

18th January, 2024

To,
BSE Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001

Sub: Notice for the Extra-Ordinary General Meeting for the Financial Year 2023-24

Ref: Scrip Code: 537326 (Chemtech Industrial Valves Limited)

Dear Sir/Madam,

In pursuance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of the Extra Ordinary General Meeting ("EOGM") scheduled to be held on Tuesday, 13th February, 2024 at 11.00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

Further in compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company has availed E-voting services of the NSDL for providing e-voting facility to its Members.

The schedule of events of e-voting is as follows:

Cut-off date	06 th February, 2024
Remote e-voting Start date with time	Saturday, 10 th February, 2024 at 09.00 A.M.
Remote e-voting End date with time	Monday, 12 th February, 2024 at 05.00 P.M.

You are requested to kindly take a note of the same.

Thanking You,
Yours faithfully,

FOR CHEMTECH INDUSTRIAL VALVES LIMITED



PRACHI KOTHARI
COMPANY SECRETARY & COMPLIANCE OFFICER

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 EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra Ordinary General Meeting ("EGM") of the members of Chemtech Industrial Valves Limited will be held on Tuesday, 13th February, 2024 at 11.00 A.M. through Video Conferencing ("VC")/Other Audio Visual Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present **Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.**

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V (A) thereof by the following new Clause V (A) as under:

"V (A). The Authorized Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each with the rights, privilege and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company, and to divide the shares in the capital for time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be dependent by or in accordance with the regulations

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of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.”

RESOLVED FURTHER THAT Mr. Harsh Pradeep Badkur, Managing Director of the Company, Mr. Puneet Pradeep Badkur, CFO and Whole-Time Director of the Company or Ms. Prachi Kothari, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents filing with Ministry of Corporate Affairs/ Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 2

Issue of 31,50,000 Equity Shares and 10,00,000 Convertible Warrants on Preferential basis

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI (LODR) Regulations, 2015”**) and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs, the respective stock exchange where the equity shares of the Company are listed (**“Stock Exchange”**), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not

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limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members be and is hereby accorded, to authorize, create, issue, offer and allot by way of Preferential Allotment, upto **31,50,000 (Thirty One Lakhs Fifty Thousand Only)** Equity Shares of Face Value of **Rs. 10/- (Rupees Ten Only)** each at a premium of **Rs. 45/- (Rupees Forty Five Only)** each aggregating to **Rs. 17,32,50,000/- (Rupees Seventeen Crores Thirty Two Lakhs Fifty Thousand Only)** and **10,00,000 (Ten Lakhs Only)** Convertible Warrants of Face Value of **Rs. 10/- (Rupees Ten Only)** each at a premium of **Rs. 45/- (Rupees Forty Five Only)** each aggregating to **Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only)** to Strategic Investors (Non-Promoters), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficial Owner
	Category- Non Promoters			
1.	Amit Dalmia HUF	50,000	-	Amit Dalmia (Karta)
2.	Bipin Vrajlal Sheth	50,000	-	Bipin Vrajlal Sheth
3.	D K Goyal HUF	-	5,00,000	Dayakrishna Goyal (Karta)
4.	Dayakrishna Goyal	-	5,00,000	Dayakrishna Goyal
5.	Harsukh Nanchandbhai Desai	50,000	-	Harsukh Nanchandbhai Desai

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6.	Jignesh H Desai HUF	1,00,000	-	Jignesh Harsukhbhai Desai (Karta)
7.	Kalpna Sudhir Bheda	1,00,000	-	Kalpna Sudhir Bheda
8.	Krishnakumar T Singh HUF	1,00,000	-	Krishnakumar Tehbahadur Singh (Karta)
9.	Malap Dhaval Kothari	50,000	-	Malap Dhaval Kothari
10.	Naresh Gupta	1,00,000	-	Naresh Gupta
11.	Nipa Asim Shah	1,00,000	-	Nipa Asim Shah
12.	Pratibha Goyal	5,00,000	-	Pratibha Goyal
13.	Rajesh M Mamania HUF	1,00,000	-	Rajesh Mavji Mamania (Karta)
14.	Ramesh Sawalram Saraogi	1,00,000	-	Ramesh Sawalram Saraogi
15.	Rupesh Soni	1,00,000	-	Rupesh Soni
16.	Shailesh Hemant Dhamankar	50,000	-	Shailesh Hemant Dhamankar
17.	Vikas Vijaykumar Khemani	15,00,000	-	Vikas Vijaykumar Khemani
18.	Yash Investments	1,00,000	-	• Pratik Nagin Solanki • Meera Pratik Solanki
	Total	31,50,000	10,00,000	

