

Master Chemicals Limited

CIN: L99999MH1980PLC022653



SAHARA
INDIA PARIWAR

NOTICE

34th Annual General Meeting 2013-2014

NOTICE

MASTER CHEMICALS LIMITED

CIN: L99999MH1980PLC022653

Notice is hereby given that the 34th Annual General Meeting of the Members of Master Chemicals Limited will be held on Friday, the 26th day of September 2014 at 11.30 A.M. at Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date along with the Auditors Report and Directors' Report thereon.
2. To appoint a Director in place of Shri R. S. Dubey, who retires by rotation and being eligible, offer himself for re-appointment.
3. **To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder M/s Chaturvedi & Co., Chartered Accountants, (Firm Regn No. 302137E), be and is hereby appointed as Statutory Auditors of the Company for a term of 3 (three) years, to hold office from the conclusion of this meeting until the conclusion of the Thirty Seventh (37th) Annual General Meeting of the company, subject to ratification of such appointment at every Annual General Meeting by the members of the Company, on a remuneration as may be fixed for each financial year by the Board of Directors of the Company."

Special Business:

4. **Appointment of Shri Tapas Basak as an Independent Director**

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Shri Tapas Basak (DIN 00568665), Director of the Company who retires by rotation at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from the 26th September, 2014."

Place: Mumbai

Date: 11th August, 2014

Registered Office:

Sahara India Point,
CTS 40-44, S.V. Road,
Goregaon (W),
Mumbai- 400 104

By order of the Board of Directors
For **Master Chemicals Limited**

Sd/-
Somesh Bose
Director

Notes-

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself and the proxy need not be a member of the Company. In order to be effective, proxies must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
4. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company (i.e. Link Intime India Pvt. Ltd). Members are requested to keep the same updated.
5. Corporate members are requested to send to the Registered Office of the Company, a duly certified copy of the Board resolution under Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
6. Members are requested to bring the admission slip alongwith their copies of Annual Report.
7. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. The introduction of Section 72 of the Companies Act, 2013 provides for nomination by the Shareholders of the Company. The members are requested to avail of this facility by submitting the prescribed Form No. SH-13 duly filled in at the Registered Office of the Company or with the Registrar and Share Transfer Agent of the Company:- M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
9. Members are requested to notify the change in their addresses at the Company's Registered Office or at the office of the Registrar and Share Transfer Agent with their Ledger Folio No. (s).
10. Shareholders are requested to notify multiple folios standing in their names for consolidation.
11. Members are requested to avoid being accompanied by non-members and/or children.
12. The Register of Members and the Share Transfer Book will remain closed from 19th September 2014 to 26th September 2014 (both days inclusive).
13. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the detailed information ready.

14. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide to member the facility to exercise their right to vote on business to be transacted at the 34th Annual general meeting by electronic means through E-voting services provided by Central Depository Services (India) Limited (CDSL). The member who has voted on a resolution through the e-voting facility will not be entitled to change it subsequently.

Further a member who has voted through the e voting facility will not be permitted to vote again at the venue of the Annual General Meeting.

The Instructions for E-voting are as under:

The voting will begin on Friday, 19th of September 2014 (10.00 am) and ends on 21st of September, 2014 (6.00 pm). During this period, shareholder of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date which shall be close of business hours on Friday, 22nd August, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Member receiving physical copy or e-mail (for members whose e-mail id are registered with the company/ Depository Participants)

- (i) Open your web browser during the e-voting period and Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" to cast your vote.
- (iii) Now Enter your User ID
 - Fill up the following detail in appropriate boxes:
 - 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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
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.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (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 Electronic Voting Sequence Number (EVSN) for the relevant Company Name viz "Master Chemicals Limited".
- (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) 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user 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 should be mailed to 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.
- (xviii) 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.

