



**SAHARA**  
INDIA PARIWAR

**MASTER CHEMICALS LIMITED**

CIN: L99999MH1980PLC022653

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

Tel: 022 42931800 Fax: 022 42931870

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

To,  
The Bombay Stock Exchange Limited,  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai - 400 001.

28<sup>th</sup> September, 2017

**Kind Attn: Listing Department**

Respected Sir/Madam,

**Sub - Annual Report of Master Chemicals Limited for the financial year 2016-17**

In terms of Regulation 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find attached Annual Report of Master Chemicals Limited for the financial year 2016-17.

You are requested to take the same on your records and oblige.

Thanking you,  
Yours Sincerely,

**For Master Chemicals Limited**

**Rana Zia**  
(Director)  
DIN: 07083262



# Master Chemicals Limited

2016-2017

## Annual Report



## **ANNUAL REPORT 2016-2017**

### **BOARD OF DIRECTORS**

#### **SHRI SOMESH BOSE**

Director

#### **SHRI TAPAS KUMAR SUBODH BASAK**

Director

#### **SMT RANA ZIA**

Director

#### **SHRI SUBASH RAJU KANUMURI**

Chief Financial Officer

### **STATUTORY AUDITORS**

#### **M/S. CHATURVEDI & CO.**

Chartered Accountants

Mumbai

### **BANKERS**

ICICI Bank Limited

### **REGISTRAR & SHARE TRANSFER AGENT**

#### **M/S LINK INTIME INDIA PRIVATE LIMITED**

Link Intime : C-101, 247 Park,

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

Mumbai - 400 083.

### **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 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. 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.
4. 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.
5. Members are requested to bring the admission slip along with their copies of Annual Report.
6. 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.
7. 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.
8. 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).
9. Shareholders are requested to notify multiple folios standing in their names for consolidation.
10. Members are requested to avoid being accompanied by non-members and/or children.
11. The Register of Members and the Share Transfer Book will remain closed from 14th September 2017 to 28th September 2017 (both days inclusive).
12. 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.
13. 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 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](http://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](http://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 And under Audit Committee the line and two are non executive Directors” should be substituted by “and of the two Directors one in Executive and other is non-executive
- 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](mailto:helpdesk.evoting@cdslindia.com).
- k) The voting rights of the Members shall be in proportion to the paid-up value of their shares 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](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.

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 COMPANIESACT, 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 Company	25.03.2005
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"> <li>• Camellia Buildcon Private Limited</li> <li>• Jayakeerti Estate And Reality Private Limited</li> <li>• Jayanti Development And Reality Private Limited</li> <li>• Jayadhara Estate And Investment Private Limited</li> <li>• Jeevan Development And Reality Private Limited</li> </ul>

	<ul style="list-style-type: none"> <li>• Jagala Reality And Finance Private Limited</li> <li>• Girish Shelters Private Limited</li> <li>• Akhilesh Reality And Development Private Limited</li> <li>• Indra Estate And Development Private Limited</li> <li>• Flabbergast It Private Limited</li> <li>• Aadeshwar Dairy And Farm Udyog Private Limited</li> <li>• Aakashya Dairy And Farm Udyog Private Limited</li> <li>• Abbas Dairy And Farm Udyog Private Limited</li> <li>• Aas Dairy And Farm Udyog Private Limited</li> <li>• Aazam Dairy And Farm Udyog Private Limited</li> <li>• Abhayauday Dairy And Farm Udyog Private Limited</li> <li>• Hobart Reality And Leasing Private Limited</li> <li>• Sahara School Holding Limited</li> <li>• Sahara Adventure Sports Limited</li> <li>• Enclave Media And Entertainment Private Limited</li> </ul>
<p>Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2017 "</p>	<ul style="list-style-type: none"> <li>• Sahara Adventure Sports Limited</li> </ul>

\*\*\* 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.

## 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 Seventh Board Report of the Company on the operations and financials of the Company for the year ended on 31st March 2017.

### FINANCIAL RESULTS:

(Rs. In Thousand)

PARTICULARS	2016-2017	2015-2016
Total Income	-	-
Total Expenditure	523.691	481.87
Profit (+ )/ Loss (-) before Tax	(523.691)	(481.87)
Provision for Taxation	-	-
Prior Period Items	19.540	-
Net Profit (+) / Loss (-) after Tax	(543.23)	(481.87)
Balance carried forward to next year	551.56	1094.79

### OPERATIONS:

During the year under review, the total income of the Company was Rs. NIL as also nil income in the previous year. The loss for current fiscal is Rs 543,231/-.

### DIVIDEND:

Due to lack of profit, the Board of Directors has not recommended any dividend for the financial year 2016-2017.

### DIRECTORS:

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.

### INDEPENDENT DIRECTOR:

Shri Tapas Basak, the Independent Director of the Company has submitted the Declaration of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013, stating that he meet the criteria of Independence as provided in Sub -Section 149(6) and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company arranged familiarization programmes for the Independent Director. The Independent Director has already been informed about his duties, rights, responsibilities and Code of Conduct including various recent changes of the Companies Act, 2013 in the Board Meeting of the Company. The details of familiarization programme for Independent Director are available on the website of the Company at-[www.masterchemicals.in](http://www.masterchemicals.in).

