# CHEMTECH INDUSTRIAL VALVES LIMITED

**CIN: L29299MH1997PLC105108**

**Registered Address: 503, Sunrise Business Park,Plot No B-68, Road No-16 Near Kisan Nagar-2, Wagle Industrial Estate, Thane, Maharashtra, India, 400604**

**Tel: 022 69753500** **Email: marketing@chemtechvalves.com** **website: www.chemtechvalves.com**

## NOTICE OF THE 30TH ANNUAL GENERAL MEETING

### NOTICE TO MEMBERS

Notice is hereby given that the **30th Annual General Meeting ("AGM")** of the members of **CHEMTECH INDUSTRIAL VALVES LIMITED** will be held on Wednesday, September 30, 2026 at 11.00 A.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESSES:

1. **ADOPTION OF AUDITED FINANCIAL STATEMENTS**

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 **March 31, 2026**.

2. **TO APPOINT MR. PUNEET PRADEEP BADKUR, (DIN: 07803209), AS DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), Mr. Puneet Pradeep Badkur (DIN: 07803209)**,** who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation."

### SPECIAL BUSINESSES:

3. **TO CONSIDER AND APPROVE THE INCREASE IN LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013 FOR MAKING LOAN AND INVESTMENT BY COMPANY**

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

**""RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 India read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in supersession of all earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board), to:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, make an investment in other instruments or the securities of any other body corporate,

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount up to Rs. 100 Crores/- (Rupees One Hundred Crore Only), or sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the aggregate of the loans and investments made, guarantees given, and securities provided by the Company to all persons or bodies corporate, together with the additional loans, investments, guarantees or securities proposed to be made, given or provided from time to time, in excess of the limits specified under Section 186 of the Companies Act, 2013, shall not exceed an aggregate amount of ₹100 Crores (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be)."

## 4. TO CONSIDER AND APPROVE THE ALTERATION IN THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, the consent of the Members of the Company be and is hereby accorded for alteration of Clause III(A) and Clause III(B) of the Memorandum of Association of the Company relating to the Objects of the Company, by inserting the following new sub-clauses:

i. 2 and 3 sub clauses after the existing sub-clause 1 in Clause III. A; and

ii. 32 and 33 sub clauses after the existing sub-clause 31 in Clause III. B;

**2.** To design, develop, manufacture, assemble, fabricate, get manufactured on job-work or sub-contract basis, produce, process, finish, test, inspect, install, commission, maintain, service, repair, overhaul, refurbish, modernise, buy, sell, import, export, distribute and otherwise deal in, whether on own account or on behalf of others, all kinds of mechanical, electrical, electro-mechanical, hydraulic, pneumatic and motorised products, equipments, assemblies, sub-assemblies, components, spares and accessories; fabricated equipments and fabricated structures of every description (including pressure vessels, tanks, heat exchangers, piping spools, skids, platforms, supports, frames, enclosures and allied fabrications); and cast, forged, machined and heat-treated equipments, components and structural items of all grades, sizes, materials and specifications, whether of ferrous or non-ferrous origin, for supply to steel plants, power plants, oil & gas, petrochemical, chemical, fertiliser, cement, sugar, pharmaceutical, semiconductor, Data Centre, HVAC, water and wastewater treatment, mining, infrastructure, EPC, defence and any other industrial, commercial or institutional sectors, in India and abroad.

**3.** To design, develop, manufacture, fabricate, get manufactured, assemble, install, commission, buy, sell, distribute and otherwise deal in all types of products, equipments, components, assemblies, structures, support structures, mounting systems, balance-of-plant items and allied items required for renewable energy projects of every kind, including solar energy, wind energy, hydro (including small and micro hydro), biomass, biogas, waste-to-energy, green hydrogen, energy storage and such other renewable and sustainable energy projects as may from time to time be recognised, in India and abroad.

