



**ALCHEMIST**  
CORPORATION LIMITED

**26<sup>th</sup>**

**ANNUAL  
REPORT**

**2018-19**

## **26<sup>th</sup> ANNUAL REPORT 2018-2019**

### **BOARD OF DIRECTORS**

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

### **CHIEF FINANCIAL OFFICER**

Mr. Tushar Rastogi

### **COMPANY SECRETARY**

Mr. Amol Mathur  
(Appointed on 01 April , 2019)

### **COMMITTEES OF BOARD**

#### **AUDIT COMMITTEE**

Mr. Dinesh Chand Goel	-	Chairman
Mr. Sohan Lal	-	Member
Mr. Sanjeev Kumar	-	Member
Mrs. Sakshi (Resigned on 09 Oct,2018)	-	Member Secretary

#### **STAKEHOLDER RELATIONSHIP COMMITTEE**

Mrs. Meena Rastogi	-	Chairperson
Mr. Dinesh Chand Goel	-	Member
Mr. Sanjeev Kumar	-	Member
Mrs. Sakshi (Resigned on 09 Oct,2018)	-	Member Secretary

#### **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Dinesh Chand Goel	-	Chairman
Mrs. Meena Rastogi	-	Member
Mr. Sanjeev Kumar	-	Member
Mrs. Sakshi (Resigned on 09 Oct,2018)	-	Member Secretary

### **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- 40450193-97, 011-26812682-83

### **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.  
Elora, Commercial Unit 1-4,  
CBD Belapur, Navi Mumbai, Maharashtra-400614

ICICI Bank Ltd  
Sector- 18, Noida (UP)

### **STATUTORY AUDITORS**

M/s Pawan K. Agrawal & Co.  
Chartered Accountants,  
A-58, Sector – 65,  
Noida, Uttar Pradesh – 201301,

### **SECRETARIAL AUDITORS**

DATT GANESH & ASSOCIATES  
Company Secretaries  
389 - G, Pocket 2  
Mayur Vihar, Phase -1, New Delhi - 110091

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## **NOTICE FOR THE 26<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of Alchemist Corporation Limited (Formerly known as Haryana Fibres Limited) will be held on Monday, the 30th day of September, 2019 at 10.30 a.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 31<sup>st</sup> March, 2019 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 ratifies the appointment of **M/s Pawan K. Agrawal & Co.**, Chartered Accountants, Noida, (Firm Registration No. 003112C), as Statutory Auditor of the company to hold office of the auditors for the Financial Year 2019-2020 on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the company."

**By order of the Board  
For Alchemist Corporation Limited**

**Dated: 30.08.2019  
Place: New Delhi**

**Sd/-  
Amol Mathur  
(Company Secretary)**

## **NOTES:**

1. **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.**
2. 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.
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 member.
4. 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.
5. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during business hours.
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. Voting through electronic means:

## **THE PROCEDURE TO LOGIN TO E-VOTING WEBSITE CONSISTS OF TWO STEPS AS DETAILED HEREUNDER:**

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

The voting period begins on **Friday, 27<sup>th</sup> September, 2019 at 09.00 am** and ends on **Sunday, 29<sup>th</sup> September, 2019 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 **Monday, 23<sup>rd</sup> September, 2019** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

### **Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 111524 then user ID is 111524001\*\*\*).
1. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address or you may call at our helpdesk at 1800-222-990.
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).

- b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  4. Now, you will have to click on “Login” button.
  5. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of **Alchemist Corporation Ltd.** which is **111524** the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail : [aditya.pandey@indiabizz.co.in](mailto:aditya.pandey@indiabizz.co.in) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

**Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of [https://www.evoting.nsdl.com](http://https://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

**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 KAUTILYA INFOTECH 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**

**Dated: 30.08.2019**  
**Place: New Delhi**

**Sd/-  
Amol Mathur  
(Company Secretary)**

## DIRECTORS' REPORT

To The Members of **Alchemist Corporation Limited**

### DIRECTORS' REPORT TO THE MEMBERS

The Directors are pleased to present Annual Report and Audited Accounts for the financial year ended March 31, 2019.

### FINANCIAL HIGHLIGHTS

#### **Audited Financials Results – Standalone**

(Rs. in Lakh)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Net Sales/Income from Operations	34.30	38.39
Other Income	0.89	0.04
Total Income	35.19	38.43
Total Expenses	28.88	38.94
Exceptional Items	-----	-----
Profit / (Loss) Before Taxation	6.32	(0.51)
Deferred Tax / Current Tax	0.66	(0.60)
Profit / (Loss) After Taxation	5.66	0.09
Surplus / (Deficit) carried to Balance Sheet	-----	-----
EPS	0.115	0.002

#### **Audited Financials Results - Consolidated**

(Rs. in Lakh)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Net Sales/Income from Operations	34.30	39.91
Other Income	0.89	130.11
Total Income	35.19	170.02
Total Expenses	30.16	170.22
Exceptional Items	-----	-----
Profit / (Loss) Before Taxation	5.03	(0.20)
Deferred Tax / Current Tax	0.66	(0.60)
Profit / (Loss) After Taxation and before Minority Interest	4.37	0.40
Profit / (Loss) After Taxation and after Minority Interest	4.37	0.40
EPS	0.10	0.01

### OPERATIONS

The income of the company for the period under review was Rs. 35.19 Lakhs as against Rs. 38.43 Lakhs in the last year, resulting into a profit of Rs 5.66 Lakhs as against a profit of Rs. 0.09 Lakhs in the previous year mainly on account of Administrative Expenses, Salary Costs and Depreciation.

