

ANNUAL REPORT 2021-22

ALPA LABORATORIES LIMITED

COMMITTED TO EXCELLENCE





Welcome to Alpa Laboratories Limited

Quality has always been the hallmark of Alpa. Alpa believes in providing medicines with the right quality at affordable prices. Even today, after more than 50 years and a portfolio of more than 1500 products, quality with affordability remains the underlying philosophy of the company.

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Corporate Information

Board of Directors

1. Shri Mahendra Singh Chawla – Chairman
2. Shri Paresh Chawla- Managing Director
3. Shri Pravin Shah – Director
4. Shri Devendra Baheti- Independent Director
5. Shri Sharad Chand Lunawat- Independent Director
6. Shri Krishna Das Malani- Independent Director
7. Smt. Jyoti Jain- Independent Director

Audit Committee

1. Shri Krishna Das Malani - Chairperson
2. Shri Sharad Chand Lunawat - Member
3. Shri Mahendra Singh Chawla - Member

Nomination and Remuneration Committee

1. Shri Sharad Chand Lunawat - Chairperson
2. Smt. Jyoti Jain - Member
3. Shri Krishna Das Malani - Member

Stakeholder Relationship Committee

1. Shri Sharad Chand Lunawat - Chairperson
2. Shri Pravin Shah - Member
3. Shri Mahendra Singh Chawla - Member

Corporate Social Responsibility Committee

1. Shri Pravin Shah - Chairperson
2. Shri Sharad Chand Lunawat - Member
3. Shri Devendra Kumar Baheti - Member

Chief Financial Officer

Shri Bakulesh Shah

Company Secretary

Ms. Swati Bagh

Cost Auditors

M/s Sudeep Saxena & Associates

Secretarial Auditors

M/s Shilpesh Dalal & Co., Company Secretaries

Statutory Auditors

M/s Anuradha Ratnaparkhi & Associates,
Chartered Accountants

Registered Office

33/2, A.B Road, Pigdamber
Rau, Indore-453446
Madhya Pradesh, India
Phone: 0731-4294567
Fax: 0731-4294444

Website:

www.alpalabs.in

Registrar and Transfer Agent

Bigshare Services Private Limited
Office No S6-2, 6th Floor, Pinnacle
Business Park Next to Ahura Centre
Mahakali Caves Road, Andheri (East)
Mumbai-400093, Maharashtra
Phone No: 022-62638200
Fax: 022-62638299

Investor Services Email ID

is@alpalabs.in

Secondary Email ID

cs@alpalabs.in

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 34th Annual General Meeting of the members of the Company will be held on Thursday, 29th Day of September 2022 at 14: 00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the financial year ended March 31, 2022 and Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statement for the financial year ended March 31, 2022 and Reports of the Board of Directors and the Auditors thereon.
3. To appoint a director in place of Mr. Paresh Chawla (DIN: 00520411), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s CH Padliya & Co. Chartered Accountants (FRN-003151C) as the statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 39th Annual General Meeting at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time for appointment of statutory auditors, M/s. CH Padliya & Co. Chartered Accountants , (Firm Registration No. 003151C) who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of the thirty four Annual General Meeting (AGM) of the Company till the conclusion of the thirty nine Annual General Meeting, to examine and audit the accounts of the Company at Indore office and the divisions, on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them."

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

APPOINTMENT OF MR. VITTHAL KOTHANA AS DIRECTOR OF THE COMPANY

"RESOLVED THAT Mr. Vitthal Kothana, (DIN: 09489318) who was appointed as an Additional Director of the company with effect from 13th August,2022 pursuant to provisions of Sections 161 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Articles of Association of the Company and who holds office up to 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 the Director be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation.”

6. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE YEAR 2022-23

“**RESOLVED THAT** pursuant to the provisions of Section 148 (3) and other applicable provisions of the Companies Act, 2013, and Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactments thereof, M/s 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 as on 31st March, 2023, be confirmed and be paid remuneration of Rs. 70,000 per year plus reimbursement of out-of-pocket expenses.”

