

Ref.- AL/CS/STX/2017/16

ALCHEMIST

August 19, 2017

The Manager (Department of Corporate Services)
Bombay Stock Exchange Limited (BSE)
P. J. Towers, 25th Floor, Dalal Street, Fort
Mumbai-400001

Scrip Code: **526707**

The Manager (Listing Department)
National Stock Exchange of India Limited (NSE)
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai-400051

Scrip Code: **ALCHEM**

Sub: Notice of 28th Annual General Meeting and Book Closure

Dear Sir/Madam,

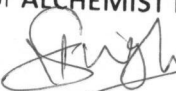
Pursuant to Regulation 30, 42 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, we notify as under:

1. The 28th Annual General Meeting of the Company will be held on Thursday, September 14th, 2017 at 10:00 A.M. (IST) at Paharpur Business Centre, Nehru Place Greens, New Delhi-110019.
2. The Register of Members and the Share Transfer Books will remain closed from Monday September 11th, 2017 to Thursday September 14th, 2017 (both days inclusive) for the purpose of Annual General Meeting.
3. Pursuant to Regulation 44, we have provided the facility to vote by electronic means (e-voting) on all resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Thursday, September 7th, 2017. The Remote e-voting will commence at 9:00 A.M. on Monday September 11th, 2017 and ends at 5:00 P.M. (IST) on Wednesday, September 13th, 2017.
4. Notice of AGM, e-voting notice and the Annual Report 2016-17, are being sent to the shareholders through emails/by post. The shareholder who have registered their email id, are being sent the above documents through email. The shareholders who have not registered their email id have been sent the Notice of AGM, e-voting notice and the abridged Annual Report 2016-17 by post.

Kindly take the above on record.

Thanking You,

For **ALCHEMIST LIMITED**


Vinay Singh
Company Secretary



ALCHEMIST LTD.

CIN : L72200DL1988PLC192643

Regd. & Head Office : Alchemist House, Building No. 23, Nehru Place, New Delhi - 110019 Tel. : +91 - 40600800, Fax : +91-40600888
Chd. Office : Plot No. F5, Rajiv Gandhi IT Park, Chandigarh - 160 101 Tel. : +91-172-4266666, Fax: +91-172-4266602
E-mail : investors@alchemist.co.in Website : www.alchemist.co.in

ALCHEMIST LIMITED

CIN-L72200DL1988PLC192643

Regd. Office : 23, Nehru Place New Delhi-110019

Phone No. : 011-40600800, Fax No. : 011-40600888

Email : investors@alchemist.co.in, Website : www.alchemist.co.in

NOTICE

NOTICE is hereby given that 28th Annual General Meeting of the Members of Alchemist Limited will be held on Thursday, 14th Day of September, 2017 at 10:00 A.M. at Paharpur Business Centre, Nehru Place Greens, New Delhi-110019, to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, Report of the Board of Directors and the Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31st March, 2017.
2. To appoint a Director in place of Mr. Pavan Kumar Verma (DIN-00213365), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. ***To consider and if thought fit, to pass, with or without modification(s) 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 framed thereunder, as amended from time to time, M/s. Annu & Associates, Chartered Accountants (Firm No. 019624N), be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this 28th Annual General Meeting (AGM) until the conclusion of the 33rd AGM of the Company to be held in the year 2022 subject to annual ratification by members at every Annual General meeting, on such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

AS SPECIAL BUSINESS

4. ***To Consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:***

“RESOLVED THAT Mr. Bikram Bhattacharya, (DIN:03595530), who was appointed as an Additional Director of the company in the meeting of the Board of Directors of the company held on 10th August, 2017, pursuant to the provisions of section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Article of Association, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director as per the provisions of Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.

