

# ALCHEMIST LIMITED

CIN-L72200DL1988PLC192643

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

Email- [investors@alchemist.co.in](mailto:investors@alchemist.co.in) Website- [www.alchemist.co.in](http://www.alchemist.co.in)

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

## NOTICE

NOTICE is hereby given that 26<sup>th</sup> Annual General Meeting of the Members of Alchemist Limited will be held on Monday 28<sup>th</sup> September, 2015 at 10:00 A.M. at The Legend Inn, E-4, East of Kailash, New Delhi-110065 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 31<sup>st</sup> March, 2015, Report of the Board of Directors and the Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31<sup>st</sup> March, 2015.
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 the appointment of M/s N. Kumar Chhabra & Co. Chartered Accountants (Registration No 000837N), who were appointed as Statutory Auditors of the Company at the 25<sup>th</sup> Annual General Meeting of the Financial Year 2013-14 till the conclusion of the 28<sup>th</sup> Annual General Meeting of the Financial Year 2016-17, subject to ratification by members at every Annual General Meeting to be held during the said period.  
**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 Ms. Maria Fernandes, (DIN:07134540), who was appointed as additional director of the company in the meeting of the Board of Directors of the company held on 24<sup>th</sup> March, 2015 pursuant to the provisions of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting 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** Mrs. Maria Fernandes be and is hereby appointed as an Independent Director of the Company to hold office up to 23<sup>rd</sup> March, 2020 with effect from 24<sup>th</sup> March, 2015.”
5. **To Consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:**  
“RESOLVED THAT Mr. Vinay Kumar Mittal, (DIN:00287042), who was appointed as additional director of the company in the meeting of the Board of Directors of the company held on 13<sup>th</sup> August, 2015 pursuant to the provisions of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting 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.”
6. **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 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 for the financial year ending 31<sup>st</sup> March, 2016 be paid the remuneration of Rs. 1,60,000/- inclusive of service tax and plus out of pocket expenses maximum of Rs. 25,000/-.  
**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.”
7. **To Consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:**  
“RESOLVED that in supersession of the Ordinary Resolution adopted at the 18<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> December, 2007 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and in supersession of all earlier resolutions passed in this regard under the Companies Act (Earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers or otherwise from Banks, Financial Institutions or other Lenders in the ordinary course of business, shall not be in excess of Rs. 1000 Crores (Rupees One thousand crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”
8. **To Consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:**  
“RESOLVED that in supersession of the Ordinary Resolution adopted at the 18<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> December, 2007 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, if applicable or required under any statute(s)/rules(s)/ regulations(s) any law for the time being in force or required from any other concerned authorities and in supersession of all earlier resolutions passed in this regard under the Companies Act (Earlier in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to create charge by way of hypothecation, mortgage or in any other manner on the Assets of the Company, whether Fixed or Current, as the Board of Directors may deem necessary to secure money(ies) borrowed by the Company, from time to time, whether in the ordinary course of business from company's bankers or otherwise from Banks, Financial Institutions or other Lenders.”

By Order of the Board of Directors  
For Alchemist Limited  
Vimal Kr. Sharma  
Company Secretary

Date: 13<sup>th</sup> August, 2015

Place: New Delhi

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY 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 AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT 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 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 forms part of this 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. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 and rules of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 26<sup>th</sup> 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 Friday 25<sup>th</sup> September, 2015 (9:00 A.M.) and ends on Sunday, 27<sup>th</sup> September, 2015 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 21<sup>st</sup> September, 2015, ("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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 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
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 favour 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. 21<sup>st</sup> September, 2015 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Other Instructions:**

- (a) The voting period begins on Friday 25<sup>th</sup> September, 2015 (9:00 A.M.) and ends on Sunday, 27<sup>th</sup> September, 2015 (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 21<sup>st</sup> September, 2015 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) 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.
- (c) Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of 21<sup>st</sup> September, 2015 may obtain their user ID and password for remote e-voting from RTA of the Company, or CDSL.
- (d) 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 21<sup>st</sup> September, 2015.
- (e) M/s. Anang Shandilya & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and Transparent Manner.
- (f) 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.
- (g) The results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.alchemist.co.in](http://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.
- 5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 25<sup>th</sup> September, 2015 to Monday, 28<sup>th</sup> September, 2015 (both days inclusive).
- 6. Details of Directors seeking appointment/reappointment are incorporated in the Corporate Governance Report forming part of Annual Report.
- 7. 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 2015-16 has been paid to the concerned stock exchange(s).
- 8. Pursuant to the relevant provisions of the Companies Act, 2013, the company has transferred the unpaid or unclaimed dividends for the financial year 2006-2007 amounting to Rs.12,00,280/- 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 31<sup>st</sup> March, 2008 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.
- 9. 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.
- 10. THE MINISTRY OF CORPORATE AFFAIRS, GOI, HAS TAKEN A GREEN INITIATIVE IN CORPORATE GOVERNANCE THAT 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.

