



**ALCHEMIST**  
CORPORATION LIMITED

**23<sup>rd</sup>**  
**Annual Report**  
**2015-16**

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**Alchemist Corporation Limited**  
*(formerly known as Haryana Fibres Limited)*



**23<sup>rd</sup> ANNUAL REPORT 2015-2016**

**BOARD OF DIRECTORS**

Mr. Sohan Lal	Managing Director
Mrs. Meena Rastogi	Director
Mr. Sanjeev Kumar	Director
Mr. Dinesh Chand Goel	Director

**CHIEF FINANCIAL OFFICER**

Mr. Ankit Agarwal

**COMPANY SECRETARY**

Ms. Sakshi

**COMMITTEES OF BOARD**

**AUDIT COMMITTEE**

Mr. Dinesh Chand Goel	Chairman
Mr. Sohan Lal	Member
Mr. Sanjeev Kumar	Member
Ms. Sakshi	Member Secretary

**STAKEHOLDER RELATIONSHIP COMMITTEE**

Mrs. Meena Rastogi	Chairman
Mr. Dinesh Chand Goel	Member
Mr. Sanjeev Kumar	Member
Ms. Sakshi	Member Secretary

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Dinesh Chand Goel	Chairman
Mrs. Meena Rastogi	Member
Mr. Sanjeev Kumar	Member
Ms. Sakshi	Member Secretary

**REGISTERED & CORPORATE OFFICE**

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

**SUBSIDIARY**

Kautilya Infotech Limited

**BANKERS**

**DBS Bank Ltd.**

Capitol Point,  
Baba Kharak Singh Marg,  
Connaught Place,  
New Delhi – 110001.

**Axis Bank Ltd.**

Trishul, Opp. Samatheswar  
Temple, New Law Garden,  
Ellisbridge,  
Ahmedabad – 380006.

**ICICI Bank Ltd**

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. 64732681 to 64732688

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## **NOTICE FOR THE 23<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the **Twenty Third Annual General Meeting** of the Members of Alchemist Corporation Limited (Formerly known as Haryana Fibres Limited) will be held on Friday, the 30<sup>th</sup> day of September, 2016 at 12.30 p.m. at Block - E/2, Community Hall, Moolar Band Extension, By Pass Road, Badarpur, New Delhi-110044 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the company for the financial year ended on 31st March, 2016 together with the Reports of Board of Directors', Statutory Auditors' and Secretarial Auditors' thereon.
2. To appoint Director in place of Mrs. Meena Rastogi (DIN: 01572002) who retires by rotation and being eligible offers herself for reappointment.
3. To ratify the appointment of Statutory Auditor of the Company, 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 there under, as amended from time to time, the members of the Company be and hereby ratify the appointment of M/s AAAM & co., Chartered Accountants, New Delhi, (Firm Registration No. 08113C), as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the company."

4. To pass the following resolution with or without modification(s), related to the Preferential Allotment's resolution passed in the 22<sup>nd</sup> Annual General Meeting become null and void as an "**ORDINARY RESOLUTION**":

**"RESOLVED THAT** the company had passed a resolution in the 22<sup>nd</sup> Annual General Meeting of the company related to the issuance of shares on preferential basis to promoters, the board considered that the company has not taken any action after passing the resolution to till now and not received any money in this regard nor issued, allotted any equity to any person due to some internal matter, after the various discussions the board considered that the resolution is not yet effective so the existence of resolution became null and void. None of the Director, Key Managerial Person and any other person related to that resolution is or will not liable for any provision thereafter.

### **SPECIAL BUSINESS**

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. Sanjeev Kumar 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. Sanjeev Kumar, 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. 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. Dinesh Chand Goel 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. Dinesh Chand Goel, 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."

7. **AMENDMENT(S) IN OBJECT CLAUSE OF 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 statutory modifications or re-enactment thereof, for the time being in force), and rules framed there under subject to necessary approval(s) if any, from the competent authorities, Objects of the Memorandum of Association of the Company be replaced with the following new clauses III(A) 1 , III (A) (2), III (A) (3), III (A) (4) and the Memorandum of Association is amended as per Companies Act, 2013.

