



## MASTER CHEMICALS LIMITED

SAHARA INDIA POINT, CTS 40-44, S. V. ROAD, GOREGAON (WEST), MUMBAI 400 104. Ph 022-56981111, Fax. 022-28738824

# NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Master Chemicals Limited will be held on Friday 27<sup>th</sup> day of September 2013 at 10:30 A.M. at Registered Office of the Company at Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai – 400 104, to transact the following Business: -

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2013 and the Profit & Loss Account for the year ended on that date along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Shri Somesh Bose, who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint M/s Chaturvedi & Company, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors of the Company.

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

**Sd/-**

**Place: Mumbai**  
**Date: 13<sup>th</sup> August, 2013**

**(Somesh Bose)**  
**Director**

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



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### 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. Corporate members are requested to send to the Registered Office of the Company, a duly certified copy of the Board resolution under Section 187 of the Companies Act, 1956 authorizing their representative to attend and vote at the Annual General Meeting.
3. Members are requested to bring the admission slip along-with their copies of Annual Report.
4. 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.
5. Members are requested to notify the changes 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).
6. Shareholders are requested to notify multiple folios standing in their names for consolidation.
7. Members are requested to avoid being accompanied by non-members and/or children.
8. The Register of Members and the Share Transfer Book will remain close from 20<sup>th</sup> September 2013 to 27<sup>th</sup> September 2013 (both days inclusive).
9. 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 information ready.
10. Shri Somesh Bose is a Director of the Company since 25<sup>th</sup> 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.

# **MASTER CHEMICALS LIMITED**

**Annual Report**  
**2012-13**



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### **BOARD OF DIRECTORS**

SHRI R. S. DUBEY  
Director

SHRI SOMESH BOSE  
Director

SHRI TAPAS BASAK  
Director

### **STATUTORY AUDITORS**

M/S. CHATURVEDI & CO.  
Chartered Accountants

### **BANKERS**

ICICI Bank Limited

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

M/S LINK INTIME INDIA PRIVATE LIMITED

C- 13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West),  
Mumbai - 400 078.

### **REGISTERED OFFICE**

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



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# **DIRECTOR'S REPORT**

To,

The Members,

The Directors of your Company are presenting their Thirty Third Annual Report of the Company on the operations and financials of the Company for the year ended 31st March 2013.

### **FINANCIAL RESULTS**

(Rs. In Thousand)

<b>PARTICULARS</b>	<b>2012-13</b>	<b>2011-2012</b>
Total Income	-	10.22
Total Expenditure	370.16	475.77
Profit (+) / Loss (-) before Tax	(370.16)	(465.55)
Provision for Taxation	0.00	0.00
Net Profit (+) / Loss (-) after Tax	(370.16)	(476.58)
Balance carried forward to next year	1459.89	1830.05

### **OPERATIONS**

During the year under review, the total income of the Company was Nil as against Rs. 10,218 in the previous year. The Loss for current fiscal is Rs.3,70,159.

### **DIVIDEND**

Due to lack of profit, the Board of Directors have not recommended any dividend for the financial year 2012-2013.

### **DIRECTORS**

Shri R. S. Dubey was re-appointed as Director of the Company in the Annual General Meeting of the Company held on 25<sup>th</sup> September 2012 and is liable to retire by rotation.



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In accordance with the provisions of Section 256 of the Companies Act, 1956, 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.

### **AUDITORS**

M/s Chaturvedi & Co., Chartered Accountants, Mumbai was appointed as Statutory Auditors of the Company in the last Annual General Meeting, to hold office until the conclusion of the ensuing Annual General Meeting. The Company has received a certificate from the Statutory Auditors to the effect that their appointment, if made, would be within the prescribed limits U/s 224(1B) of the Companies Act, 1956. The Board recommends their re-appointment as the Statutory Auditor of the company in the ensuing Annual General Meeting to hold office from conclusion of ensuing Annual General Meeting to the conclusion of the next Annual General Meeting of the Company.

### **AUDITORS' REPORT**

The Report of the Statutory Auditors M/s. Chaturvedi & Company, on the financials of the Company for the Financial Year 2012-2013 is self-explanatory and lacks any qualifications and hence needs no further explanations.

### **PUBLIC DEPOSITS**

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

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

The particulars required U/s 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the Company. During the year under review there was no foreign exchange earning and outgo.



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### **PARTICULARS OF THE EMPLOYEES**

The provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Amendment Rules, 2011 are not attracted to the Company, since during the year under review, the Company has not paid any remuneration to any of its employee exceeding the limits specified under the said section.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representation received from the Operating Management, confirm that:-

- a For 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 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 provision of the Companies Act, 1956 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

### **COMPLIANCE CERTIFICATE**

In terms of the provisions of Section 383A of the Companies Act, 1956, the Company has appointed M/s. Nikita Agarwal & Associates, Practicing Company Secretary, C. P. No. 9907 and their report dated 8<sup>th</sup> August, 2013 is attached to this report. The observations made therein are self-explanatory and do not call for any further clarifications / comments.



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### **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 viewers, producers and vendors.

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

**Sd/-**

**R. S. Dubey**  
(Director)

**Sd/-**

**Somesh Bose**  
(Director)

**Place: Mumbai**

**Date: 13<sup>th</sup> August, 2013**