Sub: Notice of Postal Ballot

Dear Sir/Madam,

With reference to the letter dated 12.02.2020, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the copy of the Postal Ballot Notice and Ballot Form.

The Postal ballot Notice seeks approval of Members by way of Special Resolution for Slump sale of the Pharma Division of the company, as mentioned in the Postal Ballot Notice.

You are requested to take the above information on your record & acknowledge the same.

Thanking you

Yours Sincerely

FOR ALCHEMIST LIMITED

Divya Bajaj
Company Secretary
Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the Rules made thereunder, that the resolution appended below is proposed to be passed by the shareholders through postal ballot (the "Postal Ballot") / electronic voting ("e-voting"). An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, along with a Postal Ballot Form (the "Postal Ballot Form") for your consideration.

The Board of Directors have appointed Mr. Kanwaljit Singh, Practicing Company Secretary (F-5901), SCO 64-65, Sector 17 A, Chandigarh -160017 as the Scrutinizer, for conducting the Postal Ballot process and e-voting process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than 17:00 hours IST on Wednesday, March 25, 2020. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the shareholders, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17:00 hours IST on Wednesday, March 25, 2020, shall be treated as not having been received and shall be deemed invalid.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions as stated in the Notes to the Notice under the section 'Voting through Electronic Means'. Reference to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The voting instructions provided in the Postal Ballot Form are applicable for equity shareholders.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other duly authorized person of the Company after completion of the scrutiny of the postal ballots (including e-voting). The result of the Postal Ballot (including e-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before Friday, March 27, 2020 and communicated on the same day to the stock exchanges, depository, registrar and share transfer agents and shall also be displayed on the Company's website www.alchemist.co.in or Visit the e-voting system arranged by Link Intime India Private Limited ("LIIPL"), open web browser by typing the following URL: https://instavote.linkintime.co.in.

The last date of receipt of the postal ballot forms / e-voting, i.e. Wednesday, March 25, 2020, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTION

SLUMP SALE OF PHARMA DIVISION OF THE COMPANY

To consider and, if thought fit, to give assent/dissent, to the following resolution as a special resolution: -

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of relevant statutory/ regulatory authorities or other consents and clearances as may be required, the approval of shareholders be and is hereby accorded for transfer/ sale/ disposal of the Pharma Division of the company, as a going concern, together with assets and
liabilities pertaining to the said business as may be identified, on slump sale basis, to M/s. Pombe Biosciences LLP for a consideration of Rs. 1,00,00,000/- (Rupees One Crore only) subject to certain adjustments as may be agreed between the parties in terms of Business Transfer Agreement (BTA).

FURTHER RESOLVED THAT Board of Directors hereby authorised to undertake such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution.

FURTHER RESOLVED THAT the Board of directors is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any committee of directors, or any director or officer of the company to give effect to this resolution."

Registered office By the order of Board of Directors
23, Nehru Place, ForALCHEMIST LIMITED
New Delhi -110019

Date: February 12, 2020 Sd/-
Place: New Delhi Bikram Bhattacharya
DIN: 03595530
(Whole Time Director)

Notes:
1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposals are annexed herewith. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by E- voting & Postal Ballot.

2. This Postal Ballot Notice is being sent to the shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from the Depository as on Friday, February 21, 2020.

3. The Company has appointed Mr. Kanwaljit Singh, Practising Company Secretary (Membership No. FCS No 5901and CP No 5870) as Scrutinizer for conducting the E-voting/ Postal Ballot in accordance with the law in a fair and transparent manner.

4. Shareholders who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent the Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company’s Registrar and Transfer Agent. Shareholders who receive the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the same from the website of the Company www.alchemist.co.in. For shareholders whose email IDs are not registered, physical copies of this Postal Ballot Notice are being sent by Courier along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, please contact the Company’s Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi -110058 (Tel: +91 11 41410592, E-mail: delhi@linkintime.co.in) and fill in the requisite details and send the same to the Scrutinizer.

5. This notice is being sent to all the members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on Friday, February 21, 2020 i.e. “the cut-off date”. Shareholders whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 21, 2020, will be considered for the purpose of voting. A person who is not a shareholder as on the cut off date should treat this Postal Ballot Notice for informational purposes only.

