25th
Annual Report
2013-2014



ALCHEMIST LIMITED

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CORPORATE INFORMATION

Board of Directors	Mr. Karan Deep Singh, Chairman (Non-Executive) Maj Gen (Retd.) Anil Oberoi, Vice Chairman & Executive Director (Whole Time Director) Mr. Pavan Kumar Verma, Whole Time Director Mr. R.P. Chhabra, Independent Director Mr. Asoke Kumar Chatterjee, Independent Director Mr. Tarlochan Singh, Independent Director Mr. Jaspreet Singh Jolly, Additional Director Mrs. Kaajal Aijaz Ilmi, Additional Director
Auditors	M/s N. Kumar Chhabra & Co. Chartered Accountants, Chandigarh.
Company Secretary & Compliance Officer	Rajansh Thukral, 23 Nehru Place, New Delhi
Bankers	Punjab National Bank Bank of India HDFC Bank Ltd.
Registered & Head Office	23, Nehru Place, New Delhi- 110019 Phone : 011-40600800 Fax: 011-40600888 E-mail: investors@alchemist.co.in, website : www.alchemist.co.in
Chandigarh office	SCO 12-13, Sector 9-D, Madhya Marg, Chandigarh-160009 Phone : 0172-4680000 Fax: 0172-2740099
Works Pharma Unit	: Electronic Complex, Chambaghat, Solan, Himachal Pradesh
Steel Unit	: Chanalon, Near Kurali, District Ropar, Punjab Phone: +91-0160-5003184-85
Floriculture Unit	: Dappar, Ambala Chandigarh Highway, District Mohali, Punjab Phone: +91-1762-248666-248668 Village Kanogata, Rajgarh, District Sirmour (Himachal Pradesh)

NOTICE

NOTICE is hereby given that 25th Annual General Meeting of the Shareholders of the Company will be held on 26th September, 2014 at 10.00 A. M. at The Legend Inn, E-4, East of Kailash, New Delhi, to consider the following business :

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014, Report of the Board of Directors and the Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31st March, 2014.

2. To declare dividend on equity shares of the company for the Financial Year ended 31st March, 2014.

3. To appoint a Director in place of Mr. R.P. Chhabra (DIN 00056255), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Karan Deep Singh (DIN 02972093), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

5. To appoint M/s N. Kumar Chhabra & Co. as the Statutory Auditors of the Company for a term of three years from FY 2014-15 to 2016-17 up to the conclusion of the Annual General Meeting corresponding to the year 2016-17 and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an ordinary Resolution:

   "**RESOLVED THAT** M/s N. Kumar Chhabra & Co. Chartered Accountants (Registration No 000837N) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General meeting of the Company corresponding to the Financial Year 2016-17, subject to ratification by the Shareholders at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

AS SPECIAL BUSINESS

6. To appoint Shri Pavan Kumar Verma, (DIN 00213365) as a Director and in this regard to Consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

   "RESOLVED THAT Mr. Pavan Kumar Verma (DIN : 00213365), who was appointed as additional director of the company in the meeting of the Board of Directors of the company held on 28th October, 2013 Pursuant to the provisions of section 260 of the Companies Act, 1956 (corresponding section 161 of the Companies Act, 2013) and who holds office up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Article of Association, and in respect of whom the company has received a notice in writing from a member proposing his candidature for the appointment of Director as per the provisions of Section 160 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. To appoint Shri Pavan Kumar Verma, (DIN 00213365) as a whole time Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196,197 and 203 read with, Schedule V and all other applicable provisions, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), approval of the company be and is hereby accorded to the appointment of Mr. Pavan Kumar Verma (DIN : 00213365), as the Whole Time Director of the Company for a period of 5 years w.e.f. 28th October, 2013 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting with liberty to the Board of Directors (herein after referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to the said Shri Pavan Kumar Verma, subject to the remuneration not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any other Statutory enactment or modification thereof:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

8. To Appoint Shri Asoke Kumar Chatterjee (DIN : 00266151) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, ShriAsoke Kumar Chatterjee (DIN : 00266151), who was appointed as an Independent Director liable to retire by rotation under Companies Act, 1956, rules made thereunder, read with the then clause 49 of the Listing agreement with stock exchanges and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for such appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from this Annual General Meeting of the company to the conclusion of the Annual General Meeting of the company to be held in calendar year 2019 corresponding to the FY 2018-19.

9. To Appoint Shri Tarlochan Singh (DIN : 00836456) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Shri Tarlochan Singh (DIN : 00836456), who was appointed as an Independent Director liable to retire by rotation under Companies Act, 1956, rules made thereunder, read with the then clause 49 of the Listing agreement with stock exchanges and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for such appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from this Annual General Meeting of the company to the conclusion of the Annual General Meeting of the company to be held in calendar year 2019 corresponding to the FY 2018-19."

CIN : L72200DL1988PLC 192643
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email id: investors@alchemist.co.in
Website: www.alchemist.co.in

10. To Appoint Shri. Jaspreet Singh Jolly (DIN: 06943173) as a Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :-

    "RESOLVED THAT Shri Jaspreet Singh Jolly, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

11. To Appoint Smt. Kaajal Aijaz Ilmi (DIN: 01390771) as a Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution :-

    "RESOLVED THAT Smt. Kaajal Aijaz Ilmi, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

By Order of the Board
For ALCHEMIST LIMITED

Sd/-
Rajansh Thukral
Company Secretary

Date: August 13, 2014
Place: New Delhi

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. (A blank proxy form is enclosed herewith)

   A person can act as a 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.

2. 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.

   a) Members should bring the enclosed attendance slip duly filled in, for attending the meeting.

   b) 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.

   c) 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.

   d) 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. Voting through electronic means

   i) Pursuant to Section 108 of the Companies Act, 2013 and rules of the Companies(Management and Administration) Rule, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 25th Annual General Meeting(AGM) by electronic means. The business may be transacted though e-voting services provided by Central Depository Service Limited (CDSL).

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

   (i) Log on to the e-voting website www.evotingindia.com

   (ii) Click on "Shareholders" tab.

   (iii) Now, select the "ALCHEMIST LTD" from the drop down menu and click on "SUBMIT"

   (iv) Now Enter your User ID

   - For CDSL: 16 digits beneficiary ID,
   - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
   - 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 and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) "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.
	"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 Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. "Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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 for the relevant ALCHEMIST 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(C) Other Instructions:

a) The voting period begins on September 21, 2014(10.00 A.M.) and ends on September 22, 2014 (6.00 P.M.). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 29, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) The voting rights of the shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of August 29, 2014.

c) Mr. Ramesh Bhatia, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and Transparent Manner.

d) The Scrutinizer shall, within a period not exceeding three(3) working days from the conclusion of the e-voting period, unblock the vote in the presence of at least two (2) witness not in the employment of the Company and make Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

e) The Results shall be declared on or after the AGM of the Company. The Results declared along either the Scrutinizer's Reports shall be placed on the Company's website www.alchemist.co.in and on website on the CDSL within two (2) days of passing the resolution at the AGM of the Company and communicated to the Stock Exchanges.

f) 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 under help section or write an email

4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2014 to 26th September, 2014 (both days inclusive).

5. 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 24th September, 2014. 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.

6. Details of Directors seeking appointment/reappointment are incorporated in the Corporate Governance Report forming part of Annual Report.

7. As per the listing agreement, it is hereby declared that Company's shares are listed at National Stock Exchange of India Limited and BSE Limited and Annual listing fee for the year 2014-15 has been paid to the concerned stock exchange(s).