



Alpa Laboratories Ltd.

33/2, A. B. Road, Pigdamber - 453 446 Distt. INDORE - (M.P.) INDIA
Phone No. : +91-731-429 4567, Fax No.: +91-731-429 4444, Email : mail@alpalabs.com

CIN-L85195MP1988PLC004446

FORM A

1. Name of the Company: **Alpa Laboratories Limited**
2. Annual financial statements for the year ended: **31st March, 2014**
3. Type of Audit observation: **None**
4. Frequency of observation: **Not Applicable**
5. Signed by:

a. **Managing Director**

b. **CFO**

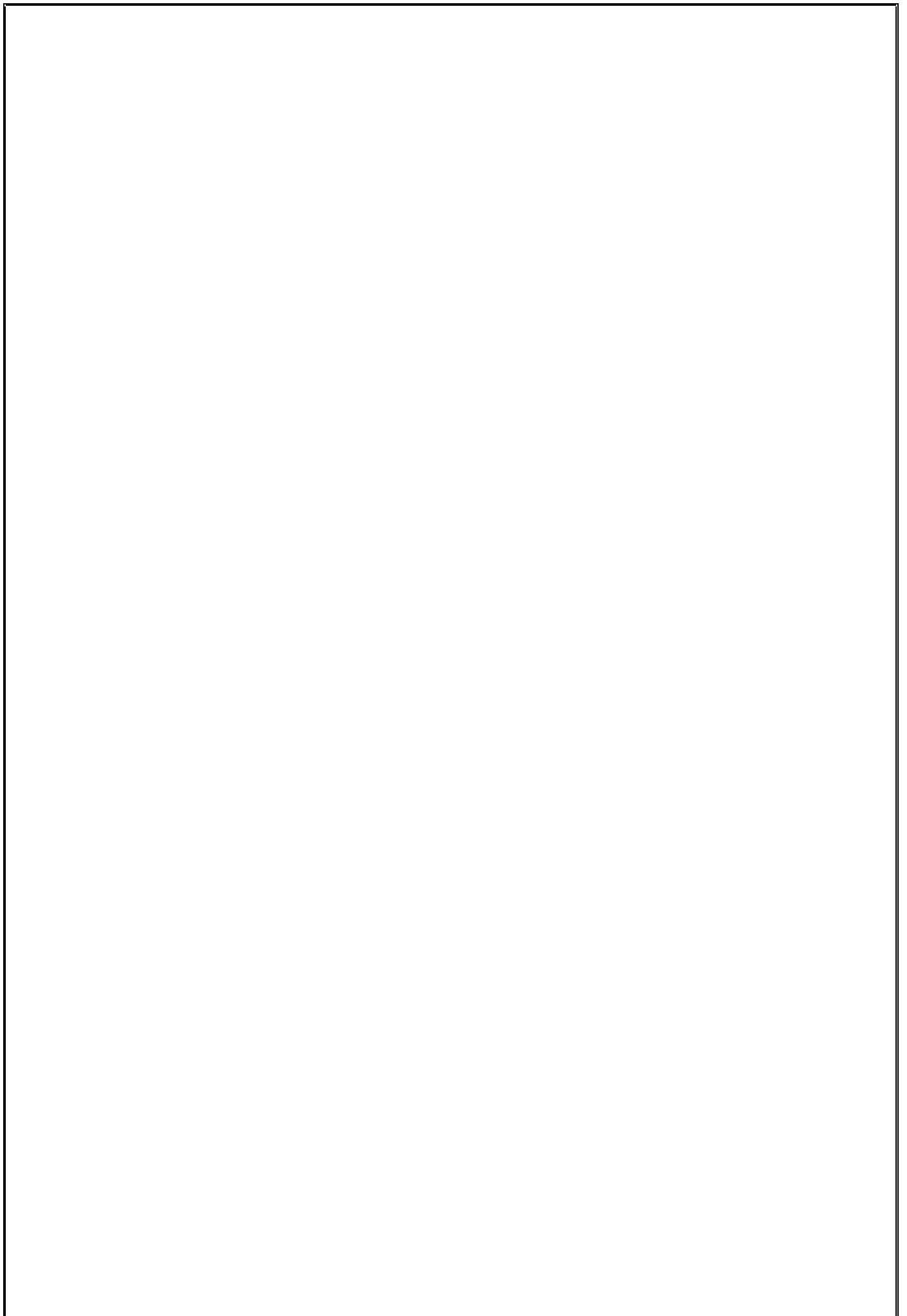
c. **Auditor of the company**

d. **Audit Committee Chairman**

Annual Report 2013-14



Alpa Laboratories Limited



Annual Report 2013-14

THE BOARD OF DIRECTORS

Mr. Purushottam R. Patel, Chairman & Managing Director
Mr. Mahendra Singh Chawla
Mr. Pravin C. Shah
Mr. Devendra Baheti
Mr. Sharad Chand Lunawat
Mr. Krishna Das Malani