### 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, since Shri P.C. Tripathy, CFO of the Company, has resigned w.e.f. 13.02.2016 and Shri Subash Raju Kanumuri has been appointed as Chief Financial Officer (CFO) of the Company w.e.f.12.11.2016. The Company is in process of appointment of Company Secretary and Whole Time Director/Manager/Chief Executive Officer of the Company.



**AUDITORS:**

M/s Chaturvedi & Co., Chartered Accountants, Mumbai 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 26th 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, M/s Chaturvedi & Co. Mumbai holds office until the conclusion of the ensuing Annual General Meeting only. However as per section 139 of the Companies Act, 2013, the Individual Statutory Auditors shall be appointed for one term of five years and Firm of Auditors shall be appointed two terms of five years each subject to ratification at every Annual General Meeting. Hence Board recommends the name of M/s Gupta Rustagi & Co., Chartered Accountants (Firm Regn No. 128701W), Mumbai for appointment as Statutory Auditors of the Company for a period of five years commencing from the date of this Annual General Meeting and upto the Conclusion of 42nd Annual General Meeting of the company subject to ratification by shareholders at each Annual General Meeting to be held hereafter.

Hence In view of this, the matter is being placed before the shareholders to consider the appointment of M/s Gupta Rustagi & Co., Chartered Accountants Mumbai 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 2016-2017 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.

**AUDIT COMMITTEE:**

The Board of Directors of the Company constituted a committee of Directors in Compliance with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, known as Audit Committee in its meeting held on 20th March, 2015. Shri Tapas Basak, Independent Director, is continuing as Chairman of the Audit Committee. The Committee consists of following members at present:

Shri Tapas Kumar Basak	Chairman
Shri Somesh Bose	Member
Smt Rana Zia	Member

Out of three committee members, one is Independent Director and of the two one is executive Director. The Chairman of the Audit Committee is an independent Director which is in Compliance with the Regulations 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

**NOMINATION AND REMUNERATION COMMITTEE:**

The Board of Directors of the Company constituted a committee of Directors known as Remuneration Committee in its meeting held on 20th March, 2015 (pursuant to the requirement of Section 177 of the Companies Act, 2013) to deal with matters related to managerial remuneration of company as may be required from time to time. The Committee consists of following members at present:

Shri Tapas Kumar Basak	Chairman
Shri Somesh Bose	Member
Smt Rana Zia	Member

During the year under review, a meeting of the Nomination and Remuneration Committee of the Company was held on 12.11.2016.

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Board of Directors of Company had constituted 'Stakeholders Relationship Committee' as pursuant to Section 178 of the Companies Act, 2013.

Following are the members of the committee at present:

Shri Tapas Kumar Basak	Chairman
Shri Somesh Bose	Member
Smt Rana Zia	Member

During the period under review, the Company has not received any complaint from the Shareholders/Investors. No Meetings of Stakeholders Relationship Committee of the Company were held during the financial year 2016-2017.

#### **CORPORATE GOVERNANCE:**

The Company has complied with the Corporate Governance Requirements, as stipulated under the various regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. Certificate on its Compliance forms a part of the Annual Report.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The details of the vigil mechanism are mentioned in the Corporate Governance Report and also available at [www.masterchemicals.in](http://www.masterchemicals.in).

#### **CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility, are not applicable to the Company.

#### **NOMINATION AND REMUNERATION POLICY:**

The Company has adopted a Nomination & Remuneration Policy for determining qualifications, positive attributes and independence of a Director and criteria for Directors appointment and remuneration. The features of this policy are as follows:

1. The Company, while constituting the Board shall draw members from diverse fields such as finance, law, management, technical, marketing, manufacturing or other disciplines related to the Company's business. There shall be no discrimination on the basis of gender, while determining the Board Composition.
2. A Director shall be a person of integrity, who possesses relevant expertise and experience. He shall uphold ethical standards of integrity and probity and act objectively and constructively. He shall exercise his responsibilities in a bona-fide manner in the interest of the Company, devote sufficient time and attention to his professional obligations for informed and balance decision making, and assist the Company in implementing the best corporate governance practices.
3. An Independent Director should meet the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, concerning independence of Directors. The Companies shall also obtain certification of independence from the Independent Director in accordance with the Companies Act, 2013.
4. The objective of policy is to have a compensation framework that will reward and retain talent.
5. The remuneration will be such as to ensure that the correlation of remuneration to performance is clear and meet appropriate performance benchmarks.
6. Remuneration to Key Managerial Personnel, Senior Management and other employees will involve a balance between fixed and variable pay reflecting short and long term performance objectives of the employees in line with the working of the Company and its goals.
7. The above will take into consideration industry performance, customer performance and overall economic environment.

