

29th
Annual Report
2012-2013



ALCHEMIST REALTY LIMITED

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CORPORATE INFORMATION

| | |
|---|---|
| Board of Directors | Mr. R.P. Chhabra, Independent Director & Chairman (Non Executive) Ms. Kaajal Aijaz, Managing Director Mr. Asoke Kumar Chatterjee, Independent Director Mr. Tarlochan Singh, Independent Director Mr. P.K. Verma, Independent Director |
| Auditors | M/s K. Singh & Associates Chartered Accountants SCO 90, 1st Floor, Sector 44-C, Chandigarh-160047 |
| Company Secretary & Compliance Officer | Ms Sunaina Jhingan |
| Bankers | HDFC Bank Limited |
| Registered office | 62-B. Mittal Towers, 210, Nariman Point Mumbai-400021 Tel. : +91-22-22844368 Fax : +91-22-22831564 |
| Corporate Office | 23, Nehru Place, New Delhi-110019 |

ALCHEMIST REALTY LIMITED

Regd. Office : 62-B, Mittal Towers, 210, Nariman Point, Mumbai-400021

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 24th day of September, 2013 at 11.00 A. M. at The Orient Club, 9 Chowpathy Sea Face, Mumbai – 400007 to consider the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2013 and the Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company.
3. To appoint a Director in place of Mr. Asoke Kumar Chatterjee who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 30th Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. **To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:-**

“RESOLVED THAT Mr. P.K.Verma, who was appointed as additional director pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Articles of Association and who holds office up to the date of this Annual General Meeting, and in respect of whom the company has received the prescribed fees and a notice in writing from a member proposing the candidature for his appointment as Director as per the provisions of Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board
For **ALCHEMIST REALTY LIMITED**

Sd/-

(Sunaina Jhingan)
Company Secretary

Date: 14.08.2013
Place: New Delhi

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. (A blank proxy form is enclosed herewith)**
2.
 - a) Members/proxies should bring copies of the Annual Report to the meeting, since copies of the Annual Report will not be distributed at the Meeting.
 - b) Members should bring the enclosed attendance slip duly filled in, for attending the meeting.
 - c) Members who hold shares in dematerialized form, should write their client ID and DP ID numbers and those who hold shares in the physical form should write their folio number in the attendance slip.
 - d) In case of Joint holders attending the Meeting, only such joint holder who is first in the order of their names will be entitled to vote.
 - e) Corporate Members intending to send their authorized representative to attend the meeting are requested to send duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2013 to 24th September, 2013 (both days inclusive).
4. The dividend, if declared at the Annual General Meeting, will be paid to those shareholders whose names appear on the Register of Members as on 23rd September, 2013. In case of equity shares held in the electronic form, the dividend thereon, upon its declaration shall be paid to the beneficial owners as per details furnished by the depositories for this purpose.
5. Members holding shares in demat form, should send/update their email id and change of address if any with their depository participant and those who hold shares in physical form should send their change of address if any and email id to the Registrar & Share Transfer Agent of the company directly to enable us to send the Annual Report in electronic mode, in future.
6. The Ministry of Corporate Affairs, GOI has taken a new initiative in Corporate Governance that allows company to send information to shareholders electronically. Members are thus requested to inform the company either directly or through the Registrars full particulars of email-ids in case they wish to opt for receipt of documents by electronic form.

By Order of the Board
For **ALCHEMIST REALTY LIMITED**

Sd/-
(Sunaina Jhingan)
Company Secretary

Date: 14.08.2013
Place: New Delhi

ALCHEMIST REALTY LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF COMPANIES ACT 1956

Item no. 5

In order to broad base the Board of Directors of the Company, your Board of Directors appointed Mr. P.K. Verma as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 effective from 30.05.2013.

In terms of the provisions of section 260 of the Companies Act, 1956, Mr. P.K. Verma will hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with a deposit of Rs.500/- proposing the candidature of Mr. P.K. Verma for the office of a Director of the Company pursuant to the provisions of section 257 of the Companies Act, 1956.

Mr. P.K. Verma is a double MBA from XLRI in Jamshedpur, brings over 40 years of exemplary entrepreneurial and managerial experience to Alchemist management team and today he drives the support of over 8,000 employees. A true achiever, he has been the winner of the Winsome Trophy by Indian Institute of Material Management for being best Chief Executive, Best HR Manager of the year by Top Rankers & Bim Tech Institute of Management, Founder Chairman of NIPM Chandigarh, Past Chairman of Chandigarh Management Association and the Past President of Executive Club Chandigarh.

