

**BOARD OF DIRECTORS**

SHRI SOMESH BOSE

Director

SHRI TAPAS BASAK

Director

SMT RANA ZIA

Director

**STATUTORY AUDITORS**

M/S. CHATURVEDI & CO.

Chartered Accountants

**BANKERS**

ICICI Bank Limited

**REGISTRAR & SHARE TRANSFER AGENT**

M/S LINK INTIME INDIA PRIVATE LIMITED

C- 13, Pannalal Silk Mills Compound,

L. B. S. Marg, Bhandup (West),

Mumbai - 400 078.

**REGISTERED OFFICE**

Sahara India Point,

CTS 40-44, S. V. Road,

Goregaon (West),

Mumbai – 400 104.

## NOTICE

### Master Chemicals Limited

CIN: L99999MH1980PLC022653

Notice is hereby given that the 35th Annual General Meeting of the Members of Master Chemicals Limited will be held on Monday, the 28<sup>th</sup> day of September 2015 at 11.30 A.M. at Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400 104 to transact the following business:-

#### Ordinary Business:

1. To receive, consider and adopt the Audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Shri Somesh Bose, 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:

**To ratify appointment of M/s Chaturvedi & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of three years at once subject to ratification at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company:**

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made there under, the appointment of the Statutory Auditors, M/s. Chaturvedi & Co., Chartered Accountants, (Firm Registration No. 302137E), be and are hereby ratified as Statutory Auditors of the Company to hold office for a period of 3 (three) years, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, on a remuneration as may be fixed by the Board of Directors of company.”

#### Special Business:

4. **Appointment of Smt Rana Zia as Ordinary Director of the Company:**

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

“**RESOLVED THAT** Smt Rana Zia, Additional Director of the Company, having DIN No. 07083262 in respect of whom a notice has been received from a Member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as Director of the Company and her office will be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all necessary activities, deeds and things as may be incidental and necessary in this regard.”

Place: Mumbai

Date: 12th August, 2015

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

Sd/-

**Somesh Bose**

Director

#### Registered Office:

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

**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 22<sup>nd</sup> September 2015 to 28<sup>th</sup> 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 35th 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 Sunday, 20<sup>th</sup> September 2015 (10.00 am) and ends on Tuesday 22<sup>th</sup> September, 2015 (6.00 pm). During this period, shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date which shall be close of business hours on Friday, 28<sup>th</sup> August, 2015, 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](http://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](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>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

- 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](http://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](mailto: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](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.
- 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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 Bombay Stock Exchange 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 1<sup>st</sup> April 2014, requires every Listed Company to have one of Directors as Women Director on the Board. Accordingly, the Board of Directors appointed Smt. Rana Zia as Women Director of the Company pursuant to Section 149, 161 and other applicable provisions, of the Companies Act, 2013 and Listing Agreement.

Smt Rana Zia has experience of more than 30 years in area of marketing and administration. She has obtained Graduation Degree from St. Andrews College Gorakhpur. Smt. Rana Zia was appointed as Additional director of the Company w.e.f. 20<sup>th</sup> March 2015 holds office as Additional Director only upto the date of the ensuring Annual General Meeting. The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Smt. Rana Zia as a Director, liable to retire by rotation.

None of the Directors and Key Managerial Personnel or their relative is/are in any way concerned or interested, in passing of the above mentioned resolution

By order of the Board of Directors  
For **Master Chemicals Limited**  
Sd/-  
**Somesh Bose**  
Director

## DIRECTORS' REPORT

To,  
**The Members,**  
**Master Chemicals Limited**  
 Sahara India Point, CTS 40-44,  
 S.V. Road, Goregaon (West),  
 Mumbai – 400 104.

The Directors of your Company are presenting their Thirty Fifth Annual Report of the Company on the operations and financials of the Company for the year ended 31<sup>st</sup> March 2015.

### FINANCIAL RESULTS:

(Rs. In Thousand)

PARTICULARS	2014-2015	2013-2014
Total Income	369.43	400.15
Total Expenditure	371.88	220.62
Profit (+) / Loss (-) before Tax	(2.45)	179.53
Provision for Taxation	-	60.10
Net Profit (+) / Loss (-) after Tax	(2.45)	119.43
Balance carried forward to next year	1576.87	1579.32

### OPERATIONS:

During the year under review, the total income of the Company was Rs. 369,427 as against Rs.400,150 income in the previous year. The loss for current fiscal is Rs.2,450.

### DIVIDEND:

Due to lack of profit, the Board of Directors have not recommended any dividend for the Financial year 2014-2015.

### DIRECTORS:

Shri R.S. Dubey was re-appointed as Director of the Company in the Annual General Meeting of the Company held on 26<sup>th</sup> September 2014 and is liable to retire by rotation. However, he was absent from more than four consecutive meetings of Board with or without obtaining leave of absence and hence he is deemed to have automatically vacated office of Director of the Company w.e.f. 13.02.2015. The Board appreciates the valuable contribution made by him during his tenure as Director of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Shri Somesh Bose, Director of the Company is retiring by rotation at the ensuing Annual General Meeting of the Company and is eligible for re-appointment. The Board recommends his name for re-appointment as Director of the Company.

