



MASTER CHEMICALS LIMITED

CIN: L99999MH1980PLC022653

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

Tel: 022 42931800 Fax: 022 42931870

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

NOTICE OF ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING INFORMATION

Notice is hereby given that:

1. The Thirty Seventh Annual General Meeting of the Company will be held on **Thursday, 28th September, 2017 at 11:00 A.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai – 400 104** to transact the Businesses as set out in the notice convening the AGM.
2. Pursuant to Section 91 of the Companies Act, 2013, Rules made thereunder and Regulation 42 of SEBI (LODR) Regulations, 2015 **Register of Members of the Company and Share Transfer Books will remain closed from 14th September, 2017 to 28th September, 2017** (both days inclusive) for the purpose of 37th Annual General Meeting of the Company.
3. Members and all other concerned are requested to lodge transfer deeds, change of address and any other communications at the Registered Office of the Company or with the Share Transfer Agent of the Company at: M/s Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.
4. 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 37th 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. 21st September 2017, 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 Noida has been appointed as scrutinizer to scrutinize the remote e-voting and ballot process in fair and transparent manner.



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5. Any person who acquires the shares of the Company and become the member of the Company after the dispatch of notice of the Annual General Meeting but before the cut-off date may obtain the login ID and password by following procedure as mentioned in the notice of the AGM or sending a request at helpdesk.voting@cdslindia.com.
6. The e-voting period shall commence on **Sunday, 24th September 2017 (10:00 A.M. IST) and ends on Wednesday, 27th September 2017 (05.00 P.M. IST)**, after which e-voting shall not be allowed. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member by e-voting, he shall not be allowed to change it subsequently.
7. In case of queries/grievances with regard to e-voting, members may refer to Frequently Asked Questions (FAQs) at www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com or may call on Toll- free no. 1800 200 5533.

For Master Chemicals Limited

A handwritten signature in blue ink, appearing to read "Somesh Bose", with a horizontal line extending to the right.

Somesh Bose

Director

DIN: 00183634

Place: Mumbai

Date : 29.08.2017

NOTICE
Master Chemicals Limited
CIN: L99999MH1980PLC022653

Notice is hereby given that the 37th Annual General Meeting of the Members of Master Chemicals Limited will be held on Thursday, 28th day of September 2017 at 11 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 31st March, 2017, 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:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Shri Somesh Bose (DIN: 00183634) 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:

“**RESOLVED THAT** pursuant to the provisions of Section 139,142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder M/s Gupta Rustagi & Co., Chartered Accountants (Firm Regn No. 128701W), Mumbai be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (five) years, to hold office from the conclusion of this meeting until the conclusion of the forty second (42nd) Annual General Meeting of the company, subject to ratification of such appointment at every Annual General Meeting by the members of the Company, on a remuneration as may be fixed for each financial year by the Board of Directors of the Company.”

Place: Mumbai

Date: 11th August, 2017

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

Sd/-

Somesh Bose
Director
DIN:00183634

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 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 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:- 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 **14th September 2017 to 28th September 2017** (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 37th 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 Authorised Agency to provide e-voting facilities.
- (iii) The Board of Directors has appointed M/s Amarendra Rai & Associates, Practicing Company Secretaries, Noida 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 24, 2017
End of e-voting	Upto 05:00 P.M. (IST) on September 27, 2017

(vi) The cut-off date (i.e. the record date) for the purpose of e-voting is Thursday, September 21, 2017.

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 mandatory change their 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 Thursday, September 21, 2017.**
- 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 authorised 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, Noida 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 Somesh Bose:

Shri Somesh Bose is a Director of the Company since 25th March, 2005. 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 Somesh Bose
DIN	00183634
Age(in Years)	60
Date of first appointment on the Board of Directors of the	25.03.2005

Company	
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 2016-17	4 (Four)
List of Directorships held in other Companies, as on March 31, 2017***	<ul style="list-style-type: none"> • CAMELLIA BUILDCON PRIVATE LIMITED • JAYAKEERTI ESTATE AND REALITY PRIVATE LIMITED • JAYANTI DEVELOPMENT AND REALITY PRIVATE LIMITED • JAYADHARA ESTATE AND INVESTMENT PRIVATE LIMITED • JEEVAN DEVELOPMENT AND REALITY PRIVATE LIMITED • JAGALA REALITY AND FINANCE PRIVATE LIMITED • GIRISH SHELTERS PRIVATE LIMITED • AKHILESH REALITY AND DEVELOPMENT PRIVATE LIMITED • INDRA ESTATE AND DEVELOPMENT PRIVATE LIMITED • FLABBERGAST IT PRIVATE LIMITED • AADSHWAR DAIRY AND FARM UDYOG PRIVATE LIMITED • AAKASHYA DAIRY AND FARM UDYOG PRIVATE LIMITED • ABBAS DAIRY AND FARM UDYOG PRIVATE LIMITED • AAS DAIRY AND FARM UDYOG PRIVATE LIMITED • AAZAM DAIRY AND FARM UDYOG PRIVATE LIMITED • ABHAYAUDAY DAIRY AND FARM UDYOG PRIVATE LIMITED • HOBART REALITY AND LEASING PRIVATE LIMITED • SAHARA SCHOOL HOLDING LIMITED • SAHARA ADVENTURE SPORTS LIMITED • ENCLAVE MEDIA AND

	ENTERTAINMENT PRIVATELIMITED
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2017	<ul style="list-style-type: none"> • SAHARA ADVENTURE SPORTS 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.

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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 the Thirty Seventh Annual General Meeting of MASTER CHEMICALS LIMITED held on Thursday 28th day of September, 2017 at 11.00 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.

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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 37th Annual General Meeting of the Company to be held on Thursday, 28th day of September, 2017 at 11.00 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:

Sr. No.	RESOLUTIONS	FOR	AGAINST
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Reports of the Board of Directors and Auditors thereon.		
2.	Appoint a Director in place of Shri Somesh Bose, who retires by rotation and being eligible, offers herself for re-appointment		
3.	Appointment of M/s Gupta Rustagi & Co., Chartered Accountants Mumbai as the Auditors of the Company for a term of five years.		

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.

MASTER CHEMICALS LIMITED

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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 (W), Mumbai-400 104.

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

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

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

(2) PARTICULARS OF NOMINEE/S —

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

(3) IN CASE NOMINEE IS A MINOR--

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

Name of the Security Holder(s)

Signature

- 1.
- 2.
- 3.

Name of witness

Signature of Witness with date

Address of witness: _____

Place:

Date: ___/___/_____

Instructions:

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.

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.

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.

Nomination stands rescinded upon transfer of Shares.

Transfer of Shares in favour of a Nominee shall be a valid discharge by a Company against the legal heir.

The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered Office of the Company.

<i>[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]</i>				
Name of the Company	:	Master Chemicals Limited CIN : L99999MH1980PLC022653		
Registered office	:	Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400 104.		
BALLOT PAPER				
Sr. No.	Particulars		Details	
1.	Name of the First named Shareholder (In block letters)			
2.	Postal address:			
3.	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	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 (√)
	Ordinary Business:			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2.	Appoint a Director in place of Shri Somesh Bose, who retires by rotation and being eligible, offers herself for re-appointment			
3.	Appointment of M/s Gupta Rustagi & Co., Chartered Accountants Mumbai as the Auditors of the Company for a term of five years.			
	Place: Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai- 400104. Date:	Signature of the shareholder(s) / Proxy Holder		