## PART B — AMENDMENT TO CLAUSE III(B): MATTERS NECESSARY FOR FURTHERANCE OF THE OBJECTS

Clause III(B) of the Memorandum of Association shall be amended by inserting the following new sub-clause at the end thereof, numbered in continuation of the existing sub-clauses:

**32.** To buy, sell, distribute, supply, import, export and otherwise deal in, whether as principals or as agents, on wholesale or retail basis, all kinds of goods, materials, products, commodities and bought-out items incidental to or connected with the Company's business, including but not limited to iron and steel and steel products, ferrous and non-ferrous metals and alloys, mechanical, electrical and hydraulic products, industrial equipments, spares, components, consumables and project-material supplies, and to undertake the supply of such goods and materials to other companies, contractors and project owners, as may be incidental to or in furtherance of the main objects of the Company.

**33.** To form, promote, establish, incorporate, acquire, hold, invest in and subscribe to the shares, stocks, debentures, debenture-stock, bonds, convertible instruments and other securities of one or more subsidiary companies, step-down subsidiaries, associate companies, joint venture companies or special purpose vehicles, whether incorporated in India or outside India; and to acquire, purchase, take over, amalgamate or merge with any other company, body corporate, firm, limited liability partnership, business or undertaking, whether by way of acquisition of shares, business, assets, undertaking, slump sale, scheme of arrangement or otherwise, in India or abroad; in each case for the purpose of carrying on, expanding, supporting or furthering any of the main objects of the Company as set out in sub-clauses (1), (2) and (3) above, and to provide financial, technical, managerial, administrative, marketing and other support to such subsidiary, associate, joint venture or acquired companies or undertakings, in accordance with the applicable provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, the Competition Act, 2002, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (to the extent applicable) and other applicable laws.

**RESOLVED FURTHER THAT** the existing sub-clauses of Clause III(A) and Clause III(B) of the Memorandum of Association shall be appropriately renumbered, wherever necessary, consequent upon the aforesaid insertion of the new sub-clauses

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

**By order of the Board of Directors**
**For Chemtech Industrial Valves Limited**

**Sd/-**
**Aarohi Pareek**
**Company Secretary and Compliance Officer**

**Date: August 29, 2026**
**Place: Thane**

## REGISTERED OFFICE:

503, Sunrise Business Park, Plot No. B-68, Road No-16,

Near Kisan Nagar-2, Wagle Industrial Estate,

Thane- 400604, Maharashtra

## NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning Special Businesses under Item Nos. 3 and 4 of the accompanying Notice, is annexed hereto. The Board of Directors have considered that the Special businesses under Item Nos. 3 and 4 being considered unavoidable, be transacted at the 30th Annual General Meeting ("AGM") of the Company to be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility

2. In view of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 as extended from time to time and last extended vide General Circular No. 03/2025 dated September 22, 2025 (Collectively referred as “MCA Circulars”), issued by the Ministry of Corporate Affairs (“MCA”) ("MCA") and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (Collectively referred as “SEBI Circulars”) issued by the Securities and Exchange Board of India ("SEBI") (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as “the Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), the Notice of the 30th AGM along with the Annual Report for the Financial Year 2025-26 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories Participant. Additionally, in accordance with Regulation 36(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail addresses are not registered with Company/Depositories Participant, providing the weblink of Company’s website from where the Annual Report for the Financial year 2025-26 can be accessed. The 30th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/OAVM facility, the Route Map, proxy form and attendance slip are not annexed to this Notice.

3. The Company has appointed **Bigshare Services Private Limited (RTA)** to provide VC facility for the e-AGM and the attendant enablers for conducting of the e-AGM.

4. **APPOINTMENT OF PROXY:**
   Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. **APPOINTMENT OF AUTHORISED REPRESENTATIVE:**
   Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer, CS Shriram Imartey, S.P. Imartey And Associates, at spimarteyandassociates@gmail.com with a copy marked to ivote@bigshareonline.com and Company Secretary at e-mail address investors@chemtechvalves.com ; and the same should reach atleast 48 hours before the commencement of the meeting.

6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar (RTA details are given below) in case the shares are held by them in physical form.

7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-2026 are also available on the website http://www.chemtechvalves.com.