### KEY MANAGERIAL PERSONNEL:

Pursuant to section 203 of the Companies Act, 2013 and Rules made thereunder, the Company was required to appoint Key Managerial Personnel (KMP). In view of this, Shri P.C. Tripathy was appointed as Chief Financial Officer (CFO) w.e.f. 11.11.2014.



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Shri Paawan Bhargava ACS 26587 was appointed as Company Secretary of the Company w.e.f. 11.11.2014 and he has resigned from the said post w.e.f. 26.06.2015.

### **AUDITORS:**

M/s Chaturvedi & Co., Chartered Accountants was appointed as the Statutory Auditors of the Company for a period of three years at the Annual General Meeting of the Company held on 26<sup>th</sup> September 2014 since end of that Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter.

In view of this, the matter is being placed before the shareholders to consider the ratification of appointment of M/s Chaturvedi & Co., as Statutory Auditors of the Company as per recommendation of the Board of Directors of the Company.

### **AUDITORS' REPORT:**

The Report of the Statutory Auditors M/s. Chaturvedi & Co., on the financials of the Company for the Financial Year 2014-2015 is self-explanatory and lacks any qualifications and hence needs no further explanations.

### **PUBLIC DEPOSITS:**

The Company has not accepted any public deposit during the year under review.

### **COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988:**

The particulars required U/s 134(3) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the Company. During the year under review there was no foreign exchange earning and outgo.

### **PARTICULARS OF THE EMPLOYEES:**

The provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Particulars of Employees) Amendment Rules, 2011 are not attracted to the Company, since during the year under review, the Company has not paid any remuneration to any of its employee exceeding the limits specified under the said section.

### **SECRETARIAL AUDIT REPORT:**

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Nikita Agarwal & Associates, Practicing Company Secretary, C. P. No. 9907 as Secretarial Auditor of the Company and their report dated 25<sup>th</sup> May, 2015 is attached to this report. The observations made therein are self-explanatory and do not call for any further clarifications / comments.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors, based on the representation received from the operating management, confirm that:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any, and there is no material departure from following the accounting Standards.



- (b) they have, in selection of accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgment and estimates that are reasonable and prudent, so as to give true and fair view of the state of affairs of the Company as at the end of the Financial Year and of the Profit or Loss of the Company for that period.
- (c) they have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (d) they have prepared the annual accounts on a Going Concern basis, and
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENTS:**

Employees are our vital and most valuable assets of the Company. Your Directors value the professionalism and commitment of all employees of the Company and place on record their appreciation of the contribution made by employees of the Company at all levels that has contributed to your Company's success. Your Directors thank and express their gratitude for the support and co-operation received from the Central and State Governments / regulatory authorities viz. Ministry of Corporate Affairs, SEBI, the Stock Exchange, Depositories and other stakeholders including producers and vendors.

**For and on behalf of the Board of Directors of  
Master Chemicals Limited**

**Place: Mumbai  
Date: 12<sup>th</sup> August, 2015**

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

**Sd/-  
Tapas Basak  
(Director)**

**FORM NO. MR.3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31 March, 2015**  
[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR**  
**ENDED 31<sup>ST</sup> MARCH, 2015**

To the Members,

**MASTER CHEMICALS LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. MASTER CHEMICALS LIMITED** (hereinafter called “the Company”) for the **financial year ended 31 March, 2015**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minutes books, forms and return filed and other records maintained by the **Company** and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, **I hereby report** that, in my opinion, the **Company** has, during the audit period covering the financial year ended on 31 March, 2015, complied with the statutory provisions listed hereunder and also that the **Company** has proper Board-processes and compliances-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and return filed and other records maintained by the **Company** for the financial ended on 31 March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 and the rules made thereunder;
- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder for the specified sections notified and coming into effect from 12<sup>th</sup> September, 2013 onwards,
- (iii) The Securities Contracts (Regulations) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’);
  - (a) The securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

I have **relied on the Management Representation** made by the Company and its Officers for systems and mechanism formed by the Company for **compliances under the other applicable Statutes**, Laws and Regulations to the Company on matters relating to Labour, Environment, Pollution, Finance, Industries with specific reference to Chemicals, Competition, local laws of States where Company's plants are located.

I have also examined compliance with applicable clauses of the:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the 1956 Act,
- (ii) Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the Board Structures / system and processes relating to the Audit period :- **NIL**

**I further report that**, during the period under audit, the company has had the specific events :- **NIL**

Sd/-  
**Nikita Agarwal**  
**Secretarial Auditor**  
**ACS No. 26819, CP No. 9907**

**Date:- 25.05.2015**

**FORM NO. MGT 9**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration ) Rules, 2014.

**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31/03/2015

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L99999MH1980PLC022653
ii	Registration Date	22.05.1980
iii	Name of the Company	MASTER CHEMICALS LIMITED
iv	Category of the Company	Public Limited Company
v	Address of the Registered office & contact details	
	Address :	Sahara India Point, CTS 40 - 44, S.V. Road,
	Town / City :	Goregaon (West), Mumbai - 400 104.
	State :	Maharashtra
	Country Name :	India
	Telephone (with STD Code) :	022-42931818
	Fax Number :	022-42931870
	Email Address :	statutorymcl@rediffmail.com
	Website, if any:	www.masterchemicals.in
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents ( RTA ):-	
	Name of RTA:	Link Intime India Private Limited
	Address :	C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
	Town / City :	Bhandup (West), Mumbai - 400 078.
	State :	Maharashtra
	Pin Code:	400078
	Telephone :	022-25963838
	Fax Number :	022-25946969
	Email Address :	mumbai@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	DEAL IN MANUFACTURING, PRODUCTION & ORGANIZE MARKETING		
2			
3			