RESOLVED FURTHER THAT:

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares and Convertible Warrants in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as **12th January, 2024** to consider the proposed preferential issue of Equity Shares and the conversion price for the conversion of warrants into Equity

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Shares is the said Relevant date i.e. **12th January, 2024** as per SEBI (ICDR) Regulations, 2018.

- ii. The Equity Shares and Convertible warrants as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form only.
- iii. The Equity Shares to be allotted and the Equity Shares to be allotted on exercise of the Warrants shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- iv. The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares and Convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Equity Shares and the Convertible Warrants issued and allotted pursuant to the exercise of the warrants shall be locked in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of allotment into one fully paid-up Equity Share of **Rs. 10/- (Rupees Ten Only)** each at the price determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Equity Shares and Convertible Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

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RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and Convertible Warrants and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares and Convertible Warrants of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT Mr. Harsh Pradeep Badkur, Managing Director of the Company, Mr. Puneet Badkur, CFO and Whole-Time Director of the Company or Ms. Prachi Kothari, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchange, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

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ITEM NO. 3

Change in the Registered Address of the Company from one City to another City within same ROC/State

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

“RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and subject to other approvals, consent of the Members be and is hereby accorded to shift the registered office of the Company from **105 Hiranandani Indl. Estate, Opp. Kanjur Marg Rly Station, Mumbai- 400078, Maharashtra, India** to **503, Sunrise Business Park, Plot No B-68, Road No-16 Near Kisan Nagar-2, Wagle Industrial Estate, Thane-400604, Maharashtra, India** with effect from **13th February, 2024**.

RESOLVED FURTHER Mr. Harsh Pradeep Badkur, Managing Director of the Company and/or Mr. Puneet Badkur, CFO and Whole-Time Director of the Company or Ms. Prachi Kothari, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies and take suitable action for implementation of the above resolution.”

DATE: 15TH JANUARY, 2024

PLACE: MUMBAI

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR CHEMTECH INDUSTRIAL VALVES LIMITED**

**SD/-
HARSH PRADEEP BADKUR
MANAGING DIRECTOR
DIN: 00676715**



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Notes:

1. The Extra Ordinary General Meeting (“EGM”) will be held on Tuesday, 13th February, 2024 at 11.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 08th May, 2020, MCA General Circular No. 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 , 02/2021 dated 13th January, 2021, 03/2022 dated 5th May, 2022 and 09/2023 dated 25th September, 2023.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include 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 Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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6. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (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 in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://www.chemtechvalves.com/investor-relations6.htm>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 10th February, 2024 at 09:00 A.M. and ends on Monday, 12th February, 2024 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. Tuesday, 06th February, 2024 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 Tuesday, 06th February, 2024.

Manoj P. Bhat

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

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

Step 1: Access to NSDL e-Voting system

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

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

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





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “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 i.e. NSDL 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 & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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	<p>3. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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</p>

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	<p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

CHEMTECH INDUSTRIAL VALVES LIMITED

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Mumbai – 400 078.

CIN: L29299MH1997PLC105108

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

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

Manoj Patil

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

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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 shriramimartey@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Rimpa Bag at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (selfattested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@chemtechvalves.com.

Harsh P. Bhat

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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 investors@chemtechvalves.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:



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1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@chemtechvalves.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the meeting will be required to register themselves as speaker by sending e-mail to the CFO at from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.00 a.m. on **10th February, 2024** will be able to speak at the meeting.
8. **The Results of voting will be declared within two working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.chemtechvalves.com under the section 'Investor Relations', on the website of

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NSDL www.evoting.nsdl.com and such Results will also be forwarded to the BSE Limited where the Company's shares are listed www.bseindia.com.

9. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

DATE: 15TH JANUARY, 2024

PLACE: MUMBAI

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR CHEMTECH INDUSTRIAL VALVES LIMITED**

**SD/-
HARSH PRADEEP BADKUR
MANAGING DIRECTOR
DIN: 00676715**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("The Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1 –

Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company

The Current Authorized Capital of the Company is **Rs. 12,00,00,000/- (Rupees Twelve Crores Only)** and the Paid-up Share Capital of the Company is **Rs. 11,48,73,330/- (Rupees Eleven Crore Forty Eight Lakhs Seventy Three Thousand Three Hundred Thirty Only)**. To meet the long-term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increase in the Share Capital. Your Board at its meeting held on **15th January, 2024** subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from **Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each** to **Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each**.

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the Increase in Authorized Share Capital of the Company, Clause V (A) of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till 13th February, 2024.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.



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Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item No. 2-

Issue of 31,50,000 (Thirty One Lakhs Fifty Thousand) Equity Shares and 10,00,000 (Ten Lakhs) Convertible Warrants on Preferential Basis

The Board of the Directors of the Company at its meeting held on **15th January, 2024** has given their consent subject to approval of Members by way of Special Resolution to issue **31,50,000 (Thirty One Lakhs Fifty Thousand) Equity Shares and 10,00,000 (Ten Lakhs) Convertible Warrants** to Strategic Investors (Non-Promoters) on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares and Convertible Warrants:

Sr. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be	No. of Convertible Warrants proposed to	Name of the Ultimate Beneficial Owner
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	Category- Promoters	Non	allotted	be allotted	
1.	Amit Dalmia HUF		50,000	-	Amit Dalmia (Karta)
2.	Bipin Vrajlal Sheth		50,000	-	Bipin Vrajlal Sheth
3.	D K Goyal HUF		-	5,00,000	Dayakrishna Goyal (Karta)
4.	Dayakrishna Goyal		-	5,00,000	Dayakrishna Goyal
5.	Harsukh Nanchandbhai Desai		50,000	-	Harsukh Nanchandbhai Desai
6.	Jignesh H Desai HUF		1,00,000	-	Jignesh Harsukhbhai Desai (Karta)
7.	Kalpana Sudhir Bheda		1,00,000	-	Kalpana Sudhir Bheda
8.	Krishnakumar T Singh HUF		1,00,000	-	Krishnakumar Tehbahadur Singh (Karta)
9.	Malap Dhaval Kothari		50,000	-	Malap Dhaval Kothari
10.	Naresh Gupta		1,00,000	-	Naresh Gupta
11.	Nipa Asim Shah		1,00,000	-	Nipa Asim Shah
12.	Pratibha Goyal		5,00,000	-	Pratibha Goyal
13.	Rajesh M Mamania HUF		1,00,000	-	Rajesh Mavji Mamania (Karta)
14.	Ramesh Sawalram Saraogi		1,00,000	-	Ramesh Sawalram Saraogi
15.	Rupesh Soni		1,00,000	-	Rupesh Soni
16.	Shailesh Hemant		50,000	-	Shailesh Hemant

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	Dhamankar			Dhamankar
17.	Vikas Vijaykumar Khemani	15,00,000	-	Vikas Vijaykumar Khemani
18.	Yash Investments	1,00,000	-	<ul style="list-style-type: none">• Pratik Nagin Solanki• Meera Pratik Solanki
	Total	31,50,000	10,00,000	

2. Objects of the preferential issue:

The proposed issue of **31,50,000 (Thirty One Lakhs Fifty Thousand)** Equity Shares and **10,00,000 (Ten Lakhs)** Convertible Warrants is being made for cash with the object of meeting the long term funding requirements of the Company for capital expenditure, working capital, general corporate purposes, etc. in order to support the future growth plan of the Company.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 31,50,000 (Thirty One Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 55/- (Rupees Fifty Five Only) each (including premium of Rs. 45/- each) and 10,00,000 (Ten Lakhs) Convertible Warrants of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 55/- (Rupees Fifty Five Only) each (including premium of Rs. 45/- each) on preferential basis for Cash consideration.

4. Basis on which the price of the Preferential Issue has been arrived at:

- A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/07/2019/12711) having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097 using Internationally accepted valuation practices vide Valuation Report dated 12th January, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 40.92/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investor Relations" tab on the website of the Company at the following link: www.chemtechvalves.com.