**DETAILS OF BOARD MEETINGS**

During the financial year under review, the Company had 4 Board meetings during the financial year under review dated 24.05.2016, 13.08.2016, 12.11.2016 and 02.02.2017.

**EXTRACT OF ANNUAL RETURN:**

The information required under Section 92(3) and 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of Annual Return of the Company in prescribed format Form MGT-9 is annexed herewith marked as Annexure 1 to this Report.

**PERSONNEL:**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed to this Report vide Annexure 2.

In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company.

**RELATED PARTY TRANSACTIONS:**

There are no related party transactions during the year in the Company.

**PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITY PROVIDED:**

Details of loans, guarantees, investments and securities provided pursuant to the provisions of Section 186 of the Companies Act, 2013, are provided in notes forming part of the standalone financial statements.

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Regulations of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its committees. The performance of individual directors was evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, time devoted etc.

**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 in relation to Conservation of energy and technology absorption are currently not applicable to the Company.

During the year under review, there was no foreign exchange earning and outgo.

**SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board has appointed M/s C.P Shukla & Co., Company Secretaries, Lucknow, a firm of Company Secretaries in Practice, to conduct Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as Annexure 3 to this Report.

**CORPORATE GOVERNANCE:**

The Company has complied with the Guidelines of Corporate Governance A Certificate by Practising Company Secretary on the Compliance with the guidelines of the Listing Agreement on the Corporate Governance is forming part of this Annual Report.

**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 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: 11th August, 2017

Sd/-  
**Somesh Bose**  
(Director)  
DIN: 00183634

Sd/-  
**Tapas Basak**  
(Director)  
DIN: 00568665

**ANNEXURE TO DIRECTORS REPORT -1**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I.REGISTRATION AND OTHER DETAILS:**

CIN	L99999MH1980PLC022653
Registration Date	22.05.1980
Name of the Company	MASTER CHEMICALS LIMITED
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered office and contact details	Sahara India Point, CTS 40 - 44, S.V. Road, Goregaon (West), Mumbai - 400 104.Maharashtra. India. Telephone (with STD Code) 022-42931818 Fax Number : 022-42931870 Email : statutorymcl@rediffmail.com Website, if any: www.masterchemicals.in
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083. Maharashtra. Telephone : 022-49186000 Fax Number : 022-49186060 Email Address : accounts@linkintime.co.in

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

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

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

**III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

No Subsidiary Companies / No Holding Companies

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section



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

**i. Category-wise Share Holding**

Categories of Shareholders	No. of Shares held at the beginning of the year				No. of the shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1. Indian</b>									
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	0.000	0%
c) State Govt(s)	0	0	0	0.000	0	0	0	0.000	0%
d) Bodies Corporate	171800	0	171800	70.120	171800	0	171800	70.120	0%
e) Banks/FIs	0	0	0	0.000	0	0	0	0.000	0%
f) Any other(s)	0	0	0	0.000	0	0	0	0.000	0%
Sub Total(A)(1)	171800	0	171800	70.120	171800	0	171800	70.120	0%
<b>2. Foreign</b>									
a) NRIs Individual	0	0	0	0.000	0	0	0	0%	0%
b) Other Individuals	0	0	0	0.000	0	0	0	0%	0%
c) Bodies Corporate	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 other(s)	0	0	0	0.000	0	0	0	0%	0%
Sub Total(A)(2)	0	0	0	0.000	0	0	0	0%	0%
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
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.	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) FII	0	0	0	0.000	0	0	0	0%	0%
h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0%	0%
i) Other (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 Corporate									
i) Indian	15050	39050	54100	22.0800	15050	39050	54100	22.0800	0.00%
ii) Overseas	0	0	0	0	0	0	0	0	0.00%
b) Individuals									
i) Individuals shareholders holding nominal share capital up to Rs 2 lakh	1250	17650	18900	7.710	1250	17650	18900	7.710	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	0	0	0	0	0	0	0	0	0.00%

Categories of Shareholders	No. of Shares held at the beginning of the year				No. of the shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Other (specify) Hindu Undivided Family	0	200	200	0.080	0	200	200	0.080	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 Custodians for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0%
Grand Total (A)+(B)+( C)	188100	56900	245000	100.00	188100	56900	245000	100.00	0%

**ii. Shareholding of Promoters**

SI No.	Categories of Shareholders	No. of Shares held at the beginning of the year			No. of the shares held 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	
	Sahara Prime City Limited	118900	48.53	0.00	118900	48.53	0.00	0%
	Sahara India Corp Investment Limited	52900	21.59	0.00	52900	21.59	0.00	0%
	Total							

**iii. Change in Promoters' Shareholding ( please specify, if there is no change  
NO CHANGES**

SI No.		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
1.	At the Beginning of the Year				
2.	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc	No Change during the year			
3.	At the end of the Year				

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

SI No.	For Each of the Top 10 Shareholders <b>1. BAJRANG ISPAT &amp; PLYWOOD LIMITED</b>	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
1.	At the Beginning of the Year	24,050	9.816	24,050	9.816
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	24,050	9.816	24,050	9.816