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### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	No Subsidiary Companies / No Holding Companies				
2					

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	0	0	0	0.000	0	0	0	0.000	0%
b) Central Govt	0	0	0	0.000	0	0	0	0%	0%
c) State Govt(s)	0	0	0	0.000	0	0	0	0%	0%
d) Bodies Corp.	171800	0	171800	70.120	171800	0	171800	70.120	0%
e) Banks / FI	0	0	0	0.000	0	0	0	0%	0%
f) Any other	0	0	0	0.000	0	0	0	0%	0%
(2) Foreign									
a) NRI - Individual/	0	0	0	0.000	0	0	0	0%	0%
b) Other - Individual/	0	0	0	0.000	0	0	0	0%	0%
c) Bodies Corp.	0	0	0	0.000	0	0	0	0%	0%
d) Banks / FI	0	0	0	0.000	0	0	0	0%	0%
e) Any Others	0	0	0	0.000	0	0	0	0%	0%
Total shareholding of Promoter (A)	171800	0	171800	70.120	171800	0	171800	70.120	0%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.000	0	0	0	0%	0%
b) Banks / FI	0	0	0	0.000	0	0	0	0%	0%
c) Central Govt	0	0	0	0.000	0	0	0	0%	0%
d) State Govt(s)	0	0	0	0.000	0	0	0	0%	0%
e) Venture Capital Funds	0	0	0	0.000	0	0	0	0%	0%
f) Insurance Companies	0	0	0	0.000	0	0	0	0%	0%
g) FIIs	0	0	0	0.000	0	0	0	0%	0%

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h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0%	0%
i) Others (specify)	0	0	0	0.000	0	0	0	0%	0%
Sub-total (B)(1):-	0	0	0	0.000	0	0	0	0%	0%
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	15050	39050	54100	22.080	15050	39050	54100	22.080	0.000%
ii) Overseas	0	0	0	0.000	0	0	0	0%	0%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1250	17650	18900	7.710	1250	17650	18900	7.710	0.000%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0		0.000	0	0	0	0%	
c) Others (specify)									
Hindu Undivided Family	0	200	200	0.080	0	200	200	0.080	0%
Clearing Members	0	0	0	0.000	0	0	0	0.000	0.000%
NRI (Repat)	0	0	0	0.000	0	0	0	0.000	0.000%
NRI (Non Repat)	0	0	0	0.000	0	0	0	0.000	0%
Sub-total (B)(2):-	16300	56900	73200	29.880	16300	56900	73200	29.880	0%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	16300	56900	73200	29.880	16300	56900	73200	29.880	0%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0%	0%
Grand Total (A+B+C)	188100	56900	245000	100.000	188100	56900	245000	100.000	0%

### ii Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sahara Prime City Limited	118,900	48.53	0.00	118,900	48.53	0.00	0%
2	Sahara India Corp Investment Limited	52,900	21.59	0.00	52,900	21.59	0.00	0%
	<b>TOTAL</b>	<b>171800</b>	<b>70.12</b>	<b>0.00</b>	<b>171800</b>	<b>70.12</b>	<b>0.00</b>	<b>0%</b>



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iii Change in Promoters' Shareholding ( please specify, if there is no change)					
NO CHANGES					
Sl. No. I - Mr. _____		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		0.000	0%	0	0%
Changes During the Year					
Increase					
Date	Reason for Increase				
0		0.000	0%	0	0%
0		0.000	0%	0	0%
0		0.000	0%	0	0%
0		0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
0		0.000	0%	0	0%
0		0.000	0%	0	0%
At the End of the year		0.000	0%	0	0%
iv Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl. No.: 1 For Each of the Top 10 Shareholders BAJRANG ISPAT & PLYWOOD LIMITED		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		24,050	9.816	24,050	9.816
Changes During the Year		0	0.000		
Increase					
Date	Reason for Increase				
		0.000	0.000	0	0%
		0.000	0.000	0	0%
		0.000	0.000	0	0%
		0.000	0.000	0	0%
Decrease					
Date	Reason for Decrease				
		0	0%	0	0%
		0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		24,050	9.816%	24050	9.816%

Sl. No.: 2 For Each of the Top 10 Shareholders STAR TRACK TRADERS PVT LTD		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		8,000	3.265%	8,000	3.265%
Changes During the Year		0.000			
Increase					
Date	Reason for Increase				
		0.000	0%	0	0%
		0.000	0%	0	0%
		0.000	0%	0	0%
		0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
		0.000	0%	0	0%
		0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		8,000	3.265%	8000	3.265%
Sl. No.: 3 For Each of the Top 10 Shareholders JARA INVESTMENT PVT LTD		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		7,000	2.857%	7,000	2.857%
Changes During the Year		0			
Increase					
Date	Reason for Increase				
	Allotment	0.000	0%	0	0%
	Bonus	0.000	0%	0	0%
	Sweat	0.000	0%	0	0%
	Other	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
	Transfer	0.000	0%	0	0%
	Other	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		7,000	2.857%	7000	2.857%