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

### **In respect of item no. 4**

On the recommendation of the Nomination and Remuneration Committee, Ms. Maria Fernandes (DIN: 07134540) was appointed as an Independent Director of the Company with effect from 24<sup>th</sup> March, 2015. In terms of Section 161(1) of the Companies Act, 2013, Ms. Fernandes holds office as 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. Fernandes is appointed as an Independent Director for a term up to 23<sup>rd</sup> March, 2020, for a period of 5 years from the date of her appointment. Pursuant to the provisions of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement, she is eligible for re-appointment after 23<sup>rd</sup> March, 2020.

A brief resume of Ms. Maria Fernandes is given hereunder-

Ms. Fernandes, 51 year and is MA (History), M Phil (History) PGBS and Youth Leadership Training from Nagpur. She is having rich experiences in the field of management and she has served as Principal of Holy Cross Mission College; Coordinator, Regional Study Centre Kakatiya University; Director, St. Francis College, Mumbai; Program Officer, Calicut University Centre Mumbai and Gen. Secretary, TFM Educational Society. Presently she is serving as Vice-Chairperson West Bengal Minorities Commission.

She also holds directorship in Alchemist Hospitals Ltd. Alchemist Realty Ltd., Alchemist F & B Ltd., Alchemist Hotels & Resorts Ltd., Himgiri Tourist Resorts Pvt. Ltd., Himgiri Health Resorts Pvt. Ltd. Pinkcassia Hotels & Resorts Pvt. Ltd., Royal Building and Infrastructures Pvt. Ltd., Alchemist Airways Pvt. Ltd. and Alchemist Foods Ltd. Ms. Fernandes is Chairman in 2 (Two) Committees and Member in 1 (One) Committee.

In the opinion of the Board, Ms. Fernandes 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. Fernandes 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. Fernandes as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Fernandes as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. Fernandes, 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. 4.

### **In respect of item no. 5**

On the recommendation of the Nomination and Remuneration Committee, Mr. Vinay Kumar Mittal, (DIN: 00287042) has been appointed as an Additional Director of the Company, with effect from 13<sup>th</sup> August, 2015. In terms of Section 161(1) of the Companies Act, 2013, Mr. Mittal holds office as 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 his candidature for the office of Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mittal as a Director liable to retire by rotation, for the approval by the shareholders of the Company.

A brief resume of Mr. Vinay Kumar Mittal is given hereunder-

Mr. Vinay Kumar Mittal, 52 year and is BE (Civil), LLB, Masters in Business Administration (MBA). Mr. Mittal is having about 30 years of technical experience in the industry. He started his career in 1985 as engineer (Civil) with Hindustan Construction Company Limited and also worked with various reputed groups.

Mr. Mittal also holds directorship in Dooteriah Tea Estates Pvt. Ltd., Pashok Plantation Estates Pvt. Ltd., Alchemist Tea Estates pvt. Ltd., Alchemist Hospitals Ltd., Century 21 Properties India Pvt. Ltd., Alchemist Hospitality Group Ltd., Himachal Hotels & Resorts Pvt. Ltd., Alchemist Touchnology Ltd. and Technology Parks Ltd. Mr. Mittal is Member in 1 (One) Committee

Except Mr. Mittal, 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.5.

### **In respect of item no. 6**

M/s. SDM & Associates, Cost Accountants, Chandigarh were appointed as Cost Auditors of the Company by the Board at its meeting held on 28<sup>th</sup> May, 2015, for the financial year 2015-16 and after considering the qualification and experience of M/s. SDM & Associates, Cost Accountants, Chandigarh, thought fit to fix the remuneration of Rs. 1,60,000/- inclusive of service tax and plus out of pocket expenses maximum of Rs. 25,000/- subject to the approval of the members.

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. 6.

The Board recommends passing the above resolution.