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.com Website: www.alpalabs.com

UNIT-I

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

UNIT-II

481, 470, 471 Sector III, Pithampur
Dist. Dhar (M.P.) 454775, India

COMPLIANCE OFFICER

Ms. Monali Patel, 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

Bank of Baroda
A. B. Road Branch
Indore (M.P.) 452001

REGISTRAR & TRANSFER AGENT

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

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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 26th Annual General Meeting of the members of the Company will be held on the 30th Day of September 2014 at the registered office at 11:45 AM to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at 31st March 2014 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. M. S. Chawla (DIN 00362058), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint C. H. Padliya & Co., Chartered Accountants, 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 a 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 re-appointment of Mr. P. R. Patel (DIN 00362015) as Chairman and Managing Director for a period of 3 consecutive years from 01st March 2015 at a remuneration up to Rs. 2,50,000 per month.

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

FURTHER RESOLVED THAT the 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.”

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a 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 re-appointment of Mr. M. S. Chawla (DIN 00362058) as Whole Time Director for a period of 3 consecutive years from 01st March 2015 at a remuneration up to Rs. 2,50,000 per month.

FURTHER RESOLVED THAT 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 the 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.”

6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a 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 re-appointment of Mr. P. C. Shah (DIN 01232138) as Whole Time Director for a period of 3 consecutive years from 01st March 2015 at a remuneration up to Rs. 2,50,000 per month.

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

FURTHER RESOLVED THAT the 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.”

7. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement as may be amended from time to time, Mr. S. C. Lunawat (DIN 00444502), who was holding a position of Independent Directors 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 of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 consecutive years up to 31st March, 2019.”
8. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement as may be amended from time to time, Mr. D. K. Baheti (DIN 01752872), who was holding a position of Independent Directors 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 of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 consecutive years up to 31st March, 2019.”
9. 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement as may be amended from time to time, Mr. K. D. Malani (DIN 03455620), who was holding a position of Independent Directors 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 of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 5 consecutive years up to 31st March, 2019.”
10. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** that pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in super-session of all earlier resolutions passed in this regard by the Company in general meetings, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time all such sums of money for the purpose of the business of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board of Directors and outstanding shall not at any time exceed the sum of Rs. 151 crores.”
11. 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 2015, be confirmed and be paid remuneration of Rs. 90,000 per year plus reimbursement of out of pocket expenses.”

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

Pigdamber, Rau, Indore, 08th August 2014

P. R. Patel, Chairman & Managing Director

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) 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 26th September 2014 to 30th September 2014 (both days inclusive).
- (4) The information required to be provided under Clause 49 of the Listing Agreement with the Stock Exchanges regarding the directors retiring by rotation and eligible for re-appointment as well as directors being appointed is furnished in the Report on Corporate Governance.
- (5) Members seeking specific information are requested to write to the Company by email at is@alpalabs.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
- (6) 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.
- (7) Nomination facility is available as per the provision of the Companies Act, 1956. Those who wish to avail themselves of this facility may send in their Nomination Forms (Form 2B) either to the Registrar or to the Company at its Registered Office.
- (8) 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.com
- (9) 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.
- (10) Voting through electronic means:
- I. 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 26th 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 receiving e-mail:
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on “Shareholders” tab
 - (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
 - (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)

 - 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
 - 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

DOB#: Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format

Dividend Bank Details#: Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio

 - Please enter the DOB or Dividend Bank Details in order to login. 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

- (viii) After entering these details appropriately, click on “SUBMIT” tab
- (ix) 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
- (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 <Company Name> 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
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote

- II. The voting period begins on 24th September 2014 (9:00 am) and ends on 26th September 2014 (6:00 pm). 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 29th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- III. 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
- IV. 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.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, and send it to the Chairman of the Company.
- VI. The Results shall be declared at or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.alpalabs.com 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).

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

Pigdamber, Rau, Indore, 08th August 2014

P. R. Patel, Chairman & Managing Director

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

As per provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013, every public company having paid up capital of Rs. 10 Crores or more is required to have a Managing Director and Key Managerial Persons.

At the Board Meeting held on 08th August 2014, the Board had approved the reappointment and terms of remuneration of Mr. P. R. Patel as the Managing Director and Key Managerial Person of the Company for a period of 3 consecutive years w.e.f. 1st March 2015. The reappointment was made on recommendation of Nomination and Remuneration Committee and subject to approval of members on following terms and conditions.