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Sl. No.: 4 For Each of the Top 10 Shareholders SAHAstra HOLDING PVT LTD		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		5,400	2.204%	5,400	2.204%
Changes During the Year		0.000			
Increase					
Date	Reason for Increase				
	Allotment	0.000	0%	0	0%
	Bonus	0.000	0%	0	0%
	Sweat	0.000	0%	0	0%
	Other	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
	Transfer	0.000	0%	0	0%
	Other	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		5,400	2.204%	5400	2.204%
Sl. No.: 5 For Each of the Top 10 Shareholders ANGLES TRADING PVT LTD		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		4,800	1.959%	4,800	1.959%
Changes During the Year					
Increase					
Date	Reason for Increase				
	Allotment			0	0%
	Bonus	0.000	0%	0	0%
	Sweat	0.000	0%	0	0%
	Other	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
	Transfer	0.000	0%	0	0%
	Other	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		4,800	1.959%	4800	1.959%

Sl. No.: 6 For Each of the Top 10 Shareholders SHREE VEEDEES FINANCE AND LEASING PRIVATE LIMITED		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		3,300	1.347%	3300	1.347%
Changes During the Year		0.000			
Increase					
Date	Reason for Increase				
	Allotment	0.000	0%	0	0%
	Bonus	0.000	0%	0	0%
	Sweat	0.000	0%	0	0%
	Other	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
	Transfer	0.000	0%	0	0%
	Other	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		3,300	1.347%	3300	1.347%
Sl. No.: 7 For Each of the Top 10 Shareholders GEETA BUDHIA		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		2,000	0.816%	2000	0.816%
Changes During the Year					
Increase					
Date	Reason for Increase				
	Allotment	0.000	0%	0	0%
	Bonus	0.000	0%	0	0%
	Sweat	0.000	0%	0	0%
	Other	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
	Transfer	0.000	0%	0	0%
	Other	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		2,000	0.816%	2000	0.816%

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Sl. No.: 8 For Each of the Top 10 Shareholders SANDHYA BUDHIA		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		2,000	0.816%	2000	0.816%
Changes During the Year					
Increase					
Date	Reason for Increase				
	Allotment	0.000	0%	0	0%
	Bonus	0.000	0%	0	0%
	Sweat	0.000	0%	0	0%
	Other	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
	Transfer	0.000	0%	0	0%
	Other	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		2,000	0.816%	2000	0.816%
Sl. No.: 9 For Each of the Top 10 Shareholders JYOTI BUDHIA		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		2,000	0.816%	2000	0.816%
Changes During the Year		0.000	0%	0	0%
Increase					
Date	Reason for Increase				
	Allotment	0.000	0%	0	0%
	Bonus	0.000	0%	0	0%
	Sweat	0.000	0%	0	0%
	Other	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
	Transfer	0.000	0%	0	0%
	Other	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		2,000	0.816%	2000	0.816%

Sl. No.: 10 For Each of the Top 10 Shareholders DEBI PRASAD BUDHIA	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	2,000	0.816%	2000	0.816%
Changes During the Year				
Increase				
Date	Reason for Increase			
	Allotment	0.000	0%	0
	Bonus	0.000	0%	0
	Sweat	0.000	0%	0
	Other	0.000	0%	0
Decrease				
Date	Reason for Decrease			
	Transfer	0.000	0%	0
	Other	0.000	0%	0
At the End of the year (or on the date of separation, if separated during the year)	2,000	0.816%	2000	0.816%
v Shareholding of Directors and Key Managerial Personnel:				
NO DIRECTORS AND KEY MANAGERIAL PERSON HOLD ANY SHARES IN COMPANY				
S. No.: 1 _____	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	0	0.000%	0	0.000%
Changes During the Year				
Increase				
Date	Reason for Increase			
		0.000	0%	0
		0.000	0%	0
		0.000	0%	0
		0.000	0%	0
Decrease				
Date	Reason for Decrease			
		0.000	0%	0
		0.000	0%	0
At the End of the year	0	0.000%	0	0.000%

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V INDEBTEDNESS				
NO SECURED LOANS				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	0	0.000	0
ii) Interest due but not paid	0	0	0.000	0
iii) Interest accrued but not due	0	0	0.000	0
Total (i+ii+iii)	0	0	0.000	0
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	0	0	0.000	0
* Reduction	0	0	0.000	0
Net Change	0	0	0.000	0
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	0	0	0.000	0
ii) Interest due but not paid	0	0	0.000	0
iii) Interest accrued but not due	0	0	0.000	0
Total (i+ii+iii)	0	0	0.000	0



