIL	NIL
6.	Hemant Prahladdas Goyal* (DIN:00031162)	Non-Executive & Independent Director	19/05/2022	NIL	NIL	NIL	NIL

** Ms. Amita Jain was appointed as the Additional Non-executive Independent Director from 25th August, 2023.*

** Mr. Niranjay Choudhary ceased to be a Non-Executive Independent Director on 25th August, 2023.*



b) Directors' Directorships/Committee Memberships

None of the Directors of the Company is:

- a. A Director in more than 10 (Ten) public limited companies - As per Section 165 of the Act;
- b. An Independent Director in more than 7 (Seven) listed companies OR 3 (Three) listed Companies (in case he / she serves as a Whole Time Director in any listed Company - As per Regulation 17A of the Listing Regulations;
- c. A Member of more than 10 (Ten) Committees and Chairman / Chairperson of more than 5 (Five) Committees across all the Indian public limited companies in which he / she is a Director - As per Regulation 26 of the Listing Regulations.

Disclosure of relationships between directors inter-se

None of the Directors on the Board of the Company are related to each other except Mr. Harsh Pradeep Badkur and Mr. Puneet Pradeep Badkur as on 31st March, 2023.

c) Board meetings held and Directors' attendance record

The Board meets at least once in a quarter to consider among other businesses, quarterly performance of the Company and Financial Results. To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information is made available to the Board. The maximum time gap between any 2 (Two) Meetings of the Board is not more than 120 (One Hundred and Twenty) days. The agenda of the Board is circulated in advance and contains all the relevant information. The Board periodically reviews compliance reports of all laws applicable to the Company. During the Financial Year 2022-23, 12 (Twelve) Board Meetings were held. The Board had accepted all the recommendations of all the Committees of the Board of Directors during the Financial Year 2022-23.

Details of dates of Board Meeting and attendance of each Director at the Meeting of the Board of Directors and last Annual General Meeting during the Financial Year 2022-23 are stated below:



S N	Date of Board Meeting	Name of the Directors on the Board of the Company					
		Harsh Badkur	Ignatious David	Puneet Badkur	Niranjay Choudhary	Hemant Goyal	Manisha Lakhani
1	01 st April, 2022	✓	✓	✓	✓	NA	✓
2	07 th April, 2022	✓	✓	✓	✓	NA	✓
3	10 th May, 2022	✓	✓	✓	✓	NA	✓
4	19 th May, 2022	✓	✓	✓	✓	NA	✓
5	14 th June, 2022	✓	✓	✓	✓	A	✓
6	18 th July, 2022	✓	✓	✓	✓	A	✓
7	30 th July, 2022	✓	✓	✓	✓	A	✓
8	11 th August, 2022	✓	✓	✓	✓	A	✓
9	14 th November, 2022	✓	✓	✓	✓	✓	✓
10	12 th December, 2022	✓	✓	✓	✓	A	✓
11	04 th January, 2023	✓	✓	✓	✓	✓	✓
12	09 th February, 2023	✓	✓	✓	✓	✓	✓
No of Board Meetings held		12	12	12	12	12	12
No of Board meeting attended		12	12	12	12	3	12
Attendance in last AGM held on 16th August, 2022		✓	✓	A	✓	A	A
✓ Attended the meeting							
A- Leave of Absence							



1. Mr. Niranjay Choudhary (Independent director & Chairman of Audit Committee and Stakeholder Relationship Committee) attended the Annual General Meeting through Video Conference.
2. Ms. Amita Jain is appointed as the *Additional* Non-Executive Independent Director of the Company w.e.f 25th August, 2023.
3. Mr. Niranjay Choudhary ceased to be a Non-Executive Director on 25th August, 2023.

d) Number of shares and convertible instruments held by Non- Executive Directors

During the Financial Year 2022-23, none of the Non-Executive Directors of the Company hold any equity shares and convertible instruments of the Company.

e) Skills/expertise/competence of the Board of Directors

The Company has identified the following skills/expertise/competence set with reference to its Business and Industry which are available with the Board:

SN	Name of the Director	Skills/Expertise
1	Harsh Pradeep Badkur	Expert in handling Global Business, Leadership, Strategic Planning;
2	Puneet Pradeep Badkur	Expert in negotiations, cracking deals, financial planning;
3	Ignatious David Chittatukarakaran Inasu	Technical expertise, looks after Production & Design related aspects;
4	Niranjay Amritlal Choudhary	Industry Knowledge and experience;
5	Manisha Yogesh Lakhani	Goveranance, Legal and Regulatory, Leadership



6	Hemant Prahладdas Goyal	Expert in managing risk and strategic management
7	Amita Jain	Expertise in Direct taxes

f) Independent directors

A separate meeting of Independent Directors was held on February 13, 2023, which was attended by all the Independent Directors of the Company. All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. The Board of Directors of the Company hereby confirms that in their opinion, all the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management of the Company.

All Independent Directors of the Company have been appointed as per the provisions of the Act. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website viz. http://chemtechvalves.com/downloads/Terms-and-Conditions-of-appointment-of-the-Independent-Directors_.pdf

g) Familiarization Programme for Non-Executive Independent Directors

The Company has conducted the familiarisation program for Independent Directors during the year. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatise them with the processes, businesses and functionaries of the Company and to assist them in performing their role as Independent Directors of the Company.

At the time of appointment of a Director, a formal letter of appointment is given which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company.



The Director is also explained in detail, the Compliance required from him under the Act, the Listing Regulations and other various statutes and an affirmation is obtained. Details of the programmes for familiarisation of Independent Directors with the working of the Company are available on the website of the Company and can be accessed on <http://www.chemtechvalves.com/investor-relations10.htm>

h) Information placed before the Board

The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

III) Committees of Board:

The Board of the Company has duly constituted Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Committees of Board meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Meeting of Committees are placed before the Board for their noting, consideration and approval. During the financial year the Company has three (3) Board Level Committees:

- A) Audit Committee;
- B) Nomination and Remuneration Committee;
- C) Stakeholders' Relationship Committee;

A. Audit Committee

Composition

The Audit Committee is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 of the Listing Regulations. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.



The Audit committee consists of three members and is chaired by an Independent Director. Mr. Niranjay Choudhary, Independent Director is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. Harsh Badkur, Managing Director and Mrs. Manisha Lakhani, Independent Director.

Ms. Prachi Kothari, Company Secretary and Compliance Officer acts as the Secretary for the Audit Committee.

Meeting and Attendance

During the Financial Year 2022-23, the Audit Committee met six (6) times. The dates of the meetings of Audit Committee and the attendance of the members in the respective meeting are stated in the table below. The maximum gaps between two consecutive meetings were not more than 120 days. The requisite quorum was present at all the Meetings held during the year. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 16th August, 2022.

The table below provides the date of the meeting held in the Financial Year 2022-23 and attendance of the members of the Audit Committee in respective meeting:

Sr No	Date of Audit Committee Meeting	Name of the Director & their Designation		
		Mr. Niranjay Choudhary Independent Director Chairman	Mr. Harsh Badkur Managing Director	Ms. Manisha Lakhani Independent Director
			Members of Committee	
1	01 st April, 2022	✓	✓	✓
2	10 th May, 2022	✓	✓	✓
3	19 th May, 2022	✓	A	✓
4	11 th August, 2022	✓	✓	✓



5	14 th November, 2022	✓	✓	✓
6	9 th February, 2023	✓	✓	✓
No of Meeting held		6	6	6
No of Meeting attended		6	5	6
✓	Attended the meeting			
A	Leave of Absence			

* Mr. Niranjay Choudhary ceased to be a Non-Executive Director on 25th August, 2023.

*Ms. Amita Jain is appointed as the Additional Non-executive Independent Director from 25th August, 2023.

Terms of reference

The Board has framed the Audit Committee charter for the purpose of effective compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee inter-alia performs the following functions:

- Review the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Review with the management, performance of statutory and internal auditors and review of adequacy of the internal control systems;
- Recommend appointment of Statutory, Internal and Cost Auditors and their remuneration;
- To examine / review the financial statement and the Auditors' Report thereon with the Management, before submission to the board of directors for approval, with particular reference to:
 - i. matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act;
 - ii. changes, if any, in accounting policies and practices and reasons for the same;



- iii. major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to financial statements;
 - vi. disclosure of any related party transactions; and
 - vii. modified opinion(s) in the draft audit report
- Discussion with the Auditors on internal control systems and scope of audit, including the observations of the Auditors, adequacy of the internal audit system and major accounting policies;
 - Review quarterly, half-yearly and annual financial statements before submission to the Board of Directors;
 - Review and monitor the auditor's independence and performance, and effective of the audit process;
 - Scrutiny of the inter corporate loans and investments;
 - Valuation of the undertaking or assets of the company, wherever it is necessary;
 - Evaluation of the internal financial controls and risk management systems;
 - Review the functioning of the Whistle Blower Policy mechanism;
 - Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - Review statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
 - To perform such other functions and duties as may be required to be performed by the Audit Committee under the applicable provisions of the Companies Act and/or the Rules made thereunder and/or the Listing Regulations, including any amendment(s) thereto as may be made from time to time.



B. Nomination and Remuneration Committee

Composition

The Composition and quorum of NRC are in accordance with the provisions of Section 178(1) of the Act and Regulation 19 of the Listing Regulations.

The Nomination and Remuneration Committee (“NRC”) comprises of Three Non-Executive Independent Directors. Mr. Niranjay Choudhary, Independent Director, is the Chairman of the NRC. The other members of the NRC include Mrs. Manisha Lakhani, Independent Director and Mr. Hemant Prahladdas Goyal, Independent Director.

Ms. Prachi Kothari, Company Secretary and Compliance Officer acts as the Secretary for the Audit Committee.

Meeting and Attendance

During the Financial Year 2022-23, the NRC met two (2) times. The dates of the meetings of NRC and the attendance of the members in the respective meeting are stated in the table below. The requisite quorum was present at all the Meetings held during the year. The Chairman of the NRC was present at the last Annual General Meeting of the Company held on 16th August, 2022.

The table below provides the date of the meeting held in the Financial Year 2022-23 and attendance of the members of the NRC in respective meeting:

Sr. No	Date of Nomination & Remuneration Committee Meeting	Name of the Director & their Designation		
		Mr. Niranjay Choudhary Independent Director Chairman	Ms. Manisha Lakhani Independent Director	Mr. Hemant Goyal Independent Director
			Members of the Committee	
1	01 st April, 2022	✓	✓	NA
2	19 th May, 2022	✓	✓	NA



No of Meeting held	2	2	0
No of Meeting attended	2	2	0
✓ Attended the meeting			
A Leave of Absence			

**Ms. Amita Jain is appointed as the Additional Non-executive Independent Director from 25th August, 2023*

** Mr. Niranjay Choudhary ceased to be a Non-Executive Independent Director on 25th August, 2023.*

Terms of Reference

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the Listing Regulations, which are as follows:

1. To formulate the criteria to determine qualification, positive attribute and independence of a director and recommend to the Board a policy, relating to the remuneration of the Director, Key managerial Personnel and other employees.;
2. To formulate criteria for the evaluation of the Independent Director and the Board;
3. To devise a policy on Board diversity;
4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and their removal;
5. To consider and adopt and adhere to the nomination and remuneration policy.

The Company has Nomination and Remuneration Policy, which provides the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees in accordance with the provisions of Section 178 of the Companies Act, 2013. The Nomination, Remuneration and Board Diversity Policy is available on the Company's website viz.,

During the Financial Year 2022-23, the Company has not paid any remuneration or sitting fees to the Independent Directors appointed on the Board of the Company.



Stakeholders Relationship Committee

Composition

The Composition of Stakeholder Relationship Committee is in accordance with the provisions of Section 178(1) of the Act and Regulation 20 of the Listing Regulations.

The Stakeholder Relationship Committee (“SRC”) consists of the three Directors where majority being the Non-Executive Independent Director. The Committee is chaired by Mr. Niranjay Choudhary, Independent Director of the Company. The other member comprise of Mr. Puneet Badkur, Chief Finance Officer & Whole Time Director and Mr. Hemant Prahladdas Goyal, Independent Director.

Meeting and Attendance:

During the Financial Year 2022-23, one (1) meeting of Stakeholder Relationship Committee was held in compliance with the requirement of Section 178(1) of the Act and Regulation 20 of the Listing Regulations. The requisite quorum was present at the Meeting held during the year. The Chairman of the Stakeholder Relationship Committee was present at the last Annual General Meeting of the Company held on 16th August, 2022.

Date of the meeting and the attendance of the members in the meeting are highlighted in the table below:

Sr No	Date of Stakeholder Relationship Committee Meeting	Name of the Director & their Designation		
		Mr. Niranjay Choudhary Independent Director	Mr. Puneet Badkur CFO & WTD	Mr. Hemant Goyal Independent Director
		Chairman	Members of the Committee	
1	01 st April, 2022	✓	✓	NA



No of Meeting held	1	1	1
No of Meeting attended	1	1	0
✓ Attended the meeting			
A Leave of Absence			

* Ms. Amita Jain is appointed as the Additional Non-executive Independent Director from 19th May, 2022.

