



DECLARATION OF RESULT OF POSTAL BALLOT

Pursuant to the Postal Ballot process initiated by the Company in terms of Section 192A of the Companies Act, 1956 vide notice dated 13th February, 2014 for fixation of limits for giving any corporate loans, advances or deposits or to make investment in shares, debentures and/or other securities and/or to give on behalf of the company, any guarantee or to provide any security in connection with any loan or loans made by any other person to, or to any other person by any body corporate by passing special resolution as contemplated in Section 372A of the Companies Act, 1956 or as contemplated in Section 186 of the Companies Act, 2013 through Postal Ballot, the Scrutinizer Mr. Ramesh Bhatia, Company Secretary in Practice has submitted his report of the postal ballot, today at the meeting of the Board of Directors of the Company held on 23.04.2014 at 3.00 P.M. As per the report the votes cast for and against the Resolution are as under:

Total Number of Postal Ballots received (Represented by Total Shares 68,95,381)	103
Number of open ballots received	NIL
Number of Envelops	87
Ballots unsigned/blank	0
Effects not clear	3
Votes approving Resolution (Special Resolution)	68,92,735
Votes against Resolution (Special Resolution)	2545
Number of Shares not considered for Postal Ballot	101

In view of the above result, the Board adopted the report of the Postal Ballot and I hereby declare the following resolution passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 372A and all other applicable provisions, if any, of the Companies Act, 1956 (the ‘Act’) and subject to the provision of Section 186 of the Companies Act, 2013 (after enforcement) and all other applicable provisions and rules made thereunder and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give, from time to time, any inter-corporate loan(s), advances or deposits or to make investments in shares, debentures and/or other securities and to give, on behalf of the Company, any guarantee and/or provide any security in connection with any loan or loans made by any other person to, or to any other persons by any body corporate and that the sum total of all these corporate loans, advances, deposits, investment, guarantee or security in the aggregate,

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together with such loan(s), investments, guarantees, security already provided, shall not exceed Rs. 400 Crore.

RESOLVED FURTHER THAT upon notification of Section 186 of Companies Act, 2013 or rules made thereunder no fresh authorization from the shareholders would be required within the limits aforesaid, subject, however, to the condition that the Board of Directors shall use this authorization subject to the limits, conditions and provisions contained in the said section 186 or rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution”.

Date: 23.04.2014
Place: New Delhi


(CHAIRMAN)