

NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to Section 192A(2) of the Companies Act, 1956, read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 that the following resolutions relating to a) sale/ transfer of Fixed Assets (Capital work in Progress) on as is where is basis, on going concern basis, b) providing/giving/making/ guarantee / loan /Investment in excess of limit(s) prescribed under Section 372 (a) of the Companies Act 1956 are proposed to be passed by Postal Ballot.

- 1). Section 293(1) (a) of the Companies Act, 1956 provides inter alia that the Board of Directors of Public Company shall not, without the consent of the members of the Company, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially whole of any such undertaking.

The members are requested to authorize the Board with the requisite authority under section 293(1) (a) of the Companies Act 1956 to sell and to transfer the Assets (Capital Work in Progress.)

- 2). As per the provisions of Section 372A of the Companies Act 1956 the Board of Directors of the Company are authorized to make loans, investments or give guarantees or provide any securities beyond the prescribed limits of
 - i) Sixty Percent of the aggregate of the Paid up Capital and free Reserves,
 - ii) One hundred percent of its free reserves, whichever is more,If, special resolution is passed by the shareholders of the lending Company.

Accordingly, the Company is desirous of seeking your consent to the proposal contained in the under mentioned resolutions.

The explanatory statement pertaining to the resolutions setting out all the material facts and reasons thereof is annexed.

As the Consent of the members to the resolutions is required to be obtained by means of a Postal Ballot, it is being sent to you with the explanatory statement for your consideration along with a Postal Ballot Form.

The Company has appointed Mr Ramesh Bhatia, Practicing Company Secretary As a Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed postage pre-paid envelope so as to reach the said Scrutinizer on or before Wednesday 28th December 2011.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballots will be announced at the Registered Office of the Company Situated at 62-B, Mittal Tower, 210 Nariman Point Mumbai-400021 as on or before Saturday 31st December 2011.

1. Approval under Section 293(1)(a) of the Companies Act, 1956 for sale/transfer of the Company's Assets (Capital Work in Progress).

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

"RESOLVED THAT pursuant to the provisions of Sections 192A, 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals and permissions as may be required

the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a Committee of Directors of the Company) to transfer, sell or otherwise dispose off its substantial Assets (Capital Work in Progress) situated at

1.) 23, Nehru Place, New Delhi-110019.

On as-is where is basis, as a Going Concern together with the rights, title and interest in immovable, moveable and intangible assets and liabilities, for a total net value not exceeding Rs. 100 Crores, which is arrived at after netting out the current liabilities pertaining to related asset on such terms and conditions as may be decided by the Board, and as incidental to the transfer sale and disposal thereof subject to requisite approvals as may be required from the lenders and other authorities if any, with full power and authority the finalization and execution of all the necessary documents, agreements deeds of assignment/conveyance and other documents and to do at such acts, deed, matter and things as may be deemed necessary or expedient in their discretion to give effect to the said Resolution.

"RESOLVED FURTHER THAT the effective date of the above "Transaction" would be 1st April 2011 or such other date as may be decided by the Board or Committee of Directors of the Company."

2. Approval under Section 372A of Companies Act, 1956 for making Investment, Loan or giving Guarantee or provide Security in connection with a loan in excess of prescribed limit.

"RESOLVED THAT Section 192A, 292, 372A and other applicable provisions of the Companies Act 1956, or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force.) and subject to consent and approvals of and permissions as may be necessary under any statute for time being in force, or any other approvals as may be required from lenders, consent and approvals of the Members be and are hereby accorded to the Board of Directors of the Company to invest/acquire from time to time by way of subscription, purchase, or otherwise Equity Shares, Preference Shares, Debentures(whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate which may or may not be subsidiaries of the Company, to make/ give from time to time any loan or loans to body/bodies corporate, which may or may not be subsidiary(ies) of the Company and give from time to time any guarantee(s) and/or provide any security, in connection with any loan(s) made, by any other persons(s) to or to any other person(s) by any body/ies corporate, which may or may not be subsidiary/ies of the Company as the Board may think fit, for the amount exceeding the limited specified in section 372A of the Companies Act, 1956 as per details mentioned herein below :

Rs. In Crores

Particulars	Name of the Company	Maximum Limit	Details
LOAN	Alchemist Limited/ Alchemist Foods Limited	500.00	Funding for Business Expansion.
GUARANTEE	Alchemist Limited/ Alchemist Foods Limited	500.00	Corporate Guarantee for raising Debt for Business Expansion and Operation.
SECURITY	Alchemist Limited/ Alchemist Foods Limited	500.00	For Raising debt in connection with Business Expansion, Operation and Capital Expenditure

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to délegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors on any committee constituted for the purpose be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any questions or difficulty that may arise in regard to the proposed investment or loan made or guarantees given or securities to be provided that further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or in connection therewith."

PLACE : MUMBAI

By Order of Board of Directors

DATE : 14TH NOVEMBER 2011

**R P CHHABRA
DIRECTOR**

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

Item No 1.

It is proposed by the Board to transfer the Assets (Capital Work in Progress) to one of the Group Company, on as is where is basis as a Going Concern Basis

The effective date of the Transaction would be 1st April 2011 or such other date as may be decided by the Board or Committee of Directors of the Company.