SI No.	For Each of the Top 10 Shareholders <b>2. STAR TRACK TRADERS PVT LTD</b>	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
1.	At the Beginning of the Year	8,000	3.2653%	8,000	3.2653%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	8,000	3.2653%	8,000	3.2653%

SI No.	For Each of the Top 10 Shareholders <b>3. JARA INVESTMENT PVT LTD</b>	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
1.	At the Beginning of the Year	7,000	2.857%	7,000	2.857%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	7,000	2.857%	7,000	2.857%

SI No.	For Each of the Top 10 Shareholders <b>4. SAHASTRA HOLDING PVT LTD</b>	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
1.	At the Beginning of the Year	5,400	2.204%	5,400	2.204%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	5,400	2.204%	5,400	2.204%

SI No.	For Each of the Top 10 Shareholders 5. 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
1.	At the Beginning of the Year	4,800	1.9592%	4,800	1.9592%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	4,800	1.9592%	4,800	1.9592%

SI No.	For Each of the Top 10 Shareholders 6. SHREE VEDEES 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
1.	At the Beginning of the Year	3,300	1.3469%	3,300	1.3469%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	3,300	1.3469%	3,300	1.3469%

SI No.	For Each of the Top 10 Shareholders 7. 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
1.	At the Beginning of the Year	2,000	0.8163%	2,000	0.8163%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	2,000	0.8163%	2,000	0.8163%

SI No.	For Each of the Top 10 Shareholders 8. 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
1.	At the Beginning of the Year	2,000	0.8163%	2,000	0.8163%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	2,000	0.8163%	2,000	0.8163%

SI No.	For Each of the Top 10 Shareholders 9.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
1.	At the Beginning of the Year	2,000	0.8163%	2,000	0.8163%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	2,000	0.8163%	2,000	0.8163%

SI No.	For Each of the Top 10 Shareholders 10. 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
1.	At the Beginning of the Year	2,000	0.8163%	2,000	0.8163%
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):	0	0.000	0	0.000
3.	At the end of the Year (or on the date of separation, if separated during the year)	2,000	0.8163%	2,000	0.8163%

**v. Shareholding of Directors and Key Managerial Personnel:**

NO DIRECTORS AND KEY MANAGERIAL PERSONNEL HOLD ANY SHARES IN THE COMPANY.

SI No.	For Each of the Directors and KMP	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
1.	At the Beginning of the Year				
2.	Date wise increase/decrease in Shareholding during the Year specifying the Reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
3.	At the end of the Year				



**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment  
THERE ARE NO SECURED LOANS

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SI No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
	Stock Option					
	Sweat Equity					
	Commission - as % of profit - others, specify...					
	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors:

SI No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	<u>Independent Directors</u> Fee for attending board committee meetings Commission Others, please specify	Shri Tapas Basak 0 0 0	-	-	-	- 0 0 0
	Total (1)					
	<u>Other Non-Executive Directors</u> Fee for attending board committee meetings Commission Others, please specify	Shri Somesh Bose 0 0	Smt Rana Zia 0 0			0 0 0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	----				

C.Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

SI No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CFO (SHRI SUBHASH RAJU Kanumuri)	CFO Shri P. C. Tripathy - (CFO) (resigned w.e.f. 13.02.2016)	
	Gross salary		182556	0	182556
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(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
	Stock Option		0	0	0
	Sweat Equity		0	0	0
	Commission - as % of profit - others, specify...		0	0	0
	Others, please specify		0	0	0
	Total		182556	0	182556

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)
A. Company Penalty Punishment Compounding			NIL		
B. Directors Penalty Punishment Compounding					
C. Other Officers in default Penalty Punishment Compounding					

**ANNEXURE TO DIRECTORS' REPORT-2**

Details of remuneration under Section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2017:

S.No	Name of the Director	Remuneration of Director/KMP for the Financial Year 2016-2017	Remuneration of Director/ KMP for the Financial Year 2016-2017	Percentage Increase in Remuneration in the Financial Year 2016-2017	Ratio of Director Remuneration to the Median Remuneration of Employees
<b>Executive Director</b>					
	Nil	Nil	Nil	Nil	Nil
<b>Non Executive Non Independent Director</b>					
1.	Shri Somesh Bose	Nil	Nil	N.A.	N.A.
2	Smt Rana Zia	Nil	Nil	N.A.	N.A.
<b>Non-Executive Independent Director</b>					
1.	Shri Tapas Basak	Nil	Nil	N.A.	N.A.
<b>Key Managerial Personnel other than Executive Directors</b>					
1	Shri Subash Raju Kanumuri- CFO (appointed w.e.f. 12.11.2016)	182556	-	-	-

**ANNEXURE TO DIRECTORS' REPORT-3**  
**FORM NO. MR.3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31 March, 2017**

[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 31ST MARCH, 2017

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 31ST March, 2017. 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 31ST March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance 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 returns filed and other records maintained by the Company for the financial ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 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 12th 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 Labor, 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.
- (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.

We 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.

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.