* Mr. Niranjay Choudhary ceased to be a Non-Executive Independent Director on 25th August, 2023.

Name and designation of Compliance Officer:

Ms. Prachi Kothari, Company Secretary is the Compliance Officer of the Company.

Details of Shareholders' Complaints Received, Solved and Pending Share Transfers during the Financial Year 2022-23:

Complaints outstanding as on April 1, 2022	Nil
Complaints received during the year ended March 31, 2023	Nil
Complaints resolved during the year ended March 31, 2023	Nil
Complaints outstanding as on March 31, 2023	Nil

Shareholders'/Investors' complaints and other correspondence are normally attended to within 7 (seven) working days except those which are constrained by disputes or legal impediments.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.



The committee specifically monitors expeditious redressal of Shareholders & Investor Complaints received from Stock Exchanges, SEBI, ROC, etc. relating to transfer/transmission of shares, non- receipt of Dividends, non- receipt of annual reports, dematerialization of shares and other investor related matter. The Committee also monitors transfer and transmission of shares and split and consolidation of share certificates, if any.

Remuneration to Executive Directors

The remuneration of the Managing Director and Executive Directors is in consensus with the Company's size, industry practice and overall performance of the Company. The Nomination and Remuneration Committee submits its recommendation to the Board, which after considering the recommendation takes decision on the remuneration payable to the Managing Directors and Executive Directors (which also includes annual increments and performance bonus) in accordance with the provisions of the Companies Act, 2013, subject to approval of the Members, wherever required.

The details of remuneration packages of the Executive Directors are given herein below:

SR NO	Name of the Director & their Designation			
		Mr. Harsh Badkur (Chairman Managing Director)	Ignatious David & Chittatukarakaran Inasu (Whole Time Director)	Mr. Puneet Badkur (Whole Time Director & CFO)
1	Salary and Allowances	11,70,000	11,70,000	7,80,000
2	Perquisites	0	0	0
3	Retirement Benefits	0	0	0
4	Total	11,70,000	11,70,000	7,80,000



Performance Evaluation Criteria for Independent Directors

Performance evaluation of Directors is carried out through a structured questionnaire which was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In particular, an Independent Director shall be a person who shall:

- i. upholds ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his duties;
- iii. exercise his responsibilities in a bona fide manner in the interest of the Company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;
- vi. not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. refrain from any action that would lead to loss of his independence;
- viii. where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.



Directors with materially significant Related Party Transactions, pecuniary or business relationship with the Company (need to confirm)

Except for drawing remuneration by the Managing Director and the Executive Directors; none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company. Attention of the Members is drawn to the disclosures of transactions with Related Parties as set out in Note No. 41 to the Standalone Financial Statement forming a part of the Annual Report.

In preparation of the Financial Statements, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements.

Number of shares and convertible instruments held by Non-Executive Directors as on March 31, 2023 is given below:

SR NO	Name of the Directors	Equity Shares Held
1.	Mr. Niranjay Choudhari	0
2.	Mrs. Manisha Lakhani	0
3.	Mr. Hemant Goyal	0

** Mr. Niranjay Choudhary ceased to be a Non-Executive Independent Director on 25th August, 2023.*

** Ms. Amita Jain is appointed as the Non-executive Independent Director from 25th August, 2023.*

IV. Information on General Body Meetings:

a. Details of Last Three Annual General Meetings Held

The last three Annual General Meeting of the Company were held within the Statutory Time period and the details of the same provided hereunder:



Financial year	Date and Time	Venue	Details of Special resolution passed
2021-22	26 th AGM, 16 th August, 2022 at 10:00 AM IST	At the registered office of the Company, Kanjur Marg	1. Appointment of Mr. Hemant Goyal (DIN: 00031162), Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company.
2020-21	25 th AGM, 30 th September, 2021 at 11:00 AM IST	At the registered office of the Company, Kanjur Marg	None
2019-20	24 th AGM: September 29, 2020 at 03.00 PM IST	Held through Video conferencing / other Audio visual means	1. Approval of remuneration to Mr. Harsh Badkur, Managing Director for the remaining period of his present tenure; 2. Approval of remuneration to Mr. Ignatious David, Whole Time Director for the remaining period of his present tenure; 3. Appointment of Mr. Puneet Badkur as the Whole Time Director on the Board of the Company.



b. Details of Special Resolutions passed at the Extraordinary General Meetings (EGM) during the Financial Year 2022-23:

No Extraordinary General Meeting was held during the Financial Year 2022-23.

c. Postal Ballot

During the year under review, no postal ballot was conducted.

V. Means of Communication:

- The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in Business Standard (English newspaper) and Pratahkal (local language Marathi newspaper), within forty-eight hours of approval thereof.
- The Company's financial results are displayed on the Company's <http://www.chemtechvalves.com/investor-relations7.htm>
- The presentation made to the institutional investors or/ and analysts, if any are also posted on the Company's website. During the Financial Year 2022-23 no presentation was made to institutional investors or analyst or any other enterprise.
- The Annual Report containing inter-alia the Audited Standalone Financial Statements, Auditors' Report thereon, Directors Report, Corporate Governance Report and Management Discussion and Analysis report is circulated to the Members and others entitled thereto. The Annual Report is also available on the website of the Company and on the website of the Stock Exchanges where the Company's shares are listed.
- Management Discussion and Analysis report forms part of the Annual Report.



- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange viz. BSE Limited is filed electronically. The Company has complied with filing submissions through BSE’s BSE Listing Centre.
- A separate dedicated section under “Investors Relation”, on the Company’s website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors/public.
- The Company has designated the e-mail id: investors@chemtechvalves.com exclusively for investor relation, and the same is prominently displayed on the Company’s website <http://www.chemtechvalves.com/investor-relations5.htm>

VI. General Shareholders Information:

Scrip ID on BOLT system	CHEMTECH
ISIN No.	INE212P01011
Address of Correspondence	105, Hiranandani Ind. Estate, Opp. Kanjurmarg Railway Station, Mumbai – 400078 Telephone No. +91-2225839500 / 8220 Email: investors@chemtechvalves.com Website: www.chemtechvalves.com
Plant Location	Chemtech Industrial Valves Ltd Survey No.37, Kondala road, Village Vadavali, Kudus, Taluka Wada, Dist. Palghar – 421312
Listing on Stock Exchange Code	Bombay Stock Exchange (BSE) Limited Exchange Code: 537326



a. Annual General Meeting for the Financial Year 2022-23:

Day and Date	Friday, 29 th September, 2023
Time	12:00 P.M.
Mode	VC/OAVM
Book Closure Date For AGM	20 th September, 2023
Financial Year	2022-23

b. Tentative Calendar for the financial year ending March 31st March, 2024

The below stated table highlights the tentative dates for the meeting of the Board of Directors in which the financial results (unaudited and audited, as the case may be) shall be considered and approval.

Sr No.	Particulars of Quarter	Tentative Dates*
1	First Quarter Result	2 nd week of August, 2023
2	Second Quarter & Half Yearly Results	2 nd week of October, 2023
3	Third Quarter & Nine Months Ended Results	2 nd Week of February, 2024
4	Fourth Quarter & Annual Results	2 nd Week of May, 2024

*or such other dates as may be allowed by SEBI/MCA

Dividend payment date

During the financial year 2022-23, the Company has not recommended any dividend to the shareholders of the Company. Hence the disclosure of dividend payment date is not mentioned in this report.



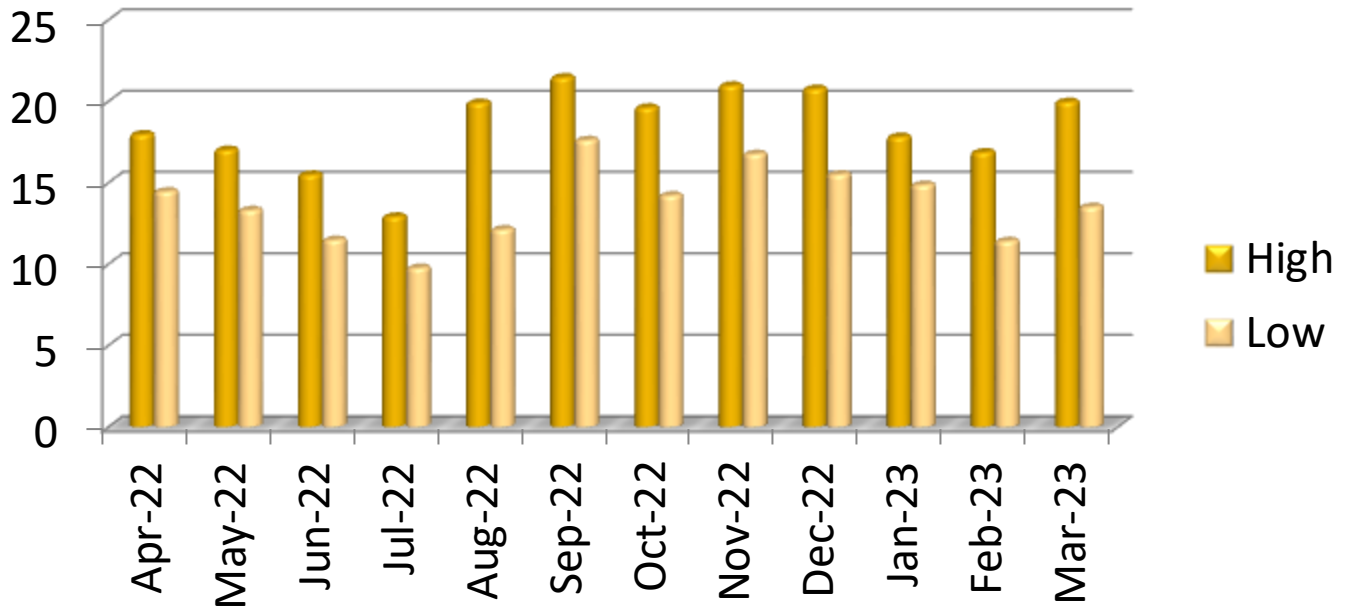
d. Details of the Stock Exchange

The shares of the Company are listed on Bombay Stock Exchange having its office at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. During the Financial Year 2022-23, the Company has duly paid the annual listing fees to the stock exchange.

e. Market price data

Monthly high and low quotation of shares traded on BSE during the Financial Year 2022-23:

Month	High Price	Low Price
April-2022	17.95	14.45
May-2022	17.00	13.30
June-2022	15.48	11.47
July-2022	12.90	9.75
August-2022	19.89	12.11
September-2022	21.45	17.60
October-2022	19.60	14.20
November-2022	20.95	16.75
December-2022	20.75	15.50
January-2023	17.80	14.85
February-2023	16.85	11.40
March-2023	19.95	13.50

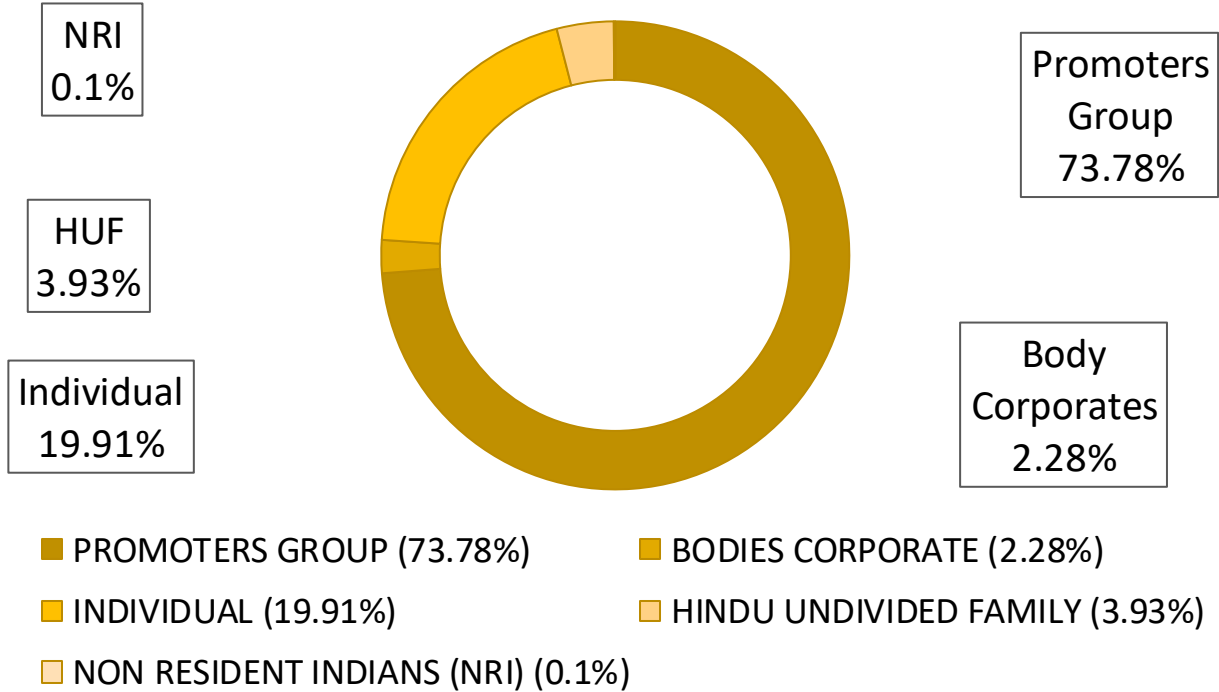


Categories of equity shareholding as on 31st March, 2023:

Category	Number of Equity shares held	% of Shareholding
Promoters	8475309	73.78
Public	3012024	26.22
Total	11487333	100



Shareholding Pattern As On March 31, 2023



f. Suspension of securities from trading

During the Financial Year 2022-23, no securities of the Company are suspended from trading.

g. Registrar and Share Transfer Agent & Share Transfer System

Bigshare Service Private Limited is the Registrar and Share Transfer Agent who is the common agency appointed to provide the services related to shares. The shares are lodged for transfer at the Registrar or respective depository and are processed and returned to shareholders within the stipulated time.