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B] The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued and equity shares to be issued pursuant to conversion of warrants shall not be less than higher of the following:

(a) Rs. 54.01/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 53.16/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 54.01/- each.

C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis is Rs. 54.01/- each (Face Value of Rs. 10/- each + Premium of Rs. 44.01/- each) being the higher price of A or B.

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis shall be at a price of Rs. 55/- each (Face Value Rs. 10/- each + Premium Rs. 45/- each).

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5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares and Equity Shares to be issued on conversion of warrants with reference to the proposed allotment is 12th January, 2024. Please note that 14th January, 2024 (Sunday) being the date 30 days prior to 13th February, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 12th January, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of Equity Shares and Convertible Warrants are made to Individuals, Hindu Undivided Family (HUF), Partnership Firm, etc. belonging to Non Promoters category.

7. Intention of promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, promoters, key managerial personnel or senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares and Convertible Warrants.

8. The change in control if any in the company that would occur consequent to the preferential offer;

The proposed Preferential Allotment of Equity Shares and Convertible Warrants will not result in any change in the management and control of the Company.

9. Time frame within which the preferential allotment shall be completed :

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares and Convertible Warrants within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval

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or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Sr. No	Category	Pre Preferential Issue*		Post Preferential Issue of 31,50,000 Equity Shares		Post Preferential Issue (Assuming conversion of 10,00,000 Warrants into Equity Shares)	
		No. of shares held	% of share holding	No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding						
1	Indian						
	Individual	6,975,309	60.72	6,975,309	47.65	6,975,309	44.61
	Bodies corporate	-	0.00	-	0.00	-	0.00
	Sub-total	6,975,309	60.72	6,975,309	47.65	6,975,309	44.61
2	Foreign Promoters	-	0.00	-	0.00	-	0.00
	Sub-total (A)	6,975,309	60.72	6,975,309	47.65	6,975,309	44.61
B	Non-promoters' holding						
	Institutional investors	-	0.00	-	0.00	-	0.00
	Non-institution						

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. Tel. : 022 69753500, 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 vide Udyam Registration No : UDYAM-MH-33-0007934 GSTIN: 27AAACC5866H1Z1

Hanumanth Reddy

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	Private corporate bodies, Partnership Firm & LLP	350,544	3.05	450,544	3.08	450,544	2.88
	Indian public & HUF	3,902,480	33.97	6,952,480	47.50	7,952,480	50.86
	(Others (including IEPF, NRIs, Clearing members, Trusts, etc)	259,000	2.25	259,000	1.77	259,000	1.66
	Sub-total (B)	4,512,024	39.28	7,662,024	52.35	8,662,024	55.39
C	Non Promoter & Non Public	-	0.00	-	0.00	-	0.00
	GRAND TOTAL	11,487,333	100.00	14,637,333	100.00	15,637,333	100.00

** As on 31st December, 2023*

11. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern mentioned above.

12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

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

Proposed Allottees	Ultimate Beneficial Owner	Pre Preferential Issue*		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (After issue of 31,50,000 Equity Shares)		Post Preferential Issue (Assuming conversion of 10,00,000 Convertible Warrants into Equity Shares)	
		No of shares held	% of share holding			No of shares held	% of share holding	No of shares held	% of share holding
Non Promoters									
Amit Dalmia HUF	Amit Dalmia (Karta)	-	-	50,000	0	50,000	0.34	50,000	0.32
Bipin Vrajlal Sheth	Bipin Vrajlal Sheth	-	-	50,000	0	50,000	0.34	50,000	0.32
D K Goyal HUF	Dayakrishna Goyal	-	-	0	500,000	-	-	500,000	3.20
Dayakrishna Goyal	Dayakrishna Goyal	-	-	0	500,000	-	-	500,000	3.20
Harsukh Nanchandbhai Desai	Harsukh Nanchandbhai Desai	13,500	0.12	50,000	0	63,500	0.43	63,500	0.41
Jignesh H Desai HUF	Jignesh H Desai (Karta)	-	-	100,000	0	100,000	0.68	100,000	0.64