8. Pursuant to the provisions of the said circulars of MCA on the VC/OAVM(e-AGM):
   - Members can attend the meeting by login to the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
   - Appointment of proxy to attend and cast vote on behalf of the member is not available.
   - Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes.

9. The Members can join the AGM through 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 AGM through VC/OAVM will be made available for 1,000 Members on first come first serve 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, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

10. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. All documents referred to in the Notice and the Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 shall be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to the Company Secretary in advance.

12. The manner of voting remotely by Members including the Members who have not registered their e-mail addresses is provided in the instructions for e-Voting section which forms the part of this Notice.

13. The Board of Directors has appointed ***S.P. Imartey and Associates, Mumbai (C.P. No. 4545),*** as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

    The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and send the same to the Chairman or a person authorized by him in writing who shall countersign the same.

14. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2") of ICSI, in respect of the Directors seeking Appointment at the 30th AGM, forms integral part of the Notice of the 30th AGM as Annexure-I. Requisite declarations have been received from the Directors for seeking Re-appointment.

15. The results shall be declared forthwith by the Chairman or a person authorized by the Board and the Resolutions will be deemed to be passed on the AGM date subject to the requisite number of votes in favour of the Resolution(s).

16. The Results declared along with the Scrutinizer's Report shall be placed on the website at https://www.chemtechvalves.com/investors/ within 48 hours from the declaration of results of voting and shall also displayed on the Notice Board at the Registered Office of the Company.

17. Members who would like to express their views/ask questions as a speaker during the Meeting may pre-register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, PAN, e-mail ID, mobile number at investors@chemtechvalves.com from September 23, 2026 to September 27, 2026, before 5:00 P.M. (IST), only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

18. Since the AGM will be held through VC / OAVM, the route map is not annexed in this Notice.

19. **NORMS FOR FURNISHING OF PAN, KYC, BANK DETAILS & NOMINATION:**
Please take note of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021 issued by SEBI, which states that “From January 1, 2022, the RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN of all the holders, Address with Pin code, Email id, Mobile Number, Bank details of the first holder, Signature and Nomination documents/details are received”. You are therefore requested to submit relevant Forms for registering/changing KYC details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. If you are holding shares in Demat form you are requested to get your KYC details updated with your Depository Participant.

20. **REMOTE E-VOTING:**
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members through e-Voting agency namely ***Bigshare Services Private Limited (RTA).***

21. **VOTING AT THE E-AGM:**
Members who could not vote through remote e-voting may avail the e-voting system provided at the e-AGM by ***Bigshare Services Private Limited***.

22. **INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

    i. The voting period begins on Sunday, September 27, 2026 at 09:00 A.M. IST and ends on Tuesday, September 29, 2026 at 05:00 P.M. IST. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 23, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

    ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. |
| Individual Shareholders holding securities in demat mode with **NSDL** | 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33. |
| 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- 48867000. |

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## Investor Mapping:

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

    **Note**: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload:

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

## Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|---|---|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338 |

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

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

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

## 23. TRANSCRIPT OF AGM

Tshe transcript of the AGM shall be made available on the website of the Company at https://www.chemtechvalves.com/investors/.

**EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

The following statements sets out all material facts relating to the Special Businesses mentioned under Resolution Nos. 3 and 4 of this Notice.

## ITEM NO. 3

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”), as amended from time to time, the Board of Directors of a company is empowered to give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate.

Section 186 of the Act provides that no company shall, directly or indirectly, give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding **sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more**, except with the prior approval of the Members of the Company by means of a **Special Resolution**.

Accordingly, where the aggregate amount of loans, guarantees, securities and investments made or provided by the Company, together with the loans, guarantees, securities and investments proposed to be made or provided, exceeds the aforesaid limits prescribed under Section 186 of the Act, the approval of the Members of the Company by way of a Special Resolution is required.