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 01, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, the shares of the Company are entirely in the dematerialized form.



h. Distribution of Shareholdings as on March 31, 2023

Slab of Shareholding	No. of shareholders	% of shareholders	Total Shares	% of amount
Upto 500	588	60.7438	65681	0.5718
501-1000	85	8.781	70284	0.6118
1001-2000	71	7.3347	111859	0.9738
2001-3000	29	2.9959	72752	0.6333
3001-4000	25	2.5826	92794	0.8078
4001-5000	15	1.5496	72903	0.6346
5001-10000	86	8.8843	677256	5.8957
10001 and Above	69	7.1281	10323804	89.8712
Total	968	100.00	11487333	100

i. Dematerialization of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialized form on BSE. Equity shares of the Company are fully dematerialized (NSDL 49.35% and CDSL 50.65%) as on March 31, 2023. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE212P01011.

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges where the Company's shares are listed.



j. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on 31st March, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

k. Commodity price risk and Commodity hedging activities

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.

Therefore, there is no disclosure to offer in terms of SEBI circular. SEBI/HO/CFD/CMD1/CIR/P/2018/000000141 dated November 15, 2018.

VII. Other Disclosures:

a. Related party Disclosures

The Related party transactions entered during the financial year as defined under the Act and Regulation 23 of the Listing Regulations were on arm's length basis and are in compliance with the requirements of the provisions of Section 188 of the Act.

A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

None of the transactions with Related Parties were in conflict with the interest of Company. There were no materially significant transactions with Related Parties during the financial year. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS".

In pursuance of Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is made available on the website of the Company i.e. <http://chemtechvalves.com/downloads/Related-Party-/Related-Party->



In pursuance of Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is made available on the website of the Company i.e. <http://chemtechvalves.com/downloads/Related-Party-/Related-Party->

b. Details of Non-Compliances and penalty imposed

For the financial year 19-20 to 21-22, the Company was in compliance with all the requirement of Listing Regulations and hence no penalties were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets.

However, during the financial year 19-20, following were the instances of non-compliances and the penalties levied by SEBI:

- Delay in submission of Statement of Investor Compliant for the quarter ended September 30, 2019 pursuant to Reg. 13(3) of Listing Regulation. The said report was submitted on November 01, 2019 and the default was made good by paying penalty Rs.11,800/- as levied by BSE.
- Delay in submission of Shareholding pattern for the quarter ended September 30, 2019 pursuant to Reg. 31 of Listing Regulations. The said report was submitted on November 02, 2019 and the default was made good by paying penalty Rs.23,600/- as levied by BSE.
- Delay in submission of report pursuant to Regulation 76 of SEBI (Depository and Participants) Regulation, 2018. The said report was submitted on November 01, 2019 and the default was made good.
- Delay in submission of report pursuant to Regulation 40(9) of the Listing Regulation for the half year ended September 30, 2019. The said report was submitted on November 01, 2019 and the default was made good.
- Delay in submission of Corporate Governance report for the quarter ended September 30, 2019 pursuant to Reg. 27(2) of Listing Regulations. The said report was submitted on November 04, 2019 and the default was made good by paying penalty Rs.37,760/- as levied by BSE.
- Delay in submission under Regulation 7(3) of Listing Regulation for the half year ended September 30, 2019. The said report was submitted on November 01, 2019 and the default was made good.



- Delay in submission of voting results of Annual General Meeting held on September 20, 2019 under Regulation 44 of the Listing Regulation. The said Voting results were submitted on September 23, 2019 at 02.06 p.m. and the default was made good.
- Delay in submission of outcome of Meeting of the Board of Directors held on May 29, 2019 for the year ended 31st March, 2019 under Regulation 30 of the Listing Regulation. The said outcome was submitted on May 29, 2019 at 5.55 p.m. (i.e. 30 minutes later from the conclusion of the Meeting of the Board) and the default was made good.

c. Whistle Blower Policy

In pursuance to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for Directors and employees of the Company to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors and direct access to the Chairman of the Audit Committee in exceptional cases.

During the Financial Year 2022-23, none of the personnel of the Company have been denied access to the Audit Committee. The Policy of Whistle Blower is displayed on the Company's website viz. <http://www.chemtechvalves.com/investor-relations10.htm>.

d. Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company is in compliance with all the mandatory requirements of SEBI (LODR), 2015, as applicable during the Financial Year 2022-23. Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to-time.

e. Web-Link where policy for determining "material subsidiaries" is disclosed

Your Company doesn't have any material subsidiary Company.

f. Web-Link where policy on dealing with related party transactions

[Related-Party-Transactions.pdf \(chemtechvalves.com\)](#)



g. Details of utilization of funds raised through preferential allotment or qualified institutions placement

During the Financial Year 2022-23, the Company has not made any preferential allotment or qualified institutions placement. Therefore, the disclosure of utilization of funds raised through preferential allotment or qualified institutions placement under Regulation 32(7A) of the SEBI (LODR), Regulation, 2015 is not applicable.

h. Certificate from a Company Secretary in practice that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority

The Company has received Certificate from M/s Pimple & Associates, Practicing Company Secretaries that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section of Corporate Governance Report as Annexure A.

i. Where the board had not accepted any recommendation of any committee which is mandatorily required, in the relevant financial year

During the Financial Year 2022-23, Board of the Company has made necessary discussion with the Committee on the transaction entered by the Company, wherever required.

Accordingly, all the recommendation mandatorily required were taken into consideration by the Board of Directors of the Company.

j. Total fees to the statutory auditor

Details of fees paid to M/s Raju & Prasad, Chartered Accountants (Firm Registration No. 003475S) for availing the services and all entities in the network of the firm are highlighted in the table stated below:



Particulars	Fees
Statutory Audit fees	130,000
Tax Audit	30,000

k. Disclosures in relation to the Sexual Harassment of Women

The details of number of complaints filed, disposed of during the year and pending as on March 31, 2023 are given in the Directors entities

The disclosures of complaints for the Financial Year 2022-23 in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are highlighted below:

Particulars	Figures
Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year	0

l. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Neither your Company nor its subsidiaries have given any loans and advances in the nature of loans to firms/companies in which directors are interested.



m. Affirmation

Details of Adoption of Discretionary Requirements

The status of compliances of Discretionary requirements as specified under Regulation 27(1) of the SEBI (LODR) Regulation, 2015 is highlighted below:

The Board

The requirement of maintenance of the Chairman's office by the Non-Executive Director is not applicable to the Company as the office of Chairman is held by Mr. Harsh Badkur, Executive Director on the Board of the Company.

Shareholder Rights

The Company till date has not adopted the practice of sending half-yearly declaration of financial performance to shareholders of the Company. Further, quarterly results (audited and unaudited) as approved by the Board of the Directors are disseminated to BSE and updated on the website of the Company for the perusal of the shareholders.

Reporting of Internal Auditor

In accordance to section 138 of the Act, Internal Auditor is appointed by the Company to look into the internal control system and reporting of the same is made to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action, if any.

Non-compliance of any requirement of corporate governance report, if any

For the Financial Year 2022-23, the Company is in compliance of requirement of Corporate Governance report as specified under Schedule V of the Listing Regulations and the necessary disclosures are made in this report.



❑ **Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2) of Listing Regulations**

The Company is in compliance with the mandatory requirements of corporate governance under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub regulation (2) of Regulation 46 of the Listing Regulations.

Declarations

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) certification

As required by Listing Regulations, the CEO and CFO certification on the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for FY 2022-23 is annexed to this Report.

Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed Ind AS referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

Compliance with the Code of Conduct and Business Ethics

In pursuance of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members of Board and Senior Management Personnel of have affirmed compliance with Code of Conduct of Chemtech Industrial Valves Limited for the year ended March 31, 2023.



Registered office:

For and on behalf of the Board of
Director

105 Hiranandani Indl Estate,
Opp. Kanjur Marg Railway
Station, Mumbai-400078

Sd/-

Sd/-

Puneet Pradeep Badkur

Harsh Pradeep Badkur

Place: Mumbai

Whole Time Director & CFO

Chairman & Managing
Director

Date: 31st August 2023

DIN: 07803209

DIN: 00676715



CFO COMPLIANCE CERTIFICATION

To,
The Board of Directors,
Chemtech Industrial Valves Limited,

I the undersigned, in the capacity of Chief Finance Officer of Chemtech Industrial Valves Limited, in compliance of Regulation 17(8) read with Schedule II Part B of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 hereby certify that:

A. I have reviewed the Audited Financial Statements and the Cash Flow Statement for the Quarter, Half Year and Year ended 31st March, 2023 and that to the best of my knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Listed Entity during the quarter, half year and year ended 31st March, 2023 which is fraudulent, illegal or violative of the listed entity's code of conduct.

C. I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Listed Entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.



D. I have indicated to the Auditors and the Audit committee:

- (1) Significant changes in internal control over financial reporting during the quarter, half year and year ended 31st March, 2023;
- (2) Significant changes in accounting policies during the quarter, half year and year ended 31st March, 2023 and that the same have been disclosed in the notes to the financial statements;

E. all Board Members and Senior Management Personnel have affirmed Compliance with Code of Conduct and Ethics for the year ended 31st March, 2023.

FOR CHEMTECH INDUSTRIAL VALVES LIMITED

Place: Mumbai

Puneet Pradeep Badkur

Date: 31st August 2023

Whole-Time Director & Chief Finance Officer



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Chemtech Industrial Valves Limited,
105, Hiranandani Industrial Estate,
Opp. Kanjur Marg Railway Station,
Mumbai -400 078, Maharashtra, India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Chemtech Industrial Valves Limited** having CIN-**L29299MH1997PLC105108** and having registered office at 105, Hiranandani Industrial Estate, Opp. Kanjur Marg Railway Station, Mumbai – 400 078, Maharashtra, India (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.



SN	Name of Director	DIN	Date of appointment in Company*
1	Mr. Harsh Pradeep Badkur	00676715	30/09/2010
2	Mr. Ignatious David Inasu Chittatukarakaran	01750827	15/01/1997
3	Mr. Niranjay Amritlal Choudhary (Resigned on 25 th August 2023)	01891472	08/08/2013
4	Mr. Puneet Pradeep Badkur	07803209	05/05/2017
5	Mrs. Manisha Yogesh Lakhani	08672773	22/01/2020
6	Mr. Hemant Prahladdas Goyal	00031162	19/05/2022
7	Ms. Amita Jain	08093513	25/08/2023

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pimple & Associates
Practicing Company Secretary

Sd/-

Rohini Janardan Pimple
(Proprietor)

Mem No.: 51452

COP No.: 21773

UDIN: A051452E000876463

Date: 28/08/2023

Place: Mumbai



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Chemtech Industrial Valves Limited

We have examined the compliance of conditions of Corporate Governance by **Chemtech Industrial Valves Limited** having CIN: **L29299MH1997PLC105108**, for the year ended 31st March, 2023 stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in said Clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on 31st March, 2023 except as disclosed in the Corporate Governance Report submitted by the management of the Company which is a part of this Annual Report.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate is being issued at the specific request of the client and we owe no financial or other liability in respect of the same to anyone relying on this Certificate.



For Raju & Prasad Chartered Accountants

Firm Reg. No. 003475S

Sd/-

Avinash T Jain

Mem No. 041689

COP No.: 21773

UDIN: 23041689BGVQUY4189

Place: Mumbai

Date: 28/08/2023

Industry Structure and Development

Our Company is in the business of manufacturing of industrial valves since years together and is exploring the industry. A valve is one such device that is known for regulating, directing or controlling a fluid flow. It opens, closes or partially obstructs different passageways. Technically these are fittings. The modern control valves are regulating pressure and flow downstream as well as operating on well-known automation system. Valves are also of great use in military as well as transport sectors. There are many new Companies coming up in the market who show great interest of investing in the valve manufacturing business. Valve suppliers in Asia have their ranks increased. Within the country's flourishing economy, these Companies are able to meet the fast growing demand for industrial valves. The global Valves market size is expected to gain market growth in the forecast period of 2021 to 2025, with a CAGR of 1.3% in the forecast period of 2021 to 2025.

