18th

Annual Report
2010 - 2011

ALCHEMIST CORPORATION LIMITED

(Formerly known as Haryana Fibres Limited)

ALCHEMIST CORPORATION LIMITED

(Formerly known as HARYANA FIBRES LIMITED)

Regd. Office : R-4, Unit-103, First Floor, Khirki Extn. Main Road, Malviya Nagar, New Delhi - 110 017

BOARD OF DIRECTORS

Ms. Pooja Rastogi, *Director*

Mr. Rajeev Gupta, *Director*

Mr. Neeraj Tiwari, *Director*

COMMITTEES OF BOARD

AUDIT COMMITTEE

Mr. Neeraj Tewari, *Chairman*

Mr. Rajeev Gupta, *Member*

Ms. Pooja Rastogi, *Member*

SHAREHOLDER / INVESTOR'S

GRIEVANCES COMMITTEE

Mr. Rajeev Gupta, *Member*

Mr. Neeraj Tiwari, *Member*

SHARE TRANSFER COMMITTEE

Mr. Rajeev Gupta, *Member*

Mr. Neeraj Tiwari, *Member*

REMUNERATION COMMITTEE

Mr. Rajeev Gupta, *Chairman*

Mr. Neeraj Tiwari, *Member*

Ms. Pooja Rastogi, *Member*

REGISTERED OFFICE

R-4, Unit-103, First Floor,

Khirki Extn. Main Road,

Malviya Nagar, New Delhi - 110 017

SUBSIDIARIES

- Kautilya Infotech Limited

BANKERS

ICICI Bank

Sector - 18,

NOIDA (UP)

AUDITORS

M/s Agrawal Atul & Associates

Chartered Accountants

R - 25, Sector-11, Noida - 201 301 (U.P.)

REGISTRAR & SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited

D-153/A, Ist Floor Okhla Industrial Area

Phase-I, New Delhi-110020

Contact No. 011- 3085 7575

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NOTICE

Notice is hereby given that the **Eighteenth Annual General Meeting** of the Members of Alchemist Corporation Limited (Formerly known as Haryana Fibres Limited) will be held on Tuesday, the 31st day of January, 2012 at 10.00 A.M. at Dev Garden near NDPL Office, Shankarpura Road, Burari, Delhi-110084 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet at 31st March, 2011 and Profit & Loss Account for the period ended on that date and report of Auditors' and Directors' thereon.
2. To appoint Director in place of Mr. Rajeev Gupta, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on remuneration plus out of pocket expenses in connection with the Company's audit to be fixed by the Board of Directors.

   M/s AGARWAL ATUL & ASSOCIATES, Chartered Accountants, New Delhi, the retiring auditors, being eligible, have offered themselves for reappointment.

By order of the Board
For **ALCHEMIST CORPORATION LIMITED**

Sd/-
Pooja Rastogi
Director

Place : New Delhi
Date : 31.12.2011

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend & vote instead of himself/ herself. Such proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its registered office not less than 48 hours before the meeting.
2. Member/proxy holder must bring the Attendance Slip to the Meeting and hand it over at the entrance after duly signing the same.
3. Members are requested to bring copies of Annual Report at the Meeting as a measure of economy.
4. The Registrar of Members and Share Transfer Books of the Company will be closed from 24.01.2012 to 31.01.2012 (both days inclusive).
5. Members desiring any information on the accounts of the Company and its operation may write to the Company at least 15 days before the meeting so that the desired information may be conveniently provided at the meeting.
6. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold the shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
7. *Re-appointment of Director-*

   At the ensuing Annual General Meeting, Mr. Rajeev Gupta retires by rotation and being eligible offer himself for re-appointment. The information/details pertaining to his Directorship are separately provided in terms of Clause 49 of the Listing Agreement.

By order of the Board
For **ALCHEMIST CORPORATION LIMITED**

Sd/-
Pooja Rastogi
Director

Place : New Delhi
Date : 31.12.2011

Details of Director seeking re-appointment in the Forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	:	Mr. Rajeev Gupta
Date of Birth	:	05/06/1974
Date of Appointment	:	31/07/2009
Expertise in Specific functional areas	:	Accounting & Finance
Qualifications	:	B.Com (Pass)
List of Companies in which outside Directorship held (Excludes directorships in private Limited Companies)	:	Rajendra Seclease Ltd.
Chairman/member of the Committees of the Boards of Other companies on which he is a Director	:	N.A.

