

Date: July 29, 2022

To,  
**BSE Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**Subject: Corrigendum to the 26<sup>th</sup> Annual General Meeting for the Financial Year 2021-22.**

Scrip Code: 537326 (Chemtech Industrial Valves Limited)

Respected Sir/Ma'am,

This is in furtherance to our letter dated 20<sup>th</sup> July, 2022 wherein the Company had submitted its Annual report along with the Notice of the 26<sup>th</sup> Annual General Meeting scheduled to be held on Tuesday, 16<sup>th</sup> August, 2022 at 10.00 am at the registered office of the Company situated at 105, Hiranandani Indl. Estate, Opp. Kanjur Marg Rly Station, Mumbai-400078.

We wish to inform the BSE and all the stakeholders of the Company that an error was noticed in the Annual Report and Notice for the F.Y. 2021-2022 after the same was dispatched on 20<sup>th</sup> July, 2022 through email:

1. On Page No.02 of 26<sup>th</sup> Annual Report –“To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**” to be read as **Special Resolution**.

We are enclosing herewith the Notice along with the Annual Report for the FY 2021-2022 after incorporating of the above change and the same is also available on the website of the Company.

Kindly take the same in your records.

Thanking You,

Yours Sincerely,

**For Chemtech Industrial Valves Limited**



**Prachi Dilkhush Kothari**  
**Company Secretary & Compliance Officer**



Encl: As above

**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: <mailto:investors@chemtechvalves.com>

**NOTICE OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **26<sup>th</sup> Annual General Meeting (“AGM”)** of the members of **Chemtech Industrial Valves Limited** will be held on Tuesday, 16<sup>th</sup> August, 2022 at 10:00 a.m. at 105, Hiranandani Industrial Estate, Opp. Kanjurmarg Railway Station, Mumbai-400 078 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 on 31<sup>st</sup> March, 2022.

**Item No. 2:**

To appoint a director in place of Mr. Puneet Pradeep Badkur (DIN: 07803209) who retires by rotation and being eligible, offers himself for re-appointment.

**Item No. 3:**

To consider and approve re-appointment of M/S Raju & Prasad, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) M/S Raju & Prasad, Chartered Accountants (registration number 003475S), be and are hereby re-appointed as Statutory Auditors of the Company for a second consecutive term of five (5) years to hold office from the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 31<sup>st</sup> Annual General Meeting on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of the Directors and the Statutory Auditors on the recommendations of the Audit Committee.”

**SPECIAL BUSINESS:**

**Item No. 4:**

Appointment of Mr. Hemant Goyal (DIN: 00031162), Additional Director of the Company, as a Non-Executive Independent Director on the Board of the Company.

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

**“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, **Mr. Hemant Goyal** (DIN: 00031162), who was appointed by the Board as an Additional Director and has submitted a declaration that he 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.

**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**

Place: Mumbai  
Date: 18<sup>th</sup> July, 2022

Sd/-  
Puneet Pradeep Badkur  
Chief Financial Officer  
DIN: 07803209

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

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**NOTES:**

**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.**

1. 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 any other person or shareholder.
2. 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.
3. 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.
4. Members/ Proxies are requested to bring the Attendance Slip duly filled up for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
6. Register of Members and Share Transfer Books of the Company will remain closed from Friday, 5<sup>th</sup> August, 2022 to Monday, 15<sup>th</sup> August, 2022 both days inclusive.
7. Members are requested to:
  - a. Intimate to the respective Depository Participant, changed if any, in their registered addresses at an early date, in case of shares held in electronic/dematerialized form;
  - b. Quote their folio number/ client ID/DP ID in all correspondence;
  - c. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
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. In pursuance to the General Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular no. 19/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 02/2022 dated 05.05.2022 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the SEBI (hereinafter collectively referred to as "the Circulars") regarding relaxation of compliances for conducting the AGM for the Financial Year 2021-22, Notice for the AGM along with the Annual Report, etc., are being sent

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through electronic mode to such members of the Company whose e-mail addresses are available with the Company/ Depository participant

10. Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with their respective Depository participant. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for 2021-22 are also available at the Company's website <http://www.chemtechvalves.com> for their download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at <https://www.bseindia.com/> and the AGM Notice is also available on the company website <http://www.chemtechvalves.com>, at NSDL (agency for providing the Remote e-Voting facility) i.e. <http://www.evoting.nsdl.com>. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@chemtechvalves.com](mailto:investors@chemtechvalves.com).
11. The Board of Directors have recommended appointment of Mr. Hemant Goyal as the Non-Executive Independent Director on the Board of the Company, thus accordingly the resume, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships /chairmanships of Board Committees as stipulated under Listing Obligation and Disclosure Regulations 2015 is enclosed herewith.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their accounts.
13. At the 21<sup>st</sup> AGM held on 29<sup>th</sup> September, 2017 the members approved appointment of M/s. Raju & Prasad, Chartered Accountants (Firm Registration No.0034755) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 26<sup>th</sup> AGM to be held in year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-sixth AGM.  
M/s. Raju & Prasad, Chartered Accountants, will cease to be the Statutory Auditor of the Company effective from the conclusion of the ensuing AGM. The Board of Directors at their meeting held on 19<sup>th</sup> May, 2022 have considered and recommended the re-appointment of M/s. Raju & Prasad, Chartered Accountants, as the Statutory Auditors of the Company for a consecutive period of five 5 years from the conclusion of the ensuing AGM on the basis of recommendation of the Audit Committee
14. Members desiring any information relating to the accounts are requested to write to the Company well in advance to enable the management to keep the information ready.
15. Relevant documents referred to in the accompanying notice shall remain open for inspection at the corporate office of the company during normal business hours (9.30

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a.m.to 5.30 p.m.) on all working days except Saturdays and Sundays and including the date of the Annual General Meeting of the Company.

16. Proxy form, Attendance slip and Route Map of the venue of the meeting is provided with the report.

**Registered office:**

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**For and on behalf of the Board of Director**

Place: Mumbai  
Date: 18<sup>th</sup> July, 2022

Sd/-  
Puneet Pradeep Badkur  
Chief Financial Officer  
DIN: 07803209

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

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### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Saturday, 13<sup>th</sup> August, 2022 at 09:00 a.m. and ends on Monday, 15<sup>th</sup> August, 2022 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 05<sup>th</sup> August, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 05<sup>th</sup> August, 2022.

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

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

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

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat**

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

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





| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under</li></ol> |

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|  |  |
|--|--|
|  | <p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> App Store       Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>   |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"><li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> and click on New System Myeasi.</li><li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

**Important note:** Members who are unable to retrieve User ID/ Password are advised touse



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Forget User ID and Forget Password option available at abovementioned website.

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

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

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|  |       |   |  |
|--|-------|---|--|
|  | Form. | For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |  |
| 5. Password details for shareholders other than Individual shareholders are given below:   |       |   |  |
| a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.  |       |   |  |
| b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.<br>c) How to retrieve your 'initial password'?<br>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.<br>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered. |       |   |  |
| 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:<br>a) Click on " <b>Forgot User Details/Password?</b> "(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a> .<br>b) <b>Physical User Reset Password?</b> " (If you are holding shares in physical mode) option available on <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a><br>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.<br>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.   |       |   |  |
| 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.  |       |   |  |
| 8. Now, you will have to click on "Login" button.  |       |   |  |
| 9. After you click on the "Login" button, Home page of e-Voting will open.   |       |   |  |

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### Step 2: Cast your vote electronically on NSDL e-Voting system.

#### **How to cast your vote electronically on NSDL e-Voting system?**

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e- mail to : <mailto:spimarteyandassociates@gmail.com> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e- voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com/> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com/> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Megha Malviya at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to <mailto:investors@chemtechvalves.com>
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to <mailto:investors@chemtechvalves.com>. If you are an Individual shareholders holding securities in

**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: <mailto:investors@chemtechvalves.com>

demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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: 18<sup>th</sup> July, 2022

Sd/-  
Puneet Pradeep Badkur  
Chief Financial Officer  
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 Nos. 3 and 4 of the accompanying Notice:

### **ITEM NO. 3**

In accordance with Sections 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 21<sup>st</sup> Annual General Meeting (‘AGM’) appointed M/S Raju & Prasad, Chartered Accountants (Firm Registration No. 003475S) as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 21<sup>st</sup> AGM till the conclusion of the 26<sup>th</sup> AGM to be held in year 2022 of the Company.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/S Raju & Prasad has been recommended to be re-appointed as the Statutory Auditors of the Company.

