

ANNUAL REPORT



2015-16

ALPA LABORATORIES LTD.

33/2, A. B. Road, Pigdamber-453 446, Indore (M.P.)

Annual Report 2015-16

(Information as on date of signing Board Report)

THE BOARD OF DIRECTORS

Mr. Paresh Chawla, Managing Director
Mr. Mahendra Singh Chawla, Whole Time Director
Mr. Pravin C. Shah, Whole Time Director
Mr. Devendra Baheti, Independent Director
Mr. Sharad Chand Lunawat, Independent Director
Mr. Krishna Das Malani, Independent Director
Mrs. Jyoti Jain, Woman Independent Director

REGISTERED & CORPORATE OFFICE

33/2 Pigdamber, A.B. Road, Rau
Indore (M.P.) 453446, India
CIN: L85195MP1988PLC004446
Phone: +91-731-429-4567
Fax: +91-731-429-4444

Email:is@alpalabs.in Website: www.alpalabs.in

Factory:

33/2 Pigdamber, A. B. Road, Rau-
Indore (M.P.) 453446, India-

COMPLIANCE OFFICER

Ms. Megha Neema, Company Secretary

STATUTORY AUDITORS OF THE COMPANY

C. H. Padliya & Co., Chartered Accountants

COST AUDITORS OF THE COMPANY

Sudeep Saxena & Associates, Practicing Cost
Accountants

BANKERS

a) Bank of Baroda
A.B Road Indore Branch, Indore
b) Kotak Mahindra Bank
M.G Road Indore

REGISTRAR & TRANSFER AGENT

Bigshare Services Private Limited
E/2 Ansa Industrial Estate, Saki Vihar Road
Andheri (East), Mumbai 400072

CONTENTSPAGE

Notice to Shareholders	1
Management Discussion Analysis	11
Directors' Report	13
MGT-9 Extract of Annual Return	25
Corporate Governance Report	37
Standalone Independent Auditors' Report	50
Balance Sheet	58
Profit & Loss Account.....	59
Cash Flow Statement.....	60
Notes to the Account	61
Consolidated Independent Auditors' Report.....	80
Balance Sheet.....	85
Profit & Loss Account.....	86
Proxy Form for the AGM.....	Inside Back Cover
Attendance Slip for the AGM.....	Inside Back Cover

Cautionary Statement

Certain statements in this annual report may constitute "forward-looking statements". These forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause actual results to differ materially from those that may be suggested by the forward-looking statements. These risks and uncertainties include, but are not limited to our ability to successfully implement our strategy, our growth and expansion plans, our ability to obtain regulatory approvals, technological changes, cash flow projections, our exposure to market risks as well as other risks.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 28th Annual General Meeting of the members of the Company will be held on Friday, **30th Day of September 2016**, at the registered office at 33/2 Pigdamber, A.B. Road, Rau, Indore, M.P. 11:45 AM to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Financial Statement on standalone and consolidated basis, as at **31st March 2016** and the Profit & Loss Account for the year ended on that date together with the Report of the Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Mahendra Singh Chawla (DIN 00362058), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint C. H. Padliya & Co. Chartered Accountants (Firm Registration No. 003151C), as the statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

RESOLVED THAT Mr. Paresh Chawla, (DIN 00520411), a Director who was appointed as an additional Director in capacity of Additional Executive Director in the meeting of the Board of Directors of the Company held on dt. 28th May, 2016 and who holds office as such upto the date of Annual General Meeting and in respect of whom notices under Section 160 of the Companies Act, 2013 have been received from a member signifying his intention to propose Mr. Paresh Chawla, as a candidate for the office of Director of the company, be and is hereby appointed as a regular Director of the Company.

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

RESOLVED THAT Mrs. Jyoti Jain, (DIN 07554658), a Director who was appointed as an additional Director in capacity of Women Independent Director in the meeting of the Board of Directors of the Company held on dt. 20th July, 2016 and who holds office as such upto the date of Annual General Meeting and in respect of whom notices under Section 160 of the Companies Act, 2013 have been received from a member signifying his intention to propose Mrs. Jyoti Jain, as a candidate for the office of Women Independent Director of the company, be and is hereby appointed as a Women Independent Director of the Company.