Handwritten Signature

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Kalpana Sudhir Bheda	Kalpana Sudhir Bheda	-	-	100,000	0	100,000	0.68	100,000	0.64
Krishnakumar T Singh HUF	Krishnakumar Tejbahadur Singh (Karta)	-	-	100,000	0	100,000	0.68	100,000	0.64
Malap Dhaval Kothari	Malap Dhaval Kothari	-	-	50,000	0	50,000	0.34	50,000	0.32
Naresh Gupta	Naresh Gupta	-	-	100,000	0	100,000	0.68	100,000	0.64
Nipa Asim Shah	Nipa Asim Shah	6,000	0.05	100,000	0	106,000	0.72	106,000	0.68
Pratibha Goyal	Pratibha Goyal	-	-	500,000	0	500,000	3.42	500,000	3.20
Rajesh M Mamania HUF	Rajesh M Mamania (Karta)	-	-	100,000	0	100,000	0.68	100,000	0.64
Ramesh Sawaram Saraogi	Ramesh Sawaram Saraogi	-	-	100,000	0	100,000	0.68	100,000	0.64
Rupesh Soni	Rupesh Soni	-	-	100,000	0	100,000	0.68	100,000	0.64

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Shailesh Hemant Dhama nkar	Shailesh Hemant Dhama nkar	-	-	50,000	0	50,000	0.34	50,000	0.32
Vikas Vijaykumar Khemani	Vikas Vijaykumar Khemani	-	-	1,50,000	0	1,50,000	10.25	1,50,000	9.59
Yash Investments	•Pratik Nagin Solan ki •Meera Pratik Solan ki	-	-	100,000	0	100,000	0.68	100,000	0.64

* As on 31st December, 2023

Assumptions:

- All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
- The warrants are held by the aforesaid allottees at the time of exercise of the option and
- The options are exercised by them in full.

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or
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			non-promoter
1.	Amit Dalmia HUF	Not Applicable	Non Promoter
2.	Bipin Vrajlal Sheth	Not Applicable	Non Promoter
3.	D K Goyal HUF	Not Applicable	Non Promoter
4.	Dayakrishna Goyal	Not Applicable	Non Promoter
5.	Harsukh Nanchandbhai Desai	Non Promoter	Non Promoter
6.	Jignesh H Desai HUF	Not Applicable	Non Promoter
7.	Kalpana Sudhir Bheda	Not Applicable	Non Promoter
8.	Krishnakumar T Singh HUF	Not Applicable	Non Promoter
9.	Malap Dhaval Kothari	Not Applicable	Non Promoter
10.	Naresh Gupta	Not Applicable	Non Promoter
11.	Nipa Asim Shah	Non Promoter	Non Promoter
12.	Pratibha Goyal	Not Applicable	Non Promoter
13.	Rajesh M Mamania HUF	Not Applicable	Non Promoter
14.	Ramesh Sawalram Saraogi	Not Applicable	Non Promoter
15.	Rupesh Soni	Not Applicable	Non Promoter
16.	Shailesh Hemant Dhamankar	Not Applicable	Non Promoter
17.	Vikas Vijaykumar Khemani	Not Applicable	Non Promoter
18.	Yash Investments	Not Applicable	Non Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2023 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

16. Undertakings:

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- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrower.

18. Pricing:

- A] As required under Regulation 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/07/2019/12711) having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097 using Internationally accepted valuation practices vide Valuation Report dated 12th January, 2024. Accordingly, the Fair Value of Equity Shares is Rs. 40.92/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investor Relations" tab on the website of the Company at the following link: www.chemtechvalves.com .
- B] The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued and equity shares to be issued pursuant to conversion of warrants shall not be less than higher of the following:
- (a) Rs. 54.01/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

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(b) Rs. 53.16/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 54.01/- each.

- C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 166A of the SEBI (ICDR) Regulations, 2018 in sub point A above and Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point B above, the minimum issue price of the Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis is Rs. 54.01/- each (Face Value of Rs. 10/- each + Premium of Rs. 44.01/- each) being the higher price of A or B.

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares and Equity Shares to be issued pursuant to conversion of warrants on Preferential basis shall be at a price of Rs. 55/- each (Face Value Rs. 10/- each + Premium Rs. 45/- each).

