



CHEMTECH
INDUSTRIAL VALVES LTD.

An ISO 9001 : 2008 Certified Company

23rd ANNUAL REPORT
2018 - 19

Contents

Chairman’s Statement.....	01
Notice of the 23 rd AGM.....	02
Directors Report 2018-2019.....	08
Corporate Governance Report.....	26
Auditor’s Certificate on Corporate Governance.....	35
Management Discussion and Analysis.....	36
Independent Auditor’s Report.....	39
Balance Sheet 2018-2019.....	47
Statement of Profit & Loss 2018-2019.....	48
Cash Flow Statement 2018-2019.....	49
Notes to accounting policies.....	50
Proxy Form.....	67
Attendance Slip.....	68
Route Map.....	69

CORPORATE INFORMATION

DIRECTORS & KEY MANAGERIAL PERSONNELS:

Pradeep Shikharchand Badkur
Harsh Pradeep Badkur
Ignatious David Chittatukarakaran Inasu
Namrata Pradeep Badkur
Puneet Pradeep Badkur
Niranjay Arnrilal Choudhary
Rajnikant Hemchandra Panday
Amitabh Rameshchand Luhadia
Santosh Rajaram Rajoriya
Parimal Rameshchandra Mehta
Roma Roopkumar Bhagtani
Barkha Deshmukh

Chairman & CFO
Managing Director
Whole- Time Director
Executive Director
Director
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director
Company Secretary (till 11.04.2019)
Company Secretary (w.e.f 30.04.2019)

AUDITORS:

M/s. Raju & Prasad,
511, The Corporate Centre,
Nirmal Lifestyle Mall, L.B.S. Marg,
Mulund (W), Mumbai – 400 080

SHARE TRANSFER AGENT:

M/s. Bigshare Services Pvt. Ltd.
E.2 & 3, Ansa Industrial Estate,
Sakivihar, Andheri (E),
Mumbai- 400072

REGISTERED OFFICE:

105, Hiranandani Ind. Estate,
Opp. Kanjurmarg Railway Station,
Mumbai – 400078
Telephone No. +91-2225839500 / 822
Email: investors@chemtechvalves.com
Website- www.chemtechvalves.com

CORPORATE OFFICE:

503, 5th Floor, Sunrise Business Park,
Plot No.B-68, Road No.16,
Wagle Estate, Thane (W),
Mumbai- 400604

BANKERS TO THE COMPANY:

- (A) INDUSIND BANK LTD.
Shop No. 4 & 5, 'A' Wing,
"Gundecha Heights", L.B.S. Marg,
Kanjurmarg (W), Mumbai -400 078
- (B) THE BHARAT CO-OP.BANK (MUMBAI) LTD.
Gautam Udyog Bhavan
L.B.S. Marg Bhandup (W),
Mumbai- 400078

FACTORY:

Chemtech Industrial Valves Ltd.,
Survey No.37, Kondala road,
Village Vadavali, Kudus,
Taluka Wada,
Dist. Palghar - 421312

Chairman's Statement - 2018-19

Dear Shareholders,

I have great pleasure to welcome you all to the 23rd Annual General Meeting of our Company. It gives me pleasure to communicate with you once again. The Directors' Report and the Financial Statement for the year ended 31st March, 2019 together with the report of Statutory are already with you. I am sure you are fully aware of the financial & physical health of your company.

Our Company has been granted the status of an "Approved Manufacturer", "Approved Supplier", or "Approved Vendor" by several leading steel companies, oil & gas companies, fertilizer companies and engineering consultants. It is important for us to retain direct contact with the contractors and end users and we have evolved a suitable system of sales and distribution system for the same.

Our designing capability to innovate enables us to meet the changing customer needs. We believe that our growth has been due to our ability to understand customer needs and build a product of optimal design. I believe in the famous quote of Sir Confucius, Chinese Thinker and Social Philosopher that "Our greatest glory is not in ever falling, but in rising every time we fall." The road ahead is full of challenges, the company is armed with the passion, and the indomitable spirit to achieve success is determined to overcome the challenges.

We value the importance of our relationships and will continue to remain fair & true in all our dealings with all stakeholders.

I express my sincere gratitude to my Directors on the board for their valuable guidance & contribution & thank you all for being with us in this phase and assure you that in upcoming years the Company shall always strive better to give a performance.

Thank you all for attending this meeting Ladies & Gentlemen.