In order to make optimum use of the funds available with the Company and also to achieve its long-term strategic and business objectives, the Board of Directors of the Company proposes to utilise the same by making investments in other bodies corporate, granting loans, giving guarantees or providing securities to other persons or bodies corporate, as and when required. The loans, guarantees, securities and investments, as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Accordingly, as required under the provisions of Section 186 of the Act, the approval of the Members is sought by way of a **Special Resolution** to enable the Board of Directors of the Company to make investments in other bodies corporate, grant loans, give guarantees or provide securities to other persons or bodies corporate, as and when required, **up to a limit of ₹100 Crores (Rupees One Hundred Crores Only) or sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.**

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the Notice, except to the extent of their directorship, shareholding or other interest, if any.

The Board recommends the resolution set out at Item No. 3 of this Notice for approval by the Members by way of a Special Resolution.

## ITEM NO. 4

The Company continues to actively explore and evaluate growth opportunities across diverse and emerging business segments and remains open to pursuing business proposals that demonstrate strong future potential, strategic synergies and the ability to contribute to sustainable growth and enhance value for its shareholders. The Company remains focused on identifying and pursuing business opportunities that offer significant growth potential, complement its existing capabilities, provide strategic synergies and contribute meaningfully to the Company’s long-term growth and value creation.

The proposed addition of activities to the Objects Clause is intended to enable the Company to participate in and capitalise on opportunities arising in a substantially import-dependent domestic market, while also leveraging the growing potential in international and export markets. The proposed activities are expected to facilitate diversification of the Company’s business operations, expand its addressable market and strengthen its revenue base. These initiatives are also expected to enhance the Company's competitive position, create additional avenues for sustainable growth and contribute to long-term value creation for the Company and its shareholders.

Accordingly, the Board of Directors, at its meeting held on August 29, 2026, considered and approved the proposal to alter and broaden the Objects Clause of the Memorandum of Association of the Company by incorporating certain additional activities which are incidental, ancillary and complementary to, and have strategic relevance to, the existing business activities of the Company.

**It is expressly clarified that the proposed amendment does not involve any change in or replacement of the existing Main Objects of the Company**. The existing Main Objects shall continue to remain in force and the proposed amendments are intended only to **add certain additional activities** to enable the Company to pursue emerging business opportunities, diversify its operations and participate in evolving sectors and markets.

The proposed amendments are being undertaken for the following reasons:

**(a) Renewable Energy**

To enable the Company to participate in the rapidly growing renewable energy sector by manufacturing, supplying and dealing in products, equipment, components, structures and allied systems required for solar, wind, hydro, biomass, green hydrogen, energy storage and other renewable and clean energy projects, in line with India's transition towards sustainable and cleaner sources of energy.

**(b) Investment in and Acquisition of Companies**

To empower the Company to invest in, acquire, hold and deal in shares, securities or interests of subsidiary companies, associate companies and other companies, businesses or undertakings, wherever considered appropriate, with a view to facilitating inorganic growth, undertaking strategic investments, housing specific activities in suitable corporate vehicles, ring-fencing business risks and enabling the scalable and orderly expansion of the Company's business.

**(c) Ancillary Supply Capability**

To enable the Company, as an activity incidental and ancillary to its principal manufacturing and engineering business, to supply and deal in steel, commodity products, bought-out items, components, equipment and other project materials to customers, contractors and other stakeholders, where such supply supports, complements or facilitates the Company's principal business activities and project requirements.

**(d) Alignment with India's Capital Expenditure and Infrastructure Growth**

India is witnessing significant and sustained investment across core and emerging sectors, including steel, thermal and renewable power, semiconductors, data centres, aluminium, oil & gas, infrastructure and other allied sectors. This growth is being supported by various Government of India initiatives, including Make in India, Production Linked Incentive ("PLI") schemes, the National Infrastructure Pipeline and programmes relating to energy transition and infrastructure development.

The proposed addition to the Objects Clause is intended to provide the Company with the flexibility to participate in the opportunities arising from this broad-based capital expenditure and infrastructure growth, including opportunities relating to capital equipment, engineering products, project supplies and allied activities. The proposed amendments will enable the Company to expand its addressable market, diversify its revenue streams, leverage its existing manufacturing and engineering capabilities and pursue suitable business opportunities as and when they arise.

