

## **CHEMTECH INDUSTRIAL VALVES LIMITED**

(CIN: L29299MH1997PLC105108)

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

Correspondence & Admin Office: 503, Sunrise Business Park, Plot No.B-68, Road No.16,  
Near Kisan Nagar-2, Wagle Industrial Estate, Thane (W), Thane – 400 604.

Phone No+91-22-25839500, Email: investors@chemtechvalves.com;

Website: www.chemtechvalves.com

### **POSTAL BALLOT NOTICE**

#### **Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, relating to passing of resolutions by postal ballot (the "Postal Ballot Rules") to the members of the **Chemtech Industrial Valves Limited** (hereinafter referred to as "the Company") that the resolution appended below is proposed to be passed as a Special Resolution by way of postal ballot (hereinafter "Postal Ballot"). The Explanatory Statement pertaining to the Resolution, setting out the material facts and the reason thereof is annexed hereto along with the Postal Ballot Form (hereinafter referred to as "the Postal Ballot Form") for your consideration, which form part of this Notice.

The Board met on 9<sup>th</sup> May, 2017 and appointed CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries, (Membership No. ACS26141, CP No.9394) as Scrutinizer ("the Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner. The Board has authorised Mr. Harsh Badkur and in his absence any of the other Directors/Authorised Representative of the Company as decided by the Board, to be responsible for the entire postal ballot process and to take all steps and to do all such acts, deeds and things etc., as may be necessary or expedient in connection with or in relation to the Postal Ballot process.

The business of the postal ballot shall also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the

Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services Limited (CDSL).

The e-voting period commences on Wednesday, May 31, 2017 at 9.00 a.m. and ends on Thursday, June 29, 2017, at 5.00 p.m.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form (no other form or photocopy is permitted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by 5.00 p.m. on or before June 29, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned member has not been received. The postage will be borne and paid by the Company. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Postal Ballot Form. References to Postal Ballot in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or in his absence, any other Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence; any person authorized by him, on Friday, June 30, 2017 at 5.00 p.m. at the Correspondence & Admin Office of the Company and will be displayed on the notice board at the Registered Office and Correspondence & Admin office of the Company. The results of the postal ballot will also be posted on the Company's website: [www.chemtechvalves.com](http://www.chemtechvalves.com) and on the website of Central Depository Services Limited (CDSL), besides communicating to the stock exchange i.e. BSE Limited where the Equity Shares of the Company are listed and will also be published in English and in a Marathi newspaper.

The date of declaration of the results of the Postal Ballot shall be the date on which the resolution shall be deemed to have been passed, if approved by requisite majority.

**Special Business:**

For Migration from Bombay Stock Exchange Small & Medium Enterprises Platform i.e. SME Platform of BSE to the Main Board of Bombay Stock Exchange Limited:

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

**“RESOLVED THAT** pursuant to provisions laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulation, 2009 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulation, 2009, and the rules frame there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company’s present listing from SME Platform of the BSE Limited to the Main Board of the BSE Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, jointly and severally, to deal with any Government or semi government authorities or any other concerned intermediaries, including but not limited to, Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents, to appear before and represent the Company before, to make representations and provide clarifications, on behalf of the Company for the purpose of migration of the Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, jointly and severally, to sign and submit all the necessary documents and papers, to enter and execute all the necessary agreements and arrangements, to take all the necessary steps and actions, to do all such acts and things, to delegate all or any of the powers herein conferred by this resolution to any committee of directors or any directors or any officers of the Company, as it may in its sole and absolute discretion deem necessary or desirable, for and on behalf of the Company in the matter of migration of the Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited and to give effect to the above resolution.”

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

sd/-  
**Roma Roopkumar Bhagtani**

## Company Secretary & Compliance Officer

Date: May 29, 2017

Place: Mumbai.

Registered Office:

105, Hiranandani Industrial Estate,  
Opp. Kanjurmarg Railway Station,  
Kanjurmarg (W), Mumbai – 400 078

### Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business set out above is annexed hereto. Postal Ballot Form (along with the User ID and password for e-voting process, manner and instructions for E-voting) and self-addressed postage prepaid envelope are being sent to the members.
2. The Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on May 09, 2017. The Postal Ballot Notice is being sent to all the Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed postage prepaid Business Reply Envelope.
3. The Company has appointed CS Sanam Umbargikar, Partner of M/s. DSM & Associates, Company Secretaries, Mumbai (Membership No.ACS26141, CP No.9394) as the Scrutinizer for conducting the Postal Ballot voting process in accordance with the applicable law and in a fair and transparent manner.
4. The Postal Ballot Form together with the self-addressed postage prepaid Business Reply Envelope is enclosed for the use of the Member.
5. Members, whose names appear on the Register of Members / List of Beneficial Owners as on May 09, 2017, will be considered for the purpose of voting. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on May 09, 2017.

6. Members voting rights shall be in proportion to his/her/its share of the paid up equity share capital of the Company.
7. Shareholders have an option to vote either through e-voting or through physical mode by submitting the Postal Ballot Form. If a shareholder has voted through e-voting facility, he/she/it is not required to send the Postal Ballot Form. If a shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, then voting done through e-voting shall prevail and voting done through Postal Ballot will be treated as invalid by the Scrutinizer.
8. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility and enabling the members to cast their vote in a secure manner. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:

<b>Commencement of e-voting</b>	<b>From 09.00 a.m. on May 31, 2017</b>
<b>End of e-voting</b>	<b>Up to 5.00 p.m. on June 29, 2017</b>

9. The Shareholders are requested to carefully read the instructions printed in the attached Postal Ballot form, duly completed and signed should be returned in the enclosed Self-Addressed Business Reply envelop directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 p.m. on 29<sup>th</sup> June, 2017 or before. Any Postal Ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
10. e-voting shall not be allowed beyond 5.00 p.m. on June 29, 2017. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is May 09, 2017.
11. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members. The Special resolution mentioned above shall be declared as passed if the number of the votes cast in its favour are not less than three times the number of votes cast, if any, against the said Resolution.
12. The Shareholders are requested to exercise their voting rights by using the attached Postal Ballot form. Shareholders who do not receive the Postal Ballot

form may apply to the Company/ Registrars and Transfer Agents- Bigshare Services Private Limited by emailing at [investors@chemtechvalves.com](mailto:investors@chemtechvalves.com) and obtain duplicate thereof.

