



ALCHEMIE ORGANICS LTD.

ANNUAL REPORT 1998-99

MEMBER **ALCHEMIE** GROUP



ALCHEMIE ORGANICS LTD.

DIRECTORS

CHANDRAKANT V. GOGRI Chairman
HEMCHAND L. GALA Managing Director
MOHAN H. SAVLA Wholetime Director
MANOJ M. CHHEDA
SHANTILAL T. SHAH
PARIMAL H. DESAI

REGISTERED OFFICE

K-67, M.I.D.C., TARAPUR,
DIST. THANE 401 506

FACTORY ADDRESS

PLOT NO. 902, G.I.D.C. ESTATE,
PHASE II, VAPI 396 195,
DIST. VALSAD, GUJARAT

AUDITORS

MESSRS. MADAN DEDHIA & ASSOCIATES
4, CHHEDA BHAVAN, 2ND FLOOR,
98, SURAT STREET,
MASJID (EAST),
MUMBAI-400 009.

ADMINISTRATIVE / SECRETARIAL DEPT.

UDYOG KSHETRA
IIND FLOOR, L.B.S. MARG,
MULUND-GOREGAON LINK ROAD,
MULUND (W),
MUMBAI 400 080.

BANKER

BANK OF INDIA

Shareholders are requested to bring their copy of the Annual Report alongwith them as the same will not be distributed at the Meeting.

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of ALCHEMIE ORGANICS LIMITED will be held at K-67, M.I.D.C. Industrial Area, Tarapur, Boisar - 401 506, on Saturday, 25th September, 1999 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 1999 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri. Chandrakant V. Gogri, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :
"RESOLVED THAT Shri. Parimal H. Desai who was appointed as Additional Director by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".
6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution** :
"RESOLVED THAT Shri. Shantilal T. Shah who was appointed as Additional Director by the Board of Directors and who holds office

upto the date of this Annual General Meeting and in respect of whom a notice in writing pursuant to Section 257 of the Companies Act, 1956 has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company".

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :
"RESOLVED THAT in accordance with the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications and re-enactment thereof, for the time being in force) and the provisions of other statutes as applicable and subject to such approvals and sanctions as may be necessary from the appropriate authorities, the Articles of Association of the Company be and are hereby altered as follows:

- (A) At the end of sub-clause (a) of Article 2, the following new definitions shall be inserted :

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub-section(1) of Section 2 of the Depositories Act, 1996;

'Depositories Act' means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force; and

'Depository' shall mean a Depository as defined under clause(e) of sub-section(1) of Section 2 of the Depositories Act, 1956.'

- (B) In Article 2 of the Articles of Association, the existing definition of 'Member' shall be substituted by the following:

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'Member' means the duly registered holder from time to time of the shares of the Company and includes the subscriber to the Memorandum of the Company and the beneficial owner in the records of the Depository.'

- (C) Insert the following new Article as Article 15A after the existing Article 15:

'15A. The Register and index of beneficial owners maintained by a depository under the Depositories Act, shall be deemed to be the Register and index of Members and Security holders for the purposes of these Articles.'

- (D) Insert the following new Article as Article 26A after the existing Article 26 :

'26A. DEMATERIALISATION OF SECURITIES

(a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act.

(b) Every person subscribing to the securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificate of securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter it in its record the name of the allottee as the beneficial owner of the security.

(c) Insert the following new Article as Article 76A after the existing Article 76 :

'76A. In the case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form in a depository, the provisions of the Depositories Act shall apply.'

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the Special Business at Item Nos.5 to 7 above is annexed hereto.
3. All the documents referred to in the accompanying Notice and are open for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturdays upto the date of the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 10th September, 1999, to Saturday, 25th September, 1999 (both days inclusive).
5. The dividend when declared will be paid on or after 25th October, 1999.
6. Members are requested to promptly notify any change in their addresses and ECS Mandate/Bank Account Particulars/Share Nomination form(s) attached to this Annual Report to the Company's Secretarial Department at Udyog Kshetra, 2nd Floor, L.B.S. Marg, Mulund-Goregaon Link Road, Mulund (West), Mumbai - 400 080. Facility of electronic credit of dividend will be made available only subject to receipt of substantial number of requests from the members for the same.
7. The unclaimed dividend for the financial year 1994-95 has been transferred to General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978.
8. Those shareholders who have so far not claimed or collected their dividend for the said financial year may claim the dividend from the Registrar of Companies, Mumbai by submitting application in the prescribed form.
9. Members/Proxies should bring the admission slip duly filled in for attending the meeting.

Registered Office :
K-67, MIDC, Tarapur,
Dist. Thane 401 506.

BY ORDER OF THE BOARD

Place : Mumbai
Date : 25th May, 1999

HEMCHAND L. GALA
MANAGING DIRECTOR

ANNEXURE TO NOTICE

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956.

The following Explanatory Statement sets out the material facts relating to Item Nos. 5 to 7 of the Notice convening the 14th Annual General Meeting.

Item Nos.5 to 6

Shri. Parimal H. Desai and Shri Shantilal T. Shah were appointed as Additional Directors by Board of Directors on 14th November, 1998. Both of them hold the office as Additional Director only upto the date of this Annual General Meeting.

A notice under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- for each candidature has been received by the Company from a member proposing the appointment of Shri Parimal H. Desai and Shri Shantilal T. Shah to the office of Directors of the Company. The Board recommends the appointment of Shri Parimal H. Desai and Shri Shantilal T. Shah to the office of Director.

Shri Parimal H. Desai and Shri Shantilal T. Shah are interested in the resolution pertaining to their respective appointment.

The Equity Shares of the Company are listed on:

1. The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, MUMBAI - 400 023.
2. The Stock Exchange Ahmedabad,
Kamdhenu Complex, Opp. Sahjanand College,
Near Polytechnic, Panjarapole, AHMEDABAD - 380 015.

The Company has paid the Annual Listing fees to all the above Stock Exchanges within the prescribed time.

None of the other directors are in any way interested or concerned in the said resolution.

Item No. 7

The Depositories Act, 1996 has amended some of the provisions of the Companies Act, 1956 pertaining to issue, holding, transfer and dealing in shares and other securities as also issue of relevant certificates so as to facilitate the introduction and implementation of the Depository System. In order to bring the Articles of Association of the Company in line with the Act, it is now proposed to add/alter relevant Articles as set out in the draft resolution proposed at Item No. 7 in the accompanying Notice.

Your Directors recommend the resolution at Item No.7 of the accompanying notice for your approval.

None of the Directors is, in any way, concerned or interested in the said resolution.

Registered Office :
K-67, MIDC,
Tarapur,
Dist. Thane 401 506.

BY ORDER OF THE BOARD

Place : Mumbai
Date : 25th May, 1999

HEMCHAND L. GALA
MANAGING DIRECTOR