



MASTER CHEMICALS LIMITED

CIN: L99999MH1980PLC022653

REGISTERED OFFICE: 25-28, Plot No.-209, Atlanta Building Jamnalal Bajaj Marg, Nariman Point Mumbai 400021. **Tel:** 022 42931800 **Fax:** 022 42931870

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

To,
The Bombay Stock Exchange,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

01st September, 2022

Kind Attn: Listing Department
Sub: Annual General Meeting of the Company and Book Closure
Scrip Code: 506867

Dear Sir/Madam,

This is to inform you that the 42nd Annual General Meeting of the Company will be held on Friday, 30th September, 2022 at 1:00 P.M. at **25-28, Plot No.-209, Atlanta Building Jamnalal Bajaj Marg, Nariman Point Mumbai 400021.**

This is to inform further that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulations, 2015 that the Register of Members of the Company and Share Transfer Books will remain closed from **15th September 2022 to 30th September 2022** (both days inclusive) for the purpose of Annual General Meeting.

Further Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members with the facility to exercise their right to vote at the 40th Annual General Meeting by electronics means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in the Notice of the AGM. Members holding shares in physical form or dematerialized form, as on the cut-off date / entitlement date i.e. **23rd September, 2022**, may cast their votes electronically on the Business as set out in the Notice of the AGM through e-voting facility of the CDSL. Apart from providing e-voting facility, the Company is also providing facility for voting by ballot at the AGM for the members who shall be present at the AGM but have not casted their votes by availing the e-voting facility. M/s Amarendra Rai & Associates, Practicing Company Secretaries, has been appointed as scrutinizer to



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scrutinize the remote e-voting and ballot process in fair and transparent manner.

A copy of notice of 42nd Annual General Meeting along with proxy form, Attendance Slip and Route map is enclosed herewith. Kindly take the same into your record.

Thanking you and assuring you of our co-operation at all times.

Yours truly,

For Master Chemicals Limited

A handwritten signature in dark ink, appearing to read "Rajan Kumar Singh", written in a cursive style.

(Rajan Kumar Singh)

Company Secretary & Compliance Officer

- CC:**
- i) The Central Depository Services (India) Limited,**
Phiroze jejeebhoy Towers, Dalal Street, Mumbai – 400 001.
 - ii) The National Securities Depository Limited,**
4th Floor, 'A' wing trade, kamala mills compound, Mumbai - 400 013.
 - iii) The Link Intime India Private Limited,**
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.
Maharashtra.



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NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Members of **Master Chemicals Limited** will be held on Friday, 30th day of September 2022 at 01:00 P.M. at 25-28, Plot No.-209, Atlanta Building Jamnalal Bajaj Marg, Nariman Point Mumbai 400021 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 31st March, 2022, Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Shri Vipul Agarwal, who retires by rotation and being eligible, offer himself for re-appointment:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, approval of the members of the Company be and are hereby accorded to re-appoint Shri Vipul Agarwal (DIN: 07135408)) as Director of the Company with immediate effect and who shall be liable to retire by rotation.”

3. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

To re-appointment of M/s Gupta Rustagi & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of five 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 re-appointment of the Statutory Auditors, M/s. Gupta Rustagi & Co., Chartered Accountants, (Firm Registration No. 128701W), be and is hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 (five) years on a remuneration as may be fixed by the Board of Directors of company.”

Place: Lucknow

Date: 13.08.2022

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



Rajan Kumar Singh
Company Secretary and Compliance Officer

Registered Office:

25-28, Plot No.-209, Atlanta Building,
Jamnalal Bajaj Marg,
Nariman Point Mumbai 400021

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 Private Limited). 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 along with 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:- Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

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 **15th September 2022 to 30th September 2022** (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 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide to members the facility to exercise their right to vote on business to be transacted at the 42nd 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.

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- (ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.
- (iii) The Board of Directors has appointed M/s Amarendra Rai & Associates, Practicing Company Secretaries, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

- (iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- (v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 10:00 A.M. (IST) on September 27, 2022
End of e-voting	Upto 5:00 P.M. (IST) on September 29, 2022

- (vi) The cut-off date (i.e. the record date) for the purpose of e-voting is Friday, September 23, 2022.

The procedure and instructions for e-voting are as under:

- a) During the voting period, the shareholders can visit the e-Voting website **www.evotingindia.com** and select the relevant EVSN / Company for voting.
- b) You can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- c) After logging in, you will have to mandatorily change your password. This password can be used by you for all future voting on resolutions of companies in which you are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- d) You have to then select the EVSN for which you desire to vote.
- e) You can then cast your vote on the resolutions available for voting.
- f) You can also view the resolution details on the **www.evotingindia.com**.
- g) Once you cast the vote, the system will not allow modification of the same.
- h) During the voting period, you can login any number of times till you have voted on all the resolutions. However, once you have voted on a resolution you would not be able to vote for the same resolution but, only view the voting.
- i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

- j) In case of any query pertaining to e-voting, please contact CDSL Help Desk Number-1800-200-5533 or can email on - helpdesk.evoting@cdslindia.com.
- k) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Friday, September 23, 2022.
- l) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- n) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- o) The result declared along with the Scrutinizer's report shall be placed on the website of the Company <http://www.masterchemicals.in> and on CDSL website <https://www.evotingindia.com> within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchange where the Company's shares are listed.

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 Bombay Stock Exchange Limited.

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR APPOINTMENT AND RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND AS PER SECTION 118(10) OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARDS FOR GENERAL MEETING (SS-2).

Shri Vipul Agarwal:

Shri Vipul Agarwal is a Director of the Company since 06th July, 2020. He is associated with the Sahara Group since long and with his sheer hard work and determination he has attained a responsible position in the organization and is contributing substantially to the carrying out of the affairs of the Company. The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company.