The Board of Directors considers that in view of his expertise and experience with multicultural Organizations with assignments across globe in diverse geographies, it has been proposed to appoint him as an Independent Director of the Company liable to retire by rotation and accordingly recommends the resolution as set out at Item No. 5 of the Notice for approval of the members.

Mr. P.K. Verma is deemed to be interested or concerned in the proposed resolution as set out in the Notice. None of the other Directors are interested or concerned in the proposed resolution.

By Order of the Board
For **ALCHEMIST REALTY LIMITED**

Sd/-
(Sunaina Jhingan)
Company Secretary

Date: 14.08.2013
Place: New Delhi

ALCHEMIST REALTY LIMITED

DETAIL OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE NO.49 OF THE LISTING AGREEMENT:

Mr. Asoke Kumar Chatterjee

Mr Asoke Kumar Chatterjee, the Director liable to retire by rotation is retiring at the conclusion of this Annual General Meeting and being eligible offers himself for reappointment at this Annual General Meeting.

Mr Asoke Kumar Chatterjee aged 84 years is a Qualified Mechanical Engineer, Chartered Engineer. He has a vast experience to his credit in the field of Management Consultancy, Management Information Systems and Valuation etc, both in India and abroad. He has been on the Board of this company since April 2012 and during this period he has made significant contribution in the growth of the business of the company.

He is also a director on the board of Companies viz. Alchemist Limited, REI Agro Limited, SPS Steels & Rolling Mills Limited, MSL Industries Limited, Grintec India Limited, Varsana Ispat Limited, REI Six Ten Retail Limited, REI Food Beverages Limited, REI Retail Limited and My Grahak Shopping Online Limited.

Mr. Chatterjee is holding Nil equity shares in the company. He is not related to any other Director.

By Order of the Board
For **ALCHEMIST REALTY LIMITED**

Sd/-
(Sunaina Jhingan)
Company Secretary

Date: 14.08.2013
Place: New Delhi

DIRECTOR'S REPORT

To

Dear Shareholders,

We are pleased to present the 29th Annual Report on the business and operations of the Company along with the Annual Accounts and the Auditors' Report thereon for the financial year ended 31st March, 2013. The financial highlights for the year under review are given below:

FINANCIAL HIGHLIGHTS

| | | ₹ in Lacs |
|---|-----------|-----------|
| | 2012-2013 | 2011-2012 |
| Net Sales/Income from operations | 13817.45 | 13771.73 |
| Other Income | 4.20 | 2.90 |
| Gross Profit (PBDT) | 238.71 | 240.28 |
| Depreciation | 27.10 | 19.40 |
| Provision for Taxation | 77.94 | 80.73 |
| Deferred Tax Asset | — | 0.42 |
| Net Profit (PAT) | 133.67 | 140.15 |
| Add: Balance brought forward from Previous Year | 238.47 | 212.49 |
| Profit available for appropriation | 372.14 | 352.64 |
| Proposed Dividend | 74.10 | 74.10 |
| Tax on Dividend | 12.59 | 12.02 |

OPERATIONS

During the year under review, Your Company has achieved a turnover of Rs. 13817.45 Lacs (previous year Rs. 13771.73 Lacs) from the real estate business and earned net profit of Rs. 133.67 Lacs (Previous year Rs. 140.15 Lacs).

The prospective vision of the Company with the evaluation of the business and operations of the Company are provided in the Report on Management Discussion and Analysis forming part of the Annual Report.

DIVIDEND

We are pleased to recommend a final Dividend of 5 % (i.e. Rs. 0.10 per share) for the Financial Year 2012-13. The Dividend, if approved at the ensuing Annual General Meeting, will be paid to those shareholders whose names appear on the register of members of the Company as on 23rd September, 2013 within the period as prescribed under the Companies Act, 1956.