Chemtech Industrial Valves Limited started its operations from manufacturing general-purpose valves. Over the years, the Company has continually gone a step ahead of the needs of emerging markets and developed high value-added products, advancing from manually operated shut-off valves to automated control valves, and from single valves to complex modular products. Our strategy is to be a navigator for our clients as they ideate, plan and execute on their journey.

In addition, the Company works actively on technological development that has less impact on people and the global environment such as engineering methods, development of materials and material procurement. For the development of materials, in particular, we focus on product development.

Opportunities & Threat:

Fully Integrated Manufacturing Facility

Our manufacturing facility is fully integrated and self-sufficient. The raw materials and consumables are readily available. Further, all other utilities like fuel, power and human resources have posed no hurdle till date. All the equipment required for manufacturing the products are in place.

Experienced Management Team

The Company is managed by a team of professionals led by Chairman, Mr. Harsh Pradeep Badkur, who has over a decade of experience in this business. We believe our growth strategy in combination with management's demonstrated ability to consistently meet the customers' high expectations for quality and reliability, serves as a foundation for future revenue growth and stable operating profit. The Promoter and Senior Management team of our Company has significant industry experience and has been instrumental in the consistent growth of our Company's performance.

Continuous focus on developing innovative products

For any Company, innovation and technical progress are key factors for its success in the long term. Our Company constantly encourages its people to innovate and develop new products for catering to demands of our customers. We are in constant touch with our clients in order to assess their requirements for increasing their process efficiency. This has helped our Company to become a Solution Provider and not just a manufacturing concern.

CHEMTECH INDUSTRIAL VALVES LTD (CIVL) has been granted a Patent for its Innovative Product, Line Blind. This Product helps End Users across Industries achieve over 90% Cost Savings in Pipeline Blanking Costs, all while increasing Safety during Blanking Operations.

Strong Customer-Base

We have long-standing relationships with our customers for whom we have executed repeated orders over an extended period of time, which we believe have been established and are strengthened by the dedicated infrastructure and our ability to meet Clients' requirements for customized products. Our customers include leading steel plants, government companies, engineering companies and EPC contractors.

In order to strengthen our relationship with our customers, we have appointed authorized representatives/ channel partners of the Company at most of our major client/consultant locations for handling day to day activities at their respective location. We also have representatives at various major cities. These representatives channel partners are responsible to generate business from their respective geographical region, liaising with existing customers, solving their queries and providing after sales service to the client. All the activities are taken place in close co- ordination with the client. Necessary technical help is provided to our representatives for conducting business on our behalf.

Technical expertise and industry experience

The promoter and the promoter group are experienced in our line of business. Further we have employed professionals having technical and commercial backgrounds. Our Company feels that the strength of any successful organization lies in both, the experience and guidance of its team leaders and the efficiency and technical capability of the staff.

Quality Assurance and Standards

Our company believes in imbining stringent quality standards in all our processes and products. Our company has been accredited with ISO 9001-2008 certification. Our company is dedicated towards quality of our products, processes and inputs. We adhere to quality standards as prescribed by our customers, which enable us to maintain our brand image in the market.

Segment wise performance

The Operation of the Company predominantly relates in two business segments i.e. "Manufacturing of Industrial Valves" and "Trading of various items for project sales". Business segments have been identified as separable primary segment in accordance with Indian Accounting Standard 108" Operating Segments" as prescribed under Companies (Accounting Standards) Rules, 2006, taking into menu the organizational and internal reporting structure as well as evaluation of risks and returns or these segments. The performances of both segments are well-tuned and the management is confident about achieving better performance for coming financial years.

Future Outlook

Riding on high demand and improved margins, all major industry players in India are planning for capacity expansions.

While your Company is active across a number of Sectors, a major focus shall be in the Steel Sector where the Company enjoys Tremendous Goodwill given the Credentials, we have created with all Major Steel Plants in India.

Economic revival has improved the demand sentiment & given the Strong Focus of the Government of India on Infrastructure over the next decade, we foresee Huge Investments being made in various Sectors including Roads / Ports / Housing for All / Railways / Rural Electrification / Smart Cities. All these Investments will require significant Steel Plant Capacity Expansion in India.

The Company has aligned its Product Range Offering to cater to all types of Valve requirements for Steel Plants, including Critical Large Diameter Valves.

The Steel Industry is currently on a Growth Spree in line with the National Steel Mission which envisages a Steel Making Capacity in India of 300 Million Tonnes by 2023 from the Current Capacity of apx 140 Million Tonnes.

This Growth in Capacity will see fresh Investments to the tune of Rs.3 Lakh Crores over the next 8 to 10 years. Industrial Valves would represent around 1% of this Capex, which your Company is strongly focusing to serve.

A majority of this Capex would be undertaken by the 5 Major Integrated Steel Plant groups in India i.e. JSW Steel Ltd, Jindal Steel & Power Ltd, Steel Authority of India Ltd, Arcelor Mittal Nippon Steel India Ltd, TATA Steel Ltd. Your Company is well positioned to cater to these Plants as these are Existing Customers of our Company & hence Revenue Visibility remains strong from our Steel Plant Customers in the coming 3 to 5 years.

Internal Control Systems & Their Adequacy

The Company has a sound internal control system commensurate with its size. Internal Audit reports are discussed by the professionals, members of audit committee & suitable corrective actions as suggested are adopted by the Board of Directors of the Company. We have always believed that transparency, systems and controls are important factors in the success and growth of any organization.

Discussion on financial performance with respect to operational performance

The financial performance is mentioned herein under:

PARTICULARS	31st March, 2023	31st March, 2022
Revenue from operation	20,42,00,734	11,49,37,886
Other Income	99,08,990	18,14,562
Total Revenue	21,41,09,724	11,67,52,448
Less: Depreciation	97,71,695	1,01,12,968
Less: Finance Charges	1,13,28,557	1,36,28,509
Less: Other Expenses	16,52,34,607	9,90,49,016
Profit/(Loss) before Taxation	2,77,74,864	(60,38,045)
Less: Deferred Tax	(1,18,657)	(4,30,657)
Net Profit/(Loss) after taxation	2,78,93,521	(56,07,388)

Material Development on Human Resources / Industrial Relations

The biggest strength of the Company has always been its people. Only with their participation we have managed to achieve a healthy work culture, transparency in working, fair business practice and a passion for efficiency. The Company follows a unique, home grown philosophy of allowing people to set their own targets and give them the freedom to achieve: 'I can'.

This philosophy has spread across all our employees and has been a constant source of motivation for our people. Further, to enhance their skills and enrich their experience, the Company provides continuous training. This includes workshops, courses, seminars and visit to the Company's plants. Of late, we have also started in-house conferences for various disciplines. Employees from all our offices are invited to participate. It is a useful forum for sharing experiences, ideas, innovations and developmental work undertaken in their respective work places. From the beginning, we have followed a progressive policy of taking keen interest in the well-being and progress of our people. All of this, we believe, has nurtured a strong sense of belonging among our people. During the year under review, Industrial Relations were cordial.

Cautionary Statement

Statement in the Management discussion & analysis describing the Company's objectives, projections, estimates & exceptions may be "forward looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic & overseas markets in which the Company operates & changes in the Government regulations, tax laws & other statutes & other incidental factors.

Registered office:

For and on behalf of the Board of
Director

105 Hiranandani Indl Estate, Opp.
Kanjur Marg Railway Station,
Mumbai-400078

Sd/-

Sd/-

Puneet Pradeep Badkur

Harsh Pradeep Badkur

Place: Mumbai

Whole Time Director
CFO

& Chairman & Managing
Director

Date: 31st August 2023

DIN: 07803209

DIN: 00676715



**TO THE MEMBERS OF
CHEMTECH INDUSTRIAL VALVES LIMITED**

Report on the Ind AS financial statements

Opinion

We have audited the accompanying Ind AS financial statements of **CHEMTECH INDUSTRIAL VALVES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss, the Cash Flow Statement, the Statement of Changes in Equity and notes to financial statements including a summary of the significant accounting policies and other explanatory information for the year then ended.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its Profit, changes in equity and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

This section of our auditors' report is intended to describe the matters selected from those communicated with those charged with governance that, in our professional judgment, were of most significance in our audit of the financial statements.

a) Revenue recognition (IND AS 115)

The application of the new standard on recognition of revenue involves significant judgement and estimates made by the management which includes identification of performance obligations contained in contracts, determination of the most appropriate method for recognition of revenue relating to the identified performance obligations, assessment of transaction price and allocation of the assessed price to the individual performance obligations. Audit procedure involved review of the company's IND AS 115 implementation process and key judgments made by management, evaluation of customer contracts in light of IND AS 115 on sample basis and comparison of the same with management's evaluation and assessment of design and operating effectiveness of internal controls relating to revenue recognition.

Based on the procedures performed, it is concluded that management's judgments with respect to recognition and measurement of revenue in light of IND AS 115 is appropriate.

Emphasis of Matter

Attention is drawn to Contingent Liability shown as a foot note to the Annual Financial Results, CKP bank's license is withdrawn by RBI and RBI has declared that Rs. 500000/- will be confirm given to depositors, which has been received by the company and adjusted against the current account balance that was held with the bank, the remaining amount will be given to deposit holders and shareholders if reserves are available. It is still recorded as an asset in financials, which will be reversed as and when confirmation comes from RBI about non-payment to depositors and shareholders.



The company has received a show cause notice from DGGI amounting to Rs. 3,94,48,606/- along with Interest and Penalties. However, the Management is contesting the same. Also, the company has already made a Pre-Deposit of Rs. 3,02,72,356/- Under Protest with GST Department which is shown on asset side under 'Note no. 12 – Other Current Assets' of Notes to accounts of Balance Sheet.

Also, the above mentioned fact is shown in Contingent liability in notes to account in 'Note no 34 (vi) and 34.3' of Notes to accounts of Balance Sheet. We do not qualify our opinion for the same.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process

Auditors' Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional Skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

A) As required by Section 143 (3 the Act,) of we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".



(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - refer Notes 34.1 and 34.3 to the Ind AS financial statements.

ii. The Company has long term contract but, does not have any derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transfer, to the Investor Education and Protection Fund by the Company during the year ended 31.03.2023

B) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For Raju & Prasad Chartered Accountants

Place: Mumbai

Date: 05.05.2023

FRN No. : 003475S

Sd/-

Avinash T Jain

Partner

Membership No.:-041689

UDIN: 23041689BGVQEJ3896



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our Independent Auditor's Report of even date to the members of **CHEMTECH INDUSTRIAL VALVES LIMITED** On the Ind AS financial statements as of and for the year ended 31.03.2023,

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- (b) As explained to us Property, Plant & Equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) According to information and explanations given to us and on the basis of our examination of records the title deeds of immovable properties are held in the name of the company.
- (d) The Company has not revalued any of its PPE (including right-of-use assets) and intangible assets during the year and hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, neither any proceedings have been initiated during the year nor are pending as at March 31, 2022 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988, as amended, and rules made thereunder and hence reporting under clause 3(i)(e) of the Order is not applicable to the Company.



- (ii) A) The inventories have been physically verified by the management at reasonable intervals during the year, except for goods in transit and those lying with third parties. The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business. As per the information and explanations given to us and on the basis of our examination of the records, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification of inventories as compared to book records.
- B) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not been sanctioned Cash Credit Facility on working capital limit in excess of Rs 5 crores, in aggregate, during the year.
- (iii) In respect of Investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to the companies, firms Limited Liability Partnership or any other parties:-
- A. The Company has not provided any loans or advances in the nature of loans or guarantee or provided security to any other entity during the year and hence reporting under clause 3(iii)(a) is not applicable to the Company.
- B. According to the information provided to us, investments made are in the Ordinary Course of Business and in our opinion, prima facie, not prejudicial to the company's interest.
- C. The Company has not granted any Loans or Advances in the nature of loans during the year and hence reporting under clauses 3(iii) (c), (d), (e) and (f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, the Company has complied with the provisions of section 185 and 186 of the Act, to the extent applicable with respect to the investments made during the year. The Company has not provided any loans, guarantee and security during the year.



- (v) In our opinion and according to the information and explanations given to us, no deposits or amounts which are deemed to be deposits within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 have been accepted by the Company and hence reporting under clause 3(v) of the Order is not applicable to the company.
- (vi) We have broadly reviewed the accounts and records maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under sub-section (1) of section 148 of the Act, and are of the Opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) A) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (B) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except as mentioned below:



Sr. No.	Name of Statute	Nature of Dues	Forum where Dispute is pending	Financial Year	Amount in Rs.
1	Central Sales tax	CST	Comm. of sales Tax	2006-07	2,70,979
2	Central Sales tax	CST	Comm. of sales Tax	2009-10	42,59,201
3	Income tax	IT	Income tax officer	2018-19	71,732
4	DGGI	GST	Directorate General of GST Intelligence	2022-23	3,94,48,606

(viii) According to the information and explanations given to us and on the basis of our examination of the records, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) and hence reporting under clause 3(viii) of the Order is not applicable to the Company.

(ix) A) Based on our audit procedures and on the basis of information and explanations given to us and on the basis of our examination of the records, we are of the opinion that the Company has not taken loans or other borrowings and hence reporting under clause 3(ix) of the Order is not applicable to the Company.