5. ***To Consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:***

“RESOLVED THAT Pursuant to the provisions of Section 196, 197, 203 any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of Central Government, the Company hereby accords its approval to the appointment of Mr. Bikram Bhattacharya, (DIN:03595530), as the Whole-Time Director, designated for a period of five years with effect from 10th August, 2017 on the terms and conditions of appointment and remuneration subject to the approval of shareholders, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as not to exceed the limits specified in Schedule V to the Companies Act, 2013 as may be agreed to by the Board of Directors and Mr. Bikram Bhattacharya.

6. ***To Consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:***

“RESOLVED THAT Ms. Ambika Chowdhary, (DIN:07887565), who was appointed as an Additional Director of the Company in the meeting of the Board of Directors of the Company held on 26th July, 2017, pursuant to the provisions of section 161 of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Article of Association, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director as per the provisions of Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force,) read with Schedule IV of the Act and the applicable provisions of SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015, Ms. Ambika Chowdhary (DIN:07887565) who was appointed as an Additional Director (Category-Independent Director) of the Company with effect from 26th July, 2017 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years from the date of this Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange(s), Ms. Ambika Chowdhary be paid such fees, remuneration and profit linked

commission as the Board of Directors of the Company (including any Committee thereof) may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time”.

7. **To Consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 139 and 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. SDM & Associates, Cost Accountants, Chandigarh the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company relating to Pharma and Steel Units for the financial year ending March 31, 2018 be paid the remuneration of ₹ 80,000/- excluding out of pocket expenses maximum of ₹ 25,000/- and GST as per applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

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

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Director or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

By Order of the Board of Directors
For **Alchemist Limited**

Sd/-
Pavan Kumar Verma
Whole Time Director
DIN-00213365

Date : August 10, 2017
Place : New Delhi

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. (A BLANK PROXY FORM IS ENCLOSED HEREWITH)**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special Business forms part of this accompanying Notice.

3. Members/ proxies should bring copies of the Annual Report to the Meeting, since copies of the Annual Report will not be distributed at the Meeting.

a) Members should bring the enclosed attendance slip duly filled in, for attending the meeting.

b) Members, who hold shares in dematerialized form, should write their client ID and DP ID numbers and those who hold shares in the physical form should write their folio number in the attendance slip.

c) In case of Joint holders attending the Meeting, only such joint holder who is first in the order of their names will be entitled to vote.

d) Corporate Members intending to send their authorized representative to attend the meeting are requested to send duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

6. SEBI has also mandated that for registration of Transfer of Securities, the transferee(s) as well as transferor(s) shall furnish copy of their PAN card to the Company for registration of transfer of securities.

7. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. N. Kumar Chhabra & Co., Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion of this Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies

(Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of M/s. Annu & Associates, Chartered Accountants (Firm Registration No. 019624N) as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Thirty Third Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

The Company has received a certificate from M/s. Annu & Associates, Chartered Accountants, and Statutory Auditors to the effect that their Appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified to be Appointed as Statutory Auditors.

8. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 and rules of the Companies (Management and Administration) Rule, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services provided by Central Depository Service Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) Voting period begins on Monday 11th September, 2017 (9:00 A.M.) and ends on Wednesday 13th September, 2017 (5:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday 7th September, 2017 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
For members holding shares in Demat form:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the E-Voting Sequence Number (EVSN) for the relevant ALCHEMIST LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed

password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non – Individual Shareholders and Custodians i.e. Corporate/Institutional Members (FIs, FIIs/Trust/ Mutual Funds/Banks, etc.)

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 7th, 2017 may follow the same instructions as mentioned above for e-Voting.

(ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xx) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles the m-voting app can be downloaded from googleplaystore. Apple (IOS) & Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Other Instructions:

- (a) The voting period begins on Monday 11th September, 2017 (9:00 A.M.) and ends on Wednesday 13th September, 2017 (5:00 P.M.). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 7th, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
- (b) The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, August 11th, 2017.
- (c) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise

their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(d) Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 7th September, 2017 may obtain their user ID and password for remote e-voting from RTA of the Company, or CDSL.

