

CHEMTECH INDUSTRIAL VALVES LIMITED

Reg. Off.: 105, Hiranandani Industrial Estate, Opp. Kanjurmarg Railway Station,
Mumbai – 400 078.

CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

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

Correspondence & Admin Office : 503, Sunrise Business Park, Plot No. B-68, Road No. 16, Near Kisan Nagar-2, Wagle Industrial Estate, Thane (W), (Mumbai) 400 604. **Mobile:** 7506333475, **Email:** marketing@chemtechvalves.com, **Website :** www.chemtechvalves.com,
Works: Plot No. 37, Kondala Road, Opp Essel Propack, Near Multi Steel, Post. Vadavali, Tal. Wada, Dist. Palghar – 421 312. **Tel.:** +91 9223300521

Registered Office: 105, Hiranandani Industrial Estate, Opp. Kanjurmarg (W), Mumbai – 400 078.

CIN: L29299MH1997PLC105108, Registered Medium Enterprises Under MSMED Act, 2006 **GSTIN:** 27AAACC5866H1Z1

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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:

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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

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Additional Non-Executive Independent 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.

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For and on behalf of the Board of Director

Place: Mumbai

Date: 31st August, 2023

Sd/-

Puneet Pradeep Badkur
Whole Time Director & CFO
DIN: 07803209

Sd/-

Harsh Pradeep Badkur
Chairman & Managing Director
DIN: 00676715

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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.

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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.

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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 alongwith 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 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 e-voting 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.

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For and on behalf of the Board of Director

Place: Mumbai

Date: 31st August, 2023

Sd/-

Puneet Pradeep Badkur

Whole Time Director & CFO

DIN: 07803209

Sd/-

Harsh Pradeep Badkur

Chairman & Managing Director

DIN: 00676715

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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.

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1. 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">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.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.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. 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. |

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| Individual Shareholders holding securities in demat mode with NSDL | <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.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. |

Correspondence & Admin Office : 503, Sunrise Business Park, Plot No. B-68, Road No. 16, Near Kisan Nagar-2, Wagle Industrial Estate, Thane (W), (Mumbai) 400 604. **Mobile:** 7506333475, **Email:** marketing@chemtechvalves.com, **Website :** www.chemtechvalves.com

Works : Plot No. 37, Kondala Road, Opp Essel Propack, Near Multi Steel, Post. Vadavali, Tal. Wada, Dist. Palghar – 421 312. **Tel.:** +91 9223300521

Registered Office: 105, Hiranandani Industrial Estate, Opp. Kanjurmarg (W), Mumbai – 400 078.

CIN: L29299MH1997PLC105108, Registered Medium Enterprises Under MSMED Act, 2006 **GSTIN:** 27AAACC5866H1Z1

CHEMTECH INDUSTRIAL VALVES LIMITED

Reg. Off.: 105, Hiranandani Industrial Estate, Opp. Kanjurmarg Railway Station,
Mumbai – 400 078.

CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

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.

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CIN: L29299MH1997PLC105108, Registered Medium Enterprises Under MSMED Act, 2006 GSTIN: 27AAACC5866H1ZI

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CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

- 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'.

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Mumbai – 400 078.

CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

(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 “**DOCUMENTTYPE**” 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. |

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CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

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.

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CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

Registered office:

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

For and on behalf of the Board of Director

Place: Mumbai

Date: 31st August, 2023

Sd/-

Puneet Pradeep Badkur

Whole Time Director & CFO

DIN: 07803209

Sd/-

Harsh Pradeep Badkur

Chairman & Managing Director

DIN: 00676715

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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:

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

For and on behalf of the Board of Director

Place: Mumbai

Date: 31st August, 2023

Sd/-

Puneet Pradeep Badkur

Whole Time Director & CFO

Sd/-

Harsh Pradeep Badkur

Chairman & Managing Director

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ANNEXURE TO 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.

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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.

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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.

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CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

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.

1. **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.

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Reg. Off.: 105, Hiranandani Industrial Estate, Opp. Kanjurmarg Railway Station,
Mumbai – 400 078.

CIN: L29299MH1997PLC105108

Website: <http://www.chemtechvalves.com> Email: investors@chemtechvalves.com

- 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.
2. **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.
3. **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.

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Works : Plot No. 37, Kondala Road, Opp Essel Propack, Near Multi Steel, Post. Vadavali, Tal. Wada, Dist. Palghar – 421 312. **Tel.:** +91 9223300521

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4. **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.
5. **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.

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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.

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- 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.

c) **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.

d) **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

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- 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.
- e) **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.
- f) **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.

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Brief Profile of Proposed 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

- 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. 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. -

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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.

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