1. To carry on the business as advisory, trader, Investor in Real estate & properties including Residential, Commercial , Industrial and agricultural and mining, owners, builders, colonizers, developers, promoters, proprietors, lessors, civil

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(formerly known as Haryana Fibres Limited)

contractors, maintainers of residential, commercial and industrial buildings, colonies, hotels, IT Parks, Fun Parks, Golf Clubs, mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to deal or any work in all kinds of immovable properties whether belonging to the Company or not.

2. To carry on the business as estate agents, estate managers to look after and manage immovable properties of or for any persons, firms and companies, governments and States, as well as this company, to give, take, let and sublet rent-farming contracts and to carry out, undertake or supervise any building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties
3. To acquire and undertake by purchase, sell, lease, exchange, or otherwise the whole or any part of the business, property and liabilities of any person carrying on any business which the company is authorised to carry or on possession of property suitable for the purpose of the main objects of the company.
4. To grow, cultivate, plant, produce, process, breed, buy, sell, re-sell, import, export, transporting, storing, promoting, marketing or supplying, trading, make marketable and otherwise deal in agricultural, horticultural, botanical, including commercial and cash crops & commodities like sugarcane, ground-nuts, wheat, rice, paddy, potatoes, soya bean, cotton, grapes, tea, coffee, coca, and plantation for sowing purposes and bye-products there from and fodder and grains and farm produce.

### 8. INCREASE IN AUTHORISED SHARE CAPITAL

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 75,000,000 (Rupees Seven Crore Fifty Lakh) divided into 75,00,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- each to Rs. 3,00,000,000 (Rupees Thirty Crore) divided into 30,000,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of additional 22,500,000 (Two Crores Twenty Five Lakh) Equity Shares of Rs. 10/- each, ranking pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association and Article of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

### V. The Authorised Share Capital of the Company is Rs. 3,00,000,000/- (Rupees Thirty Crore) divided into 30,000,000 (Three Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### 9. ISSUE OF SHARES ON PREFERENTIAL BASIS

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62 (1) (c) read with Section 42 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 GBP 2,000,000/- (equivalent to Rs. 17.00 Cr. Approx) to be received through FDI or other route as prescribed in Act and Regulations, 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 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.

**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/-  
Sakshi  
(Company Secretary)

Place: New Delhi  
Dated: 29.08.2016

**NOTES:**

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed herewith.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company.**
3. Proxies in order to be effective, must be lodged at the registered office of the company, not less than 48 hours before the commencement of the meeting.
4. 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 member.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
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. Voting through electronic means:

**PROCESS AND MANNER FOR E-VOTING:**

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on **Tuesday, 27<sup>th</sup> September, 2016 at 09.00 am** and ends on **Thursday, 29<sup>th</sup> September, 2016 at 05.00 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e **Friday, 23<sup>rd</sup> September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN- **160806009** for the **Alchemist Corporation Limited** on which you choose to vote.
- xii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date (record date) i.e. 23rd September, 2016.
- xxii) The Company has appointed Mr. Satish Joshi, Practising Company Secretary (Membership No. ACS – 30167 and CP No. 11825) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xxiii) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer’s Report shall



be placed on the Company's website www.alchemist-corp.com and on the website of CDSL with in 48hours of the passing of the resolutions at the AGM of the Company to be held on Friday, 30th September, 2016.

9. Re-appointment of Director-

At the ensuing Annual General Meeting, Mrs. Meena Rastogi retires by rotation and being eligible offer herself for re-appointment. The information/details pertaining to her Directorship in pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**Details of Director seeking re-appointment in the Forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)**

<b>Name of the Director</b>	: Mrs. Meena Rastogi
<b>Date of Birth</b>	: 29.03.1950
<b>Date of Appointment</b>	: 05.08.2015
<b>Expertise in Specific functional areas</b>	: Administration
<b>Qualifications</b>	: B.Sc.
<b>List of Companies in which outside Directorship held (Excludes directorships in private Limited Companies)</b>	: NDR HOSPITALS LIMITED
<b>Chairman/member of the Committees of the Boards of Other companies on which she is a Director</b>	: NIL

By order of the Board  
For Alchemist Corporation Limited

Place : New Delhi  
Dated : 29.08.2016

Sd/-  
Sakshi  
(Company Secretary)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 5

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as Independent Directors. Section 149(6) of the said Act, lays down the criteria for independence.