B) The Company has not been declared as willful defaulter by any bank or financial institution or other lender.

C) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, the Company has taken a term loan during the year and the same is applied for the purpose for which loans were obtained.

D) On an overall examination of the standalone financial statements, in our opinion the Company has not utilized funds raised on short term basis in the Current Year. Hence, reporting under clause 3(ix)(c) of the order is not applicable to the company.



E) Based on our audit procedures and on the basis of information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture and hence reporting under clause 3(ix)(e) of the Order is not applicable to the Company.

F) Based on our audit procedures and on the basis of information and explanations given to us, during the year the Company has not raised any funds on the pledge of securities held in its subsidiaries, joint venture and associates and hence reporting under clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (A) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of Initial public offer or further public offer (including debt instrument) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(B) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment, private placement of shares or fully or partly convertible debentures during the year or in the recent past and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (A) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud by or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.

(B) During the year, no report under sub section 12 of Section 143 of the Act has been filed in Form ADT-4 as prescribed in Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

C) Based on our audit procedure performed and according to the information and explanations given to us, no whistle blower complaints were received by the Company during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable to the Company.



- (xii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with Section 177 and 188 of the Act and all the details have been disclosed in the standalone financial statements as required by the applicable Accounting Standard.
- (xiv) All the reports of the Internal Auditors for the period under audit were considered.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions prescribed under Section 192 of the Act with directors or persons connected with them during the year.
- (xvi) A) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- B) In our opinion, there is no core investment company within the "Companies in the Group" as defined in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses during the financial year covered by our audit and immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year and hence reporting under clause 3(xviii) of the Order is not applicable to the Company.



- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (X) The second proviso to Sub Section (5) of Section 135 of the Companies Act, 2013 is not applicable to the company. Hence reporting under clause 3(x) of the Order is not applicable to the Company.
- (XXI) Whether there have been any qualification or adverse remarks by the respective auditors in the companies (Auditor's Reports) order (CARO) reports of the companies included in the consolidated financial statements – **Not Applicable**

For Raju & Prasad Chartered Accountants

Place : Mumbai
Date: 05.05.2023

FRN No. : 003475S

Sd/-

Avinash T Jain

Partner

Membership No.: -041689

UDIN: 23041689BGVQEJ3896



ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") of even date on the Standalone Ind AS financial statements of CHEMTECH INDUSTRIAL VALVES LIMITED

Opinion

We have audited the internal financial controls over financial reporting of **CHEMTECH INDUSTRIAL VALVES LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate or for other reasons.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Raju & Prasad Chartered Accountants

Place: Mumbai

Date: 05.05.2023

FRN No. : 003475S

Sd/-

Avinash T Jain

Partner

Membership No.: 041689

UDIN : 23041689BGVQEJ3896

BALANCE SHEET AS AT 31ST MARCH, 2023

Particulars	Notes	Balance as at 31 st March 2023 (Ind AS)	Balance as at 31 st March 2022 (Ind AS)
I ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2	11,56,55,900.00	11,73,16,200.00
(b) Capital work-in-progress	2	28,66,900.00	28,66,900.00
(c) Investment property			
(d) Goodwill			
(e) Other Intangible assets	2	2,41,700.00	2,44,300.00
(f) Intangible assets under development			
(g) Biological Assets other than bearer plants			
(h) Financial Assets			
i) Investments	3	5,37,800.00	5,37,800.00
ii) Trade receivables	4	1,92,51,100.00	2,27,93,000.00
iii) Loans	5	-	-
iv) Others (to be specified)	6	4,40,200.00	7,53,400.00
(i) Deferred tax assets(net)			
(j) Other non-current assets	7	7,18,600.00	7,27,000.00
		13,97,12,201.00	14,52,38,600.00
2 Current Assets			
(a) Inventories	8	2,52,71,000.00	3,55,76,800.00
(b) Financial Assets			
i) Investments			
ii) Trade receivables	9	6,35,68,600.00	2,51,79,400.00
iii) Cash and cash equivalents	10	1,97,66,300.00	2,99,31,800.00
iv) Bank balances other than (iii) above			
v) Loans	11	19,01,200.00	5,37,600.00

vi) Others	12	9,48,200.00	8,13,500.00
(c) Current Tax Assets (Net)			
(d) Other current assets	12A	3,17,11,400.00	3,08,61,900.00
		14,31,66,700.00	12,29,01,000.00
Total Assets		28,28,78,901.00	26,81,39,600.00
II EQUITY AND LIABILITIES			
1 Equity			
(a) Share capital	13	11,48,73,300.00	11,48,73,300.00
(b) Other equity	14	54,27,900.00	(2,28,04,500.00)
		12,03,01,200.00	9,20,68,800.00
LIABILITIES			
2 Non-Current Liabilities			
(a) Financial liabilities			
i) Borrowings	15	9,09,75,600.00	10,26,96,800.00
ii) Trade payables	16	2,05,700.00	2,88,400.00
iii) Other financial liabilities			
(b) Provisions	17	17,59,400.00	17,23,500.00
(c) Deferred tax liabilities (Net)	18	45,61,200.00	51,78,500.00
(d) Other non-current liabilities	19	-	-
		9,75,01,900.00	10,98,87,200.00
3 Current liabilities			
(a) Financial liabilities			
i) Borrowings	20	1,46,97,600.00	1,63,41,100.00

ii) Trade payables	21	3,90,08,301.00	3,77,08,300.00
iii) Other financial liabilities	22	29,91,200.00	24,66,800.00
(b) Other current liabilities	23	83,16,600.00	96,31,500.00
(c) Provisions	24	62,100.00	35,900.00
(d) Current tax liabilities(Net)			
		6,50,75,801.00	6,61,83,600.00
Total Equity and Liabilities		28,28,78,901.00	26,81,39,600.00

As per our report of even date annexed
Directors

For and on Behalf of the Board of

For Raju & Prasad
Chartered Accountants
 FRN - 003475S

Sd/
 Avinash. T. Jain
 Partner
 Membership No.: 041689

Sd/-
 Harsh P. Badkur
 Chairman &
 Managing Director
 DIN: 00676715

Sd/-
 Puneet P. Badkur
 Whole time
 Director & CFO
 DIN: 07803209

Sd/-
 C.D. Ignatious
 Whole time
 Director
 DIN: 01750827

Place : Mumbai
 Date : 05.05.2023
 UDIN: 23041689BGVQEJ3896

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

	Particulars	Notes	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
I.	Revenue from operations	25	20,42,00,734.00	11,49,37,886.00
II.	Other income	26	99,08,990.00	18,14,562.00
III.	Total Revenue (I + II)		21,41,09,724.00	11,67,52,448.00
IV.	Expenses:			
	Cost of materials consumed	27	10,76,85,837.00	6,24,94,442.00
	Purchases of Stock-in-Trade	28	0.00	0.00
	Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	29	42,72,407.00	(16,16,461.00)
	Employee benefits expense	30	1,81,50,173.00	1,64,88,012.00
	Other Expenses	31	3,51,26,190.00	2,16,83,023.00
	Finance costs	32	1,13,28,557.00	1,36,28,509.00
	Depreciation and amortization expense	2	97,71,695.00	1,01,12,968.00
	Total expenses		18,63,34,859.00	12,27,90,493.00
V.	Profit/(loss) before exceptional items and tax (I- IV) (III-IV)		2,77,74,864.00	(60,38,045.00)
VI.	Exceptional Items		0.00	0.00
VII	Profit/(loss) before tax (V-VI)		2,77,74,864.00	(60,38,045.00)
VII	Tax expense:			
	Current tax		0.00	0.00
	Short provision for tax		0.00	0.00
	Deferred Tax		(1,18,657.00)	(4,30,657.00)
IX.	Profit (Loss) for the period from continuing operations (VII-VIII)		2,78,93,521.00	(56,07,388.00)
X.	Profit/(loss) from discontinued operations			

XVI.	Earnings per equity share (for continuing operation):	33		
(i)	Basic		2.43	(0.49)
(ii)	Diluted		2.43	(0.49)
XVII.	Earnings per equity share (for discontinued & continuing operation):			
(i)	Basic		2.43	(0.49)
(ii)	Diluted		2.43	(0.49)

As per our report of even date annexed For and on Behalf of the Board of Directors
For Raju & Prasad Chartered Accountants
 FRN - 003475S

Sd/
 Avinash. T. Jain
 Partner
 Membership No.: 041689

Sd/-
 Harsh P. Badkur
 Chairman &
 Managing
 Director
 DIN: 00676715

Sd/-
 Puneet P. Badkur
 Whole time
 Director & CFO
 DIN: 07803209

Sd/-
 C.D. Ignatious
 Whole time
 Director
 DIN: 01750827

Place : Mumbai
 Date : 05.05.2023
 UDIN: 23041689BGVQEJ3896

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
A. Cash flow from operating activities		
Net Profit / (Loss) before tax	2,77,74,864.00	(60,38,045.00)
<u>Adjustments for:</u>		
Depreciation and amortization	97,71,695.00	1,01,12,968.00
Finance costs	1,13,28,557.00	1,36,28,509.00
Provision for Gratuity	62,080.00	35,877.00
Profit/ Loss on sale of Machinery	(42,85,848.00)	-
Foreign Exchange Fluctuation	-	-
Sundry Balance written off		
Interest Received	(17,98,788.00)	(13,34,536.00)
Dividend income		
Loan Processing Fee	(1,59,896.00)	1,19,556.00
Operating Profit before Working capital changes	4,26,92,665.00	1,65,24,329.00
<u>Adjusted for:</u>		
Inventories	1,03,05,734.00	(96,30,884.00)
Trade receivables	(3,48,47,399.00)	2,55,07,943.00
Long Term Loans & Advances	0.00	3,37,270.00
Other Non-current Assets	3,21,582.00	2,17,970.00
Short-term loans and advances	(13,63,568.00)	5,91,895.00
Other current assets	(9,84,219.00)	(77,97,300.00)
Long Term Provision		
Other Non-current Liability	0.00	(1,05,209.00)

Short Term Provision		
Trade payables	12,17,474.00	84,74,257.00
Other current liabilities	(7,90,419.00)	(1,42,19,027.00)
Cash Generated from Operations	1,65,51,848.00	1,99,01,244.00
Taxes paid		
Net Cash Generated from Operations	1,65,51,848.00	1,99,01,244.00
B. Cash flow from investing activities		
Purchase of Fixed assets	(92,33,090.00)	(52,83,974.00)
Sale of Fixed assets	54,10,000.00	
Interest Received	17,98,788.00	13,34,536.00
Dividend received		
Net cash used in investing activities:	(20,24,302.00)	(39,49,438.00)
C. Cash flow from financing activities		
Proceeds from long-term borrowings (net of repayment)	(1,17,21,193.00)	(45,65,271.00)
Proceeds from other short-term borrowings	(16,43,331.00)	1,63,41,039.00
Finance cost	(1,13,28,557.00)	(1,36,28,509.00)
Net cash used in financing activities	(2,46,93,081.00)	(18,52,741.00)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(1,01,65,535.00)	1,40,99,065.00
Cash and cash equivalents at the beginning of the year	2,99,31,827.00	1,58,32,762.00
Cash and cash equivalents at the end of the year	1,97,66,292.00	2,99,31,827.00
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		
(i) Cash in Hand	18,44,798.00	26,33,223.00
(ii) Balances with Banks	1,79,21,493.00	2,72,98,604.00
TOTAL	1,97,66,292.00	2,99,31,827.00

Notes:

1) The Cash Flow statement has been prepared under the 'Indirect Method ' as set out in the **Ind AS-7 " Statement of Cash Flow"** and notified in Companies (accounting standards) rules,2006 (as amended)

2) Figure in brackets indicates cash outflow.

3) Previous year figures have been regrouped/rearranged wherever necessary.

As per our report of even date.

As per our report of even date annexed
For Raju & Prasad Chartered Accountants
FRN - 003475S

For and on Behalf of the Board of Directors

Sd/
Avinash. T. Jain
Partner
Membership No.: 041689

Sd/-
Harsh P. Badkur
Chairman &
Managing Director
DIN: 00676715

Sd/-
Puneet P.
Badkur
Wholetime
Director & CFO
DIN: 07803209

Sd/-
C.D. Ignatious
Wholetime
Director
DIN: 01750827

Place : Mumbai

Date : 05.05.2023

UDIN: 23041689BGVQEJ3896

NOTES ON FINANCIAL STATEMENTS AND FOR THE YEAR ENDED 31ST MARCH 2023

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

I. BASIS OF PREPARATION

1. Significant Accounting Policies

i. Basis of Preparation

Ministry of Corporate affairs notified roadmap to implement Indian accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended thereafter. As per the said roadmap, the Company is required to apply Ind AS starting from financial year beginning on or after April 1, 2016.