19. Name and the address of Valuer who performed valuation-

Dinesh Kumar Deora, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer having its Office at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai- 400097.

20. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Dilip Kumar Swarnkar (Membership No. 47600), Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General



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Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the EGM Notice till 13th February, 2024. This certificate is also placed under “Investor Relations” tab on the www.chemtechvalves.com

21. Lock-in period

The aforesaid allotment of Equity Shares and Convertible Warrants allotted on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

22. Material Terms of Issue of Equity Shares and Convertible Warrants –

i. For Equity Shares

Issue and allotment of 31,50,000 (Thirty One Lakhs Fifty Thousand) Equity Shares at a price of Rs. 55/- (Rupees Fifty Five Only) per share (Face Value of Rs. 10/- per share and Premium Rs. 45/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

ii. For Convertible Warrants

- a. Issue and allotment of 10,00,000 (Ten Lakhs) Convertible Warrants at a price of Rs. 55/- (Rupees Fifty Five Only) per share (Face Value of Rs. 10/- per share and Premium Rs. 45/- per share) on preferential allotment basis for cash consideration.
- b. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. Upon exercise of the option by the allottees to convert the warrants within 18 months from the date of

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allotment of warrants, the Company will allot Equity Shares pursuant to exercise of the warrants within 15 days from the date of such exercise by the allottees. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs. 10/- each to the Warrant holders.

- c. 25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity Shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 55/- (Rupees Fifty Five Only) each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 at any time within 18 months from the date of allotment. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

23. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

24. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of **31,50,000 (Thirty One Lakh Fifty Thousand)** Equity Shares of Face Value of **Rs. 10/- (Rupee Ten Only)** each at an issue price of **Rs. 55/- (Rupees Fifty Five Only)** each including premium of **Rs. 45/- (Rupees Forty Five Only)** each on preferential basis for Cash consideration and **10,00,000 (Ten Lakhs)** Convertible Warrants convertible into equivalent number of Equity Shares of Face Value of **Rs. 10/- (Rupee Ten)** each at an issue price of **Rs. 55/- (Rupees Fifty Five Only)** each including

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premium of **Rs. 45/- (Rupees Forty Five Only)** each on preferential basis for Cash consideration

Date of passing Board Resolution for aforesaid Preferential Issue is 15th January, 2024.

25. Amount which the company intends to raise by way of such securities:

The Company intends to raise **Rs. 17,32,50,000/- (Rupees Seventeen Crore Thirty Two Lakhs Fifty Thousand Only)** by way of Preferential Issue of **31,50,000 (Thirty One Lakh Fifty Thousand)** Equity Shares and **Rs. 5,50,00,000/- (Rupees Five Crore Fifty Lakhs Only)** by way of Preferential Issue of **10,00,000 (Ten Lakhs)** Convertible Warrants.

26. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

27. Principle terms of assets charged as securities: Not Applicable

28. Interest of the Promoters/ Directors:

None of the existing Promoters, Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item No. 3-

Change in the Registered Address of the Company from one City to another City within same ROC/State



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As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of the Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in **105 Hiranandani Indl. Estate, Opp. Kanjur Marg Rly Station, Mumbai- 400 078, Maharashtra, India**. Now the Board of Directors of the company at its meeting held on 15th January, 2024 decided that the registered office of the Company is to be shifted to **503, Sunrise Business Park, Plot No B-68, Road No-16 Near Kisan Nagar-2, Wagle Industrial Estate, Thane- 400 604, Maharashtra, India with effect from 13th February, 2024**, a place outside the local limits of the city where the company's registered office is presently situated but which is situated within the same State, with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to **503, Sunrise Business Park, Plot No B-68, Road No-16 Near Kisan Nagar-2, Wagle Industrial Estate, Thane- 400 604, Maharashtra, India**.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 3 of this Notice for the approval of the Members by way of passing a Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

DATE: 15TH JANUARY, 2024

PLACE: MUMBAI

BY THE ORDER OF THE BOARD OF DIRECTORS
FOR CHEMTECH INDUSTRIAL VALVES LIMITED



SD/-

HARSH PRADEEP BADKUR
MANAGING DIRECTOR

DIN: 00676715