DIRECTORS' REPORT

To The Members
Alchemist Corporation Limited
The Directors are pleased to present Annual Report and Audited Accounts for the financial year ended March 31, 2011.

Financial results *(Rs. in Lacs)*

PARTICULARS	For the Year Ended 31.03.2011	Previous Year Ended 31.03.2010
Income (Sales & other Income)	—	15.09
Profit/(Loss) before Depreciation	**(14.09)**	(7.25)
Less: Depreciation	**1.76**	1.96
Prior Period Adjustment	—	0.33
Less: Provision for Income tax/FBT	—	0.00
Profit/ (Loss) after tax	**(15.85)**	(8.88)

OPERATIONS

The income of the Company for the period under review was NIL as against Rs. 15.09 Lakhs in the last year resulting into a loss of Rs. 15.85 Lakhs as against a loss of Rs.8.88 Lakhs in the previous year mainly on account of Administrative, Depreciation and salary costs.

DELAY IN FINALIZATION OF ACCOUNTS /HOLDING OF ANNUAL GENERAL MEETING:

As already stated, due to default in the repayment of Loan to Bank of India, the Bank had taken physical possession on 29, January, 2011 and sealed the premises namely B-31, Sector-5, Noida, where we had our Corporate Office & the place where the company used to keep & maintain the Books of Accounts and other Secretarial Records without allowing any access to us..

On account of said closure of the premises by Bank of India and despite various requests, Bank had not released our Accounts and Secretarial Records before 16th December, 2011 when by the order of Debt Recovery Tribunal (DRT), New Delhi, the Bank agreed to release the records.

In view of the fact, the Annual Accounts of the Company for the year ended 31.03.2011 could not be completed and got audited before 31st December, 2011 and all these events & circumstances resulted in the delay of 4 months for preparation, completing & auditing the final accounts of the Company. Consequently, leading to delay in convening & holding the Annual General Meeting of the company by 4 months.

DIRECTORS

Mr. Sudhish Kumar resigned from the Directorship on 4th October, 2010 and Mr. Sohan Lal was appointed a Managing Director on 4th October, 2010 who also resigned from Managing Directorship on 14th May, 2011

DIVIDEND

In view of financial losses during 2010-2011, Your Directors have not recommended any dividend for the year 2010-2011.

PUBLIC DEPOSITS

The Company has not accepted / invited any public deposits during the period under review and hence provisions of Section 58A & 58AA of the Companies Act, 1956 are not applicable to your Company.

AUDITORS

The Statutory Auditors M/s AGARWAL ATUL & ASSOCIATES Chartered Accountants, New Delhi retires at the conclusion of the forthcoming Annual General Meeting and is eligible for re-appointment. The Company has received a letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956 and also that they are not otherwise disqualified within the meaning of sub-section (3) of Section 226 of the Companies Act, 1956 for such appointment.

AUDITORS' REPORT

The observations of the Auditors in the Auditors Report are explained and clarified, wherever necessary, in the appropriate Notes to the Accounts.

COMPLIANCE WITH THE ACCOUNTING STANDARDS

The Company prepares its accounts and other financial statements in accordance with the relevant Accounting principles and also complies with the Accounting Standards issues by the Institute of Chartered Accountants of India

SUBSIDIARY

As required under the provisions of Section 212 of the Companies Act, 1956, the Audited Statement of Accounts together with Directors Report and Auditors Report of M/s Kautilya Infotech Limited and the statement pursuant to Section 212 of the Companies Act, 1956 are attached and form part of the Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements, your Directors have pleasure in attaching the Consolidated Financial Statements, which form part of the Annual Report and Accounts.