The Transaction will be inter alia subject to the following conditions:

1. Prior approval of the shareholders under Section 293(1) (a) all other applicable provisions of the Companies Act, 1956.
2. The Company obtains approval from its lenders for sell and the transfer of the Assets (Capital Work in Progress) as may be required.
3. The receipt of any regulatory approvals as may be required, necessary from any Governmental authorities.

Section 293 (1) (a) of the Companies Act 1956 provides inter alia that the Board of Directors of public company shall not without the consent of the members of the Company, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking the whole or substantially whole of any such undertaking.

The members are requested to authorize the Board with the requisite authority under section 293(1) (a) of the Companies Act 1956 to sell and to transfer the Assets (Capital Work in Progress).

Your directors recommend the resolution for your approval.

You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions therein set out.

Item No 2.

As per the provisions of Section 372A of the Companies Act, 1956 the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of:-

- i) Sixty Percent of the aggregate of the Paid up Capital and free Reserves,
- ii) One hundred percent of its free reserves,
Whichever is more,

If, Special Resolution is passed by the shareholders of the lending Company.

Since the amount mentioned is excess of the prescribed limit in the below mentioned table, so the approval of the members by means of Special resolution through Postal Ballot is required:

This permission is sought pursuant to the provisions of section 372A of the Companies Act, 1956 as per details mentioned herein below:

Rs. In Crores

Particulars	Name of the Company	Maximum Limit	Details
LOAN	Alchemist Limited/ Alchemist Foods Limited	500.00	Funding for Business Expansion.
GUARANTEE	Alchemist Limited/ Alchemist Foods Limited	500.00	Corporate Guarantee for raising Debt for Business Expansion and Operation.SECURITY
SECURITY	Alchemist Limited/ Alchemist Foods Limited	500.00	For Raising debt in connection with Business Expansion, Operation and Capital Expenditure

The above investments, loans and guarantees are proposed to be made out of own or surplus funds, internal accruals or borrowed funds, the objective of which is optimum utilization of surplus funds of the Company and also to achieve long term strategic and business objectives. The investments, loans and guarantees will be made on the terms and conditions that are most beneficial to the Company or at the prevailing market rates pursuant to the provisions of section 372A of the Act 1956.

In connection with making investment, giving loans and providing guarantees and securities to the abovementioned companies, all the Directors of the Company are deemed to be concerned or interested in the resolution.

In connection with providing Corporate Guarantees to abovementioned Companies, all the Directors of the Company are deemed to be concerned or interested in the resolution.

Your directors recommend the resolution for your approval.

You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions therein set out.

PLACE : MUMBAI

DATE : 14TH NOVEMBER 2011

By Order of Board of Directors

RPCHHABRA
DIRECTOR

POSTAL BALLOT FORM

1. Name & Address of shareholder(s)
First named Shareholder/Member
(in Block Letter)

2. Names of Joint holders,
If any (in Block Letter)

3. Registered Foil No./DPID No./ Client ID No*
(Applicable to investors holding shares in
Demat form)

4. Number of Shares held:

5. I/we hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing tick mark (✓) mark at the appropriate box below:

Description	No. of Shares	I/we assent to the Resolution	I/we dissent to the Resolution
<p>1. Special Resolution under section 293 (1) (a) of the Companies Act 1956 to authorize the Board of Directors of the Company to sell/transfer the Capital Work in Progress to one of the Group Company.</p> <p>2. Special Resolution under section 372A read with section 292 of the Companies Act 1956 to authorize the Board of Directors of the Company to make loans/investments or give guarantee or provide any security beyond the prescribed ceiling of the Act in the Companies:</p> <p>Alchemist Limited/ Alchemist Foods Limited</p>			

Place:

Date:

(Signature of the Shareholder)

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.
Please send your Postal Ballot Form in the Envelope Enclosed herewith.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage prepaid envelope. However any envelope containing Postal Ballot Form, if deposited in person or if sent by courier at the expenses of the member will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other Form shall not be considered valid.
3. This Form should be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited/ Central Depository Services Limited to the Company, In respect of shares held in physical form or dematerialized form respectively) by the first named member and in his absence, by the next named joint holder.
4. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by a representative of the President of Indian or of the Governor of a State a Certified company of the nomination should accompany the Postal Ballot Form.
5. A member may sign the Form through an Attorney appointed specifically for the purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form, Unsigned Postal Ballot form will be rejected.
6. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions there in set out in the attached self addressed postage prepaid envelop, so as to reach the Scrutinizer on or before the close of normal working hours(1700 hrs) on 28th December 2011 assent or dissent received at the address of the Scrutinizer after 28th December 2011 would be strictly treated as if a reply from member has not been received which is in accordance with the Postal ballot Rules aforesaid.
7. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the Scrutinizer not later than the date specified above.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 25th November 2011
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
10. A member need not use all his votes or he needs to cast all his votes in the same way.
11. Any query in relation to the resolutions proposed to be passed by the postal ballot may be addressed at the Registered office of the Company 62-B, Mittal Tower, 210 Nariman Point Mumbai-400021 or email investor.realty@alchemist.co.in