I further report that as per documents produced and information provided to us, during the audit period there has not been any such activity having a major bearing on the Companies affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines etc.

I further report that during the period, there were no instances of:

- Public/Right/Preferential issue of shares/ debentures/ sweat equity
- Redemption/buy-back of securities
- Major decision take by the members pursuant to Section 180 of the Companies Act, 2013
- Merger/Amalgamation/Reconstruction etc.
- Foreign Technical collaborations.

**For M/S. C.P. Shukla & Co.**

Company Secretaries

**(C.P. Shukla)**

Proprietor

Membership No: FCS 3819

C.P. No: 5138

Date : 11.08.2017

Place : Mumbai



**CERTIFICATION ON FINANCIAL STATEMENT OF THE COMPANY**

We, Somesh Bose and Tapas Kumar Subodh Basak, Directors of Master Chemicals Limited and Shri Subash Raju Kanumuri, Chief Financial Officer of Master Chemicals Limited certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2017 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct
- C. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the audit committee
- (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-  
**Somesh Bose**  
Director  
DIN: 00183634

Sd/-  
**Tapas Basak**  
Director  
DIN: 00568665

Sd/-  
**Subash Raju Kanumuri**  
Chief Financial Officer

Place: Mumbai

Date: 29.05.2017

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We have examined the compliance of conditions of Corporate Governance by Master Chemicals Limited, for the year ended March 31, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Notes on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**For C.P. Shukla & Co.**  
Company Secretaries

**(C.P. Shukla)**  
Proprietor  
Membership No. : FCS 3819  
C.P. N/o. : 5138

Place : Lucknow  
Date : 11.08.2017

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### REVIEW OF ECONOMY

The global economic environment continues to remain challenging. Global economic growth has slowed down but has not really reversed the direction. The International Monetary Fund (IMF), in its January 2017 World Economic outlook, has projected global growth at 3.4 per cent in 2017, marginally going up to 3.6 per cent in 2018.

The Indian economy continues to gradually recover from a growth slowdown in the past two years, high fiscal deficit and stagnant industrial activity. The investment activity is likely to pick up, led by Government efforts to boost investment in infrastructure, particularly roads, railways and urban infrastructure. The growth, based on the new GDP series was 6.6% in FY 2016, 7.2% in FY 2017. The Government expects India's GDP to grow at 7.7% in FY 2018. Expectations of a normal monsoon after two consecutive years of rainfall deficiency, improving real incomes of households and lower input costs of firms should contribute to strengthening the growth.

### Industry Trends and Outlook

In 2016, the geopolitical events and a slow recovery from the previous economic slowdown countered some of the optimism that was felt towards the end of 2017. Macro data for developed nations continued to strengthen during the year, however, China, ASEAN, MENA and other regions which were expected to grow, continued to show sluggish signs of economic recovery. Oil prices fell to record lows, while iron ore prices rose to USD 72 per tonne, leading to the exit of several small scale mining operations from the global mining industry. Overall economic sentiments and growth remained at almost the same levels as 2016.

In 2016, India gained position as the 3rd largest steel producing country in the world, behind China, Japan surpassing USA. The crude steel production grew by 8.5% to 101.27 million tonnes, while steel demand grew by 2.2% to 83.93 million tonnes.

The Indian GDP growth contracted to 6.6% in 2016 due to economic sentiments post the decision of government on taking majority reforms to combat corruption along with global slowdown and geopolitical tension. However, demand at the grass root level remained stagnant and is only expected to pick up from 2017. Consequently, steel demand grew at 3.2% in the year along with India becoming a net exporter of steel in the year, a trend which acted as trend reversal as compared to previous years. During the year, steel exports from India were at 8.24 million tonnes while imports registered at 7.42 million tonnes.

### INTERNAL CONTROLS

The company has adequate systems of internal control in place, which is commensurate with its size and the nature of its operations.

Internal Audit function plays a key role in providing to both the operating management and to the Audit Committee of the Board, an objective view and reassurance of the overall control systems and effectiveness of the Risk Management processes across the Company and its subsidiaries. Internal Audit also assesses opportunities for improvement in business processes, systems and controls and provides recommendations designed to add value to the operations.

The Audit Committee meets on a quarterly basis to review and discuss effectiveness of the internal control system. The Audit Committee also meets the Statutory Auditors separately to ascertain their views on the adequacy and efficiency of the internal control systems.

### Swot Analysis

#### Opportunities:-

#### Government Initiatives

The Government of India is aiming to scale up steel production in the country to 300 MT by 2025 from about 101.5 MT in 2016-2017

The government has launched the National Mineral Exploration Policy (NMEP), which will help to adopt comprehensive exploration of non-fuel and non-coal mineral resources that would give a major boost to the economy.

The Government has taken several steps to improve the productivity and efficiency in the chemical sector. Simplified procedures for FDIs with 100% permissible investments combined with tax deduction to promote Research & Development activities and formation of industrial clusters & parks will provide impetus to the sector. This along with export incentives and a number of other measures will improve the Competitiveness of the sector and drive sustained growth.