(e) The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of 7th September, 2017.

(f) M/s. Virender Sharma & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and Transparent Manner.

(g) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not exceeding three days from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting forthwith.

(h) The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.alchemist.co.in and on the website of CDSL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be immediately forwarded to the Stock Exchange

- 9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 11th September, 2017 to Thursday, 14th September, 2017 (both days inclusive).
- 10. Details of Directors seeking appointment/reappointment are incorporated in the Corporate Governance Report forming part of Annual Report.
- 11. As per the listing agreement, it is hereby declared that Company's shares are listed at National Stock Exchange of India Limited and BSE Limited and Annual listing fee for the year 2017-18 has been paid to the concerned stock exchange(s).
- 12. Pursuant to the relevant provisions of the Companies Act, 2013, the company has transferred the unpaid or unclaimed dividends for the Financial Year 2008-2009 amounting to Rs. 8,18,848/- to the Investor Education and Protection Fund (IEPF) established by the Central Government. The amount of dividend for the subsequent years i.e. from the Financial Year ended March 31, 2010 and onwards, remaining unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Government of India and no payments shall be made in respect of any such claims.
- 13. Members holding shares in demat form, should send/update their Email Id and change of address if any with their depository participant and those who hold shares in physical form should

send their change of address if any and Email ID to the Registrar & Share Transfer Agent of the Company directly to enable us to send the Annual Report in electronic mode, in future.

ALLOWS COMPANIES TO SEND INFORMATION TO THE SHAREHOLDERS ELECTRONICALLY. MEMBERS ARE THUS REQUESTED TO INFORM THE COMPANY EITHER DIRECTLY OR THROUGH THE REGISTRARS FULL PARTICULARS OF E-MAIL IDS IN CASE THEY WISH TO OPT FOR RECEIPT OF DOCUMENTS BY ELECTRONIC FORM.

14. THE MINISTRY OF CORPORATE AFFAIRS, GOI, HAS TAKEN A GREEN INITIATIVE IN CORPORATE GOVERNANCE THAT

Information of Directors to be appointed/re-appointment and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice.