STOCK EXCHANGE LISTING:

The Equity Shares of your Company are listed at:

i) The Bombay Stock Exchange Limited, Mumbai.
ii) The Delhi Stock Exchange Limited, New Delhi
iii) The Jaipur Stock Exchange, Jaipur

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. A separate report each on Corporate Governance, Management Discussions and analysis is given elsewhere in the Annual Report are annexed hereto as part of Annual Report along with Auditors' Certificate on its due compliance.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

a) **Conservation of Energy & Technology Absorption:** Since the Company is not carrying on any manufacturing activity during the year under review as well as in the previous year, issues relating to conservation of energy & technology absorption are not quite relevant to its functioning.
b) **Export Activities:** There was no export activity in the Company during the year review as well as in the previous year
c) **Foreign Exchange Earnings and outgo:** There was no Foreign Exchange Earnings and outgo during the year under review as well as in the previous year.

PERSONNEL

Details of Employees as per provisions of Section 217(2A) of the Companies Act 1956, read with Companies (Particulars of Employees) Rules 1975, are given as follows:

None of the employee during the year was getting remuneration of Rs 24 lakh and above per annum in the year.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that: -

1. Applicable Accounting Standards have been followed in preparing the Annual Accounts and material departures, if any, have been properly explained.
2. The Directors have selected and applied accounting policies and applied them consistently and have made judgments and estimates that are reasonable and prudent in respect to the Industry so as to give a true and fair view of the state of affairs of the Company and Profit and Loss account as at the date of Balance Sheet.
3. The Directors have taken proper and sufficient care for;
   a) Maintenance of adequate accounting records in accordance with the Companies Act, 1956,
   b) Safeguarding the assets of the Company and
   c) Preventing and detecting fraud and other irregularities.

APPRECIATION & ACKNOWLEDGEMENT

Your Directors appreciate the valuable co-operation extended by the Company's Bankers, monitoring agency & other Central and State Government departments, for their continued support. Your Directors place on record their wholehearted appreciation of your Company's employees at all levels. Your Directors also acknowledge with gratitude the backing of its shareholders.

Managements' Discussion and Analysis Report

The Annual report has a separate chapter on Managements' Discussion & Analysis Report.

By order of the Board
For **ALCHEMIST CORPORATION LIMITED**

Sd/-
Pooja Rastogi
Director

Place : New Delhi
Date : 31.12.2011

MANAGEMENTS' DISCUSSION & ANALYSIS REPORT

DISCLAIMER

Readers are cautioned that this discussion and analysis contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate", believe", "estimate", intend, "will", and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their date. The following discussion and analysis should be read in conjunction with the Company's financial statements included and notes thereto.

OVERVIEW

The Board of Directors of the Company comprises mainly of persons who are professional and having vast and rich experience in the field of Administration, Accounts & Finance.

The Directors endeavor would be for a consistent and disciplined growth of the Company.

BUSINESS OPERATIONS

Your company normally operates in trading business that relates to purchase and sale of different types of fabrics e.g. Sofa Fabrics, cotton Fabrics & Grey clothes and ferrous and non-ferrous metals. Your Company is also in the process of reviewing its operations.

OPPORTUNITIES

The Global Economic slowdown is impacting aspects all aspects of business and your industry is no exception.

We will be embracing all new and appropriate technologies for improving quality, productivity and efficiency and enhancing our ability to deliver a superior value added product.

ADEQUACY OF INTERNAL CONTROL

Proper and adequate internal control system are in place to ensure that all the business dealings are performed on sound business ethics and all assets are protected against loss of unauthorized use or disposition.

The internal control system is designed to ensure that financial and other records are reliable for all purposes.

HUMAN RESOURCES

The Company regards its human resource as a valuable asset. The Company has a team driven work process with completely flat organization system.

CORPORATE GOVERNANCE

The Company follows principle of effective Corporate Governance. The endeavor of the Company is not only to comply with regulatory requirements but also to practice Corporate Governance principles that lay emphasis on integrity, transparency and overall accountability.

The Company adheres to most of the recommendations made by the SEBI and incorporated by the Stock Exchanges in the Standard Listing Agreement.