Place: Mumbai.
Date: 13th August, 2019

Sd/-
Pradeep Shikharchand Badkur
DIN-00036822
Chairman



CHEMTECH INDUSTRIAL VALVES LIMITED

CIN: L29299MH1997PLC105108

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

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

Website: www.chemtechvalves.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd **Annual General Meeting** of the members of **Chemtech Industrial Valves Limited** will be held on **Friday, 20th September, 2019** at **11.00 a.m.** at 105, Hiranandani Industrial Estate, Opp. Kanjurmarg Railway Station, Mumbai – 400 078 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements and the reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2019.
2. To appoint a director in place of Mr. Pradeep Badkur (DIN: 00036822) who retires by rotation and being eligible, offers himself for re-appointment.

Registered office
105, Hiranandani Industrial Estate
Opp. Kanjurmarg Railway Station
Mumbai – 400 078

For and on behalf of the Board of Director
Chemtech Industrial Valves Limited

Place: **Mumbai**
Date: **13th August, 2019**

Sd/-
Pradeep Shikharchand Badkur
DIN- 00036822
Chairman

sd/-
Harsh Pradeep Badkur
DIN- 00676715
Managing Director

Notes:

1. **A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY, WHO NEED NOT BE A MEMBER, TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF AND PROXY NEED NOT BE MEMBER OF THE COMPANY.** A person can act as proxy on the behalf of members not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. The Instrument of appointing the Proxy, in order to be effective, must be received at the Company's Registered Office not less than 48 (Forty Eight) hours before the Commencement of Meeting, Proxies submitted on the behalf of the company, society etc. must be supported by appropriate resolution/authority, as applicable, issued on the behalf of the nominating organization.
4. Members/ Proxies are requested to bring the Attendance Slip duly filled up for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th September, 2019 to Friday, 20th September, 2019, both days inclusive.
7. Members are requested to:
 - a. Intimate to the respective Depository Participant, changed if any, in their registered addresses at an early date, in case of shares held in electronic/dematerialized form;
 - b. Quote their folio number/ client ID/DP ID in all correspondence;
 - c. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Annual Report for the Financial Year 2018-19, Notice for the Annual General Meeting (AGM), etc., are being sent, in electronic mode to such of the members, of the company whose e-mail addresses are available with the Company/Depository participant and who have not opted to receive the same in physical form. Members are requested to support the Green Initiative by registering/updating their e-mail addresses, with their respective Depository participant. For members who have not registered their email addresses, physical copies are being sent through permitted modes. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2018-19 are also available at the Company's website <http://www.chemtechvalves.com> for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@chemtechvalves.com.
10. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships /chairmanships of Board Committees as stipulated under Listing Obligation and Disclosure Regulations 2015 are provided in the annexure to the notice calling Annual General Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their accounts.
12. At the twenty-first AGM held on September 29, 2017 the members approved appointment of Raju & Prasad, Chartered Accountants (Firm Registration No.0034755) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the AGM to be held in year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-third AGM.
13. Members desiring any information relating to the accounts are requested to write to the Company well in advance to enable the management to keep the information ready.
14. Relevant documents referred to in the accompanying Notice shall remain open for inspection at the corporate office of the company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays and including the date of the Annual General Meeting of the Company.

15. Route Map of the venue of the meeting is provided with the report.

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- II. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 13th September, 2019(cut-off date) are entitled to vote on the resolutions set forth in this Notice.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 13th September, 2019 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Paper at the AGM by following the procedure mentioned in this part.
- IV. The remote e-voting period commences on Tuesday, 17th September 2019 (10:00 am) and ends on Thursday 19th September 2019 (5:00 pm). During this period members’ of the Company, holding shares, as on the cut-off date of 13th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. Mr. Shriram Imartey, Practicing Company Secretary, (FCS - 5933, CP - 4545) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VI. Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- VII. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VIII. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IX. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. <p>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 serial number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 <Company Name> 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat Account holder has forgotten the changed 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) The Members can also use mobile application ‘m-Voting’ of CDSL for e-voting using their e-voting credentials.
- (xviii) Note for Non-Individual shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.chemtechvalves.com and shall also be communicated to Stock Exchanges where the shares of the Company are listed in pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

**BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 23rd ANNUAL
GENERAL MEETING
{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations,
2015}**

Name of Director	Pradeep Badkur
DIN	00036822
Date of birth	16/07/1959
Relationship between Directors inter se	Mr. Pradeep Badkur is father of Mr. harsh badkur and Mr. Puneet Badkur. Mr. Pradeep Badkur is husband of Mrs. Namrata badkur
Expertise in specific functional area	Having expertise in field of business strategy and management of more than 25 years
Qualification	Commerce Graduate
Other Board membership	-
Committee membership in other public companies	-
Number of shares held in the company	1260763