The proposed amendments are therefore intended to provide the Company with the necessary flexibility to undertake additional and complementary activities without altering the fundamental nature of its existing principal business.

## Rationale and Benefits

The proposed amendments are expected to provide the Company with greater operational and strategic flexibility, facilitate diversification into complementary and emerging sectors, enable it to pursue inorganic growth opportunities and allow it to respond more effectively to evolving market conditions and customer requirements.

The proposed amendments will also enable the Company to leverage its existing technical capabilities, manufacturing infrastructure, customer relationships and industry experience across a wider range of projects and sectors, thereby creating opportunities for sustainable, diversified and long-term growth.

The Board of Directors is of the view that the proposed amendments to the Objects Clause are in the best interests of the Company and its stakeholders and will provide the Company with the flexibility necessary to pursue future growth opportunities.

In accordance with the provisions of Section 13 of the Act, alteration of the Objects Clause of the Memorandum of Association requires approval of members of the Company by passing a special resolution. Accordingly, the approval of members is sought for alteration of the Objects Clause of the Memorandum of Association of the Company.

Draft Memorandum of Association with changes is available for inspection at the website of the Company and can be accessed at https://www.chemtechvalves.com/.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 of the Notice, except to the extent of their directorship, shareholding or other interest, if any.

The Board recommends the resolution set out at Item No. 4 of this Notice for approval by the Members by way of a Special Resolution.

**By order of the Board of Directors**
**For Chemtech Industrial Valves Limited**

**Sd/-**
**Aarohi Pareek**
**Company Secretary and Compliance Officer**

**Date: August 29, 2026**
**Place: Thane**

## REGISTERED OFFICE:

503, Sunrise Business Park, Plot No. B-68, Road No-16
Near Kisan Nagar-2, Wagle Industrial Estate,
Thane- 400604

# Annexure-I

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and of Secretarial Standard - 2 (SS-2) issued by ICSI on General Meetings, the particulars of the aforesaid Directors seeking appointment/ re-appointment at the AGM are given below:

## Brief Profile of Proposed Re- appointment of Whole Time Director

### Mr. Puneet Pradeep Badkur

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

He has over 9 years of experience with the Company and is actively involved in overseeing the Purchase and Operations of the Company.

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

| Name of Director | Puneet Pradeep Badkur |
|---|---|
| **Director Identification Number (DIN)** | 07803209 |
| **Date of Birth** | January 24, 1992 |
| **Age** | 34 |
| **Date of first appointment on the Board** | September 29, 2017 |
| **Date of Reappointment** | October 01, 2023 |
| **Qualifications** | BMS & Family Business MBA |
| **Expertise in specific functional areas** | Procurement & Negotiations |
| **Directorships held in other companies (excluding foreign companies) as on date** | NIL |
| **Membership of Committees of the Board (Only Statutory Committees as required to be constituted under the Act are considered)** | Member in Stakeholder's Relationship Committee |
| **Details of listed companies from which the Director resigned during the FY 2022-23, FY 2023-24 and FY 2024-25** | NIL |
| **Shareholding in the Company (Equity) as on the date of the Notice (in individual capacity and as a beneficial owner)** | 17,99,834 |
| **Number of Meeting of the Board attended during the Financial Year (2025-26)** | 6 out of 6 |
| **Names of Committees of other Companies in which the Director holds Chairmanship/ Membership as on 31.03.2026** | NIL |

### Terms and Conditions of Reappointment

1. **Terms of Reappointment: -** Pursuant to the provisions of the Companies Act, 2013 and provisions of the listing agreement of BSE. Appointment is w.e.f. October 01, 2023 to hold office till the September 30, 2028.