VALUE CREATION

The Company has adopted Accounting Standards incorporating international best practices and have moved towards transparency in its reporting .We will continuously endeavour to provide insight on the operation of the Company to aid all stakeholders.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE

The Philosophy of the Company on Corporate Governance, inter-alia, attainment of the highest levels of transparency, fairness, accountability and equity in all its actions and enhancement of shareholder value keeping in view the needs and interest of the stakeholders.

Your Company believes that the Corporate Governance Code will enhance the growth of benefits to all the stakeholders. The Board, on a continuous basis, monitors implementation of decisions taken and the same time provides a stable commercial environment to plan and execute strategy.

Your Company has complied that the Corporate Governance as implemented by the regulatory in the year 2001. The Board disclosures as required by the Stock Exchanges and Regulatory Authorities are given below:

I. BOARD OF DIRECTORS

The Board of Directors of the Company as on March 31, 2011 consist of three Directors, the details are given below:

Names of Director	Category	Status
Ms. Pooja Rastogi	Director	Executive Director
Mr. Rajeev Gupta	Director	Non Executive Director
Mr. Neeraj Tiwari	Director	Non Executive Director

A. None of the Directors of the Company has any pecuniary relationship or transaction with the company.

B. BOARD MEETINGS

The Board meets at least once in every quarter, besides the meetings required to comply the statutory provisions of the Companies Act, 1956 and the rules made there under and the Listing Agreement of the various Stock Exchanges with which the share of the Company are listed. The meetings are generally held at the registered office/ Corporate Office of the Company. The notice and the agenda for all meetings are delivered in advance to the Board members as a corporate practice.

1. Board Meetings

The Board of Directors met 6 times during the year on May 14, 2010, July 1, 2010, August 13 2010, October 4, 2010, November 12, 2010 and February 14, 2011. The maximum gap between any two meetings was less than four months.

2. Directors' attendance record and directorships

Name of the Directors	Category	Attendance Particulars Number of Board Meetings		Last AGM	No. of other directorships and committee memberships/chairmanships		
		Held	Attended		Other Directorship	Committee Membership	Committee Chairmanships
Mr. Sudhish Kumar	ED	4	4	Yes	4	2	1
Ms. Pooja Rastogi	ED	6	6	Yes	3	1	None
Mr. Rajiv Gupta	NED/ID	6	6	Yes	1	3	1
Mr. Neeraj Tiwari	NED/ID	6	None	Yes	1	2	1

Notes:

PD- Promoter Director, NED- Non Executive Director, ED- Executive Director, ID- Independent Director.

1. The Directorships held by the Directors, as mentioned above, do not include the Directorships held in Private Limited Companies;
2. Mr. Sudhish Kumar resigned from the Directorship on 4th October, 2010 and Mr. Sohan Lal was appointed a Managing Director on 4th October, 2010 who also resigned from Managing Directorship on 14th May, 2011

Board Level Committees

1. AUDIT COMMITTEE

The Audit Committee of the Company was constituted pursuant to the provisions of Clause 49 (II) (D) of the Listing Agreement and section 292A of the Companies Act, 1956.

The Committee comprises one chairman and one member. The committee has powers and performs functions as envisaged under Section 292A of the Companies Act, 1956 and the Listing Agreement. During the financial year the committee met 4 times i.e. May 14, 2010, August 13, 2010, November 12, 2010, February 14, 2010

Name	Status	Number of Audit Committee meetings	
		Held	Attended
Mr. Neeraj Tiwari	Chairman	4	4
Mr. Rajeev Gupta	Member	4	4

The Audit Committee has been vested with the following powers:

a) To investigate any activity within its terms of reference.

b) To seek information from any employee.

c) To obtain legal or any other professional advice.

d) To secure attendance f outsiders with relevant expertise, if it considers necessary.