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:						
Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	0				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0		0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0		0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0		0
2	Stock Option	0	0	0		0
3	Sweat Equity	0	0	0		0
4	Commission	0	0	0		0
	- as % of profit	0	0	0		0
	- others, specify	0	0	0		0
5	Others, please specify	0	0	0		0
	Total (A)	0				
	Ceiling as per the Act					
B. Remuneration to other directors:						
Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Shri Tapas Basak				
1	Independent Directors					
	Fee for attending board committee meetings	0	0	0		0
	Commission	0	0	0		0
	Others, please specify	0	0	0		0
	Total (1)	0	0	0		0
2	Other Non-Executive Directors	Shri Somesh Bose	Smt Rana Zia			
	Fee for attending board committee meetings	0	0	0		0
	Commission	0	0	0		0
	Others, please specify	0	0	0		0
	Total (2)	0	0	0		0
	Total (B)=(1+2)	0	0	0		0
	Total Managerial Remuneration	0	0	0		0
	Overall Ceiling as per the Act					

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C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Shri Paawan Bhargava (Company Secretary - resigned w.e.f. 26.06.2015)	Shri P. C. Tripathy - (CFO)	Total
1	Gross salary	0			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	383052	266999	650051
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0		0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0		0
2	Stock Option	0	0		0
3	Sweat Equity	0	0		0
4	Commission				
	- as % of profit	0	0		0
	- others, specify...	0	0		0
5	Others, please specify	0	0		0
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)	
<b>A. COMPANY</b>						
Penalty						
Punishment						
Compounding						
<b>B. DIRECTORS</b>						
Penalty						
Punishment						
Compounding						
<b>C. OTHER OFFICERS IN DEFAULT</b>						
Penalty						
Punishment						
Compounding						

**GENERAL SHAREHOLDERS INFORMATION**  
**Annual General Meeting**

<b>Date</b>	: Monday 28 <sup>th</sup> September, 2015
<b>Time</b>	: 11:30 A.M.
<b>Venue</b>	: Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai – 400 104.
<b>Date of Book closure</b>	: 22 <sup>nd</sup> September, 2015 to 28 <sup>th</sup> September, 2015 (both days inclusive).
<b>Last date of receipt of proxy forms</b>	: 26 <sup>th</sup> September, 2015 by 11:30 A.M.
<b>Financial Calendar</b>	: 1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015
<b>Last Annual General Meeting</b>	: 26 <sup>th</sup> September, 2014
<b>Registrar and Share Transfer Agents</b>	: M/s. Link Intime India Private Limited, C- 13, Pannalal Silk Mill Compound, L. B. S. Marg, Bhandup (West) Mumbai - 400 078.
<b>Share Transfer System</b>	: Shares received for physical transfer on dematerialization or rematerialization requests are generally registered and returned within a period of 15 days from the date of receipt of complete and validly executed documents. The Shareholders / Investors Grievances Committee meet at adequate intervals to approve the Share transfer and dematerialization requests.
<b>Dematerialisation of shares and liquidity</b>	: Equity Shares of the Company can be traded in dematerialized form. To facilitate the trading in dematerialized form, the Company has entered into agreements with both the Depositories viz. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As of date approximately 76.78% of the Equity Shares of the Company are in dematerialized form.
<b>Listing on Stock Exchanges</b>	: The Bombay Stock Exchange Limited
<b>BSE Stock Code</b>	: 506867
<b>ISIN No.</b>	: INE523D01017
<b>Addresses for correspondence</b>	: Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai – 400 104.

## INDEPENDENT AUDITOR'S REPORT

To

**The Members of MASTER CHEMICALS LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Master Chemicals Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether

the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, its loss and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 in supersession of the Companies (Auditor's Report) Order, 2003, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure hereto, a statement on the matters specified in the paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,

2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **CHATURVEDI & CO.**  
*Chartered Accountants*  
(Firm Registration No.: 302137E)

**(S N Chaturvedi)**  
Partner  
(Membership No.: 040479)

Place: Mumbai  
Date: May 27, 2015

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the Members of Master Chemicals Limited ("the Company") for the year ended 31<sup>st</sup> March, 2015. We report that:

1) In respect of Fixed Assets:

There is no fixed asset in the books of the company. In view of the foregoing other provisions of the Order are not applicable.

2) In respect of Inventories:

As explained to us, the company did not carry any inventory at any time during the year. In view of the foregoing, other provisions of the Order are not applicable.

3) The Company has neither granted any loans to, nor taken any loans from, companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. In view of the foregoing, the question of reporting on Clause 3 (iii) of the said order does not arise.

4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.

5) The Company has not accepted deposits from the Public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under.

6) Maintenance of cost accounts under section 148(1) of the Companies Act, 2013 has not been prescribed for the company.

a) According to the books of account and records as produced and examined by us in accordance with the generally accepted auditing practice in India, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax and material statutory dues applicable to it.

b) According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, there are no statutory dues that have not been deposited on account of any dispute.

c) According to the information and explanation given to us, there were no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.