M/s Amarendra Rai & Associates, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner:

The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The result shall be declared as per the proceedings of the annual general meeting of the company. The results declared alongwith the Scrutinizer's report shall be placed on the company's website www.masterchemicals.in and on the website of CDSL within 2 (two) days passing of the resolutions at the Annual General Meeting of the company and communicated to the BSE Limited.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No 4

Section 149 of the Companies Act, 2013, which came into effect from 1st April 2014, requires every listed Company to have one-third of the total number of directors as Independent Directors. As on 31st March 2014, the Board of Directors of the Company comprised Shri R.S. Dubey, Shri Somesh Bose and Shri Tapas Basak as Directors.

Shri Tapas Basak was appointed as Director of the company on 30th June, 2006 and retiring in this Annual General Meeting. The Company received a notice in writing in prescribed manner under Section 160 of the Companies Act, 2013 from shareholders of the Company proposing his candidature as Independent Director of the Company. Shri Tapas Basak has also submitted the declaration of Independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that he meets the criteria of Independence as provided in sub-section (6) and he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Hence the appointment of Shri Tapas Basak as Independent Director to hold office for a term up to five consecutive years commencing from the 26th September, 2014 has been mentioned under Item 4 for approval of shareholders.

The terms and conditions of appointment of Independent Director shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website. The Board is of the opinion that the aforesaid directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company as directors.

Further, in the opinion of the Board, the proposed appointment of Independent Director fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Independent Director is independent of the management.

Except Shri Tapas Basak no one is concerned or interested in the Resolution of the accompanying Notice relating to his appointment.

By order of the Board of Directors

For Master Chemicals Limited

**Sd/-
(Somesh Bose)
Director**

MASTER CHEMICALS LIMITED

CIN: L99999MHI980PLC022653

REGISTERED OFFICE Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400104.

Tel: 022 4287 1818. Fax: 022 4287 1870 E-mail: statutorymcl@rediffmail.com

Web site: www.masterchemicals.in

FORM NO. SH-13 NOMINATION FORM

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

Master Chemicals Ltd.

Sahara India Point, CTS 40-44, S.V. Road,
Goregaon (W), Mumbai-400 104.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) Particulars of the Securities (in respect of which nomination is being made)

Nature of securities	Folio No	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR –

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name of the Security Holder(s)

Signature

- 1.
- 2.
- 3.

Name, Address and Signature of two Witnesses

Name and Address

Signature with date

- 1. _____
- 2. _____

(Applicable only in respect of physical shareholding)

Place:

Date: ____/____/____

Instructions:

1. The Nomination can be made by individuals only, applying/holding Shares on their own behalf, singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, Holder of power of attorney cannot nominate. If the Shares are held jointly, all joint holders will sign the nomination form. If there are more joint holders more sheets can be added for signatures of holders of Shares and witnesses.
2. A minor can be nominated by a holder of Shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination stands rescinded upon transfer of Shares.
5. Transfer of Shares in favour of a Nominee shall be a valid discharge by a company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered Office of the Company.

MASTER CHEMICALS LIMITED

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Web site: www.masterchemicals.in

PROXY FORM

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

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____ DP ID: _____

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint

1) Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

2) Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him

3) Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual general meeting of the company, to be held on Friday, 26th September 2014 at 11.30 A.M. at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO.	RESOLUTIONS	FOR	AGAINST

Signed this _____ day of _____ 20 _____

Signature of shareholder _____

Signature of Proxy holder(s) _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MASTER CHEMICALS LIMITED

CIN: L99999MH1980PLC022653

REGISTERED OFFICE Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400104.

Tel: 022 4287 1818. Fax: 022 4287 1870 E-mail: statutorymcl@rediffmail.com

Web site: www.masterchemicals.in

ATTENDANCE SLIP

I hereby record my presence at the Thirty Forth Annual General Meeting of MASTER CHEMICALS LIMITED held on Friday the 26th day of September, 2014 at 11:30 A.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104.

Folio No. _____/DP ID No* _____ Client ID No.* _____

(*Applicable for members holding Shares in electronic form)

Name :
(IN BLOCK CAPITAL)

Address :
.....

Signature of Shareholder/Proxy:

Name of Shareholder:

NOTE: Please fill this attendance slip and hand over at the entrance of the hall / meeting venue.

Master Chemicals Limited

CTS 40 - 44, S.V. Road, Goregoan (West), Mumbai - 400 104