7. To consider and if thought fit, to pass the following resolution as Special Resolution:

RE -APPOINTMENT OF KRISHNA DAS MALANI AS AN INDEPENDENT DIRECTOR AT ATTAINING THE AGE OF 75 YEARS

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Krishna Das Malani (holding DIN: 03455620) be continued as an Independent Director of the Company for the term of 5 years with effect from 1st April, 2019 to 31st March 2024, notwithstanding that on 19 July 2022 he attained the age of 75 years”

**By the order of the Board of Directors
For Alpa Laboratories Limited**

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

**Mahendra Singh Chawla
Chairman**

**Pigdamber, Rau, Indore,
13th August, 2022**

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The detailed procedure to attend the AGM is mentioned in the Voting Process in Section A.
2. Pursuant to MCA Circular No. 14/2020 dated 8th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting.
3. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorize their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
4. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. All the members are encouraged to cast their vote through VC/OAVM at the AGM.
5. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
6. The Explanatory Statement pursuant to Section 102(1) and (2) of the Act in respect of the item 5 to 7 is annexed hereto and forms part of the notice.
7. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company, any members who wishes to inspect can write a mail to cs@alpalabs.in with the subject line inspection of documents with their folio number.
8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2022, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The detailed procedure for voting is available in Note No. 22 (Section A) .
9. Members seeking specific information are requested to write to the Company by email at cs@alpalabs.in at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
10. The Notice of 34th AGM and the Annual Report of the Company for the year ended 31st March, 2022 is uploaded on the Company's website www.alpalabs.in and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

11. In compliance with the MCA Circulars and SEBI Circular dated 12th May, 2020, read with SEBI circular dated 13th May, 2022 Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Members may note that the Notice of 34th AGM and the Annual Report of the Company for the year ended 31st March, 2022 is uploaded on the Company's website www.alpalabs.in and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e., BSE and NSE of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com
12. M/s. Shilpesh Dalal & Co. Practicing Company Secretary (Membership No. F5316) 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.
13. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, not later than two days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting. The said report after declaration will be accessible on the company website www.alpalabs.in along with www.bseindia.com and www.nseindia.com.
14. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
15. SEBI vide its circular dated 8th June, 2018 amended Regulation 40 of the Listing Regulation pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
17. Since AGM will be held through VC/OAVM, the route map is not annexed in this notice.
18. The Members can join the AGM 15 Minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice.
19. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at Members are requested to submit the said details to their respective DPs, in case the shares are held by them in dematerialised form and to the Company / RTA in case the shares are held by them in physical form.
20. As required in terms of Secretarial Standard - 2 and Listing Regulations, the information (including profile and expertise in specific functional areas) pertaining to Director recommended for re-appointment in the AGM has been provided in the explanatory statement to the Notice.
21. Process for those Members whose email ids are not registered with the Depositories or the Company for obtaining login credentials for e-voting:
 - Members holding shares in physical form may request for the same along with providing necessary details like Folio No., Name of Member, self attested scan copy of PAN Card and Aadhar Card by email to cs@alpalabs.in

- Members holding shares in demat form may request for the same along with providing Demat account details (CDSL-16 digit beneficiary ID or NSDL-8 Character DPID + 8 Character Client ID), Name of Member, client master or copy of Consolidated Account statement, self attested scan copy of PAN Card and Aadhar Card by email to cs@alpalabs.in.

22. Process for updation of email ids / mobile no of the members whose email ids / mobile no. are not registered with the Company or Depositories:

- Members holding shares in physical form - Update your email id and mobile no by providing necessary details like FolioNo., Name of member, self-attested scan copy of PAN card and Aadhar card by email to vinod.y@bigshareonline.com.
- Members holding shares in demat form – Update your email id & mobile no. with your respective Depository Participant (DP); for individual shareholders holding shares in demat form, updation of email id & mobile no. is mandatory for e-voting and joining virtual meetings through depositories.

23. Upto 1000 members will be able to join on a first come first serviced basis to the AGM.

24. Voting process and instruction regarding remote e-voting:

SECTION-A: Voting Process:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Monday 26th Day of September, 2022 at 9:00 a.m.** and ends on **Wednesday 28th Day of September, 2022 at 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 of Thursday, 22nd September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.