Shareholders/ Investors Grievance & Share Transfer Committee

The Shareholder's/Investors' Grievance and Share Transfer Committee of the Board approves the Share transfer, transmission, transposition of name, issue of split/duplicate Share Certificates and to reviews the redressal of Shareholders' and investors complaints received by the Company/Share Transfer Agents. The Committee also oversees the performance of the Registrars and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

As on date the Committee comprises of two Non-Executive Directors and one Executive Director. During the year, the Committee met 12 times and the attendance of members of the meetings was as follows:

Name	Status	Number of meetings	
		Held	Attended
Mr. Rajeev Gupta	Member	12	12
Mr. Neeraj Tiwari	Member	12	12

Remuneration Committee

In accordance with the provisions of Schedule XIII of the Companies Act, 1956, the Board has delegated the powers of approving the payable to managerial personnel. The Remuneration Committee consists following members:

1. Mr. Rajeev Gupta Chairman
2. Mr. Neeraj Tiwari Member
3. Ms. Pooja Rastogi Member

Disclosures

There are no materially significant related party transactions of the Company, which have conflict with the interests of the Company at large. Transactions with Senior Managerial Personnel are reported in case there is any personal interest involved.

The Company has complied with all the legal requirements related to Capital markets and there were no strictures passed/penalties levied by Stock Exchange/SEBI or any other regulatory body.

The Company has complied with all the mandatory requirements of the Clause 49 pertaining to Corporate Governance of the listing agreement with the Stock Exchanges. The Non Mandatory requirements have been adopted as stated in this report against the relevant items.

Code of Conduct

The Company's Board of Directors has laid down a Code of Conduct for all Board members and designated Senior Management of the Company. All Board members and designated Senior Management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Director regarding affirmation of the compliance with the Code of Conduct by Board and senior management is appended at the end of this report.

Means of Communication

The Quarterly Results along with the Notes are normally published in one National English Newspaper and one Hindi Newspaper circulating in New Delhi, within 48 hours of approval by the Board and are faxed/e-mailed/ intimated to Stock Exchanges.

GENERAL SHAREHOLDERS INFORMATION

General Body Meetings

The last three (3) Annual General Meetings of the Company were held on:

Financial Year	AGM	Location	Date	Time
2009-10	17th	63-64 Adhyapak Nagar, Suraj Complex, Najafgarh Road, Nangloi, New Delhi-110041	30th September 2010	10:30 A.M
2008-09	16th		30th September 2009	12:30 A.M
2007-08	15th		30th September 2008	12:30 A.M

During these meetings, all the resolutions including special resolutions were passed unanimously by show of hands.

Postal Ballot:

During the year under review, No resolution through postal ballot was passed.

Additional Shareholder Information

Annual General Meeting

Date : 31st January, 2012

Time : 10.00 A.M.

Venue : Dev Garden near NDPL Office, Shankarpura Road, Burari, Delhi-110084

Financial Calendar

Financial Year : April 1 to March 31. For the financial year 2011-2012,

Book Closure

The dates of Book closure are from 24.01.2012 to 31.01.2012 (inclusive of both days).

Dividend payment

In view of losses during 2010-2011, the Directors have decided not to recommend any dividend.

Listing

Equity shares of your Company are listed on the Bombay Stock Exchange Limited; Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited.

Registrar and Transfer Agent

Securities and Exchange Board of India (SEBI), has made it mandatory for all work relating to share transfer, both in physical and electronic form, to be handled either wholly 'in house' by Companies or wholly by a SEBI registered external Registrar and Transfer Agent. Pursuant to this, the Company has appointed Skyline Financial Services Private Limited, D-153/A, 1st Floor Okhla Industrial area Phase-I, New Delhi-110020.

Company & Corporate Office Address

Registered Office: R-4, Unit-103 First Floor, Khirki Extention Main Road, Malviya Nagar, New Delhi-110017

Address for Correspondence

The Shareholders may address their communication/ suggestions/ grievances/ queries to the Registrar and Transfer Agent at their address mentioned above or to:

Mr. Rajeev Gupta (Director)
Alchemist Corporation Limited
R-4, Unit-103, First Floor, Khirki Extension Main Road, Malviya Nagar, New Delhi-110017

Stock Code

Bombay Stock Exchange : 531409

Delhi Stock Exchange Limited : 08132

Jaipur Stock Exchange Limited : 531409

Dematerialization of Shares and Liquidity

Presently, the Equity Shares of your Company are held both in Dematerialized and physical form and as on 31.03.2011 93.08% of fully paid up Share Capital are held in electronic form. The ISIN Number of the Company is IN057D01016