

Chemtech Industrial Valves Limited

CIN: L29299MH1997PLC105108

(Regd. Office: 105, Hiranandani Indl. Estate, Opp. Kanjur Marg Rly Station, Mumbai – 400078)

Telephone No. +91-22-25839500/8220, Email: investors@chemtechvalves.com

Website: www.chemtechvalves.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **21st Annual General Meeting** of the members of **Chemtech Industrial Valves Limited** will be held on **Friday, 29th September, 2017** at **11.00 a.m.** at 105, Hiranandani Industrial Estate, Opp. Kanjurmarg Railway Station, Mumbai – 400 078 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements and the reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2017.
2. To appoint a director in place of Mrs. Namrata Pradeep Badkur who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Mr. Puneet Pradeep Badkur as a Director of the Company who was initially appointed as an Additional Director on 05th May, 2017.
4. **To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT, in terms of Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Raju & Prasad Chartered Accountants, (having firm registration no. 003475S), are hereby appointed as Statutory Auditors of the Company from Financial year 2017-2018 to 2021-2022, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

5. **Adoption of New Set of Memorandum of Association under Companies Act, 2013:**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions contained in section 13(1) and such other sections & rules made under the New Companies Act, 2013, the new set of Memorandum of Association of the company be and is hereby adopted in place of existing Memorandum, as placed before the Board and duly initialed by the Chairman for identification purpose.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regards.”

6. **Adoption of New Set of Articles of Association under Companies Act, 2013:**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions contained in section 13(1) and such other sections & rules made under the New Companies Act, 2013, the new set of Articles of Association of the company be and is hereby adopted in place of existing Articles, as placed before the Board and duly initialed by the Chairman for identification purpose.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regards.”

7. Place of Keeping and Inspection of Registers, Returns, etc.:

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

“RESOLVED THAT pursuant to section 94(1) of Companies Act, 2013 and other applicable rules the place of keeping and inspection of registers, returns, etc be and is hereby changed from Registered Office i.e. 105, Hiranandani Industrial Estate, Opp. Kanjurmarg Railway Station, Mumbai – 400 078 to Corporate Office of the Company i.e. 503, 5th Floor, Sunrise Business Park, Plot No. B-68, Road No. 16, Wagle Industrial Estate, Thane (W), Mumbai – 400 604.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to so all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regards.”

By the Order of Board of Directors

Place: Mumbai

Date: 07th September, 2017

sd/-

Roma Roopkumar Bhagtani
Company Secretary & Compliance Officer

Notes:

1. **A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF AND PROXY NEED NOT BE MEMBER OF THE COMPANY.**
2. The Instrument of appointing the Proxy, in order to be effective, must be received at the Company's Registered Office not less than 48 (Forty Eight) hours before the Commencement of Meeting, Proxies submitted on the behalf of the company, society etc. must be supported by appropriate resolution/authority, as applicable, issued on the behalf of the nominating organization. A person can act as proxy on the behalf of members not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for a proxy for any other person or shareholder.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. in the attendance slip while attending the Meeting for easy identification of attendance at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September 2017 to 29th September 2017, both days inclusive.
5. Members/ Proxies are requested to bring the Attendance Slip duly filled up for attending the Meeting.
6. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. The Company's equity shares are listed on BSE Limited. All the listing fees, till date, have been paid.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
10. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs has allowed companies to send official documents through electronic mode. In order to enable the Corporation to be a part of the said 'Green Initiative', members are requested to provide/update their e-mail address to the dedicated email address, i.e. investors@chemtechvalves.com and register their request. Annual Report 2016-2017 is being sent by electronic mode to members whose email addresses are currently available with us. However, physical copies of Annual Report will be available at the Registered Office and shall be sent to any member on receipt of a requisition in this regard.
11. Members are requested to bring their copies of the Annual Report at the time of attending the Meeting as the same will not be distributed at the Meeting.

By the Order of Board of Directors

Place: Mumbai
Date: 07th September, 2017

sd/-
Roma Roopkumar Bhagtani
Company Secretary & Compliance Officer

Explanatory Statements pursuant to Section 102 of The Companies Act, 2013:

Item No. 4: Appointment of Statutory Auditor for Financial Year 2017-2018 to 2021-2022:

In terms of the provisions of section 139, 142 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act.

M/s. S. P. Jain & Associates, Chartered Accountants, Mumbai were re-appointed as Statutory Auditor of the Company in September, 2016. M/s. S. P. Jain & Associates, has been in office for more than 10 years and in compliance with the provisions of the Act, the Company will have to appoint a new auditor in their place in the ensuing Annual general meeting.

The Board of Directors have, at their meeting held on 07th September, 2017, recommended the appointment of M/s. Raju & Prasad, Chartered Accountant, (having firm registration no. 003475S), as Statutory Auditor of the Company in place of M/s. S. P. Jain & Associates, Chartered Accountants to hold office from the conclusion of this AGM until the conclusion of the 25th Annual General meeting of the Company, subject to ratification by the members at every AGM till the 25th AGM.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, are concerned or interested in the said resolution.

Item No. 5: Adoption of MOA under The Companies Act 2013:

As per Section 13 (1) & such other sections & rules made thereunder, Memorandum of Association of the company have to be altered as per the format prescribed by the Companies Act, 2013.

The Directors of your company recommend the adoption of the said Special Resolution as set out in Item No. 5 of the notice in the best interest of the Company.

None of the Directors of your Company are concerned or interested in the proposed resolution except as a Shareholder of the Company.

Item No. 6: Adoption of AOA under the Companies Act 2013:

As per Section 14 (1) & such other sections & rules made thereunder, Articles of Association of the company have to be altered as per the format prescribed by the Companies Act, 2013.

The Directors of your company recommend the adoption of the said Special Resolution as set out in Item No. 6 of the notice in the best interest of the Company.

None of the Directors of your Company are concerned or interested in the proposed resolution except as a Shareholder of the Company.

Item No. 7: Place of Keeping and Inspection of Registers, Returns, etc.:

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and the Rules made there under, the Register of Members and Index of Members required to be kept and maintained by the company under Section 88 and copies of the Annual Return filed by the Company under Section 92 shall be kept at the registered office of the company, provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

In view of the above, it is proposed to authorize M/s. Chemtech Industrial Valves Limited, Registrar and Share Transfer Agents, to maintain, preserve and authenticate Register of Members and Index of Members of the Company, at its office situated at 503,

5th Floor, Sunrise Business Park, Plot No. B-68, Road No. 16, Wagle Industrial Estate, Thane (W), Thane – 400 604 instead of maintaining the same at Registered Office of the Company.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.