Particulars	Mr. Pavan Kumar Verma	Ms. Ambika Chowdhary	Mr. Bikram Bhattacharya
DIN	00213365	07887565	03595530
Age (in years)	74 years	41 years	64 years
Nationality	Indian	Indian	Indian
Date of Appointment	28.10.2013	26.07.2017	10.08.2017
Shares held in Company	Nil	Nil	Nil
Qualification	MBA	B.Com(H)	CA
Experience and Expert Functional area	Mr. Verma is having more than 42 years of exemplary entrepreneurial and managerial experience to Alchemist Management team particularly in the field of HR Management. He has been winner of Winsome Trophy by Indian Institute of Material Management for being best Chief Executive, Best HR Manager of the year by Top Rankers & Bim Tech Institute of Management, Founder Chairman of NIPM Chandigarh, Past Chairman, Chandigarh Management Association.	Ms. Ambika Chowdhary, is a graduate of B.Com(H) from Shimla University. She has also done Masters in Toursim from the Shimla University and B.ed from Kurukshetra University and having 12-13 years of rich experiences in the field of management and corporate affairs. In the opinion of the Board, Ms. Chowdhary fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.	Mr. Bikram Bhattacharya is a Calcutta University graduate in Commerce of 1972 and an FCA under Institute of Chartered Accountants of India (qualified CA in November, 1977), Mr. Bhattacharya has upgraded & maintained internal control procedure & financial diligence & compliance commensurate with the growth of the large group he has been working with. He has been associated with Alchemist Limited since 2006 December, joining as GVP-Internal Audit and thereafter uplifted as President Internal Audit and subsequently positioned as Group Director Finance & Accounts in 2015. He has a vast experience of over 35 years in Internal Audit mostly and in Finance & Accounts in a few large conglomerates like Dunlop, Shaw Wallace, Bajaj Hindustan, etc.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. THE METAL CORPORATION OF INDIA LIMITED 2. ALCHEMIST LIMITED 3. ALCHEMIST FOODS LIMITED 4. PASHOK PLANTATION ESTATES PRIVATE LIMITED 5. ALCHEMIST TEA ESTATES PRIVATE LIMITED 6. DOOTERIAH TEA ESTATES PRIVATE LIMITED 7. AGRI KING TRACTORS & EQUIPMENTS PRIVATE LIMITED 8. BHARAT REINFORCEMENT COMPANY PRIVATE LIMITED 	<ol style="list-style-type: none"> 1. ALCHEMIST REALTY LIMITED 2. ALCHEMIST LIMITED 3. ALCHEMIST MEDIA LIMITED 4. ALCHEMIST LIFE SCIENCES LIMITED 5. ALCHEMIST HOSPITALS LIMITED 	<ol style="list-style-type: none"> 1. KDS CORPORATION PRIVATE LIMITED 2. ALCHEMIST MEDIA LIMITED 3. ANANT MEDIA PRIVATE LIMITED 4. A 1 NEWS NETWORK PRIVATE LIMITED 5. ALCHEMIST LIFE SCIENCES LIMITED 6. ALCHEMIST MEDISPHERE LIMITED 7. ALCHEMIST F&B LIMITED 8. ALCHEMIST HOTELS & RESORTS LIMITED 9. PINKCASSIA HOTELS & RESORTS PRIVATE LIMITED 10. HIMGIRI REALCON PRIVATE LIMITED 11. SOBO HOSPITALITY PRIVATE LIMITED 12. JASS DEVELOPERS PRIVATE LIMITED 13. PLACID ESTATE PRIVATE LIMITED 14. OPTIMUM CONSTRUCTORS AND DEVELOPERS LIMITED

	9. ALCHEMIST HOSPITALS LIMITED		15. ROYAL BUILDING AND INFRASTRUCTURES PRIVATE LIMITED 16. TECHNOLOGY PARKS LIMITED 17. TEHELKA COM PRIVATE LIMITED 18. BLACK CATS PROTECTIONS PRIVATE LIMITED 19. A 1 TELE MEDIA PRIVATE LIMITED
Membership/ Chairmanship of Committee in other Companies	Alchemist Foods Ltd.: • Audit Committee- Member • Nomination and Remuneration Committee- Member	Alchemist Realty Ltd.: • Audit Committee- Member • Nomination and Remuneration Committee- Member	Nil
Relationship with other Directors/KMPs	None	None	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In respect of Item No. 4 & 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at their meeting held on 10th August, 2017, appointed Mr. Bikram Bhattacharya as Additional Director of the Company with effect from 10th August, 2017. Under Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, he holds office up to the date of the Annual General Meeting of the Company.

Further, at the same Meeting, the Board of Directors appointed Mr. Bikram Bhattacharya as a Whole Time Director of the Company for a term of five years with effect from 10th August, 2017, subject to approval of the Shareholders at the Annual General Meeting.

Brief Resume

Mr. Bikram Bhattacharya, 64 years old, is a Calcutta University graduate in Commerce of 1972 and an FCA under Institute of Chartered Accountants of India (qualified CA in November, 1977), Mr. Bhattacharya has upgraded & maintained internal control procedure & financial diligence & compliance commensurate with the growth of the large group he has been working with. He has been associated with Alchemist Limited since 2006 December, joining as GVP-Internal Audit and thereafter uplifted as President Internal Audit and subsequently positioned as Group Director Finance & Accounts in 2015. He has a vast experience of over 35 years in Internal Audit mostly and in Finance & Accounts in a few large conglomerates like Dunlop, Shaw Wallace, Bajaj Hindustan, etc.