For all periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act, 2013 read together with Companies (Accounts) Rules 2014 (Indian GAAP). These financial statements for the year ended March 31, 2017 are the first the Company has prepared in accordance with Ind AS.

ii. Current versus Non-Current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

iii. Fair value measurement

The Company measures financial instruments, such as, Mutual funds at fair value at each balance sheet date.

iv. Use of Estimates

- a) The preparation of financial statements in accordance with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as on the date of financial statements, disclosures of contingent liabilities and the reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to such accounting estimates is recognized in the accounting period in which such revision takes place.
- b) These financial statements have been prepared in accordance with accounting standards prescribed under section 133 of the Companies Act, 2013(the Act), Companies (Indian Accounting Standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act.

- c) Company's normal operating cycle, and other criteria set out in the Schedule – III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current / non-current classification of assets and liabilities.
- d) Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.
- e) The preparation of financial statements requires estimates and assumption to be made that effect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period .The Difference between the actual and estimate are recognized in the period in which results are known/materialized.

II. TANGIBLE FIXED ASSETS AND DEPRECIATION

- a) Tangible Fixed Assets are stated at cost of acquisition or construction except assets which has been revalued, at its revalued amount, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Temporary constructions/alterations are charged off to Profit and Loss Account.
- b) Depreciation has been provided as under:
 - i. For assets existing on 1st April 2014 the carrying amount will be amortized over the remaining useful lives on straight line method as prescribed in the schedule II of the Companies Act, 2013.
 - ii. For the assets added after the 1st April 2014:- On straight line method at the useful standard Lives prescribed in Schedule II to the Companies Act, 2013.
 - iii. On the revalued assets the additional charge of depreciation on account of revaluation is withdrawn from revaluation reserve and credited to the retained surplus/deficit in profit and loss.
 - iv. Deprecation on assets sold during the year is provided on pro-rata basis.

III. INTANGIBLE ASSETS AND AMORTISATION

- a) Intangible Assets are stated at acquisition of cost, net of accumulated amortization and accumulated impairment losses, if any.
- a) Intangible assets include Cost of software capitalized is amortized over a period of 5 years and Patent which is amortized over a period of 20 years.

IV. IMPAIRMENT OF ASSETS

Assessment is done at each Balance Sheet date as to whether there is any indication that a tangible asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of asset that generates cash inflows from continuing use that are largely independent of the cash inflow from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made.

Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an assets and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

V. BORROWING COST

Borrowing Costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets up to the date when such assets are ready for its intended use.

Other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

VI. INVENTORIES

Raw materials, components, stores and spares, and packing material are valued at lower of cost or net reliable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost. Cost of inventories is computed on a weighted-average basis.

Work-in-progress, finished goods and Stock-in-trade are valued at lower of cost or net realizable value. Cost of Finished goods and work-in-progress comprises raw material, direct labour, other direct costs and other related production overheads upto the stage of bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make the sales.

VII. TRANSLATION OF FOREIGN CURRENCY ITEMS

Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Foreign currency monetary assets and liabilities are converted in Indian currency at the rate of exchange prevailing at the end of the year. Resultant gain or loss is recognized in the statement of profit and loss for the year.

VIII. REVENUE RECOGNITION

- a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured.
- b) Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. Amounts disclosed as revenue are inclusive of excise duty and net of returns, rebates, Value added taxes and amounts collected on behalf of third parties.
- c) Interest Income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.
- d) Dividend income on investments is accounted for when the right to receive the payment is established.

IX. RETIREMENT AND OTHER EMPLOYEE BENEFITS

(a) Defined Contribution Plan

The Company makes defined contribution to Government Employee Provident Fund, which are recognized in the Statement of Profit and Loss on accrual basis. The company has no further obligation beyond its contribution. No figurative disclosures available

(b) Defined Benefit Plan

- i) The Company's liabilities under Payment of Gratuity Act are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expenses. Obligation is measured at the present value of estimated future cash flow using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the terms of the Government bonds are consistent with the estimated terms of the defined benefit obligation. No figurative disclosures available
- ii) **Leave Salary:** Leave Salary for accumulated compensated absences that are expected to be availed or encashed by eligible employees within 12 months from the end of the year are treated as short term employees benefits, which is provided at the expected cost. No figurative disclosures available.

X. TAXATION

Tax expense for the period, comprising Current tax and Deferred Tax are included in the determination of net profit or loss for the period.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

Deferred Tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets on unabsorbed carry forward losses are recognized only upon definite virtual certainty of future taxable income is available and not otherwise.

Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted and substantively enacted by the Balance Sheet date. At each Balance Sheet date, the company re-assesses unrecognized deferred tax assets, if any.

XI. OPERATING LEASES

As a Lessee : Leases, where significant portion of risk and reward of ownership are retained by the Lessor, are classified as Operating Leases and lease rentals thereon are charged to the Statement of Profit and Loss on a straight-line basis over the lease term.

XII. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the net profit for the year attributable to equity shareholders by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares.

XIII. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

- a) **Fair value measurements:** When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility.
- b) **Useful lives of property, plant and equipment:** Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.
- c) **Impairment of financial assets:** the impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgments in making these assumptions and selecting the inputs to the impairment calculations based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.
- d) **Impairment of non-financial assets:** The company assesses at each reporting date whether there is an indication that an asset may be impaired. If an indication exists, or when the annual impairment testing of the asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of

disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from the other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and its written down to its recoverable amount.

- e) **Provisions and liabilities:** Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.
- f) **Contingencies:** In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.
- g) **Taxes:** Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. The Company has deferred tax asset during the year i.e. reversal of deferred tax liability.

XIV. CONTINGENT LIABILITIES AND PROVISIONS

Provision:-

provision are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Contingent liabilities :-

Contingent liabilities are disclosed when there is a possible obligation arising from the past events, the existence of which will be confirmed only on the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

XVI. Cash and Cash Equivalents:

In the Cash flow statement, cash and cash equivalents include cash on hand, demand deposits with bank including short term margin money against bank guarantee issued.

XVII. Government Grants:

Government grants are recognized at their fair value where there is a reasonable assurance that the Grant will be received and the company will comply with all attached conditions.

Government Grants relating to purchase of property, plant and equipment are included in non- current liabilities as deferred income and are credited to profit or loss in proportion to depreciation over the expected lives of the related assets and presented within other income.

Government grants relating to income are deferred and recognized in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

As per our report of even date annexed

For Raju & Prasad
Chartered Accountants
FRN - 003475S

For and on Behalf of the Board of Directors

(Avinash. T. Jain)

Partner
Membership No.: 041689
Place : Mumbai
Date : 05.05.2023
UDIN: 230441689BGVQJEJ3896

Harsh P. Badkur
(Managing Director) (Whole-Time Director & CFO)
DIN: 00676715

Puneet P. Badkur
(Whole-Time Director & CFO)
DIN: 07803209

C.D. Ignatious
(Whole Time Director)
DIN:01750827



ASSETS	Land	Building	Machinery	Pattern	Office Equipment	Electric Installation	Motor	Computer	Furniture	Computer Software	Capital WIP WADA	Total
Gross Carrying Amount												
Balance as at 31st March 2021	1,69,24,170	8,41,21,933	8,05,93,850	76,52,937	51,64,948	41,92,768	18,18,378	21,08,434	1,56,43,669	16,44,115	25,90,268	22,24,55,470
Additions	-	-	7,24,915	2,28,500	65,295	-	38,74,775	1,13,836	-	-	2,76,653	52,83,974
Disposals/assets Written off	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2022	1,69,24,170	8,41,21,933	8,13,18,765	78,81,437	52,30,243	41,92,768	56,93,153	22,22,270	1,56,43,669	16,44,115	28,66,921	22,77,39,444
Additions	-	9,08,104	78,74,579	71,500	81,185	-	-	1,94,722	-	-	-	92,33,090
Disposals/assets Written off	-	21,06,220	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	1,69,24,170	8,29,23,817	8,91,93,344	79,52,937	53,11,428	41,92,768	56,93,153	24,16,992	1,56,43,669	16,44,115	-	23,69,72,534
Accumulated Depreciation												
Balance as at 31st March 2021	-	2,15,44,235	4,56,11,305	61,02,564	47,72,988	34,55,432	12,421	17,76,410	1,26,43,219	12,80,536	-	9,71,99,110
Charge for the year	-	24,03,879	49,70,371	2,26,788	46,164	4,67,616	3,61,828	73,756	14,43,233	1,19,327	-	1,01,12,962
Adjustments for disposal	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2022	-	2,39,48,114	5,05,81,676	63,29,352	48,19,152	39,23,048	3,74,249	18,50,166	1,40,86,452	13,99,863	-	10,73,12,072
Charge for the year	-	14,43,378	53,42,150	1,81,562	12,508	60,077	6,64,864	1,47,284	8,32,303	1,05,282	-	87,89,406
Adjustments for disposal	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	-	2,53,91,492	5,59,23,826	65,10,914	48,31,660	39,83,125	10,39,113	19,97,450	1,49,18,755	15,05,145	-	10,73,12,072
Net Book Value as at 31st March 2022	1,69,24,170	6,01,73,819	3,07,37,089	15,52,085	4,11,091	2,69,720	53,18,904	3,72,104	15,57,214	2,44,252	2,866,922	120,427,370
Net Book Value as at 31st March 2023	1,69,24,170	5,75,32,325	3,32,69,518	14,42,023	4,79,768	2,09,643	46,54,040	4,19,542	7,24,914	1,38,970	2,866,922	118,764,611

NOTE 3 - Financial Assets: Investments

Particulars	As at 31st March 2023	As at 31st March 2022
Investment in Equity Shares-Unquoted (At Cost)		
The Bharat Co-Op. Bank Ltd Shares (25 Equity Shares Rs.10 each fully paid)	252.00	252.00
The C.K.P. Co-Op. Bank Shares (21500 Eq. Shares of Rs 25/- each fully paid)	5,37,500.00	5,37,500.00
Total	5,37,752.00	5,37,752.00

Note 4 - Financial Assets: Trade receivables

Particulars	As at 31st March 2023	As at 31st March 2022
Trade receivables		
Outstanding for a period Exceeding 12 months		
Outstanding for a period 1 Year-2 Year	1,18,400.00	11,67,050.00
Outstanding for a period 2 Year-3 Year	1,809.00	24,95,024.00
Outstanding for a period more than 3 Year	1,91,30,900.00	1,91,30,900.00
Total	1,92,51,109.00	2,27,92,974.00

Note 5 - Financial Assets: Loans

Particulars	As at 31st March 2023	As at 31st March 2022
Security Deposits (unsecured considered good)	4,37,700.00	-
Total	4,37,700.00	-

Note 6 - Financial Assets: Others		
Particulars	As at 31st March 2023	As at 31st March 2022
Margin money with Bank	4,40,210.00	-
(Against Bank guarantee with maturity more than 12 months)		
Total	4,40,210.00	-

Note 7 - Other non-current assets		
Particulars	As at 31st March 2023	As at 31st March 2022
Retention Money with clients	7,18,600.00	7,27,000.00
(unsecured considered good)		
Total	7,18,600.00	7,27,000.00

Note 8 - Current Assets: Inventories		
Particulars	As at 31st March 2023	As at 31st March 2022
i) Raw Materials	19,83,012.00	66,98,304.00
ii) Stock-in-process	68,10,142.00	81,28,177.00
iii) Finished goods	1,64,77,884.00	2,07,50,291.00
Total	2,52,71,038.00	3,55,76,772 .00

Note 9 - Financial Assets: Trade receivables

Particulars	As at 31st March 2023	As at 31st March 2022
Trade receivables		
Outstanding for a period Less than 12 months		
Outstanding for a period Less than 6 months	6,06,19,879.00	20,631,430.00
Outstanding for a period 6 month-1 Year	29,48,756.00	45,47,941.00
Total	6,35,68,635.00	2,51,79,371.00

Note 10 - Financial Assets: Cash and cash equivalents

Particulars	As at 31st March 2023	As at 31st March 2022
Balance with Bank (Current Account)	1,62,12,169.00	1,75,63,353.00
Cash on hand	1,844,798.00	26,33,223.00
Fixed Deposits with Bank as margin money for Bank Guarantee	15,79,178.00	21,02,969.00
Fixed Deposits with Bank (others)	1,30,147.00	76,32,282.00
Total	1,97,66,291.00	2,99,31,827.00

Note 11 - Financial Assets: Loans

Particulars	As at 31st March 2023	As at 31st March 2022
(Unsecured considered good)		
Advances to Staff	3,80,670.00	1,89,040.00
Advances to others	15,20,518.00	3,48,580.00
Loans & Advances	-	-
Security Deposits	-	-
Total	1,901,188.00	5,37,620.00

Note 12 - Financial Assets: Others		
Particulars	As at 31st March 2023	As at 31st March 2022
Security Deposits	9,48,223.00	8,13,493.00
Total	9,48,223.00	8,13,493.00

Note 12A - Other current assets		
Particulars	As at 31st March 2023	As at 31st March 2022
Prepaid Insurance	1,18,699.00	1,43,840.00
Balances with Statutory/government authorities	3,15,92,736.00	3,07,18,106.00
Total	3,17,11,435.00	3,08,61,946.00

Note 13 - Equity Share Capital		
Particulars	As at 31st March 2023	As at 31st March 2022
1,14,87,333 Equity Shares of Rs.10/- each fully paid up	11,48,73,330	11,48,73,330
Total	11,48,73,330.00	1,48,73,330.00

(i) Authorised Equity Share Capital		
Particulars	Number of shares	Amount
As at 31st March 2022	1,20,00,000.00	1,20,00,000.00
Increase during the year	-	-
As at 31st March 2023	1,20,00,000.00	1,20,00,000.00

(ii) Issued and Subscribed Share Capital

Particulars	Number of shares	Face Value	Equity share capital (par value)
As at 31st March 2022	1,14,87,333.00	10.00	11,48,73,330.00
Increase during the year	-	-	-
As at 31st March 2023	1,14,87,333.00	10.00	1,20,00,000.00

(iii) Terms and rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10.00/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company. the distribution will be in proportion to the number of equity shares held by the shareholders.