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactments thereof, Sudeep Saxena and Associates, Cost Accountants, Indore (Firm Reg No. 100980), be and are hereby confirmed as Cost Auditor of the Company, as appointed by the Board of directors of the Company, to conduct the audit of the cost records of the Company, as applicable, for the Financial Year ending 31st March 2017, be confirmed and be paid remuneration of ₹ 70,000 per year plus reimbursement of out of pocket expenses.”

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the Members of the Company be and is hereby accorded for confirmation of Appointment of Mr. Paresh Chawla (DIN 00520411) as Managing Director and for enhancement of Remuneration of Mr. Paresh Chawla as Managing Director, up to ₹. 700,000 per month, wef 1st October, 2016.

FURTHER RESOLVED THAT even in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Paresh Chawla, shall be the minimum remuneration payable by the Company.

FURTHER RESOLVED THAT Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may be considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

8. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the Members of the Company be and is hereby accorded for enhancement of Remuneration of Mr. M. S. Chawla (DIN 00362058) as Whole Time Director up to ₹. 700,000 per month, wef 1st October, 2016.

FURTHER RESOLVED THAT even in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. M. S. Chawla shall be the minimum remuneration payable by the Company.

FURTHER RESOLVED THAT Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may be considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

9. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions if any, of the Companies Act, 2013, and subject to approval of members in general meeting, the new set of Memorandum of Association, of the Company (as per Format required under Companies Act, 2013), as per the draft placed before the meeting, be and is hereby approved and adopted as the Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT Board of Director be and is hereby authorized to sign all the necessary documents and to do necessary acts/deeds, etc. to give effect to the above-mentioned resolution.”

10. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions if any, of the Companies Act, 2013, the new set of Articles of Association of the Company, as per the draft placed before the meeting, be and is hereby approved and adopted as the Articles of Association of the Company in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Board of Director be and is hereby authorized to sign all the necessary documents and to do necessary acts/deeds, etc. to give effect to the above-mentioned resolution."

For and on behalf of the Board of Directors of
ALPA LABORATORIES LIMITED

Pigdamber, Rau, Indore,
12th August, 2016

Paresh Chawla
Managing Director

CIN : L85195MP1988PLC004446
Registered Office : 33/2 Pigdamber, A.B. Road, Rau
Indore (M.P.) 453446, India
Phone: +91-731-429-4567
Email: is@alpalabs.in Website: www.alpalabs.in

NOTES:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and a proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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. Proxies, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
- (2) Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") is annexed hereunder and forms part of the Notice.
- (3) The 'Register of Members' and 'Share Transfer Books' will remain closed from Friday, 23rd September 2016 to Friday, 30th September 2016 (both days inclusive) for the purpose of Annual general Meeting.
- (4) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
- (5) Members who hold the shares in dematerialized form are requested to bring details of their DP and client ID number for easier identification and attendance at the meeting.
- (6) Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (7) The information regarding the directors retiring by rotation and eligible for re-appointment as well as directors being appointed is furnished in the Explanatory Statement and Report on Corporate Governance.
- (8) Members seeking specific information are requested to write to the Company by email at is@alpalabs.in at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
- (9) Members are requested to: a) Immediately notify any changes in their address/ bank mandate to their respective Depository Participants (DPs) in respect of electronic share accounts and to the Registrar & Share Transfer Agent with all necessary details, in respect of physical share folios, b) Quote their ledger folio number in all their correspondence, c) bring their copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
- (10) Nomination facility is available as per the provision of the Companies Act, 2013. Those who wish to avail themselves of this facility may send in their Nomination Forms either to the Registrar or to the Company at its Registered Office.
- (11) Electronic copy of this Notice of AGM inter alia indicating the process and manner of e-voting along with the Annual Report, Attendance Slip, Proxy Form and Ballot Form is being sent to the members whose email IDs are registered with the Company/ Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above is being sent in the permitted mode. Members may also note that the above documents are also available for downloading on Company's website at www.alpalabs.in
- (12) Documents referred to in this Notice of AGM are open for inspection by the members at the registered office of the Company on all working days between 11:00 A.M and 1:00 P.M up to the date of the meeting.
- (13) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (14) The route map showing directions to reach the venue of 28th AGM is annexed.