### CAPITAL STRUCTURE

During the current year, the Company has not received any additional Capital. Total paid up Paid up Share Capital of the Company as on 31<sup>st</sup> March, 2019 is Rs. 49,143,330.



**DIVIDEND**

In view of insufficient profit during 2018-2019, Your Directors have not recommended any dividend for the financial year 2018-2019.

**RESERVE**

The Board of Directors of the Company does not propose any amount to carry to any reserve for the financial year ended March 31, 2019.

**FIXED DEPOSIT**

Your Company has not accepted any Fixed Deposits during the year.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes or commitments have occurred between the end of the financial year to which the financial statements relate and the date of this report, affecting the financial position of the company.

**STATUTORY AUDITORS**

The Company at its 24<sup>th</sup> AGM held on 29<sup>th</sup> September, 2017 appoints M/s Pawan K. Agrawal & Co., Chartered Accountants, Noida, having Firm Registration Number 003112C allotted by The Institute of Chartered Accountants of India, as Statutory Auditors of the Company to hold office from the conclusion of 24<sup>th</sup> AGM till the conclusion of the Annual General Meeting for the Financial Year 2019-2020, subject to the ratification at every AGM at such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the company."The Company has obtained necessary certificate under Section 141 of the Companies Act, 2013 from them conveying their eligibility for being statutory auditor of the Company.

**AUDITORS' REPORT**

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

**REPORTING OF FRAUD BY AUDITORS:**

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the audit committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

**INTERNAL AUDITOR**

The Company has appointed M/s. S. Kumar Goel & Company Chartered Accountants (Firm Registration No. 05275C) as an Internal Auditor of the Company for the FY 2018-19, to conduct internal audit of the Company.

**SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Datt Ganesh & Associates, Company Secretaries as its Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2018-19. The Report of Secretarial Auditor (Form MR - 3) is annexed to the report as "Annexure - I".

**PREVENTION OF INSIDER TRADING:**

In compliance with the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct and code of practices and procedures for fair disclosure of unpublished price sensitive information to preserve the confidentiality of price sensitive information to prevent misuse thereof and regulate trading by designated persons. The code of practices and procedures for fair disclosure of unpublished price sensitive information is also available on the Company's website.

**EXTRACT OF ANNUAL RETURN**

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in Form MGT-9 is annexed to the report as "Annexure - II".

**CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:**

The information as per Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Research & Development, Technology Absorption and Foreign Exchange Earning and Outgo is annexed to the report as "Annexure - III".

## **MANAGEMENT DISCUSSION & ANALYSIS**

A Separate report on Management discussion and analysis relating to business and economic environment surrounding your company is annexed as a part of this report as “**Annexure - IV**”.

## **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. Corporate Governance report is annexed as a part of this report as “**Annexure-V**”.

## **PARTICULARS OF EMPLOYEES**

None of the Employees of the Company draws remuneration exceeding the limits prescribed under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 197 of the Act, hence the statement required under the said is not required to be annexed.

## **ANNUAL ACCOUNTS OF SUBSIDIARY**

As per the provisions of Sec 129 (3) of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014, the company has prepared a statement containing salient features of Financial Statement of subsidiary in the prescribed Form AOC – 1 which is annexed as “**Annexure - VI**” for the year 2018-19.

The Consolidated Financial Statements have been presented in the Annual Report.

## **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Our company has 4 directors, Mr. Sohan Lal, Managing Director, Mrs. Meena Rastogi, Director, Mr. Sanjeev Kumar, Independent Director and Mr. Dinesh Chand Goel, Independent Director of the company.

### **Director coming up for retire by rotation**

Mrs. Meena Rastogi, Director of the Company retires by rotation and being eligible and offers herself for re-appointment. Your Director recommends her reappointment. Appointment of Mrs. Meena Rastogi is in compliance with the provisions of Section 164(2) of the Companies Act, 2013.

### **Independent Director**

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The Term shall be effective prospectively.

During the year, under review the below mentioned are the appointments and resignations on various positions:

### **Appointment of Directors & Key Managerial Personnel**

Board appointed Mr. Tushar Rastogi as a Chief Financial Officer of the company as on 04<sup>th</sup> May, 2018.

Further there is no change in the directorship of the company during the year.

### **Resignation of Directors & Key Managerial Personnel**

There is no change in the directorship of the company during the year.

### **Key Managerial Personnel**

The following persons have been designated as Key Managerial Personnel of the company. Pursuant to section 2 (51) and section 203 of the act read with Rules framed there under:

1. Mr. Sohan Lal, Managing Director;
2. Mr. Tushar Rastogi, Chief Financial Officer;
3. Mr. Amol Mathur, Company Secretary.

## **NUMBER OF MEETINGS OF THE BOARD**

During the period commencing from 1<sup>st</sup> April, 2018 and ending on 31<sup>st</sup> March, 2019, the board of directors of the company meet on the following dates on 04<sup>th</sup> May, 2018; 30<sup>th</sup> May, 2018; 10<sup>th</sup> August, 2018; 29<sup>th</sup> August' 2018; 9<sup>th</sup> October, 2018; 13<sup>th</sup> November, 2018; 05<sup>th</sup> February, 2019 and 30<sup>th</sup> March' 2019.