6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the shareholders.
7. Shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In cases where shareholders cast their votes through both modes, voting cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid.

8. In cases where a shareholder wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to investors@alchemist.co.in. The registrar and share transfer agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.

9. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the shareholder. The voting rights of the shareholders shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each shareholder as on Friday, February 21, 2020. The postal ballot period commences on Tuesday, February 25, 2020 (09:00 hours IST) and ends on Wednesday, March 25, 2020 (17:00 hours IST).

10. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder, the Company has provided the facility to shareholders to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Link Intime India Private Limited. The instructions for electronic voting are annexed to this Postal Ballot Notice. Shareholders cannot exercise votes by proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.

11. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Shareholders wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 hours IST) on Wednesday, March 25, 2020. The Postal Ballot Form should be completed and signed by the shareholder. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. As mentioned above, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the shareholders will also be accepted. Postal Ballot Forms received after 17:00 hours IST on Wednesday, March 25, 2020, shall be deemed invalid. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his / her duly constituted attorney or in case of bodies corporate, the duly authorized person.

12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before Friday, March 27, 2020 and will also be displayed on the Company website www.alchemsit.co.in and on the website of Link Intime India Private Limited https://instavote.linkintime.co.in and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.

13. Shareholders can also contact, RTA of the Company at Link Intime India Private Limited (the Company's Registrar and Share Transfer Agent) to resolve any grievances with regard to voting by Postal Ballot. By referring the help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

14. This Postal Ballot Notice is also placed on the website of the Company www.alchemist.co.in and on the website of Link Intime India Private Limited at https://instavote.linkintime.co.in.

15. The last date of receipt of the Postal Ballot Forms / e-voting i.e. Wednesday, March 25, 2020, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

16. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the
last date for receipt of votes by Postal Ballot / e-voting.

Voting through electronic means

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Sections 108, 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Link Intime India Private Limited (“LIIPL”), for the purpose of providing e-voting facility to all its shareholders. The voting period begins on Tuesday, February 25, 2020 at 9.00 hours and ends on Wednesday, March 25, 2020 at 17.00 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 21, 2020, may cast their vote electronically.

The instructions for e-voting are as follows:

Instructions for shareholders to vote electronically:

- Log-in to e-Voting website of Link Intime India Private Limited (LIIPL)
  1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.
  2. Click on “Login” tab, available under ‘Shareholders’ section.
  3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
  4. Your User ID details are given below:
     a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
     b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
     c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event Number + Folio Number registered with the Company
  5. Your Password details are given below:
     If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:
     Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

<table>
<thead>
<tr>
<th>For Shareholders holding shares in Demat Form or Physical Form</th>
</tr>
</thead>
</table>
| **PAN** | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).  
  • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field. |
| **DOB/DOI** | Enter the DOB (Date of Birth)/DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format. |
| **Bank Account Number** | Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number.  
  • Please enter the DOB/DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c). |
If you are holding shares in demat form and had registered on to e-Voting system of LIPL: https://instavote.linkintime.co.in and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**
Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- **Cast your vote electronically**
  1. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View “Event No” of the company, you choose to vote.
  2. On the voting page, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
    Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
    Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
    You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
  3. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
  4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
  5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
  6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

- **General Guidelines for shareholders:**
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: https://instavote.linkintime.co.in and register themselves as ‘Custodian / Mutual Fund / Corporate Body’.
    They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
  - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
  - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavotee-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

1. Section 180 (1) (a) of the Companies Act, 2013, inter alia, prescribes that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of the Undertaking of the Company, subject to consent of the members by a special resolution.

2. Your company’s current business operations comprise of business verticals such as Pharmaceuticals, Steel, Floriculture, International Trade, etc. However, the Pharma Division has not been performing upto the expected standards and has been incurring losses. In view of the continued losses and deteriorating net worth, it is considered appropriate to sell/ dispose-off the Pharma Division of the company and maintain the viability and efficiency of the other operations of the company.