- (15) The instrument appointing proxy should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- (16) In case of joint holders attending the AGM, the member whose name appears as the first holder on the order of names as per the Registers of Members of the company will be entitled to vote.
- (17) Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- (18) CS Shilpesh Dalal has been appointed as the Scrutinizer to scrutinize the e-voting process (including ballot form received from the members who do not have access to the e-voting facility) in a fair and transparent manner.
- (19) The Scrutinizer shall immediately count the Vote casted at the AGM and within a period not exceeding two (2) working days from the conclusion of the AGM unblock the information in the presence of at least two (2) witnesses not in the employment of the Company and submit the Consolidated Report of E-Voting and Poll to the Chairman of the Company.
- (20) The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.alpalabs.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange Ltd. (BSE) and The National Stock Exchange of India Ltd. (NSE).

(21) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting system provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

In case of members having Shareholding in Demat Account and receiving e-mail:

- (i) The voting period begins on Tuesday 27th Day of September, 2016 at 9:00 a.m. and ends on Thursday 29th Day of September, 2016 at 5:00 p.m.

During this period shareholder's of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record time) of Friday, 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) 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
- (vi) Next enter the Image Verification as displayed and Click on Login
- (vii) 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.

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>- 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 last 8 digits of the demat account/folio number in the PAN field</p> <p>- In case the folio 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 folio number 100 then enter RA00000100 in the PAN field</p>
Dividend Bank Details Or Date of Birth (DOB)	<p>Enter the as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio</p> <p>- Please enter the DOB or Dividend Bank Details in order to login.</p> <p>If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab
- (x) 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
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Alpa Laboratories Limited> on which you choose to vote
- (xiii) 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
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xv) 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
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page
- (xviii) 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

(xix) Note for Non-Individual Shareholders and Customers

- Non-Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.co.in> 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 favor of the Custodian, if any, 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

(xxi) 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 Stores respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

For and on behalf of the Board of Directors of
ALPA LABORATORIES LIMITED

Place: Pigdamber, Rau, Indore,
Date: 12th, August 2016

Paresh Chawla
Managing Director

CIN : L85195MP1988PLC004446
Registered Office : 33/2 Pigdamber, A.B. Road, Rau
Indore (M.P.) 453446, India
Phone: +91-731-429-4567
Email: is@alpalabs.in Website: www.alpalabs.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

The Board had appointed Mr. Paresh Chawla, (DIN 00520411), as an Additional Director of the company. In terms of the provisions of Section 160 of the Companies Act, 1956; Mr. Paresh Chawla holds office as an Additional Director up to the date of the ensuing Annual General Meeting.

As per provisions of Section 160 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, a member proposed to appoint him as regular Director in the company.

Particulars of Mr. Paresh Chawla are as follows :

Name	Mr. Paresh Chawla
Age	42 Years
Education/ University (Main Degree)	B.Com.
Diploma/other qualification	No.
Experience (Brief)	22 Years Experience in Marketing and sales operation of pharmaceutical products
Present service/occupation	Director in Alpa Laboratories Limited
Other Directorships	Designated Partner in Seabright Landmark Projects LLP
Number of Shares held in Company	30,44,980

Your Directors, therefore recommend for approval of members for the appointment of Mr. Paresh Chawla, as a Director of the Company by passing the resolution set out at item no. 4 of the notice as an Ordinary Resolution.

Your Directors recommend the resolution for approval. None of the Directors, Key Managerial Persons, Relatives thereof, except Mr. M.S. Chawla, being father of Mr. Paresh Chawla, are interested in the resolution.

As per opinion of Your Board of Directors, he fulfils the conditions specified in this Act for such an appointment.

Item No. 5

The Board had appointed Mrs. Jyoti Jain, (DIN 07554658), as an Additional Director of the company. In terms of the provisions of Section 160 of the Companies Act, 1956; Mrs. Jyoti Jain holds office as an Additional Director up to the date of the ensuing Annual General Meeting.

As per provisions of Section 160 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, a member proposed to appoint her as regular Director in the company.

Particulars of Mrs. Jyoti Jain are as follows :

Name	MRS JYOTI JAIN
Age	50 Years
Education/ University (Main Degree)	B.A
Diploma/other qualification	No.
Experience (Brief)	10 Years Experience in Teaching in Economics and having an experience in Finance Sector also.
Present service/occupation	Teaching and serving as Independent Director in Alpa Laboratories Limited.
Other Directorships	No.
Number of Shares held	Nil