Remuneration Details

- Salary at the rate of ₹ 26,13,123 (Rupees Twenty Six Lacs Thirteen Thousand One Hundred Twenty Three only) per annum

w.e.f August 10th, 2017, which may be reviewed by the Board.

- The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company.
- The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
- Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- Leave Travel allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- Bonus for the Financial Year, at the discretion of the Board.
- Reimbursement of expenses incurred by him an account of business of the Company in accordance with the Company policy.
- Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

Other Conditions:

- The terms and conditions of the said appointment may be altered and varied from time to time by the Board, as it may deem fit as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments made thereafter in that regard.
- He shall not be entitled to any sitting fee for attending the meeting of the Board of Directors or Committees thereof.

Pursuant to Regulations 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors seeking appointment in the Annual General Meeting is as follows:

Name of the Director	Mr. Bikram Bhattacharya
Date of Birth	26 th June, 1953
Relationship with other Directors inter-se and KMP(s)	None
No. of Board Meeting attended in Financial Year 2016-17	None
Expertise in specific functional area	Expertise in Internal Audit, Finance & Accounts
Qualification	C.A. (Chartered Accountant)
No. of equity shares held in the company	None
List of Public Companies (other than Alchemist Limited, New Delhi) in which directorship held as on 9 th August, 2017.	
Chairman/Member of the Committees of the Board of Public Companies in which he is a director as on 9 th August, 2017.	None

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

S. No.	Particulars	Details
I.	General Information	
	Nature of the Industry	Pharma, Steels & Agri-Business
	Date or expected date of commencement of commercial production	The Company was incorporated on 5 th July, 1988 and is into commercial production since then.
	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
	Financial performance based on given indicators	The Company is in losses since last 3 years
	Foreign investment or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprises NRIs, FIIs, Foreign Nationals and Body Corporates are investors in the company on account of past issuances of securities/secondary market purchases.
II.	Information about the appointee	
	Background details	Mr. Bikram Bhattacharya, 64 years old, is a Calcutta University graduate in Commerce of 1972 and an FCA under Institute of Chartered Accountants of India (qualified CA in November, 1977), Mr. Bhattacharya has upgraded & maintained internal control procedure & financial diligence & compliance commensurate with the growth of the large group he has been working with. He has been associated with Alchemist Limited since 2006 December, joining as GVP-Internal Audit and thereafter uplifted as President Internal Audit and subsequently positioned as Group Director Finance & Accounts in 2015. He has a vast experience of over 35 years in Internal Audit mostly and in Finance & Accounts in a few large conglomerates like Dunlop, Shaw Wallace, Bajaj Hindustan, etc.

S. No.	Particulars	Details
	Past remuneration	None
	Recognition or awards	Nil
	Job Profile and his suitability	
	Remuneration proposed	Details provided above in Explanatory Statement
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is as per section 197 & 198 of the Companies Act, 2013 read with Schedule V & provisions of erstwhile Companies Act, 2013 and is comparable to the remuneration of Whole Time Director levels of similar sized Companies.
	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Being worked as Chief Financial Officer of the Company he was drawing salary against his services provided to Company. Apart from that he has no relationship with any other managerial personnel of the Company.
III.	Other Information	
	Reasons of loss or adequate profits	The sales of company are declining as some of the businesses of the company are not doing well; specifically international trade business of company has drastically decreased, Also steel, Floriculture & pharma revenue decreased due to low market demand. Also manufacturing unit of pharma division has been closed due to which sales has been decreased, thus losses are continuously increasing due to heavy fixed cost.
	Steps Taken or proposed to be taken for improvement	The company is trying to reduce fixed cost portion through vacating extra business places, reducing manpower & through other modes. Further pharma unit has started trading of medicines after shutting down the manufacturing plant & performing good in trading business.
	Expected increase in productivity and profits in measurable terms	The aforesaid steps taken/ to be by the Company are expected to improve the Company's performance by minimizing the losses and profitability in the future.
IV.	Disclosure	NA

In respect of Item No. 6

On the recommendation of the Nomination and Remuneration Committee, Ms. Ambika Chowdhary (DIN: 07887565) was appointed as an Independent Director of the Company with effect from 26th July, 2017. In terms of Section 161(1) of the Companies Act, 2013, Ms. Ambika Chowdhary holds office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director of the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Chowdhary is appointed as an Independent Director for a term up to 25th July, 2022, for a period of 5 years from the date of her appointment. Pursuant to the provisions of the Companies Act, 2013 and relevant regulation of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, she is eligible for re-appointment after 25th July, 2022.

