

ALCHEMIST

ARL/CS/BSE/2011/ 1358
31.12.2011

To
General Manager- Listing & Corporate Governance,
Bombay Stock Exchange Limited
Phiroze Jee JeeBoy Towers,
Dalal Street,
MUMBAI-400001

Subject: Minutes of Proceeding relating to declaration of results on the Voting by Postal Ballot conducted pursuant to Section 192-A of the Companies Act 1956


Dear Sir,

Pursuant to Clause No 31 (d) of the listing agreement, we are please to enclose herewith the copy of the Proceeding relating to declaration of the results on the voting by Postal Ballot conducted pursuant to Section 192-A of the Companies Act 1956. Mr. Ramesh Bhatia, Scrutinizer, appointed for the purpose has submitted his report dated 31.12.2011 and as per his report all the resolution as set out in the notice dated 14th November 2011 have been approved by the shareholders with the requisite majority. Copy of the Report of the Scrutinizer is also enclosed herewith. The following resolutions were passed through postal ballot namely:

1. Ordinary resolution under Section 293 (1) (a) of the Companies Act 1956 for disposal by sale/transfer of assets/ whole or substantially the whole of the undertaking.
2. Special resolution for authorizing Board of Directors to make loans, investments or give guarantees or provide any securities beyond the prescribed limit under section 372 A of the Companies Act 1956.

Kindly acknowledge the receipt of the same.

Thanking You,
For **ALCHEMIST REALTY LIMITED**


(AUTHORISED SIGNATORY)
ENCLS: a/a



ALCHEMIST REALTY LIMITED

**RAMESH BHATIA,
B.Com. FCS,
SCO 154 - 55, 01ST FLOOR,
SECTOR 17C,
CHANDIGARH-160017
Mobile No: 9815351500.**

RESULT OF THE POSTAL BALLOT

Result of the Postal ballot conducted on the following matters:

This is to certify that the undersigned has conducted a detailed check of all the Postal Ballots (delivered to me by Mr. Tushar Sharma, Company Secretary after verification) received by me as Scrutinizer on behalf of M/s Alchemist Realty Limited, a company registered under the Companies Act, 1956 and having its registered office at 62-B, Mittal Towers, Nariman Point, Mumbai-400021, and listed at The Bombay Stock Exchange, Mumbai in response to their Notice Dated 14th November, 2011 sent to the shareholders for their approval through Postal Ballots as per the requirements of Section 192 A of the Companies Act, 1956 on the following matters:

1. AS AN ORDINARY RESOLUTION

Resolution passed under Section 293(1)(a) of the Companies Act, 1956 for sale of Company's Fixed Assets (Capital Work in Progress) to its one of the Group Company.

" **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 Fixed Assets (Capital Work in Progress) situated at

- 1.) 23, Nehru Place, New Delhi-110019, On as-is where is basis as a Going Concern to one of the Group Company, 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. SPECIAL RESOLUTION:

“ RESOLVED THAT in pursuance of the 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, conversion 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 delegate 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 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."

The Chairman informed that the Shareholders were requested vide Notice dated 14th November 2011 to cast their consent/assent through postal ballot form sent to them alongwith the Notice and to return the same duly completed so as to reach the Scrutinizer on or before 28th December 2011 and thereafter the Sscrutinizer will submit his report to the Chairman after completion of the Scrutiny.

The Chairman, thereafter stated that the Scrutinizer Mr Ramesh Bhatia has carried out the Scrutiny of all the postal Ballot forms received and that he had submitted his report dated 31st December 2011 to the Chairman which is now placed before the members. The members present duly considered and took on record the said report.

The following results of the postal ballot as per the Scrutinizer's Report were considered and taken note of by the members present.

Number of Postal Ballots received (Represented by Total Shares 74101000)	22
Number of open ballots received	00
Number of envelops	22
Ballots unsigned/blank	NIL
Effects no clear	NIL
Votes approving Resolutions 1 (Ordinary Resolution)	50029579
Votes against Resolution 1 (Ordinary Resolution)	300
Votes approving Resolution 2 (Special Resolution)	50029579
Votes against Resolution 2 (Special Resolution)	300

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The Chairman thereafter stated that the Ordinary and Special Resolutions (s) as set out in the Notice dated 14th November 2011 are therefore duly approved by the requisite majority of shareholders.

DATE: 31st December 2011


CHAIRMAN