

# 7<sup>th</sup> Annual Report : 2012 - 13 :



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**Maharashtra Safe Chemists And Distributors Alliance Limited**

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## COMPANY INFORMATION

### BOARD OF DIRECTORS

MR. JAGANNATH S. SHINDE	CHAIRMAN
MR. ANIL H. NAVANDAR	VICE – CHAIRMAN
MR. VAIJANATH E. JAGUSHTI	MANAGING DIRECTOR
MR. VINAY S. SHROFF	DIRECTOR
MR. AMARJEET H. SOBTI	DIRECTOR
MR. RAVINDRA M. SAVANT	DIRECTOR
MR. HUKAMRAJ M. MEHTA	DIRECTOR
MR. MAHESH M. PAREKH	DIRECTOR

### CORPORATE INFORMATION

#### COMPANY SECRETARY

**MR. GANESH S. PARDESHI**

#### AUDITORS

**P.H. SANGHAVI & CO.**

Chartered Accountants  
F – 9 , Level 1, Sej Plaza,  
Marve Road, Near Nutan School,  
Malad (W), Mumbai – 400 064  
Tel : 91-22-66751190  
Email :- pankaj.sanghavi@yahoo.co.in

#### SOLICITORS & ADVOCATES

**YUSUFS & ASSOCIATES**

#### PRINCIPAL BANKERS

**BANK OF INDIA  
HDFC BANK  
YES BANK**

#### REGISTERED & CORPORATE OFFICE

6th Floor, Corporate Park – II,  
V. N. Purav Marg, Chembur,  
Mumbai – 400 071.  
Tel : +91 022 67730000  
Fax : +91 022 25273473

#### REGISTRAR AND SHARE TRANSFER AGENT

**LINK INTIME INDIA PVT. LTD.**  
C-13, Pannalal Silks Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai – 400 078.  
Tel. (022) – 2596 3838  
Email : www.linkintime.co.in

**NOTICE**

NOTICE is hereby given that the Seventh Annual General Meeting of the members of **MAHARASHTRA SAFE CHEMISTS AND DISTRIBUTORS ALLIANCE LIMITED** will be held on Saturday, the 21<sup>st</sup> day of September, 2013 at 10.30 a.m. at Matunga Gujarathi Club Limited, 4 Nathalal Parekh Marg, Near Arora Cinema, Matunga Central Railway, Matunga (East), Mumbai – 400 019 to transact the following businesses:

**I. ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Preference Shares.
3. To declare Dividend on Equity Shares.
4. To appoint a Director in place of Mr. Jagannath S. Shinde, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ravindra M. Sawant, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Mahesh M. Parekh, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint Auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 224 of the Companies Act, 1956, M/s P.H. Sanghavi & Co., Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration determined by the Board of Directors of the Company.”

**II. SPECIAL BUSINESS :**

**8. Reappointment of Managing Director**

**To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 269, 309 read with Schedule XIII and other applicable provisions or any statutory modification(s) or re-enactment(s) thereof, if any, of the Companies Act, 1956 and subject to such other approvals/ consents/ sanctions/ permissions as may be necessary, approval of the Company be and is hereby accorded to reappointment of Mr. Vajjanath E. Jagushte as the Managing Director of the Company w.e.f. 5th February, 2013 till 31st March, 2014 without remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to the aforesaid resolution.”

**For and on behalf of the Board**

**Registered Office:**

6<sup>th</sup> Floor, Corporate Park – II,  
V.N. Purav Marg, Chembur, Mumbai – 400 071.

**Place : Mumbai**

**Date : 17<sup>th</sup> July, 2013**

Sd/-  
**(Jagannath S. Shinde)**  
**CHAIRMAN**

**Notes:**

1. The relative Explanatory statement as required under Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Annual General Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.
7. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to the Company at 6th Floor, Corporate Park – II, V.N. Purav Marg, Chembur, Mumbai – 400 071 for consolidation into a single folio.
8. In terms of Article 173 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, **Mr. Jagannath S. Shinde, Mr. Ravindra M. Sawant and Mr. Mahesh M. Parekh** Directors retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company recommends their respective re-appointments.
9. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days in advance of Annual General Meeting so as to enable the management to keep the information available at the Meeting.
10. Members are requested to :
  - a) Intimate to the Company at the registered office address, changes, if any, at an early date.
  - b) Quote their folio number in all correspondence.
  - c) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
11. Members may note that the Company's website is [www.mscca.com](http://www.mscca.com)

**12. Members are advised to refer to the Shareholders' Reference provided in the Annual Report.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO. 8**

**Reappointment of Mr. Vaijanath E. Jagushte, as the Managing Director of the Company.**

Mr. Vaijanath E. Jagushte is a dynamic entrepreneur and a visionary. He has vast experience in managing the Company's affairs. He is actively involved in expanding the business activities embarking upon new projects.

Your Directors reappointed Mr. Vaijanath E. Jagushte as the Managing Director of the Company on 19th March, 2013 with effect from 5th February, 2013 till 31st March, 2014. The Board of Directors has taken on record with appreciation voluntary offer of Mr. Vaijanath E, Jagushte of rendering services without remuneration.

Your Directors seek your approval to the resolution as appearing in item No. 8 of the accompanying notice by way of special resolution.

No Director except Mr. Vaijanath E. Jagushte shall be deemed to be interested or concerned in the resolution.

**For and on behalf of the Board**

**Registered. Office :**

6th Floor, Corporate Park – II,  
V.N. Purav Marg,  
Chembur, Mumbai – 400 071.

**Place : Mumbai**

**Date : 17th July, 2013**

Sd/-  
( **Jagannath S. Shinde** )  
**CHAIRMAN**

**Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with the Company by sending from their e-mail ID, their Full Name, Address, Contact No, Folio No. and No. of Shares on to the e-mail address as follows. [annualreportmscca@aioed.com](mailto:annualreportmscca@aioed.com)

**Important Communication to Members**

Shareholders who have not encashed the Unclaimed Dividend for the Financial Year 2007-08, 2008-09 and 2009-10 may please approach the Company for payment of such Dividend.

Shareholders who want to transfer such Dividend by NEFT directly in to Bank Account may please refer Circular on Unclaimed Amt of Dividend on Page No. 29.

Shareholder may please note that no claim of such Dividend will be entertained after the transfer to the Investor Education and Protection Fund.

**Mr. Ganesh S. Pardeshi**, Company Secretary – Tel. (o) 6773 0040. E-mail ID – [ganesh.pardeshi@aioed.com](mailto:ganesh.pardeshi@aioed.com).