A Brief Resume of Ms. Ambika Chowdhary is given hereunder-

Ms. Ambika Chowdhary, 41 year and is a graduate of B.Com(H) from Shimla University. She has also done Masters in Tourism from the Shimla University and B.ed from Kurukshetra University and having 12-13 years of rich experiences in the field of management and corporate affairs. In the opinion of the Board, Ms. Chowdhary fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

In the opinion of the Board, Ms. Ambika Chowdhary fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. The copy of the letter for appointment of Ms. Ambika Chowdhary as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Ambika Chowdhary as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Ambika Chowdhary as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Ambika Chowdhary, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 6.

In respect of Item No. 7

M/s. SDM & Associates, Cost Accountants, Chandigarh were appointed as Cost Auditors of the Company by the Board at its meeting held on 24th May, 2017, for the Financial Year 2017-18 and after considering the qualification and experience of M/s. SDM & Associates, Cost Accountants, Chandigarh, thought fit to fix the remuneration of the Financial Year ending March 31, 2018 be paid the remuneration of ₹ 80,000/- excluding out of pocket expenses maximum of ₹ 25,000/- and GST as per applicable.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Board recommends passing the above resolution.

In respect of Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

The Board recommends passing the above resolutions.

By Order of the Board of Directors
For **Alchemist Limited**

Sd/-
Pavan Kumar Verma
Whole Time Director
DIN-00213365

Date : August 10, 2017
Place : New Delhi

Route Map



ALCHEMIST LIMITED

CIN-L72200DL1988PLC192643

Regd. Office : 23, Nehru Place New Delhi-110019

Phone No. : 011-40600800, Fax No. : 011-40600888

Email : investors@alchemist.co.in, Website : www.alchemist.co.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	
Email ID	
Client ID/Folio No.	
DP ID	

I/We.....being the member (s) of.....holding.....shares of the above named company, hereby appoint

- Name E-mail id
Address
..... Signatureor failing him
- Name E-mail id
Address
..... Signatureor failing him
- Name E-mail id
Address
..... Signatureor failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on 14th day of September, 2017 at 10:00 A.M. at Paharpur Business Centre, Nehru Place Greens, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below-

SI. No.	Resolutions	Optional	
		For	Against
1	Adoption of Audited standalone and Consolidated Financial statements for the financial year ended 31 st March, 2017, Directors' Report and Auditors Report.		
2	To appoint Mr. Pavan Kumar Verma (DIN-00213365), who retires by rotation and being eligible offers himself for re-appointment.		
3	Appointment of M/s. Annu & Associates as Statutory Auditors of the Company.		
4	To appoint Mr. Bikram Bhattacharya (DIN-03595530) as an Additional Director.		
5	To appoint Mr. Bikram Bhattacharya (DIN-03595530) as a Whole Time Director of the Company.		
6	To appoint Ms. Ambika Chowdhary (DIN-07887565) as an Independent Director.		
7	Ratification of remuneration payable to M/s. SDM & Associates, Cost Accountants for the Financial Year 2017-18.		
8	Service of document by the Company under Section 20, of the Companies Act, 2013.		

Signed on the.....day of.....2017

Signature of shareholder.....

Signature of proxy holder

Affix a
Revenue
Stamp of
₹ 1/-

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.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 28th Annual General Meeting.
- It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details of member(s) in above box before submission.