2. **Roles & Duties: -**

   a. There are certain duties prescribed for all Directors which are fiduciary in nature and are as under:

   i) He shall perform duties in accordance with the Company's Articles of Association as may be amended from time to time.

   ii) He shall act in good faith in order to promote the objects of the Company for the benefits of its members as a whole, and in the best interest of the Company.

iii) He shall discharge his duties with due and reasonable care, skill and diligence.

iv) He shall not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

v) He shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates.

vi) He shall not assign his office as Director and any assignments so made shall be void.

b. In addition to the above requirements, the Board of Directors also expects him to perform the following functions:

i) He should constructively challenge and help develop proposals on strategy for growth of the Company.

ii) He should evaluate the performance of Non-Executive Directors in meeting on agreed goals and objectives.

iii) He should satisfy himself on the integrity of financial information and that financial controls and systems or risk management are effective and defensible.

iv) He shall take responsibility for the processes for accurately reporting on performance and financial position of the Company.

v) He should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.

**3.** **<u>Expectation of the Board from the appointed directors</u>** The Whole Time Director is expected to help provide the Board with effective leadership in relation to the Company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance. The Board generally meets seven times in a year. The Audit Committee generally meets atleast six times in a year. Besides, there are other Committee meetings like Stakeholders Relationship Committee, and Nomination & Remuneration Committee which are convened as per requirements. He is expected to attend meetings of Board and Board Committees to which he may be appointed and shareholders' meeting and to devote such time to his duties, as appropriate for him to discharge his duties effectively. All meetings including shareholders' meetings would be generally held in Mumbai.

**4.** **<u>Code of Conduct: -</u>** During the appointment he would be required to comply with regulations as contained in the Companies Act, 2013, including the following codes of conduct of the company:

a) Code of Conduct for Board of Directors and Senior Management

b) Code of Conduct for prevention of Insider trading in securities of the Company and such other requirements as the Board of directors may from time to time specify.

**5.** **<u>Remuneration: -</u>** As per the applicable clauses of the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and Audit Committee, **Mr. Puneet Pradeep Badkur** [DIN: 07803209], Whole- Time Director of the Company, remuneration last drawn was Rs. 17,22,500/- shall be paid a remuneration not exceeding Rs. 24,00,000.

**6.** **<u>Disclosure, other directorships and business interests: -</u>** During his period of term of office of Director, he shall agree to promptly notify the Company of any change in his directorships, and provide such other disclosures and information as may be required under the applicable laws.

**7.** Mr. Badkur is not debarred from holding the office of director pursuant to any SEBI Order.

# Information at a glance

| **Day, Date and Time of AGM** | **Wednesday, September 30, 2026 at 11:00 A.M. (IST)** |
|---|---|
| **Mode of Conduct** | Video Conference ("VC") or Other Audio Visual Means ("OAVM") |
| **Link for Participating in the meeting through VC/OAVM** | Member can login from 10:45 A.M. (IST) on the date of AGM as per the given process in Notice |
| **Contact information for VC or e-Voting related issues** | Email: ivote@bigshareonline.com or call at: 1800 22 54 22, 022-62638338 |
| **Cut-off Date for e-Voting** | Wednesday, September 23, 2026 |
| **Speaker Shareholder Registration before AGM** | Send E-mail at investors@chemtechvalves.com from September 23, 2026 to September 27, 2026, before 5:00 P.M.<br>(Please mention name, demat account number/folio number, PAN, mobile number in the e-mail sent for registration along with your queries) |
| **EVEN Number** | 1391 |
| **Remote E-Voting start date and time** | Date: Sunday, September 27, 2026<br>Start Time: 9:00 A.M. (IST) |
| **Remote E-Voting end date and time** | Date: Tuesday, September 29, 2026<br>End Time: 5:00 P.M. (IST) |
| **Name of E-Voting Service Provider** | Bigshare Services Pvt Ltd |
| **Remote E-Voting website** | https://ivote.bigshareonline.com |
| **Name of Registrar & Share Transfer Agent** | Bigshare Services Pvt Ltd |
| **Registration of Members' e-mail IDs for the purpose of the receiving Annual report through electronic mode** | Please send E-mail at investors@chemtechvalves.com<br>(Please mention name, demat account number/folio number, PAN, mobile number in the e-mail sent for registration along with your queries) |