FIXED DEPOSITS

Your Company has not accepted Deposits from the public during the year under report as per the provisions of the Companies Act 1956 read with Companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS

Mr. Asoke Kumar Chatterjee, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible expressed his willingness to be reappointed as Director at the Annual General Meeting. At present the Company has Five Directors on the Board, out of which one is Managing Director who is not liable to retire by rotation. Hence, out of four remaining 1/3rd are liable to retire by rotation. Accordingly Mr. Asoke Kumar Chatterjee is liable to retire by rotation and being eligible offers himself for reappointment as Director. Your Board also recommends his reappointment at the ensuing Annual General Meeting.

In accordance with the requirement of Clause 49 of the listing agreement, brief resume of Mr. Asoke Kumar Chatterjee giving detail of their expertise areas, directorship and membership of various committees are given by way of notes to the notice of Annual General Meeting.

Mr. P.K. Verma was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 effective from 30.05.2013 and he holds this office up to the date of this Annual General Meeting. The Company has received notice from member along with requisite deposit in terms of Section 257 of the Companies Act, 1956, proposing to appoint him as Director of the Company. Board recommends his appointment at the ensuing Annual General Meeting.

During the FY 2012-13, Dr. Kanwar Deep Singh relinquished the charge of Chairman & Managing Director of the company. Dr. Kanwar Deep Singh expressed that due to his desire to contribute actively to the service of the nation and the society, he needed more time and as such expressed his desire to exit from the present position of the Chairman and Managing Director of the Company. On the occasion, while Dr. Kanwar Deep Singh, the Chairman and Managing Director, was bidding adieu to Alchemist Group, one of the upcoming and most diversified group, Sh. R.P. Chhabra, the Director offered to place on record the appreciation for the outgoing Dr. Kanwar Deep Singh and also requested him to continue to be the Chairman Emeritus for the group. He said *“Alchemist is a company which has been built by its founders, led by the visionary leader Dr. Kanwar Deep Singh, who as its Chairman & Managing Director and a Mentor, provided Alchemist its thought leadership over the years, thus transforming the group into an innovation-led Group, with a core of outstanding professionals that has always set the highest standards and has built a unique culture. I feel greatly honoured to request worthy Dr. Kanwar Deep Singh to continue to be the Chairman Emeritus of Alchemist Realty Limited and continue guiding the Board of Directors.”*

Speaking on the occasion Dr. Kanwar Deep Singh graciously acceded to the request of the Board and said that he would continue to be the Chairman Emeritus of the company which means he shall not have executive powers in the company. He will not be attending board meetings but shall guide board members personally whenever necessary.

Ms. Kaajal Aijaz was appointed as a Managing Director in accordance with the provisions of Section 269 read with section 198/ 309 of the Companies Act, 1956 and Rules made there under and was designated as Executive Director.

Sh. R.P. Chhabra, an Independent Director has been nominated as Chairman (Non Executive) of the Board to preside over the meetings of the Board of Directors and meeting of the shareholders of the Company.

ALCHEMIST REALTY LIMITED

DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956

Pursuant to the provisions of section 217 (2AA) of the Companies Act 1956, your Directors confirm that:-

1. That in the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit or loss of the Company for the period ended 31st March, 2013.
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
4. That the Directors had prepared the Annual Accounts on a going concern basis.

AUDITORS AND AUDITORS REPORT

M/s K. Singh & Associates, Chartered Accountants, Statutory Auditors retire at the conclusion of 29th Annual General Meeting and being eligible have offered themselves for reappointment to hold office from the conclusion of the 29th Annual General Meeting until the conclusion of the next Annual General Meeting.

The Company has received a certificate from M/s K. Singh & Associates, Chartered Accountants, Statutory Auditors to the effect that their reappointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956 and they are not disqualified to be reappointed as Statutory Auditors.

The Audit Committee of the Board of Directors and the Board recommends their reappointment by members.

The Statutory Auditors of the Company have submitted auditors report on the accounts of the Company for the accounting year ended 31st March, 2013, which is self-explanatory and needs no comments.

LISTING OF EQUITY SHARES

The Company's shares are listed on the Bombay Stock Exchange Ltd. (BSE) and are actively traded. The Listing Fees for the year 2013-14 has already been paid.

SUBSIDIARY COMPANY

As on 31st March 2013, the Company has a wholly owned subsidiary namely Alchemist Hill Resorts Private Limited.

In accordance with General Circular No. 2/2011 dated 8th February, 2011 issued by Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Accounts and other documents of subsidiary company is not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the Subsidiary Company and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary company will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary company.