

22nd

ANNUAL REPORT 2014-15

ALCHEMIST CORPORATION LIMITED

(FORMERLY KNOWN AS HARYANA FIBRES LIMITED)

22nd ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS

Ms. Sohan Lal, *Managing Director*
Mr. Sudhish Kumar, *Director*
Mrs. Sheetal Jain, *Director*
Ms. Pooja Rastogi *Whole time Director*

COMMITTEES OF BOARD

AUDIT COMMITTEE

Mrs. Sheetal Jain, *Chairman*
Mr. Sohan Lal, *Member*
Ms. Pooja Rastogi, *Member*

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Pooja Rastogi, *Member*
Mr. Sudhish Rastogi, *Chairman*
Mr. Sohan Lal, *Member*

NOMINATION AND REMUNERATION

COMMITTEE

Ms. Sheetal Jain, *Chairman*
Mrs. Sudhish Rastogi, *Member*
Ms. Pooja Rastogi, *Member*

REGISTERED & CORPORATE OFFICE

R-4, Unti-103 First Floor, Khirki Extension Main
Road, Malviya Nagar, New Delhi-110017

SUBSIDIARY

Kautilya Infotech Limited

BANKERS

ICICI Bank
Sector-18, Noida (UP)

STATUTORY AUDITORS

M/s AAAM & Co.
Chartered Accountants
R-25, Sector-11, Noida (UP)

SECRETARIAL AUDITORS

DATT GANESH & ASSOCIATES
Company Secretaries
389 - G, Pocket 2
Mayur Vihar, Phase -1

REGISTRAR & SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited
D-153/A, 1st Floor Okhla Industrial Area
Phase-I, New Delhi-110020
Contact No. 011- 3085 7575

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Kautilya Infotech Limited (Subsidiary Company)

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NOTICE FOR THE 22ND ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the Twenty second Annual General Meeting of the Members of Alchemist Corporation Limited (Formerly known as Haryana Fibres Limited) will be held on Wednesday, the 30th day of September, 2014 at 12.30 p.m. at Taj Pur Pahaari, Baraat Ghar, Badarpur, New Delhi-110044 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet at 31st March, 2015 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 Ms. Pooja Rastogi (DIN:00201858) who retires by rotation and being eligible offers herself for reappointment.
3. To ratifies the appointment of Auditors of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the members of the Company be and hereby ratifies the appointment of M/s AAAM & co., Chartered Accountants, New Delhi, (Firm Registration No. 008113C), as Auditors of the Company, to hold office of the auditors for the financial year 2015 -2016 on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the company."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularisation of Additional Director, Mrs. Meena Rastogi.

"RESOLVED THAT Mrs. Meena Rastogi, who was appointed as an Additional Director with effect from August 3, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013, who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution to regularize the appointment of Mr. Ankit Agarwal as an Independent Director

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, for the time being in force Mr. Ankit Agarwal, was appointed as an additional director under the capacity of Independent director, In respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby regularize his appointment as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years, with effect from the date of this Meeting AND THAT he shall not be liable to retire by rotation."

6. AMENDMENT(S) TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, of Objects of the Memorandum of Association of the Company be added with the following clauses III(A) 6 , III (A) (7), III (A) (8).

1. To carry on the businesses of gold smiths, silver smiths, jewellery, gem and diamond merchants and of manufacturing and dealing in clock, watches, jewellery and cutlery and their components and accessories and of producing, acquiring an trading in metals, bullion, gold, ornaments, silver, silver, utensils, diamonds, precious stones, paintings manuscripts, curios, antiques and objects of art.
2. To carry on the businesses as exporters, stockists, distributors, agents, traders and dealers in all kinds of products and articles of merchandise including bullions and to undertake, carry on or acquire agencies of all kinds for all type of products and articles of merchandise and to act as agents (selling and purchasing), brokers, commission agents, indentures and manufacturers? representatives and to set up import and export houses for all these of products required or ordered by the customers and to carry on the business in India or elsewhere in the world by itself or through agents
3. To carry on business of commodity by way of (including commodity derivatives) broking, trading and hedging.

7. ISSUE OF SHARES ON PREFERENTIAL BASIS TO PROMOTERS

To consider and, if thought fit, to assent / dissent the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any of the Companies Act, 2013 and its rules (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force) and in accordance with the provision of the Memorandum and Articles of Association of the Company and subject to the rules/regulations/guidelines/clarifications issued by the Securities and Exchange Board of India (hereinafter referred to as “SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 on Preferential Issue (hereinafter referred to as “SEBI Regulations for Preferential Issue”), Listing Agreements entered into by the Company with the Stock Exchanges, where the equity shares of the company are listed and all other applicable laws and regulations and subject to the company obtaining all such approvals, permissions, sanctions and consents as may be required from any Government or Regulatory Authorities and/or other institutions and bodies, the consent be and is hereby accorded to offer equity share on preferential basis. The equity share/warrant is to be considered and shall be payable on such terms as may be approved by the shareholders, on preferential basis, for an amount not exceeding US \$200,000 in the aggregate to Promoters, Directors and Persons acting in concert, which includes Associates, Relatives and Friends of such Promoters and Directors and Outsiders as per details given below on terms and conditions as contained herein below:

“RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

“RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions Chapter VII of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate the powers herein conferred by this resolution to any director or directors or any other officer or officers of the company to the aforesaid resolutions including to execute any document on behalf of the Company and to represent Company before any Governmental authorities and to appoint any professional advisor consultants/ Lawyers."

"RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable provisions, if, any, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares/ warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, for such purpose, including without limitation to enter into arrangements! agreements and to settle all questions, difficulties or doubts that may arise in regard to such issue as the Board, in its absolute discretion deem fit and take all steps which are incidental, consequential relevant or ancillary in this connection."

By order of the Board

For **Alchemist Corporation Limited**

Sd/-

Sohan Lal

(Managing Director)

DIN : 03322557

Place: New Delhi

Date: 02.09.2015

NOTES:

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is enclosed and form part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Pursuant to Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as 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.
4. The written and duly signed instrument appointing a proxy must be deposited at the Registered Office of the Company not later than forty eight hours prior to the time of commencement of the meeting.

5. Corporate members intending to send their authorized representative to attend and vote on their behalf at the Meeting are requested to send an instrument of proxy duly signed by the authorized official.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during business hours.
7. 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.
8. Re-appointment of Director-

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

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

Name of the Director	: Ms. Pooja Rastogi
Date of Birth	: 03.07.1973
Date of Appointment	: 30.09.2003
Expertise in Specific functional areas	: Business Administration
Qualifications	: B.Sc.
List of Companies in which outside Directorship held (Excludes directorships in private Limited Companies)	: ANRAMU FINVEST PRIVATE LIMITED SEAGULL SHARES AND STOCKS PVT LTD SUPRIYA SECURITIES PRIVATE LIMITED RAJENDRA SECLEASE LIMITED CYBER ONLINE SOFTEL PRIVATE LIMITED KAUTILYA INFOTECH LIMITED NDR HOSPITALS LIMITED KASI RAM SOFTECH (INDIA) LIMITED GLOBESTAR SOFTWARE LIMITED

Chairman/member of the Committees of the Boards of
Other companies on which she is a Director : Alchemist Corporation Limited

9. Voting through electronic means:

PROCESS AND MANNER FOR E-VOTING:

The instructions for e-voting are as under:

A. In case of members receiving e-mail from RTA/CDSL (for Members whose e-mail ids are registered with the Company/Depositories):