## MASTER CHEMICALS LIMITED

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- 7) The Company does not have accumulated losses at the end of the financial year. The Company has incurred cash loss during the year covered by our Audit but had not incurred any cash loss in the immediately preceding financial year.
- 8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. The Company did not have any Debentures outstanding during the year.
- 9) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from Banks & Financial Institutions. Hence, in our opinion, clause (x) of paragraph 3 of the Companies (Auditors Report) Order, 2015 is not applicable to the Company.
- 10) The Company has not availed any term loans.
- 11) During the course of our examination of the books of accounts and records of the Company, carried out by us in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **CHATURVEDI & CO.**  
*Chartered Accountants*  
(Firm Registration No.: 302137E)

**(S N Chaturvedi)**  
Partner  
(Membership No.: 040479)

Place: Mumbai  
Date: May 27, 2015

**Balance sheet as at 31 March 2015**

	Notes	31 March 2015 Rs.	31 March 2014 Rs.
<b>Equity and liabilities</b>			
Shareholders' Funds			
Share capital	3	2,450,000	2,450,000
Reserves and surplus	4	2,765,367	2,767,817
		5,215,367	5,217,817
<b>Current liabilities</b>			
Short-term provisions	5	60,100	60,100
Trade payables	6	352,126	227,845
Other current liabilities	7	23,640	3,090
		435,866	291,035
<b>TOTAL</b>		<b>5,651,233</b>	<b>5,508,852</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Non-current investments	8	3,694,270	3,694,270
Long-term loans and advances	9	215,644	177,644
		3,909,914	3,871,914
<b>Current assets</b>			
Cash and bank balances	10	1,736,319	1,631,938
Short-term loans and advances	9	5,000	5,000
		1,741,319	1,636,938
<b>TOTAL</b>		<b>5,651,233</b>	<b>5,508,852</b>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For and on behalf of the Board of Directors**

For Chaturvedi & Co.  
Firm Registration No. 302137E  
Chartered Accountants

S.N.Chaturvedi  
Partner  
Membership No. 040479  
Mumbai: 27th May, 2015

**Somesh Bose**  
Director

**Tapas Basak**  
Director

## Statement of profit and loss for the year ended 31 March 2015

	Notes	31 March 2015 Rs.	31 March 2014 Rs.
Income			
Other income	11	369,427	400,150
<b>Total</b>		<b>369,427</b>	<b>400,150</b>
Expenses			
Employee benefits expense	12	18,000	18,000
Other expenses	13	353,877	202,623
<b>Total</b>		<b>371,877</b>	<b>220,623</b>
<b>Profit/(loss) before tax</b>		(2,450)	179,527
<b>Tax expenses</b>			
Current tax		-	60,100
Deferred tax		-	-
<b>Total tax expense</b>		-	60,100
<b>Profit/(loss) for the year</b>		(2,450)	119,427
Prior period items		-	-
<b>Net profit/(loss) for the year</b>		(2,450)	119,427
Earnings per equity share [nominal value of share Rs. 10 (31 March 2014: Rs. 10)]			
Basic and Diluted	14	(0.01)	0.49
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For and on behalf of the Board of Directors**

For Chaturvedi & Co.  
Firm Registration No. 302137E  
Chartered Accountants

S.N.Chaturvedi  
Partner  
Membership No. 040479  
Mumbai: 27th May, 2015

**Somesh Bose**  
Director

**Tapas Basak**  
Director

## Cash flow statement for the year ended March 31, 2015

	31 March 2015 Rs.	31 March 2014 Rs.
<b>Cash flow from operating activities</b>		
<b>Net profit before tax</b>	(2,450)	179,527
Non-cash adjustment to reconcile profit before tax to net cash flows		
Operating profit before working capital changes	<b>(2,450)</b>	<b>179,527</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	124,281	9,964
Increase / (decrease) in short-term provisions	-	-
Increase/ (decrease) in other current liabilities	20,550	-
Decrease / (increase) in Short term loans and advances	-	-
Decrease / (increase) in long-term loans and advances	(38,000)	-
<b>Cash generated from / (used in) operations</b>	<b>104,381</b>	<b>189,491</b>
Direct taxes paid (net of refunds)	-	-
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>104,381</b>	<b>189,491</b>
<b>Cash flows from investing activities</b>		
<b>Net cash flow from/ (used in) investing activities (B)</b>	-	-
<b>Cash flows from financing activities</b>		
<b>Net cash flow from/ (used in) in financing activities (C)</b>	-	-
Net increase in cash and cash equivalents (A + B + C)	104,381	189,491
Cash and cash equivalents at the beginning of the year	1,631,938	1,442,447
<b>Cash and cash equivalents at the end of the year</b>	<b>1,736,319</b>	<b>1,631,938</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	15,769	15,769
With banks -		
on current account	1,720,550	1,616,169
<b>Total cash and cash equivalents</b>	<b>1,736,319</b>	<b>1,631,938</b>
Cash and cash equivalents in Cash Flow Statement		
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For and on behalf of the Board of Directors**

For Chaturvedi & Co.  
Firm Registration No. 302137E  
Chartered Accountants

S.N.Chaturvedi  
Partner  
Membership No. 040479  
Mumbai: 27th May, 2015

**Somesh Bose**  
Director

**Tapas Basak**  
Director

## Notes to financial statements for the year ended 31<sup>st</sup> March 2015

### 1. Corporate Information

Master Chemicals Limited is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The company's main object of business is mentioned in the Memorandum and Articles Association of the company.

