



ALCHEMIST REALTY LIMITED

CIN-L21100MH1983PLC029471

Regd. Office: Office No. 109, The Jewel (Roxy Cinema Building),
Mama Parmanand Marg, Opera House, Mumbai - 400004

Email- investors.realty@alchemist.co.in; Website-www.alchemistrealty.com

Phone No. 022-23610726, Fax No. 022-23610726

To,
The Members,

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Shareholders, pursuant to Section 110 of the Companies Act, 2013 (the "Companies Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 as amended time to time (the "Rules", which shall include any statutory modifications, amendments or re-enactments thereto) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the Shareholders by way of special resolution for matter as considered in the Resolution appended below. Section 110 of the Companies Act and the Rules provide for passing of resolution by Postal Ballot. In terms of said Section of the Companies Act and the Rules, a listed company may, and in case of resolution relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company. Rule 22 of the Rules specify the list of businesses in which resolutions shall be passed only through Postal Ballot.

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration ("Postal Ballot Form"). The Postal Ballot notice along with the Postal Ballot Form is also available on the website of the Company www.alchemistrealty.com.

The Board of Directors of the Company have appointed Mr. Puneet Sharma, Company Secretary in Whole Time Practice, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner and Central Depository Services (India) Limited ("CDSL") as agency in respect of e-voting for the Postal Ballot.

Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by Registered Post / Speed Post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed business reply envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 P.M. IST on Monday 13th March, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman & Managing Director/such other person as may be authorised by the Chairman & Managing Director after the completion of the scrutiny of the Postal Ballots (including remote e-voting). The result of the Postal Ballot would be announced by the Chairman & Managing Director or any other Director/ Authorised Persons of the Company on or before Wednesday 15th March, 2017 at 5.00 P.M. and displayed on the Notice Board of the Company at its Corporate Office and its Registered Office in Mumbai besides being communicated to the Stock Exchanges on which the Equity Shares of the Company are listed. The results will also be displayed on the website of the Company i.e. www.alchemistrealty.com for the information of the Members. The date of declaration of the results of the Postal Ballot i.e. 15th March, 2017 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

1. To approve Shifting of Registered Office of the Company from State of Maharashtra to National Capital Territory of Delhi.

To Consider and if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of Regional Director, Western Region, Mumbai or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from "State of Maharashtra" to the "National Capital Territory of Delhi" and that Clause-II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the "National Capital Territory of Delhi".

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the Registered Office of the Company be shifted

from the State of Maharashtra to such place in the National Capital Territory of Delhi as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.

**By Order of the Board of Directors
For Alchemist Realty Limited**

Date : February, 10th, 2017

Place : New Delhi

**Vinay Kumar Mittal
Managing Director
DIN-00287042**

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 3rd February, 2017.
3. 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 3rd February, 2017.
4. The Notice is also placed on the website of the Company i.e. www.alchemistrealty.com and on the website of Central Depository Services (India) Limited.
5. The Company has appointed Mr. Puneet Sharma, Company Secretary in Whole Time Practice having Membership No.-37426 and Certificate of Practice No. 14912 as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
6. The Scrutinizer will submit his report after completion of the scrutiny and the results of the Postal Ballot will be displayed at the Registered Office and Corporate Office of the Company on or before 15th March, 2017. The results of the Postal Ballot will also be posted on the Company's website www.alchemistrealty.com besides communicating to the Stock Exchanges on which the shares of the Company are listed.
7. Resolution passed by the members through Postal Ballot voting facility (including voting through electronic means) shall be deemed to have been passed as if it has been passed at a general meeting of the members held on the date of declaration of result of Postal Ballot voting process by the Company.
8. Kindly note that Members can opt for only one mode of voting i.e. either by Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting through e-voting shall prevail and voting by Postal Ballot Form shall be treated as invalid.
9. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use of Member(s).
10. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one English language newspaper circulated in Delhi and one vernacular language newspaper circulated in Mumbai.
11. All documents proposed for approval, (if any), in the above Notice and documents are open for inspection at the Registered Office of the Company between 2:00 P.M. and 5:00 P.M. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.
12. In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of e-voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with Central Depository Service Limited ("CDSL") for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of physical mode. E-voting is optional for the Shareholders. The Shareholders who wish to vote by Postal Ballot Form (instead of e-voting); can download Postal Ballot Form from www.evotingindia.com or www.alchemistrealty.com.
13. Any queries/grievances pertaining to voting by Postal Ballot including the e-voting process can be addressed to Ms. Nidhi Dhawan, Company Secretary of the Company, at Corporate Office of the Company i.e. 23, Nehru Place, New Delhi-110019, India or by sending an e-mail at investors.realty@alchemist.co.in.
14. 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 last date for voting.
15. Any Postal Ballot received from the member beyond the last date for voting will not be valid and voting whether by post or by electronics means shall not be allowed beyond the last date.

The instructions for Shareholders voting are as under:

Voting through Physical Postal Ballot Form:

- (i) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, on or before Monday, 13th March, 2017 by 5:00 P.M, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
- (ii) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

Voting through Electronic Means (e-voting):

The instructions for members voting electronically are as under:

- (i) Voting period begins on Sunday, February 12th, 2017 (9:00 A.M.) and ends on Monday, March 13th, 2017 (5:00 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 (record date) of February 03rd, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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.
- (vii) 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) <ul style="list-style-type: none">• 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 REALTY 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO.-1

The Registered Office of the Company is presently situated **Office No. 109, The Jewel (Roxy Cinema Building), Mama Parmanand Marg, Opera House, Mumbai-400004.**

All the major business operations of the Company presently are being carried out from National Capital Territory of Delhi. The Management has an outlook that the Company’s future growth depends in Delhi. Hence, the Management is of the view that for further development, the Company’s Registered Office should be shifted from the “**State of Maharashtra**” to “**National Capital Territory of Delhi**”. It will be more beneficial for the Company in terms cost effectiveness as well as for better control of day to day affairs of the Company.

Therefore, it is proposed to change the situation of the Registered Office of the Company from the “**State of Maharashtra**” to “**National Capital Territory of Delhi**” and this needs an alteration of Memorandum of Association of the Company in relation to the Situation clause i.e. Clause II. This alteration is aimed to carry on the business of the Company more economically or more efficiently and smooth functioning of various operations of the Company as well as enlarge local area of its operations. Majority of the Directors of the Company are residing in the state of Delhi, which will help the management to take prompt action on the day to day affairs of the Company.

The above change cannot be effected without amending clause II of the Memorandum of Association of the Company. Hence, the Special Resolution(s) as set out in the notice are submitted for your consideration and approval. In terms of Section 13, 110 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office from one state to another and alteration in Clause II of the Memorandum of Association require approval from the Shareholder by way of Special Resolution through Postal Ballot. Accordingly, your Board recommends this Special resolution to the members for their consideration and approval by way of Postal Ballot.

A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the Registered Office of the Company on any working day during office hours from 10.00 A.M. to 6.00 P.M.

The Board recommends the resolution at Item No. 1 of the accompanying notice as Special Resolution. Your approval is sought for the same.

None of the Director, Key Managerial Personnel or their relatives are interested, financially or otherwise in the aforesaid resolution.

**By Order of the Board of Directors
For Alchemist Realty Limited**

Date : February 10th, 2017
Place : New Delhi

**Vinay Kumar Mittal
Managing Director
DIN-00287042**