13. Any queries/ grievances pertaining to voting by Postal Ballot can be addressed to CS Sanam Umbargikar, Partner of DSM & Associates, Practicing Company Secretary by sending an e-mail at [sanam.u@dsmcs.in](mailto:sanam.u@dsmcs.in)
14. The Postal Ballot Notice is being sent electronically to all the Shareholders who have registered their email ids with the Company/ Share Transfer Agent and is also being forwarded to all of the shareholders through courier/ speed post.
15. A Member cannot exercise his vote by proxy on postal ballot.
16. The Scrutinizer will submit his report to the Chairman or in his absence any other Director authorised in this regards, after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, at 5.00 p.m., on or before June 30, 2017 at the Correspondence & Admin office and will also be displayed on the website of the Company ([www.chemtechvalves.com](http://www.chemtechvalves.com)), besides being communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
17. The date of declaration of results of the postal ballot, i.e. on June 30, 2017, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
18. All the material documents referred to in the explanatory statement will be available for inspection at the corporate office and registered office of the Company during office hours on all working days from the date of dispatch of the Notice up to the date of declaration of the result of postal ballot.

**Voting through electronic means:**

In compliance with SEBI (Listing Obligation and Disclosure) Regulations, Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CSDL for the purpose of providing e-voting facility to all its Members.

**The instructions for shareholders voting electronically are as under:**

The voting period begins on 09.00 a.m. on May 31, 2017 and ends on 5.00 p.m. on June 29, 2017. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 09, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**In case of members receiving E-mail:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p><b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b></p> <ul style="list-style-type: none"><li>• <b>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</b></li><li>• <b>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</b></li></ul>
<b>Dividend Bank</b>	<p><b>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company</b></p>

<b>Details</b>	<b>records in order to login.</b>
<b>OR Date of Birth (DOB)</b>	<ul style="list-style-type: none"> <li><b>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</b></li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <CHEMTECH INDUSTRIAL VALVES LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non – Individual Shareholders and Custodians**



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- A) Please follow all steps from sl. no. (i) to sl. no.(xvii) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- B) Kindly note that vote once cast, cannot be modified.
- C) The Scrutinizer shall after the conclusion of the e-voting period unblock the votes in the presence of two witnesses not in the employment of the company and make a Scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**Explanatory Statements pursuant to Sections 102 of the Companies Act, 2013:**

The Company has been listed and traded on the SME Platform for a more than two years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedure laid down under Chapter XB of SEBI ICDR Regulations, 2009. Also, listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of the Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

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

**sd/-  
Roma Roopkumar Bhagtani  
Company Secretary & Compliance Officer**

Date: May 29, 2017

Place: Mumbai.

Registered Office:

105, Hiranandani Industrial Estate,  
Opp. Kanjurmarg Railway Station,  
Kanjurmarg (W), Mumbai – 400 078

# CHEMTECH INDUSTRIAL VALVES LIMITED

(CIN: L29299MH1997PLC105108)

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

Correspondence & Admin Office: 503, Sunrise Business Park, Plot No.B-68, Road No.16,  
Near Kisan Nagar-2, Wagle Industrial Estate, Thane (W), Thane – 400 604.

Phone No+91-22-25839500, Email: investors@chemtechvalves.com;

Website: www.chemtechvalves.com

## POSTAL BALLOT FORM

Sr. No.

1. Name and Registered Address :  
Of the Sole/ First Named  
Shareholder
2. Name of Joint Holders, if any
3. Folio No./DP ID \*/ Client ID :  
(\*Applicable to investors holding  
shares in dematerialized Form)
4. Number of Shares held :
5. I/ We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 29<sup>th</sup> May, 2017, by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description	No. of Shares	I/We assent to the resolution [FOR]	I/We dissent to the Resolution [AGAINST]
1.	Special Resolution for migration of Company's presently listing shares on BSE SME Platform to Main Board of the BSE Limited.			

Place:

Date:

(Signature of the Shareholder)

NOTE: PLEASE READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE FILLING THIS FORM.

### INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot, if deposited in person or sent by courier/ registered post at the expense of the member will be also be accepted if the same is received before the close of working hours (5.00 p.m.) on Thursday, 29<sup>th</sup> June, 2017.
2. The Postal Ballot form should be complete and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his/ her absence, by the next named member. Unsigned Postal Ballot Form will be rejected. A member is not entitled to appoint a proxy to vote in his/her behalf by Postal Ballot.
3. In case of Companies, Trusts etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board resolution/Authority to the person signing the Ballot Form together with specimen signature of the duly authorized signatory.
4. Duly completed Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (5:00 p.m.) on Thursday, June 29, 2017. Ballot Form received after this date will be strictly treated as if the reply from such member has not been received.
5. The consent must be accorded by recording the assent in the Column 'FOR" and dissent in the Column "AGAINST" by placing a tick mark (√) in the appropriate column.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on May 09, 2017.
7. In case of Power of Attorney holders sign the Postal Ballot form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid reply envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutinizer.
9. A member need not use all votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. A Member may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no.4 above.
12. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.