The Board of Directors of the Company at their meeting held on Thursday, 19<sup>th</sup> May 2022, on the recommendation of the Audit Committee, have recommended the re-appointment of M/S Raju & Prasad as the Statutory Auditors of the Company, for the approval of the Members at the 26<sup>th</sup> AGM of the Company for a term of five consecutive years from the conclusion of 26<sup>th</sup> AGM till the conclusion of 31<sup>st</sup> AGM of the Company to be held in the year 2027, on such remuneration plus applicable taxes, out-of-pocket expenses, as may be mutually agreed upon by the Board of the Directors and the Statutory Auditors on the recommendations of the Audit Committee.

Pursuant to Section 139 of the Act and the rules framed thereunder, the Company has received written consent from M/S Raju & Prasad and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/S Raju & Prasad, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution set out at Item No. 3 of the Notice.

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**ITEM NO. 4**

Mr. Hemant Goyal (DIN: 00031162), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 19<sup>th</sup> May, 2022 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, Mr. Hemant Goyal holds office as Director up to the date of this AGM and is eligible for appointment as a Non-Executive Independent Director.

Further details of Mr. Hemant Goyal have been given in the Annexure to this Notice.

Mr. Hemant Goyal 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 Mr. Hemant Goyal. Further, he has also confirmed that he 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. 4 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 Mr. Hemant Goyal is concerned or interested in the Resolution at Item No. 4 of the Notice.

Mr. Hemant Goyal is not related to any Director or KMP

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**For and on behalf of the Board of Director**

Place: Mumbai  
Date: 18<sup>th</sup> July, 2022

Sd/-  
Puneet Pradeep Badkur  
Chief Financial Officer  
DIN: 07803209

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

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**ANNEXURE TO NOTICE**

**Brief Profile of Proposed Independent Director**

**Mr. Hemant Goyal**

Mr. Hemant Goyal is a Non-Executive Independent Director of the Company. He joined the Board of the Company in 2022. Mr. Hemant Goyal is an acumen business man and having the wide experience of business development. A vision to lead the business in an ethical way helps the company to lead in the better corporate governance.

|   |  |
|---|--|
| <b>Name of Director</b>                       | <b>Hemant Goyal</b>  |
| <b>Director Identification Number (DIN)</b>   | 00031162   |
| <b>Date of Birth</b>                          | 18 <sup>th</sup> September, 1976   |
| <b>Age</b>                                    | 45   |
| <b>Date of Appointment</b>                    | 19 <sup>th</sup> May, 2022   |
| <b>Qualifications</b>                         | Chartered Accountant   |
| <b>Expertise in specific functional areas</b> | Companies Act, 2013, SEBI LODR Regulations, 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. 19<sup>th</sup> May, 2022 to hold office till the conclusion of the Annual General Meeting to be held for financial year ending 2021-22, 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.
- 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.
- 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

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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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**PROXY FORM**

Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): .....

Registered address: .....

E-mail Id: ..... Folio No./ DP ID No./Client ID No. ....

I/We, being the member(s) of Chemtech Industrial Valves Limited, holding ..... shares, hereby appoint

Name: .....E-mail Id: .....

Address: .....

Signature: .....

Or failing him/her

Name: .....E-mail Id: .....

Address: .....

Signature: .....

Or failing him/her

Name: .....E-mail Id: .....

Address: .....

Signature: .....

as my/our Proxy to attend and vote for me/us on my/ our behalf at the 26<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, 16<sup>th</sup> August, 2022 at 10:00 a.m. at 105, Hiranandani Industrial Estate, Opp. Kanjur Marg Railway Station, Mumbai-400 078 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of Shareholder.....Signature of Proxy holder(s).....

Affix One  
Rupee  
Revenue  
Stamp

**NOTES:**

- 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 105, Hiranandani Industrial Estate, Opp. Kanjur Marg Railway Station, Mumbai – 400 078, not less than 48 hours before commencement of the Meeting.
- 2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy Form.

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**ATTENDANCE SLIP**

I/We hereby record my/our presence at the Twenty-Sixth Annual General Meeting of the Company to be held on Tuesday, 16<sup>th</sup> August, 2022 at 10:00 a.m. at 105, Hiranandani Industrial Estate, Opp. Kanjur Marg Railway Station, Mumbai – 400 078.

FolioNo./ DPIDNo./ ClientID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxy holder \_\_\_\_\_ Signature \_\_\_\_\_

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

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## CHEMTECH INDUSTRIAL VALVES LIMITED

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### ROUTE MAP FOR 26<sup>TH</sup> ANNUAL GENERAL MEETING

**Venue:** 105, Hiranandani Industrial Estate, Opp. Kanjur Marg Railway Station, Mumbai – 400 078