### **In respect of item no. 7 & 8**

In 18<sup>th</sup> Annual general Meeting of the Company held on 27<sup>th</sup> December, 2007 the Shareholders authorized Board of Directors

- To Borrow monies under Section 293 (1) (d) of the Companies Act, 1956 as well as
- To secure the same by suitable mortgage / charge on all moveable and immovable properties of the Company regarded as disposal of the Company's undertaking under section 293(1) (a) of the Companies Act, 1956.

Further, the provision of the Companies Act, 1956 required consent of the Shareholders as an Ordinary resolution for both borrowing and creation of security, however the provision of the 2013 Act stipulate consent of members by way of Special Resolution.

Hence in order to remain compliant with the relevant provisions on borrowings and creation of security under the 2013 act consent of members is required.

The Board recommends the Special Resolutions set out at Item Nos. 7 to 8 of the Notice for approval by the shareholders.

**By Order of the Board of Directors**

**For Alchemist Limited**

**Vimal Kr. Sharma**

**Company Secretary**

**Date: 13<sup>th</sup> August, 2015**

**Place: New Delhi**

**ALCHEMIST LIMITED**

CIN-L72200DL1988PLC192643

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

Email- [investors@alchemist.co.in](mailto:investors@alchemist.co.in) Website- [www.alchemist.co.in](http://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 : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Folio No/Clint ID : \_\_\_\_\_  
DP ID : \_\_\_\_\_

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

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ 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 26<sup>th</sup> Annual general meeting of the company, to be held on 28<sup>th</sup> day of September, 2015 at 10:00 A.M. at The Legend Inn, E-4, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below-

S. No.	Resolution	Optional	
		For	Against
1	Adoption of Audited standalone and Consolidated Financial statements for the financial year ended 31 <sup>st</sup> March, 2015 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	Ratification of Appointment of M/s N. Kumar Chhabra & Co. as Statutory Auditors of the Company		
4	To appoint Mrs. Maria Fernandes (DIN-07134540) as an Independent Director		
5	To appoint Mr. Vinay Kumar Mittal, (DIN-00287042) as a Director liable to retire by rotation.		
6	Ratification of remuneration payable to M/s. SDM & Associates, Cost Accountants for the financial year 2015-16.		
7	Creating mortgage/charge on the assets of the Company U/s 180 (1) (c) of the Companies Act, 2013		
8	Creating mortgage/charge on the assets of the Company U/s 180 (1) (a) of the Companies Act, 2013		

Signed on the \_\_\_\_\_ day of \_\_\_\_\_ 2015  
Signature of shareholder \_\_\_\_\_  
Signature of Proxy holder \_\_\_\_\_

Affix  
revenue  
Stamp  
of Rs. 1/-

**Note:**

1. **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.**
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 26th Annual General Meeting.
3. 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.
4. Please complete all details of member(s) in above box before submission.



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CIN-L72200DL1988PLC192643

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

## ATTENDANCE SLIP

**Registered Folio No./DP ID No./ Client ID No.**

**Name and address of the Member(s)**

**Joint Holder 1**

**Joint Holder 2**

**Number of Shares held:**

I certify that I am a member/proxy for the member of the Company.

I/We hereby record my/our presence at the 26<sup>th</sup> Annual General Meeting of the Company at The Legend Inn, E-4, East of Kailash, New Delhi-110065 on Monday, 28<sup>th</sup> September, 2015 at 10:00 A.M.

\_\_\_\_\_  
Name of the Member/Proxy

\_\_\_\_\_  
Signature of the Member/Proxy

**Note:**

1. A member or his duly appointed Proxy wishing to attend the Meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters.....(in case the Proxy attends the meeting).
3. Members are requested to bring their copies of the Annual Report to the meeting.

**PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.**

## Electronic Voting Particulars

<b>Electronic Voting Sequence No. (EVSN)</b>	<b>User ID</b>	<b>*PAN/Default PAN No. (Sequence Number)</b>

\* Applicable to those members who have not updated their PAN with the Company / Depository Participant.

Note- Please read the instructions printed in the Notice of 26<sup>th</sup> Annual general Meeting dated 13<sup>th</sup> August, 2015. The voting period begins on Friday 25<sup>th</sup> September, 2015 (9:00 A.M.) and ends on Sunday, 27<sup>th</sup> September, 2015 (5:00 P.M.). The e-voting module shall be disabled by CDSL for voting thereafter.