(iv) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31st March 2023		As at 31st March 2022		
	Number of shares	% holding	Number of shares	% holding	% Change During The Year
Mr. Ignatious C. David	1,473,500	12.83%	1,473,500	12.83%	0.00%
Mr. Pradeep S. Badkur	1,260,763	10.98%	1,260,763	10.98%	0.00%
Mrs. Namrata P. Badkur	1,454,166	12.66%	1,454,166	12.66%	0.00%
Mr. Harsh P. Badkur	1,814,236	15.79%	2,237,046	19.47%	3.68%
Mr. Puneet P. Badkur	2,049,834	17.84%	2,049,834	17.84%	4.01%

(v) The Company has issued 33,00,000 fully paid bonus Equity shares to existing shares holder at the ration 6:1 on 24/06/2013.

(vi) The Company has allotted 2669333 fully paid Equity shares to promoters at a premium of Rs. 5/- per share on 24/06/2013 pursuant to preferential allotment basis.

(vii) The Company has allotted 4968000 fully paid Equity shares to public at a premium of Rs. 5/- per share on 27/01/2014, pursuant to Initial Public Offer (IPO).

(viii) Details of Shares held by holding / ultimate holding company / or their subsidiaries / associates

Particulars	As at 31 March 2023	As at 31 March 2022
Shares held by holding / ultimate holding company / or their subsidiaries / associates	Nil	Nil

Note 14 – Other Equity
FY 2022-23

Particulars	Securities Premium	Revaluation Reserve	Retained Earnings	Total
Balance at the 1 April 2022	3,17,61,421	2,858,616	(6,12,91,535)	(2,66,71,498)
Depreciation on Revalued assets (Depreciation on Revalued Assets transfer to P&L Reserve (refer Note.12.3))				
Transferred from Revaluation Reserve (refer Note.12.3)				
Book Profit During the Year			2,78,93,521	2,78,93,521
Total Comprehensive income for the year			2,78,93,521	2,78,93,521
Balance at the 31 March 2023 (IGAAP)	3,17,61,421	28,58,616	(3,33,98,014)	12,22,025
Balance at the 31 March 2023 (IND AS) (Before Adj)	3,17,61,421	28,58,616	(2,95,30,956)	50,89,080
Ind AS Impact				
Deferred Tax for Gratuity & Loan Processing Fee	-	-	4,98,673	4,98,673
Loan Processing Fee	-	-	(1,59,896)	(1,59,896)
Balance at the 31 March 2023 (IND AS) (After Adj)	3,17,61,421	28,58,616	(2,91,92,180)	54,27,857

Note 15 - Financial Liabilities- Borrowings		
Particulars	As at 31st March 2023	As at 31st March 2022
Term loans (Secured)		
a. From Banks	4,88,09,131.00	5,83,86,878.00
b. From Financial Institutions other than Banks	4,21,66,487.00	4,43,10,465.00
Term loans (Unsecured)		
a. From Banks	0.00	(532.00)
b. From Financial Institutions other than Banks		
Total	9,09,75,618.00	1,02,696,811.00

Securities and Terms of Borrowings for secured Term Loans

Term Loan from Banks

Term Loan from IndusInd Bank is secured by way of :

(i) Primary Security

First and exclusive charge on land & building, Plant & Machinery, all movable & immovable assets (both present & future), factory at Kondala Road, Survey Gut No. 37, Village Vadvali, Tah Wada, Dist Thane, Pin-421312 owned by the Company.

(ii) Common Collateral Security

(a) hypothecation on movable fixed assets of the company both present & future except other assets exclusively financed by other banks.

(b) Personnel Guarantee of Mr. Ignatious C. David, Mr.Pradeep S. Badkur, Mr.Harsh Badkur, Mr. Puneet Badkur and Mrs. Namrata Badkur Director/Promoters/Shareholders of the company.

(c) Working Capital Loan from IndusInd Bank amounting to 25,55,738/- (P.Y.41,69,888/-).

(d) The Long Term Loan of Rs.250 Lakhs is raised by reducing Cash Credit Limit of IndusInd Bank having primary security is as same as primary security for Cash credit The Long term Loan from IndusInd Bank amounting to 19,45,137/- (P.Y. 69,45,137/-) repayable in 60 monthly installments of Rs. 4,16,667/- per month commencing from January 2018 last installment due in January 2023 i.e. 20 installments from the close of this financial period. The rate of interest is (bank base rate+2.15%) per annum floating or fixed as at end of the year. The rate of interest is currently is 9.70%.

(e) The Long term Loan from IndusInd Bank amounting to 19,45,137/- (P.Y. 69,45,137/-) repayable in 60 monthly installments commencing from January 2018 last installment due in January 2023 i.e. 45 installments from the close of this financial period. The rate of interest is (bank base rate+2.15%) per annum floating or fixed as at end of the year.

15.1.2 The Long Term Loan is secured by way of hypothecation of Office No. 503, 5th floor, Sunrise Business Park, Quantum IT Park, Plot No. B-68, Road No. 16, Wagle Industrial Estate, Thane (W) 400604 owned by Company.

15.2 Term Loan from banks

15.2.1 Guaranteed Emergency Credit Line Extension (GECL) from IndusInd Bank obtained of Rs. 24,21,225 is obtained for Working Capital Currently having Rate of Interest of 8.15%

15.2.2 Term Loan against property From IDFC First Bank Ltd amounting to Rs.1,18,75,208/- (P.Y.-1,23,51,826/--).repayable in 180 monthly installment (including interest) of Rs.1,30,745/- per month commencing from 2/1/2021 last installment due in December 2035 i.e.165 installment from the close of this Financial Period.

15.2.3 Term Loan From IDFC First Bank Ltd amounting to Rs.69,11,419/- (P.Y.-71,87,250/-) repayable in 180 installment (including interest) of Rs.74,780/- per month commencing from 2/3/2021 last installment due in 2/2/2036 i.e 155 installment from the close of this financial period.

15.2.4 Car Loan from Yes Bank Ltd. Amounting to Rs.11,25,840/- (P.Y.-14,56,175/-) repayable in 60 installments (including interest) of Rs.36,110/- per month commencing from 15/3/2021 last installment due in 15/2/2026 i.e 35 installment from the close of this financial period.

- 15.2.5 ECLGS is taken from Yes Bank Amounting to Rs. 29,45,413 (PY 29,45,413) repayable in 60 installments, commencing from 02/02/2022 currently having Rate of Interest of 9.25%.
- 15.2.6 Car Loan from HDFC Bank Ltd. Amounting to Rs.18,30,204/- (P.Y.-22,28,437/-) repayable in 60 installments (including interest) of Rs.45,819/- per month commencing from 7/2/2022 last installment due in 7/1/2027 i.e 58 installment from the close of this financial period.
- 15.2.7 Car Loan from Yes Bank Ltd. Amounting to Rs.8,14,979/- (P.Y.-10,14,203/-) repayable in 60 installments (including interest) of Rs.22,803/- per month commencing from 15/9/2021 last installment due in 15/8/2026 i.e 52 installment from the close of this financial period.
- 15.2.8 Term Loan from India Goderj Housing Financ.e Ltd. amounting to Rs.4,55,40,207/- (P.Y. 4,84,94,630/-) repayable in 120 monthly installments (including interest) of Rs.5,82,204/-. The rate of interest is 10.2% per annum.
- 15.2.9 Term Loan From Yes Bank Ltd. Amounting to Rs.26,66,288/- (P.Y.-44,50,747/-) repayable in 48 installments commencing from 15/8/2020 last installment due in 15/10/2024 i.e 16 installment from the close of this financial period.
- 15.2.10 Loan obtained from Yes Bank Ltd amounting to Rs. 2,57,58,918 (PY 2,71,32,813) repayable in 189 equal installments of Rs. 306116, commencing from 02/06/2018, currently having Rate of Interest of Rs. 9.25%

Note 16 - Financial Liabilities- Trade Payables		
Particulars	As at 31st March 2023	As at 31st March 2022
Sundry Creditors		
For Goods		
For Expenses		
Sundry Creditors		

For Goods		
Outstanding 1Year-2Year	6,720.00	6,106.00
Outstanding 2 Year-3 Year		
Outstanding more than 3 Year	1,91,889.00	1,91,889.00
For Expenses		
Outstanding 1Year-2Year	7,080.00	3,692.00
Outstanding 2 Year-3 Year		
Outstanding more than 3 Year		
For Capital		
Outstanding 1Year-2Year		
Outstanding 2 Year-3 Year		
Outstanding more than 3 Year		
MSME		
Outstanding 1Year-2Year		86,746.00
Outstanding 2 Year-3 Year		
Outstanding more than 3 Year		
Total	2,05,689.00	2,88,433.00

Note 17 – Provisions

Particulars	As at 31st March 2023	As at 31st March 2022
Provision for Gratuity	1,821,480.00	17,23,523.00
Less: Short term Provision	(62,080.00)	(35,877.00)
Total	17,59,400.00	17,59,400.00

17.1 Provision for gratuity has been made as per actuarial valuation by approved valuer and relied upon by the statutory auditors.

i) Following are the Principal Actuarial Assumptions used as at the balance sheet date:

Policy No.	As 31st March 2023	atAs 31st March 2022
Valuation Method	Projected Unit Credit Method	Projected Unit Credit Method
Mortality Rate	IALM-Mortality-Tables(2006-08) Ultimate	IALM-Mortality-Tables(2006-08) Ultimate
Withdrawal Rate	1 % per annum for all ages	1 % per annum for all ages
Discount Rate	7.29% p.a.	7.29% p.a.
Salary Escalation	6% p.a.	6.00% p.a.

ii) Reconciliation of Opening & Closing balance of Present Value of Defined benefit Obligation(DBO):-			
Particulars	As 31st March 2023	at 31st March 2022	at
Present Value of Benefit Obligation at the Beginning of the Period	17,59,400.00	17,23,523.00	
Interest Cost	1,28,260.00	1,18,923.00	
Current Service Cost	1,73,129.00	1,90,309.00	
(Benefit Paid Directly by the Employer)			
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	25,379.00	(608.00)	
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(35,406.00)	(70,485.00)	
Actuarial (Gains)/Losses on Obligations - Due to Experience	(2,29,282.00)	(2,02,262.00)	
Present Value of Benefit Obligation at the End of the Period	18,21,480.00	17,59,400.00	

iii) The company has not invested in Plan Assets

iv) Balance Sheet Recognition			
Opening Net Liability	17,59,400.00	17,23,523.00	
Expense Recognized in Statement of Profit or Loss (Benefit Paid Directly by the Employer)	62,080.00	35,877.00	
Net Liability/(Asset) Recognized in the Balance Sheet	18,21,480.00	17,59,400.00	

vi)	Amount recognized in current year and previous four years for Gratuity		
	(Present Value of Benefit Obligation at the end of the Period)	(18,21,480.00)	(17,59,400.00)
	Fair Value of Plan Assets at the end of the Period		
	Funded Status-Deficit	(18,21,480.00)	(17,59,400.00)
	Unrecognized Past Service Cost at the end of the Period		
	Net Liability Recognized in the Balance Sheet	(18,21,480.00)	(17,59,400.00)

Note 18 - Deferred tax liabilities (Net)		
Particulars	As at 31st March 2023	As at 31st March 2022
Opening Balance of Deferred Tax	51,78,523.00	60,82,076.00
On account of Dep, Revaluation Reserve, 43B items & Deferred Sales Tax	(118,658.00)	(4,30,657.00)
Deferred tax on Ind AS adjustments	(498,673.00)	(4,72,896.00)
Total	45,61,194.00	51,78,523.00

Note 19 - Other non-current liabilities		
Particulars	As at 31st March 2023	As at 31st March 2022
Deferred Sales Tax		
Total	-	-

CURRENT LIABILITIES

Note 20 - Financial Liabilities- Borrowings		
Particulars	As 31st March 2023	atAs 31st March 2022
Short Term Borrowings - Loans repayable on demand - Working Capital		
Indusind Bank		
Current maturities of long-term debt	1,46,97,711.00	1,63,41,040.00
Total	1,46,97,711.00	1,63,41,040.00

20.1 Cash Credit from IndusInd Bank is secured primarily by way of Hypothecation of the entire current assets of the company comprising of , inter alia of stock of raw material, Work in progress, Finish goods, receivable, book debts and other current assets and with the collateral security as referred in Note 15.1 above.