In the opinion of the Board Mr. Sanjeev Kumar is the person of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, Independent Directors are not liable to retire by rotation. Notices as required under Section 160 of the Companies Act, 2013 have been received from a Member proposing the candidature of the said Independent Directors of the Company. Upon the confirmation of the appointment of Mr. Sanjeev Kumar as Independent Directors by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Directors. Brief profile of the said Independent Directors, in pursuance of Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided after this Notice. The Board accordingly recommends the resolutions at Item Nos. 5 of this Notice for the approval of the Members as ordinary resolutions.

<b>Name of the Director</b>	: Mr. Sanjeev Kumar
<b>Date of Birth</b>	: 01/04/1974
<b>Expertise in Specific functional areas</b>	: Legal
<b>Qualifications</b>	: B.Com, LLB
<b>List of Companies in which outside Directorship held (Excludes directorships in private Limited Companies)</b>	: None
<b>Chairman/member of the Committees of the Boards of Other companies on which he is a Director</b>	: None

ITEM NO. 6

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as Independent Directors. Section 149(6) of the said Act, lays down the criteria for independence.

In the opinion of the Board Mr. Dinesh Chand Goel is the person of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the said Act and the rules made there under and are independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for two terms of up to 5 consecutive

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years each on the board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, Independent Directors are not liable to retire by rotation. Notices as required under Section 160 of the Companies Act, 2013 have been received from a Member proposing the candidature of the said Independent Directors of the Company. Upon the confirmation of the appointment of Mr. Dinesh Chand Goel as Independent Directors by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Directors. Brief profile of the said Independent Directors, in pursuant of regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided after this Notice. The Board accordingly recommends the resolutions at Item Nos. 5 of this Notice for the approval of the Members as ordinary resolutions.

<b>Name of the Director</b>	: Mr. Dinesh Chand Goel
<b>Date of Birth</b>	: 04/05/1962
<b>Expertise in Specific functional areas</b>	: Taxation
<b>Qualifications</b>	: Graduate
<b>List of Companies in which outside Directorship held (Excludes directorships in private Limited Companies)</b>	: None
<b>Chairman/member of the Committees of the Boards of Other companies on which he is a Director</b>	: None

### Item No.7

As per the provisions of Section 13 of the Companies Act, 2013 and its rules thereunder, require the Company to seek the approval of the Members by way of Special Resolution to alter the objects clause of the Memorandum of Association of the Company. To increase the area of activities of the company, the main objects clauses have been replaced by including the new activities related to the Real Estates, Properties & Agriculture, etc in place of old activities related to fabrics, fibre, etc. The proposed memorandum of association of the Company is available in the Company's website. The shareholders can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company. Alteration in object clause required approval of shareholders by passing Special resolution. It may be noted that alteration in nature of replacement / additions in the current clauses and the scope of existing clauses remain as before. None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution, except to the extent of their equity holdings of the Company. The Board of Directors accordingly recommend the Special Resolution set out at item No. 7 of the accompanying Notice for the approval of the Members.

### Item No. 8

As per the applicable provisions of the Companies act 2013 and its rules (including any statutory amendments thereto and all) made thereunder, to meet the requirements of the business, the company is proposing to raise the further capital therefore going for private placement. However, company has decided to issue of equity more than the present authorized share capital of the company in order to raise further equity shares to the shareholders. Hence, the company must first increase its authorized share capital. So with the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 75,000,000 (Rupees Seven Crore Fifty Lakh) divided into 75,00,000 (Seventy Five Lakh) Equity Shares of Rs. 10/- each to Rs. 3,00,000,000 (Rupees Thirty Crore) divided into 30,000,000 (Three Crore) Equity Shares of Rs. 10/- each by creation of additional 22,500,000 (Two Crore Twenty Five Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

The Board of Directors accordingly recommend the Special Resolution set out at item No. 8 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company.

### Item No. 9

As per the applicable provisions of the Companies act 2013 and its rules (including any statutory amendments thereto and all) made thereunder, a Company Offering or making invitation to subscribe equity shares/warrants on preferential basis is required to obtain the prior approval of the members by way of a Special Resolution. 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 GBP 2,000,000/- (equivalent to Rs. 17.00 Cr. Approx) to be received through FDI or other route as prescribed in Act and Regulations, in the aggregate to Promoters, Directors and Persons acting in concert, which includes Associates, Relatives and Friends of such Promoters and Directors and Outsiders. 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.

The Board of Directors accordingly recommend the Special Resolution set out at item No. 9 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company

The below mentioned offer letter (PAS-4) is attached for your reference ;