### **Threats**

#### **Lack of availability of skilled manpower:-**

Despite having a favourable demographic profile, labour and skill shortage continues to be one of the key concerns for the Indian chemical industry. The Government along with Industry bodies are putting their best foot forward to have education and vocational training institution arming the manpower with appropriate skill set. The special mention for development of skilled manpower in the Union Budget 2015-16 is expected to resolve the dearth of skilled manpower.

#### **Cheap Imports:-**

Structural shifts in the Chinese market arising from over capacity coupled with weakening prices are threatening the Indian players. As China threat was partly getting managed through the anti dumping duty route, we now have Russian problem. Russia is a key producer of steel and as its currency has hit rock bottom, the Indian market can see cheap imports.

## GENERAL SHAREHOLDERS INFORMATION

### Annual General Meeting

Date	Thursday, 28th September, 2017
Time	11.00 A. M.
Venue	Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai - 400 104.
Date of Book closure	14th September 2017 to 28th September 2017 (both days inclusive).
Last date of receipt of proxy forms	26th September, 2017 by 2:00 P.M.
Financial Calendar	1st April, 2016 to 31st March, 2017
Last Annual General Meeting	29th September, 2016
Registrar and Share Transfer Agents	M/s. Link Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli (West) Mumbai - 400 083.
Share Transfer System	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.
Dematerialisation of shares and liquidity	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.
Listing on Stock Exchanges	The Bombay Stock Exchange Limited
BSE Stock Code	506867
ISIN No.	INE523D01017
Addresses for correspondence	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 31st March, 2017, the Statement of Profit and Loss, 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, the 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. 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 accepted in India, of the state of affairs of the Company as at 31st March, 2017, the "loss" and 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, 2016, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, (hereinafter referred to as the "Order") and on the basis of such checks of the books of accounts and records of the Company as we considered appropriate and according to the information and explanations given to us, 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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 did not have any pending litigations during the year under review and consequently there is no impact on its financial position in its financial statements.
  - 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 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 : 29th May, 2017

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of Master Chemicals Limited ("the Company") for the year ended March 31, 2017, 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) According to the information & explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships 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 (i) to (iii) of the said order does not arise

4) The Company has not made any loans, investments, guarantees, and security as per the provisions of section 185 and 186 of the Companies Act, 2013.

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.

7) 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 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.

8) According to the information and explanations given to us, the company did not have any loans from banks, financial institution or government or debenture holder during the year. Hence, reporting under Clause 3(viii) is not applicable to it.

9) During the year, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). During the year, the company did not raise any term loans. Accordingly, provisions of Clause 3(ix) do not apply.

10) According to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.

11) During the course of our examination of the books of accounts and records of the Company, no amounts have been paid as managerial remuneration. Hence, provisions of Clause 3(xi) are not applicable.

12) The Company is not a Nidhi Company and in view of the foregoing, the question of reporting on Clause 3(xii) of the said Order does not arise.

13) According to the information & explanations given to us, there are no transactions with related parties in terms of sections 177 and 188 of Companies Act, 2013. Accordingly, provisions of Clause 3(xiii) are not applicable.

14) According to the information and explanations given to us and based on the records and documents produced before us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

- 15) As per the information & explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.
- 16) As per the information & explanations given to us, the Company is not required to be registered under section 4S-IA of the Reserve Bank of India Act, 1934

**For Chaturvedi & Co.**  
Chartered Accountants  
(Firm Registration No. : 302137E)

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

Place : Mumbai

Date : 29th May, 2017

## **ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Master Chemicals Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the "internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Disclaimer of Opinion

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2016.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and the disclaimer does not affect our opinion on the financial statements of the Company.

**For Chaturvedi & Co.**  
Chartered Accountants  
(Firm Registration No. : 302137E)

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

Place : Mumbai  
Date : 29th May, 2017

**Balance sheet as at 31 March 2017**

	Notes	31 March 2017 Rs.	31 March 2016 Rs.
<b>Equity and liabilities</b>			
<b>Shareholders' Funds</b>			
Share capital	3	2,450,000	2,450,000
Reserves and surplus	4	1,740,064	2,283,295
		<u>4,190,064</u>	<u>4,733,295</u>
<b>Current liabilities</b>			
Short-term provisions	5	60,100	60,100
Trade payables	6	282,862	362,661
Other current liabilities	7	6,779	3,640
		<u>349,741</u>	<u>426,401</u>
<b>TOTAL</b>		<b><u>4,539,805</u></b>	<b><u>5,159,696</u></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	215,644
		<u>3,909,914</u>	<u>3,909,914</u>
<b>Current assets</b>			
Cash and bank balances	10	624,891	1,244,782
Short-term loans and advances	9	5,000	5,000
		<u>629,891</u>	<u>1,249,782</u>
<b>TOTAL</b>		<b><u>4,539,805</u></b>	<b><u>5,159,696</u></b>
<b>Summary of significant accounting policies</b>	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 of Master  
Chemicals Limited