Note 21 - Financial Liabilities- Trade Payables		
Particulars	As 31st March 2023	atAs 31st March 2022
Sundry Creditors		
For Goods		
For Expenses		
Sundry Creditors		
For Goods		
Outstanding less than 6 months	1,68,52,860.00	2,73,68,745.00
Outstanding 6 months-1Year		6,720.00
For Expenses		
Outstanding less than 6 months	26,11,641.00	23,27,036.00
Outstanding 6 months-1Year	1,44,300.00	51,660.00

For Capital		
Outstanding less than 6 months		
Outstanding 6 months-1Year		
MSME		
Outstanding less than 6 months	1,93,54,280.00	79,54,017.00
Outstanding 6 months-1Year	45,314.00	-
Total	3,90,08,395.00	3,77,08,177.00

Note 22 - Financial Liabilities- Other Financial Liabilities		
Particulars	As at 31st March 2023	As at 31st March 2022
Current maturities of long-term debt		
Interest accrued but not due on borrowings	8,31,810.00	5,51,674.00
Employee Liabilities	20,87,802.00	17,66,436.00
Provision for Directors Remuneration	71,592.00	1,48,647.00
Total	29,91,204.00	24,66,757.00

Note 23 - Other Current Liabilities		
Particulars	As at 31st March 2023	As at 31st March 2022
Advance received against order	2,75,392.00	29,95,400.00
Statutory Liabilities	81,74,209.00	57,77,309.00
Indusind Bank Limited	(4,31,505.00)	
Other Payables	2,98,523.00	8,58,776.00
Total	83,16,619.00	96,31,485.00

23.1 Other payables includes payables for various expenses

Note 24 - Provisions			
Particulars	As	at	at
	31st March 2023	31st March 2022	
Provision for Gratuity	62,080.00	35,877.00	
Income tax			
Total	62,080.00	35,877.00	

Note 25 - Revenue From Operations		
Particulars	As at	As at
	31st March 2023	31st March 2022
i) Sale of products	20,29,87,699.00	11,39,10,995.00
Less: Excise Duty		
Less: Rejection		
	20,29,87,699.00	11,39,10,995.00
ii) Sale of Services (net of service tax)	1,195,035.00	823,838.00
ii) Other Operating Revenue	18,000.00	203,054.00
Total	20,42,00,734.00	11,49,37,886.00

Note 26 - Other Income		
Particulars	As at	As at
	31st March 2023	31st March 2022
Discount Received	5,995.00	17,169.00
Dividend Income	13.00	

Duty Drawback		73,259.00
Interest received	17,98,788.00	13,34,536.00
Interest on IT Refund		
Liquidation Damages Received		
MSEB Subsidy		
Profit on Sale of Machinery		
Profit on Sale of Gala	4,285,848.00	
Forex Gain/Loss	286,949.65	
Rent Received		1,80,000.00
Sundry Balance Written back		
Sales Tax Deferrment W/O	3,531,396.00	
Foreign Currency Fluctuation		9,300.00
Insurance Claim Received		2,00,298.00
Total	99,08,990.00	18,14,562.00

Note 27 - Cost of Materials Consumed

Particulars	As at 31st March 2023	As at 31st March 2022
Raw Material Consumed		
Opening Stock of Raw Material	1,48,26,481.00	68,12,058.00
Add : Purchase	1,00,082,307.00	6,96,71,280.00
Less: Excise Duty paid on purchase		
Add : Packing Material Consumed	15,70,203.00	8,37,584.00
	11,64,78,991.00	7,73,20,922.00
Less : Rejection of Material		
Less : Closing of Raw material	87,93,154.00	1,48,26,481.00
Total	10,76,85,837.00	6,24,94,442.00

Note 28 - Purchases of Stock-in-Trade

Particulars	As at 31st March 2023	As at 31st March 2022
Traded Purchases	-	-
Total	-	-

Note 29 - Change in Inventories of FG & WIP

Particulars	As at 31st March 2023	As at 31st March 2022
Opening Work in progress & Finished Goods	2,07,50,291.00	1,91,33,830.00
Less: Closing Work in Progress & Finished Goods	1,64,77,884.00	2,07,50,291.00
Total	42,72,407.00	(16,16,461.00)

Note 30 - Employee Cost and Benefits

Particulars	As at 31st March 2023	As at 31st March 2022
Directors Remuneration	31,20,000.00	26,65,000.00
Staff Salaries, Bonus, Retrenchment, Gratuity & Leave Salary	1,35,28,189.00	1,23,84,321.00
Employers Contribution to PF & ESIC	1,19,493.00	94,776.00
Admin Charges to PF & ESIC	6,000.00	6,500.00
Staff Welfare	1376491	1337415
Total	18,150,173.00	16,488,012

Note 31 - Other Expenses

Particulars	As at 31st March 2023	As at 31st March 2022
Auditor's Remuneration	1,60,000.00	1,60,000.00
Advertisement		
Job Works	1,28,39,060.00	74,22,861.00
Rates & Taxes	16,91,594.00	2,35,657.00
Loss on sale of motor vehicle		
Liquidated Damaged paid	15,57,633.00	5,90,985.00
Power & Fuel Expenses	34,08,625.00	27,83,650.00
Professional Fees	13,42,550.00	9,00,531.00
Selling Expenses	22,55,607.00	9,98,555.00
Insurance Paid	2,11,557.00	1,64,377.00
Project Expenses-IPPL Rourkela		
Rent	9,39,900.00	7,88,400.00
Repair & Maintenance building	14,56,888.00	
Repair & Maintenance		7,78,693.00
Transport Expenses	57,93,197.00	29,85,819.00
Foreign Currency Fluctuation		38,936.00
Other Miscellaneous Expenses	36,48,186.00	36,16,629.00
W off	(1,78,608.00)	2,17,929.00
Total	3,51,26,190.00	2,16,83,023.00

Note 32 - Finance costs

Particulars	As at 31st March 2023	As at 31st March 2022
Interest Expenses	1,09,38,950.00	1,26,27,078.00
Interest on Govt. Dues	69,974.00	19,434.00
Other Borrowing cost*	3,19,632.00	9,81,997.00
Total	1,13,28,557.00	1,36,28,509.00

32.1 Other borrowing cost includes bank charges, loan processing charges and Loan foreclosure charges.

Note 33 - Earnings per share

Particulars	As at 31st March 2023	As at 31st March 2022
Profit After Tax	2,78,93,521.00	(56,07,388.00)
Weighted Average No. of Equity Shares*	1,14,87,333	1,14,87,333
EPS (basic & Diluted)	2.43	(0.49)

Note 34 - Contingent Liability

Particulars	As at 31st March 2023	As at 31st March 2022
i) Counter guarantee given by Banks	1,79,60,423.00	1,88,63,811.00
ii) Central Sales Tax Dues (disputed in appeal)	45,30,181.00	45,30,181.00
iii) Income tax demand outstanding-pending rectification	34,350.00	34,350.00
iv) Investment in CKP bank shares	5,37,500.00	5,37,500.00
v) FD with CKP Bank	1,30,147.00	1,30,147.00
vi) Show Cause cum Demand Notice	3,94,48,606.00	-
Total	6,26,41,207.00	2,40,95,989.00

34.1 With respect to the Central Sales Tax Due of Rs.45,30,181/- the company has file an appeal and based on expert legal advise and merits of the case the Company is hopeful that the outcome would in its favor. And accordingly no provision is required to be made in the accounts. However, it is not practicable to estimate the timing of cash outflow if any, in respect of the above pending the resolution of the proceedings.

34.2 In respect of Contingent Liability related to CKP bank shares , the same has been disclosed because the bank has stopped its main operations as per RBI instructions.

34.3 The company has received a Show Cause Notice from DGGI dated 16th March 2023 for Rs. 3,94,48,606/- along with Interest and penalties. However, the management of the company is in the process of filing reply to Show Cause Notice & will litigate the same until the matter attains finality.

Note 35 - Audit Remuneration

Particulars	As at 31st March 2023	As at 31st March 2022
For Statutory Audit	1,30,000.00	1,30,000.00
For Tax Audit	30,000.00	30,000.00
For other matters		
Total	1,60,000.00	1,60,000.00

36 Related party Transaction as per IND AS 24
a. Related party are given below

Sr.No.	Enterprise on which major Shareholders Exercises Significant Influence	Key Management Personnel	Relative to Key Management Personnel
1	Badkur Blow Plast Containers Pvt. Ltd.	C.D. Ignatious	Orville Ignatious
2	---	Harsh Badkur	Jenny Ignatious
3	---	Puneet Badkur	Namrata Badkur
4	---		Neeti Gupta

b. Details of transaction are given below

Sr.No.	Nature of Transactions	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Loan Transaction		
	(a) Taken During the year	-	-
	Key Management Personnel	-	-
	Enterprises over which Significant Influence	-	-

2	Director remuneration		
	Key Management Personnel	31,20,000.00	26,65,000.00
		31,20,000.00	26,65,000.00
3	Salary		
	Relative of Key Management Personnel	24,70,000.00	18,45,200.00
	Key Management Personnel	4,02,331.00	4,37,275.00
		28,72,331.00	22,82,475.00
4	Reimbursement of Credit card		
	Key Management Personnel	3,767.00	-
	Relative of Key Management Personnel	-	11,760.00
		3,767.00	11,760.00

37 Information pursuant to provision of Schedule III of Companies Act 2013

A) Opening and Closing inventory (including WIP):			
Sr.No	Products	For the year ended 31 March 2023	For the year ended 31 March 2022
i)	Casting	4,87,652.00	23,49,394.00
ii)	Plates & Rods	18,83,800.00	32,87,040.00
iii)	Welding rod & Stud nuts	9,74,297.00	8,62,150.00
iv)	WIP of Unfinished Assembled valve	19,83,012.00	66,98,304.00
v)	Others	34,64,393.00	16,29,593.00
vi)	Finished	87,93,154.00	2,07,50,291.00
	Total	1,75,86,308.00	35,576,772.00

B) The information about principal items of Raw Materials Consumed is as follows:			
Sr.No.	Products	For the year ended 31 March 2023	For the year ended 31 March 2022
i)	Casting	13,43,787.00	4,87,330.00
ii)	Plates & Rods	3,69,87,134.00	2,38,26,358.00
iii)	Welding rod & Stud nuts	20,77,975.00	9,13,175.00
iv)	Unfinished valve	5,21,58,360.00	3,61,06,687.00
v)	Packing Materials	75,15,052.00	8,37,584.00
vi)	Others		52,09,802.00
	Less: Excise Duty paid on purchase		
	Total	10,00,82,308.00	6,73,80,936.00

C) The above materials are indigenous and imports are Nil (P.Y. Nil)

D) Details of Manufactured Goods:			
Sr.No.	Products	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Assembled valves		
	Opening Stock		
	Sales	20,29,87,699.00	11,39,10,995.00
	Closing Stock	1,75,86,308.00	3,55,76,772.00

E) Details of Traded Goods (net of tax):			
Sr.No.	Products	For the year ended 31 March 2023	For the year ended 31 March 2022
1	Steel Coil/Wire Rod /Plates		
	Opening Stock	-	-
	Purchase	-	-
	Sales	-	-
	Closing Stock	-	-
2	Other various products		
	Opening Stock	-	-
	Purchase	-	-
	Sales	-	-
	Closing Stock	-	-

Sr.No.	Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
F)	CIF value of Import Purchase Traded		
G)	Expenditure in Foreign Currency Expenses Incurred	0	0
H)	Earning in Foreign currency in FOB basis		
	Export Sales	-	45,78,700.00

38 i) The balance confirmation in respect of debtors, creditors, advances, loans and deposits as at 31st March 2023 have been called for and the same are subject to confirmation and reconciliation if any. However, the management has scrutinized the accounts and the balances appearing in the balance sheet are correct.

ii) In the opinion of management, no item of current assets, loans and advances has a value on realization in the ordinary course of business, which is less than the amount of value at which it is stated in the balance sheet, unless otherwise specified.

39 Figures of previous year are regrouped and reclassified as and when necessary.

As per our report of even date annexed

**For Raju & Prasad
Chartered Accountants
FRN - 003475S**

For and on Behalf of the Board of Directors

**Sd/
Avinash. T. Jain
Partner
Membership No.: 041689**

**Sd/-
Harsh P. Badkur
Chairman &
Managing Director
DIN: 00676715**

**Sd/-
Puneet P.
Badkur
Whole time
Director & CFO
DIN: 07803209**

**Sd/-
C.D. Ignatious
Whole time
Director
DIN: 01750827**

CHEMTECH strives to be the **PREMIER**
VALVE SOLUTIONS Partner to the
Iron & Steel Industry Globally



Proud To Support
National Steel Mission
Racing to 300 MT



MADE IN INDIA



MADE FOR THE WORLD



Corporate Office : 503, Sunrise Business Park, Road no.16, Wagle Estate, Thane (West), Maharashtra – 400 604.
Registered Office : 105, Hiranandani Industrial Estate, Kanjurmarg (West), Mumbai, Maharashtra – 400078.
Factory Address: Plot no.37, Kondala Road, Village Vadavali, Taluka Wada, Palghar, Maharashtra – 421312, India
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