A. Remuneration: ₹ 2,50,000 per month

The Aggregate of the remuneration as aforesaid shall be within the limits as laid down under Sections 196, 197, 198, read with Schedule V of the Act. In compliance with the provisions of Section 196, 197, 198 read with Schedule V of the Act, the reappointment and remuneration of Managing Director is now being placed before the members in general meeting for their approval by way of Special Resolution.

Mr. P. R. Patel is a promoter director of the Company and has more than 57 years of experience in the pharmaceutical Industry and is a co-founder of the Company. He provides strategic direction and vision to the Company. He is not holding any other directorship.

None of the Directors or Key Managerial Persons is concerned or interested in the resolution except, Mr. P.R. Patel who is being reappointed and his son Mr. Jayesh Patel who is the Chief Executive Officer of the Company.

Item No. 5

As per provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013, every public company having paid up capital of Rs. 10 Crores or more is required to have a Managing Director and Key Managerial Persons.

At the Board Meeting held on 08th August 2014, the Board had approved the reappointment and terms of remuneration of Mr. M. S. Chawla as Whole time Director and Key Managerial Person of the Company for a period of 3 consecutive years w.e.f. 1st March 2015. The reappointment was made on recommendation of Nomination and Remuneration Committee and subject to approval of members on following terms and conditions.

A. Remuneration: ₹ 2,50,000 per month

The Aggregate of the remuneration as aforesaid shall be within the limits as laid down under Sections 196, 197, 198, read with Schedule V of the Act. In compliance with the provisions of Section 196, 197, 198 read with Schedule V of the Act, the reappointment and remuneration of Whole Time Director is now being placed before the members in general meeting for their approval by way of Special Resolution.

Mr. M. S. Chawla is a promoter director of the Company and has more than 48 years of experience in the pharmaceutical Industry and is a co-founder of the Company. He provide operational direction to the Company. He is not holding any other directorship.

None of the Directors or Key Managerial Persons is concerned or interested in the resolution except, Mr. M. S. Chawla who is being reappointed.

Item No. 6

As per provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013, every public company having paid up capital of Rs. 10 Crores or more is required to have a Managing Director and Key Managerial Persons.

At the Board Meeting held on 08th August 2014, the Board had approved the reappointment and terms of remuneration of Mr. P. C. Shah as Whole time Director and Key Managerial Person of the Company for a period of 3 consecutive years w.e.f. 1st March 2015. The reappointment was made on recommendation of Nomination and Remuneration Committee and subject to approval of members on following terms and conditions.

A. Remuneration: ₹ 2,50,000 per month

The Aggregate of the remuneration as aforesaid shall be within the limits as laid down under Sections 196, 197, 198, read with Schedule V of the Act. In compliance with the provisions of Section 196, 197, 198 read with Schedule V of the Act, the reappointment and remuneration of Whole Time Director is now being placed before the members in general meeting for their approval by way of Special Resolution.

Mr. P. C. Shah is a promoter director of the Company and has more than 40 years of experience in the pharmaceutical Industry and is a co-founder of the Company. He provides quality management expertise to the Company. He is not holding any other directorship.

None of the Directors or Key Managerial Persons is concerned or interested in the resolution except, Mr. P. C. Shah who is being reappointed and his brother Mr. Bakulesh Shah who is the Chief Finance Officer of the Company.

Item No. 7, 8 & 9

The Board of directors of the Company comprises six directors out of which, three are Non-Executive Independent Directors of the Company.

Mr. S. C. Lunawat joined the Board on 29th July 2008 as an Independent Director and has served as director of the Company for over 7 years. He has rich experience in legal and taxation matters and industrial administration. He is not a director in any other public limited company and does not hold any equity shares of the Company.

Mr. D. K. Baheti joined the Board on 28th December 2010 as an Independent director. Mr. Baheti has an experience of more than 39 years in various business associations and social organizations. He is not a director in any other public limited company and does not hold any equity shares of the Company.

Mr. K. D. Malani joined the Board on 28th December, 2010 as an Independent Director. He has a rich experience of over 43 years in Banking and Finance. He is not a director in any other public limited company and does not hold any equity shares of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, the above mentioned Independent Directors being eligible and offering themselves for appointment, are proposed to be appointed as an Independent Director for five consecutive years term up to 31st March 2019.

In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the Company's management. The Board considers that their continued association would be of immense benefit to the Company and recommends the resolutions as set out in Item 7, 8 and 9 as Ordinary Resolutions in relation to appointment of Mr. S. C. Lunawat, Mr. D. K. Baheti and Mr. K. D. Malani respectively as Independent Directors for the approval by the shareholders of the Company.

Except themselves, being appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 10

Increasing business operations and future growth plans of the Company would necessitate borrowing from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, both in the domestic and international markets, as may be considered suitable by the Board. However as per the provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business except with the permission of the Shareholders in General Meeting by way of special resolution, borrow monies in excess of the aggregate of the paid-up capital and free reserves of the Company.