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

**S.N.Chaturvedi**  
Partner  
Membership No. 040479

**Somesh Bose**  
Director  
DIN : 00183634

**Tapas Basak**  
Director  
DIN : 00568665

**Subhash Raju Kanumuri**  
Chief Financial Officer

Mumbai: 29th May, 2017

## Statement of profit and loss for the year ended 31 March 2017

	Notes	31 March 2017 Rs.	31 March 2016 Rs.
<b>Income</b>			
Other income		-	-
<b>Total</b>		-	-
<b>Expenses</b>			
Employee benefits expense		-	-
Other expenses	11	511,861	481,872
Finance costs	12	11,830	-
<b>Total</b>		<b>523,691</b>	<b>481,872</b>
<b>Profit/(loss) before tax</b>		(523,691)	(481,872)
<b>Tax expenses</b>			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
<b>Profit/(loss) for the year</b>		<b>(523,691)</b>	<b>(481,872)</b>
Prior period items		19,540	-
<b>Net profit/(loss) for the year</b>		<b>(543,231)</b>	<b>(481,872)</b>
Earnings per equity share [nominal value of share Rs. 10 (31 March 2016: Rs. 10)]			
Basic and Diluted	14	(2.22)	(1.97)
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 of Master Chemicals Limited

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

**S.N.Chaturvedi**  
Partner  
Membership No. 040479

**Somesh Bose**  
Director  
DIN : 00183634

**Tapas Basak**  
Director  
DIN : 00568665

**Subhash Raju Kanumuri**  
Chief Financial Officer

Mumbai: 29th May, 2017



**Cash flow statement for the year ended March 31, 2017**

	31 March 2017 Rs.	31 March 2016 Rs.
<b>Cash flow from operating activities</b>		
<b>Net profit before tax</b>	(523,691)	(481,872)
Prior period expenses	(19,540)	-
Interest expenses	-	-
Interest income	-	-
Dividend income	-	-
<b>Operating profit before working capital changes</b>	<b>(543,231)</b>	<b>(481,872)</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	(79,799)	10,535
Increase / (decrease) in short-term provisions	-	-
Increase/ (decrease) in other current liabilities	3,139	(20,000)
Decrease / (increase) in Short term loans and advances	-	-
Decrease / (increase) in long-term loans and advances	-	-
<b>Cash generated from /(used in) operations</b>	<b>(619,891)</b>	<b>(491,337)</b>
Direct taxes paid (net of refunds)	-	-
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>(619,891)</b>	<b>(491,337)</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/(decrease) in cash and cash equivalents (A + B + C)	(619,891)	(491,337)
Cash and cash equivalents at the beginning of the year	1,244,782	1,736,319
<b>Cash and cash equivalents at the end of the year</b>	<b>624,891</b>	<b>1,244,982</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	13,300	15,769
With banks -		
on current account	611,591	1,229,013
<b>Total cash and cash equivalents</b>	<b>624,891</b>	<b>1,244,782</b>

**NOTE:**

1. Figures in brackets represent cash outflows
2. Previous year figures have been regrouped wherever necessary to conform to the current year's classification.

As per our report of even date

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

**For Chaturvedi & Co.**

Firm Registration No. 302137E  
Chartered Accountants

**S.N.Chaturvedi**

Partner  
Membership No. 040479

**Somesh Bose**

Director  
DIN : 00183634

**Tapas Basak**

Director  
DIN : 00568665

**Subhash Raju Kanumuri**

Chief Financial Officer

Mumbai: 29th May, 2017

## Notes to financial statements for the year ended 31st March 2017

### 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 and presented 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 by the Central Government of India under Section 133 of the Companies Act, 2013, other pronouncements of the Institute of Chartered Accountants of India. All assets and liabilities have been classified as current or non-current as per The Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current--non-current classification of assets and liabilities. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year.

#### 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 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.

**3. Share capital**

	31 March 2017 Rs.	31 March 2016 Rs.
<b>Authorized shares</b>		
2,50,00,000 (31 March 2016: 2,50,00,000) equity shares of Rs. 10 each	<u>250,000,000</u>	<u>250,000,000</u>
<b>Issued, subscribed and fully paid-up shares</b>		
2,45,00,000 (31 March 2016: 2,45,00,000) equity shares of Rs. 10 each,	2,450,000	2,450,000
Total issued, subscribed and fully paid-up share capital	<u>2,450,000</u>	<u>2,450,000</u>

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

**Equity shares**

	31 March 2017		31 March 2016	
	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 2017, the amount of per share dividend recognized as distributions to equity shareholders was Nil (31 March 2016: 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 2017		31 March 2016	
	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.