3. The total income of the pharma division for the financial year ending March 31, 2019, was Rs. 15,66,95,884/- which constitutes to 58.61% of the total income of the company. The loss on the business of pharma division for the year ended on March 31, 2019, was Rs 7,05,93,122/-.

4. The negative net worth of the pharma division of the company as on March 31, 2019, is Rs. 5,21,37,373/-

5. The board of directors of your company, at its meeting held on Wednesday, February 12, 2020, subject to the approval of the members and other requisite statutory/regulatory approvals, if any, approved the transfer/sale of the Pharma Division of the company to Pombe Biosciences LLP for a consideration of Rs.1,00,00,000/- as per the terms of Business Transfer Agreement (BTA) executed between the parties on even date.

6. The proposed transaction is expected to be completed by Thursday, April 30, 2020 or such extended date as may be mutually agreed by the parties to the agreement on such terms and conditions and in such manner as may be finalised and determined by the board of directors of the company and more particularly as described in the Business Transfer Agreement.

7. The purchase consideration shall be payable by the Transferee upon receipt of approval of members of the company or any other authority as may be required and upon fulfilment of conditions of Business Transfer Agreement (BTA).

8. The proposed transaction is with M/s Pombe Biosciences LLP, in which Mr. C S Jolly is one of the designated partners. Mr. C S Jolly is also a director in our company. The transaction is with related party and at arm’s length. The aforesaid sale will not result in any kind of change in shareholding pattern of the company.

9. The board of directors of your company are of the opinion that the afore said proposal is in best interest of the company and hence recommends the resolution as set out in the accompanying notice for the approval of members of the company as a Special Resolution.

10. As required under section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the consent of the members is required by passing the resolution through Postal Ballot for the said transfer/sale of Pharma Division of the company.

11. The relevant documents referred to in the postal ballot notice and explanatory statement will be available for inspection of the members at the registered office of the company from the date of dispatch of the notice till Wednesday, March 25, 2020, on all working days between 10 am to 1 pm.

12. None of the Directors/Key managerial Personnel of the Company or their relatives are except for Mr. C S Jolly is concerned or interested in the resolution set out in the Notice, except to the extent of their respective shareholding, if any.

Registered office
23, Nehru Place,
New Delhi -110019

By the order of Board of Directors
For ALECHEMIST LIMITED

Date: February 12, 2020
Place: New Delhi

Sd/-
Bikram Bhattacharya
(Whole Time Director)
DIN: 03595530
1. Name and Registered Address of the Sole/First named member(s) / Beneficial Owner(s) :

2. Name(s) of the Joint Holder(s), if any :

3. Folio No./DPID*/ClientID
   (*Applicable for investors holding shares in demat form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot issued by the Company dated February 12, 2020, by sending my/our assent/dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Description</th>
<th>No. of Shares held</th>
<th>I/We assent to the Resolution (FOR)</th>
<th>I/We dissent to the Resolution (AGAINST)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Special Resolution – Slump Sale of Pharma Division of the Company</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Place:
Date: ____________________________

(Signature of the Member)

Email:

**Electronic Voting Particulars**

<table>
<thead>
<tr>
<th>EVSN (Electronic Voting Sequence Number)</th>
<th>User ID</th>
<th>Password</th>
</tr>
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<tbody>
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*Note: Please read carefully the instructions printed overleaf before exercising the vote.*
NOTES/INSTRUCTIONS

1. If a member exercises voting rights through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company.

2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.

3. A member may vote through e-voting as per Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.

4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his/her absence, by the next-named member.

5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

6. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (√) in the appropriate box.

7. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
   a. Postal Ballot Form other than one issued by the Company is used;
   b. if the member's signature does not tally;
   c. if the member has put a tick mark (√) in both the columns, that is, for 'Assent' and also for 'Dissent' to the resolution in such manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
   d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
   e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
   f. if the Postal Ballot Form is received torn or defaced or mutilated;
   g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.

8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, March 25, 2020. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.

9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Friday, February 21, 2020.

10. A member may request for a duplicate Postal Ballot Form, if so required, from the RTA of the Company M/s Link Intime India Private Limited having its address at: Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 (Tel: +91 11 41410592, E-mail: delhi@linkintime.co.in). However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Wednesday, March 25, 2020.

11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.