



SAHARA
INDIA PARIWAR

MASTER CHEMICALS LIMITED

CIN: L99999MH1980PLC022653

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

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

Date: 28th May, 2024

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

Kind Attn: LISTING DEPARTMENT

Sub: Annual Secretarial Compliance Report as per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2024 received from M/s. C. P. Shukla & Co, Practicing Company Secretaries.

Thanking you,

Yours truly,

For Master Chemicals Limited

(Vipul Agarwal)

Director

DIN: 07135408

Add: B- 4/3, Paper Mill Colony, Nishatganj

Lucknow 226006

Encl: As Above.

C.P.SHUKLA & CO.
Company Secretaries
Peer Reviewed

554/21/19 C,
Lane No.11, Pawanpuri,
Alambagh, Lucknow-226005.
Tel No 09389684335
email:shuklacpcs@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S MASTER CHEMICALS LIMITED FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024 UNDER SCHEDULE V OF SEBI (LODR) REGULATIONS 2015

I, C.P.Shukla, Practicing Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by **MASTER CHEMICALS LIMITED**("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not Applicable to the Company during the Audit Period*)



(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not Applicable to the Company during the Audit Period)*

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable to the Company during the Audit Period)*

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not Applicable to the Company during the Audit Period)*

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not Applicable to the Company during the Audit Period)*

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable to the Company during the Audit Period)*

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

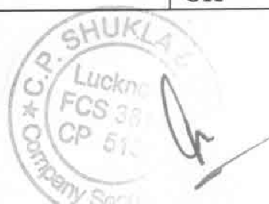
SL No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No	Deviations	Action Taken	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/					



					Clarification/ Fine/Show Cause Notice/ Warning, etc.					
-	-	-	-	-	-	-	-	-	-	-

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

SL No.	Observations/Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31.3.2023	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The Company has not filed its Annual Custody Fees of BSE for three years	The Company has not filed its Annual Custody Fees of BSE for last three years	Regulation 14 of SEBI LODR 2015	Still continuing	-	The Company has not filed its Annual Custody Fees of BSE for last three years. No effective steps have been taken.
2	Non-appointment of Company Secretary	Shri Rajan Kumar Singh had resigned from the post of Company Secretary on	Regulation 6(1) of SEBI LODR 2015	Still continuing	-	It has been informed that the company is in process of appointing Company Secretary and is looking for suitable



		10.09.2022. The Company has not appointed Company Secretary .				candidatebut no effective steps have been taken till now.

I/We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements is appended below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks byPCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),	Yes	-
2	Adoption and timely updation of the Policies: i.All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. ii.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars/guidelines issued by SEBI	Yes	-
3	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website, Timely dissemination of the documents/ information under a separate section on the website, Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	-
4	Disqualification of Director(s): None of the Director(s) of the Company is/ are	Yes	-



	disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
5	Details related to Subsidiaries of listed entities have been examined w.r.t. (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N/A.	The Company has no any subsidiary company
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes	-
9	Disclosure of Events or Information: The listed entity has provided all the required disclosure(s) u/r 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within time limits prescribed thereunder.		
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s),	Yes	-



	<p>if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column</p>	-	
12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	No such incidence during the reporting year	-
13	<p>Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	No	<p>1. The Company has not filed its Annual Custody Fees of BSE for 3 years.</p> <p>2. Shri Rajan Kumar Singh has resigned from the post of Company Secretary on 10.09.2022. The company has not</p>



			appointed Company Secretary till now and is looking for the suitable candidate.
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Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Lucknow

Date: 17.5.2024

**FOR C.P. SHUKLA & CO.
Company Secretaries**

(Handwritten Signature)
CPS138

(C.P.Shukla)

M.No.:F 3819, C.P. No.: 5138

UIN S2003UP061500

UDIN:F003819F000390471

PR No.1441/2021