### 2. Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

#### 2.1. Summary of significant accounting Policies

##### (a) Use of estimates

The preparation of financial statement in conformity with Indian GAAP requires the management to make judgment, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

##### (b) Investments

Investment, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Long Term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

##### (c) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

###### i. Income from services

Revenues from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred. Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognized over the life of the contract using the proportionate completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognized when probable. Revenues from maintenance contracts are recognized pro-rata over the period of the contract.

###### ii. Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

###### iii. Dividend

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

##### (d) Income taxes

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset

## Notes to financial statements for the year ended 31<sup>st</sup> March 2015

in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability.

### (e) Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### (f) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

### (g) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A Contingent liability also arises in extremely rare cases where there is a liability that can not be recognized because it cannot be measured reliably. The company does not have any contingent liability.

### (h) Cash and cash equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short term investment with an original maturity of three months or less.

### (i) Cash Flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

Notes to financial statements for the year ended 31<sup>st</sup> March 2015

3. Share capital

	31 March 2015 Rs.	31 March 2014 Rs.
<b>Authorized shares</b> 2,50,00,000 (31 March 2014: 2,50,00,000) equity shares of Rs. 10 each	<b>250,000,000</b>	<b>250,000,000</b>
<b>Issued, subscribed and fully paid-up shares</b> 2,45,000 (31 March 2014: 2,45,000) equity shares of Rs. 10 each,	2,450,000	2,450,000
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>2,450,000</b>	<b>2,450,000</b>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	31 March 2015		31 March 2014	
	No.	Amount	No.	Amount
At the beginning of the period	245,000	2,450,000	245,000	2,450,000
Issued during the period	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>245,000</b>	<b>2,450,000</b>	<b>245,000</b>	<b>2,450,000</b>

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31 March 2015, the amount of per share dividend recognized as distributions to equity shareholders was Nil (31 March 2014: Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	31 March 2015		31 March 2014	
	No.	% holding in the class	No.	% holding in the class
Equity shares of Rs.10 each fully paid				
Sahara India Corp Investment Limited	52,900	21.59	52,900	21.59
Sahara Prime City Limited	118,900	48.53	118,900	48.53
Bajrang Ispat and Plywood Ltd	24,050	9.82	24,050	9.82

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## Notes to financial statements for the year ended 31<sup>st</sup> March 2015

### 4. Reserves and surplus

	31 March 2015 Rs.	31 March 2014 Rs.
<b>General Reserve</b>		
Balance as per the last financial statements	1,188,500	1,188,500
<b>Closing Balance</b>	<b>1,188,500</b>	<b>1,188,500</b>
<b>Surplus/ (deficit) in the statement of profit and loss</b>		
Balance as per the last financial statements	1,579,317	1,459,890
Profit/(loss) for the year	(2,450)	119,427
<b>Net surplus in the statement of profit and loss</b>	<b>1,576,867</b>	<b>1,579,317</b>
<b>Total reserves and surplus</b>	<b>2,765,367</b>	<b>2,767,817</b>

### 5. Provisions

	Long - term		Short - term	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
Provision for Income Tax	-	-	60,100.00	60,100.00
Other provisions	-	-	-	-
	<b>-</b>	<b>-</b>	<b>60,100.00</b>	<b>60,100.00</b>

### 6. Trade payables

	31 March 2015 Rs.	31 March 2014 Rs.
Trade payables (including acceptances) (refer note 18 for details of dues to micro and small enterprises)	352,126	227,845
	<b>352,126</b>	<b>227,845</b>

### 7. Other current liabilities

	31 March 2015 Rs.	31 March 2014 Rs.
<b>Other liabilities</b>		
Others	23,640	3,090
	<b>23,640</b>	<b>3,090</b>

### 8. Non-current investments

	31 March 2015 Rs.	31 March 2014 Rs.
Trade investments (valued at cost unless stated otherwise)		
Unquoted equity instruments		
Investment in associates		
3,69,427 (31 March 2014: 3,69,427) shares of Rs. 10 each fully paid - up in Sahara India Life Insurance Company Limited	3,694,270	3,694,270
	<b>3,694,270</b>	<b>3,694,270</b>
Aggregate amount of quoted investments (Market value: Nil (31 March 2014: Nil))	-	-
Aggregate amount of unquoted investments	3,694,270	3,694,270



Notes to financial statements for the year ended 31<sup>st</sup> March 2015

9. Loans and advances

	Non-current		Current	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
<b>Security deposit</b>				
Unsecured, considered good	-	-	5,000	5,000
	-	-	5,000	5,000
<b>Other loans and advances</b>				
Advance income-tax (net of provision for taxation)	215,644	177,644	-	-
<b>Total</b>	<b>215,644</b>	<b>177,644</b>	<b>5,000</b>	<b>5,000</b>

10. Cash and bank balances

	31 March 2015 Rs.	31 March 2014 Rs.
<b>Cash and cash equivalents</b>		
Balance with banks		
- On current accounts	1,720,550	1,616,169
Cash on hand	15,769	15,769
	1,736,319	1,631,938
<b>Total</b>	<b>1,736,319</b>	<b>1,631,938</b>