4. Reserves and surplus

	31 March 2017 Rs.	31 March 2016 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	1,094,795	1,576,867
Profit/(loss) for the year	(543,231)	(482,072)
<b>Net surplus in the statement of profit and loss</b>	<b>551,564</b>	<b>1,094,795</b>
<b>Total reserves and surplus</b>	<b>1,740,064</b>	<b>2,283,295</b>

5. Provisions

	31 March 2017 Rs.	31 March 2016 Rs.
<b>Provision for Income Tax</b>	60,100	60,100
Other provisions		
	<b>60,100</b>	<b>60,100</b>

6. Trade payables

	31 March 2017 Rs.	31 March 2016 Rs.
Trade payables (including acceptances) (refer note 17 for details of dues to micro and small enterprises)	282,862	362,661
	<b>282,862</b>	<b>362,661</b>

7. Other current liabilities

	31 March 2017 Rs.	31 March 2016 Rs.
<b>Other liabilities</b>		
Others	6,779	3,640
	<b>6,779</b>	<b>3,640</b>

8. Non-current investments

	31 March 2017 Rs.	31 March 2016 Rs.
Trade investments (valued at cost unless stated otherwise)		
Unquoted equity instruments Investment in associates 3,69,427 (31 March 2016: 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 2016: Nil))	-	-
Aggregate amount of unquoted investments	3,694,270	3,694,270

9. Loans and advances

	Non-current		Current	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
<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	215,644	-	-
<b>Total</b>	<b>215,644</b>	<b>215,644</b>	<b>5,000</b>	<b>5,000</b>

10. Cash and bank balances

	31 March 2017 Rs.	31 March 2016 Rs.
Cash and cash equivalents		
Balance with banks		
- On current accounts	611,591	1,229,013
Cash on hand	13,300	15,769
	624,891	1,244,782
<b>Total</b>	<b>624,891</b>	<b>1,244,782</b>

11. Other expenses

	31 March 2017 Rs.	31 March 2016 Rs.
Rates and taxes	2,500	2,500
Advertising Expenses	35,226	64,181
Travelling & Conveyance	3,409	3,190
Legal and professional fees	98,500	87,206
Payment to auditor (Refer details below)	31,691	31,618
Membership & Subscription	33,909	26,310
Listing Fees	229,000	224,720
Printing charges	29,000	-
Maintenance charges	33,141	26,042
Filing fees	14,150	13,325
Miscellaneous expenses	1,335	2,780
	<b>511,861</b>	<b>481,872</b>

Payment to auditor

	31 March 2017 Rs.	31 March 2016 Rs.
As auditor:		
Audit fee	23,000	23,096
Limited Review	8,691	8,522
	<b>31,691</b>	<b>31,618</b>



**12. Finance cost**

Interest paid  
others

	31 March 2017 Rs.	31 March 2016 Rs.
	11,830	-
	<u>11,830</u>	<u>-</u>

**13. Segment Reporting**

There are no reportable segments.

**14. Related Party Disclosures**

Enterprises owned or significantly influenced by major shareholders, key management personnel or their relatives

**15. There were no employees during the year in the company, the disclosure under AS-15 "Employee Benefits" is not being given.**

**16. Earnings per share (EPS)**

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

Net profit/ (loss) for calculation of basic & diluted EPS  
Weighted average number of equity shares in calculating basic & diluted EPS  
Earnings per Share

	31 March 2017 Rs.	31 March 2016 Rs.
	(543,231)	(482,072)
	<u>245,000</u>	<u>245,000</u>
	<u>(2.22)</u>	<u>(1.97)</u>

**17. Details of dues to micro and small enterprises as defined under MSMED Act, 2006**

There are no amounts at the year end due to micro and small enterprises. Accordingly, no disclosure is given.

**18. Commitments and Contingent Liabilities**

Estimated amount of contracts remaining to be executed on capital account and not provided for are Rs Nil (31st March 2016: Rs Nil)

Contingent liabilities of the company as on 31st March 2017 is Rs Nil (31st March 2016: Rs Nil)

19. During the year, the Company had specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308 (E), dated March 31, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification as follows:

Particulars	SBNs Rs.	Other denomination notes Rs.	Total Rs.
Closing cash in hand as on Nov 8, 2016	Nil	13,930	13,930
Add: Permitted receipts	Nil	Nil	Nil
Less: Permitted payments	Nil	Nil	Nil
Less: Amount deposited in banks	Nil	Nil	Nil
Closing cash in hand as on Dec 30, 2016	Nil	13,930	13,930

## 20. Previous Year's Figures:

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date

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

### For Chaturvedi & Co.

Firm Registration No. 302137E  
Chartered Accountants

**S.N.Chaturvedi**

Partner

Membership No. 040479

**Somesh Bose**

Director

DIN : 00183634

**Tapas Basak**

Director

DIN : 00568665

**Subhash Raju Kanumuri**

Chief Financial Officer

Mumbai: 29th May, 2017

## 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  
**Mater 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:**

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.

# 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: \_\_\_\_\_ or failing him

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:

S.NO	RESOLUTIONS	FOR	AGAINST
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 himself 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

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](mailto:statutorymcl@rediffmail.com) Web site: [www.masterchemicals.in](http://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.



## MASTER CHEMICALS LIMITED

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

[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
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 (✓)
	<b>Ordinary Business:</b>			
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 O. P. Srivastava, who retires by rotation and being eligible, offers himself 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		