Name of the Director	Shri Vipul Agarwal
DIN	07135408
Age(in Years)	49
Date of first appointment on the Board of Directors of the Company	06.07.2020
Shareholding in the Company (as on the date of AGM Notice)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil
Number of Board meetings attended during the financial year 2021-22	4 (Four)
List of Directorships held in other Companies, as on March 31, 2022***	<ul style="list-style-type: none"> • Baghauli Sugar And Distillery Limited • Humara Multi Energy Corporation Limited • Sahara Worldwide Limited • Avl Land Holdings Company Limited • Sahara Global Design Studio Limited • Sahara Global Mastercraft Limited

	<ul style="list-style-type: none"> • Sahara India Corp Investment Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2022	<ul style="list-style-type: none"> • Sahara India Corp Investment Limited • Humara Multi Energy Corporation Limited • Sahara Worldwide Limited

*** Directorships in all other Public Limited Companies, whether listed or not, have been considered and directorships in all other Companies including Private Limited Companies, foreign Companies and Companies under Section 8 of the Companies Act, 2013 have been excluded.

**** Only includes membership / Chairmanship of Audit Committee and Stakeholders Relationship Committee of other Public Limited Companies.

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


(Rajan Kumar Singh)
Company Secretary and Compliance Officer



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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: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of
MASTER CHEMICALS LIMITED held on Friday 30th day of September, 2022 at 1.00 P.M. at 25-28, Plot No.-209,
Atlanta Building, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021 and at any adjournment thereof in respect of
such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	FOR	AGAINST
Ordinary Business:			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.		
2.	Appoint a Director in place of Shri Vipul Agarwal, who retires by rotation and being eligible, offer himself for re-appointment.		
3.	Appointment of Statutory Auditor of the Company.		

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.**



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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 42nd Annual General Meeting of MASTER CHEMICALS LIMITED held on Friday 30th day of September, 2022 at 1.00 P.M. at the 25-28, Plot No. 209, Atlanta Building, Jamnalal Bajaj Marg, Nariman Point, Mumbai - 400 021.

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

(*Applicable for members holding Shares in electronic form)

Name _____

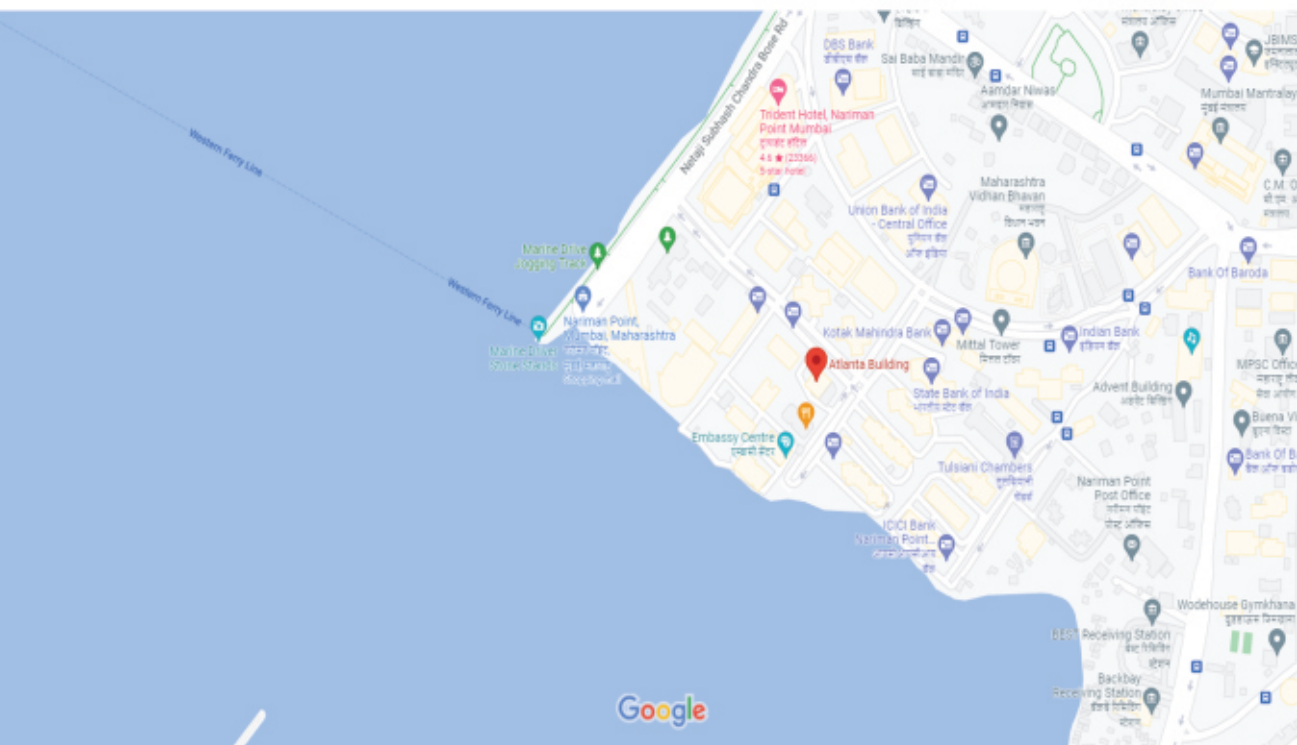
(IN BLOCK CAPITAL)

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.



Atlanta Building

Jamnalal Bajaj Marg

Nariman Point

Mumbai, Maharashtra 400021

Building



Directions



Save



Nearby



Send to your
phone



Share