

MINUTE BOOK

MINUTES OF THE PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF ALCHEMIST LIMITED HELD ON FRIDAY, 27TH SEPTEMBER 2013 AT 10.00 A.M. AT DESHBANDHU CHITTARANJAN MEMORIAL SOCIETY, C-405 A, CHITTARANJAN PARK, NEW DELHI - 110019

PRESENT

Mr. R.P. Chhabra Director

36 Members were present in person or through their authorized representatives in case of Corporate Members and 4 members were present through proxies.

IN ATTENDANCE

Mr. Rajansh Thukral Company Secretary
Mr. Dinesh Vermani Chief Financial Officer

ELECTION OF CHAIRMAN

Since Mr. Karan Deep Singh, Chairman of the Company was not present, Mr. R. P. Chhabra, Director of the Company was elected as Chairman to preside over the meeting as per Article 100 of Articles of Association of the Company.

QUORUM

The Company Secretary informed the Chairman that the requisite quorum as required under the Companies Act, 1956 was duly present.

NOTICE CALLING THE MEETING

With the permission of Chair and members present in the meeting, the Notice calling the meeting was taken as read.

Thereafter Chairman called the meeting to order and agenda of the meeting as contained in the notice was taken up.

AUDITOR'S REPORT

The Auditors' Report on the Accounts of the Company for the year ended 31st March 2013 was read by Mr. Rajansh Thukral, Company Secretary.

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ORDINARY BUSINESS

1. ADOPTION OF ANNUAL ACCOUNTS OF THE COMPANY

With the unanimous consent of the members present in the meeting, the Directors' Report, Audited Balance Sheet of the Company as at 31st March, 2013 and Profit & Loss Account of the Company for the year ended on that date already having been circulated to the members, were taken as read.

The Chairman invited questions from the shareholders relating to the Accounts. Queries raised by the members on the accounts & performance of the Company were suitably replied by the Chairman.

The Chairman then placed the Accounts of the Company for the approval of the members

Proposed by : Mr. Sanjay Malhotra representative of M/s Netedge Technosoft Pvt. Ltd (Client ID IN 301143-10434074)
Seconded by : Mr. Paramjeet Singh (Client ID 10387636)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT the Annual Accounts of the Company comprising of Balance Sheet as at 31st March 2013 and Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules thereto and Auditors' & Directors' Report thereon be and are hereby approved as the Accounts of the Company for the year ended 31st March, 2013.”

2. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2012-2013 ON THE EQUITY SHARES OF THE COMPANY

Proposed by. : Mr. Manoj Kaushik representative of M/s KDS Corporation Pvt. Ltd. (Client ID IN 301774-10235848)
Seconded by : Ms. Archana Singh (Client ID 1203320007587677)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, the dividend @ Rs. 1.50/- (@ 15%) per fully paid-up equity shares of Rs. 10/- each for the financial year ended 31st March, 2013 be and is hereby declared to be paid those shareholders, whose names appeared in the

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Register of Members of the Company as on 26th September 2013 being the Record Date.”

3. RE-APPOINTMENT OF MR. R.P. CHHABRA, AS DIRECTOR OF THE COMPANY, WHO RETIRE BY ROTATION

Proposed by : Ms. Sonia Chib representative of M/s Basics Softsololutions Pvt. Ltd. (Client ID IN 301774 - 11041256)

Seconded by : Ms. Sameera Dhiman representative of M/s Endogram Leasing and Trading Co. Pvt. Ltd. (Client ID IN 301063 - 10052005)

The following Resolution was passed unanimously by the show of hands as an Ordinary Resolution:

“RESOLVED THAT Mr. R.P. Chhabra, who retires from the Board at this meeting in accordance with the provisions of Section 256 of the Companies Act, 1956, be and is hereby re-appointed as a Director of the Company whose period of office will be liable to retire by rotation.”

4. REAPPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:-

Proposed by : Mr. Vishal Jain representative of M/s Torus Infra Development Pvt. Ltd. (Client ID 1204470005925757)

Seconded by : Mr. Dharam Pal (Client ID IN 10408625)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 224(1) and other applicable provisions, if any, of the Companies Act, 1956, Mr. N. Kumar Chhabra & Co. , Chartered Accountants, Chandigarh, the retiring Auditors of the Company be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Meeting up to the conclusion of the next Annual General Meeting of the Company, for the financial year 2012-2013 on such remuneration, along with the reimbursement of out-of pocket expenses, travelling and other expenses incurred in connection with the audit to be carried out by them, as may be mutually agreed upon between the Board of Directors and the said Auditors.”

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VOTE OF THANKS

There was no other business to be transacted there at, the meeting ended with vote of thanks to the chair.

Date: 27.09.2013

Place: Delhi


(CHAIRMAN)

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