11. Other income

	31 March 2015 Rs.	31 March 2014 Rs.
Dividend received	369,427	-
Other Income	-	400,150
	369,427	400,150

12. Employee benefits expense

	31 March 2015 Rs.	31 March 2014 Rs.
Salaries, wages and bonus (Reimbursement)	18,000	18,000
	18,000	18,000

Notes to financial statements for the year ended 31<sup>st</sup> March 2015

13. OTHER EXPENSES

	31 March 2015 Rs.	31 March 2014 Rs.
Rates and taxes	2,500	4,500
Advertising Expenses	58,892	49,090
Legal and professional fees	92,624	80,416
Payment to auditor (Refer details below)	30,899	30,899
Membership & Subscription	19,100	30,336
Listing Fees	112,360	-
Miscellaneous expenses	37,502	7,382
	<b>353,877</b>	<b>202,623</b>
<b>Payment to auditor</b>		
<b>AS AUDITOR:</b>		
Audit fee	22,472	22,472
Limited Review	8,427	8,427
	<b>30,899</b>	<b>30,899</b>

14. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

	31 March 2015 Rs.	31 March 2014 Rs.
Net profit/ (loss) for calculation of basic & diluted EPS	(2,450)	119,427
Weighted average number of equity shares in calculating basic & diluted EPS	245,000	245,000

## Notes to financial statements for the year ended 31<sup>st</sup> March 2015

14. Since there are no employees in the company, the provisions related to corresponding disclosures to be made under AS 15 are not applicable to the company.

15. Since the Company has only one segment, the provisions related to corresponding disclosures to be made under AS 17 pertaining to Segmental reporting are not applicable to the company.

### 16. Related party disclosures

Related parties with whom transactions have taken place during the year

Enterprises owned or significantly influenced by major shareholders, key management personnel or their relatives	Sahara India Corp Investment Ltd.
--	-----------------------------------

### Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

#### A. Advances taken

	Year ended	Advances taken Rs.	Amount owed to related parties Rs.
Sahara India Corp Investment Ltd.	31 March 2015	100,000	100,000
	31 March 2014	-	-

### 16. Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for are Rs –NIL (31<sup>st</sup> March 2014: Rs NIL)

### 17. Contingent liabilities

Contingent liabilities of the company as on 31<sup>st</sup> March 2015 is Rs –NIL (31<sup>st</sup> March 2014: Rs NIL)

### 18. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

As per the information available with the company, no amounts are due to Micro, Small and Medium enterprises as per MSMED Act, 2006 as at 31<sup>st</sup> March 2015 (31<sup>st</sup> March 2014 : Rs –NIL)

### 19. Previous year figures

Previous year's figures have been regrouped where necessary to conform to this year's classification

The accompanying notes are an integral part of the financial statements.

As per our report of even date

**For and on behalf of the Board of Directors**

For Chaturvedi & Co.  
Firm Registration No. 302137E  
Chartered Accountants

S.N.Chaturvedi  
Partner  
Membership No. 040479  
Mumbai: 27th May, 2015

**Somesh Bose**  
Director

**Tapas Basak**  
Director

# Master Chemicals Limited

CIN: L99999MH1980PLC022653

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

**Tel:** 022 4293 1800. **Fax:** 022 4293 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 Limited

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

I/We \_\_\_\_\_ the holder(s) of the securities, the 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 of witness \_\_\_\_\_ Signature of Witness with date

Address of witness: \_\_\_\_\_

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 than one 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.

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company	:	<b>Master Chemicals Limited</b> CIN : L99999MH1980PLC022653
Registered office	:	Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400 104.

### BALLOT PAPER

Sr. No.	Particulars	Details
	Name of the First named Shareholder (In block letters)	
	Postal address	
	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution (√)	I dissent from the resolution (√)
	<b>Ordinary Business:</b>			
	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015 and the Reports of the Board of Directors and Auditors thereon.			
	Appoint a director in place of Shri Somesh Bose, who retires by rotation and being eligible, offers himself for re-appointment			
	Ratification of appointment of M/s Chaturvedi & Co., Chartered Accountants as the Auditors of the Company for a term of three years.			
	<b>Special Business:</b>			
	Appoint Smt Rana Zia as an Ordinary Director of the Company.			
	Place: Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400104. Date:	Signature of the shareholder(s) / Proxy Holder		

## Master Chemicals Limited

CIN: L99999MH1980PLC022653

**REGISTERED OFFICE:** Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400 104.

**Tel:** 022 4293 1800. **Fax:** 022 4293 1870

**E-mail:** statutorymcl@rediffmail.com **Web site:** www.masterchemicals.in

### ATTENDANCE SLIP

I hereby record my presence at the Thirty Fifth Annual General Meeting of MASTER CHEMICALS LIMITED held on Monday the 28<sup>th</sup> day of September, 2015 at 11:30 A.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), 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

CIN: L99999MH1980PLC022653

**REGISTERED OFFICE:** Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400 104.

**Tel:** 022 4293 1800. **Fax:** 022 4293 1870

**E-mail:** statutorymcl@rediffmail.com **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 35<sup>th</sup> Annual general meeting of the company, to be held on Monday the 28<sup>th</sup> September 2015 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) \_\_\_\_\_

Affix  
Revenue  
Stamp

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.