Hence, the Board of Directors of the Company needs to be authorized to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), from time to time on behalf of the Company not exceeding Rs. 151 Crores that may be over and above the paid up capital and free reserves of the Company.

The Board accordingly recommends the Special Resolution as mentioned at Item no.10 of this Notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors or Key Managerial Persons and their relatives is either directly or indirectly concerned or interested, in the proposed resolution in any manner except as a member of the Company.

Item No. 11

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board has appointed Sudeep Saxena & Associates, Cost Accountants on the recommendations of the Audit Committee, for conduct of Cost Audit of cost records of company for Financial Year 2014-15 at a remuneration of Rs. 90,000 plus out of pocket expenses.

The Board of Directors recommends the resolution set out at Item No. 11 of the accompanying Notice for the approval of the members as an Ordinary Resolution. None of the Directors or Key Managerial Persons is concerned or interested in the resolution.

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

Pigdamber, Rau, Indore, 08th August 2014

P. R. Patel, Chairman & Managing Director

DIRECTORS' REPORT

The Directors present the 26th Annual Report of the Company along with the Audited Accounts for the year ended 31st March 2014.

1. FINANCIAL SUMMARY

(₹ in lacs)	Year Ended 31 st March	2014	2013
Gross total revenue		5,727.61	5,657.83
Profit/(Loss) before tax		(495.12)	(321.26)
Profit/(Loss) after tax		(515.48)	(436.80)
Balance Brought Forward From Previous Year		1,745.94	2,182.74
Profit carried to Balance Sheet		1,230.46	1,745.94

2. PAST HISTORY AND FUTURE PROSPECT

The Company generated a revenue of ₹5,727.61 lacs for the Financial Year and incurred a loss of ₹515.48 lacs after taxes. The last couple of years have been tough for the Company, with the added operational expenses of Unit-II. The performance of Unit-I has been steady, but Unit-II still requires substantial additional resources for product registrations in the regulated markets and market development. Increasing debt compounded with heightened finance/ interest cost creates additional pressure on the resources of the Company. Further, sky-rocketing cost of compliance in regulated markets which is the target for Unit-II creates substantial uncertainties for the long term interest of the Company and other stakeholders.

3. MANAGEMENT REVIEW

Forward Looking Statements

Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Manufacturing Facilities

The Company already has a state of the art WHO-GMP certified manufacturing facilities at Pigdamber, Indore (Unit-I) and Pithampur (Unit-II).

At Unit-I, the Company manufactures a wide range of dosage forms like Injections, Tablets, Ointments and Capsules. At present the Company is tapping the domestic market, export markets like East & West Africa, Latin America, South East Asia and domestic and international Government Tender business from this facility. The Company also has a state of the art testing laboratory.

At Unit-II, the Company is developing and manufacturing hi-potency oral formulations in tablet form. This facility was commercialized during the year. This state of the art plant is compliant to the most rigorous regulatory requirements from anywhere in the world and specifically designed and engineered for the manufacture of hormonal and other hi-potency oral solid dosages.

Regulatory Approvals

Unit-I continues to enjoy the approval of major international regulatory agencies and several dosage forms are being manufactured for export. This WHO-GMP certification of the plant has also been renewed. Unit-II has received its WHO-GMP certification has received approval from Colombia and has also been inspected by the German audit agency.

Domestic Markets

The Company has a wide range of pharmaceutical products in its portfolio. A focused approach and increased marketing efforts has resulted in an increasingly wider reach. In the coming years, the Company would continue to build its reputation and strong brand equity in order to attain a leadership position. The Company has been successfully marketing human products through a generics distribution model.

International Markets

The Company continues to lay emphasis on its overseas business. The Company works closely with all its overseas associates to sustain and grow its exports. In the last financial year, the Company has expanded its operations in South East Asia, Africa and Latin America. Unit-II has recently been commercialized and has already exported its products to Africa and several other non-regulated markets. It has also procure an order from the government.

Outlook

The Company is optimistic about the bright future lying ahead. It endeavors to grow by building on its strengths, specially at Unit-I. The Domestic business is becoming more competitive with the entry of newer players from the emerging economies. On the other hand, the government induced changes in select markets and the ongoing consolidation in the industry is bringing forth new challenges in the market place. The generic segment has inherent risks of patent litigation, product liability, continuous development in R&D, capital investment, increasing regulations and compliance related issues, particularly in the developed markets.

Business Strategy

The Company has its vision towards optimizing shareholder value, but the new unit being in a developmental phase, may not have been able to meet the expectations of its shareholders. The Company has been consolidate its products at Unit-I to a more efficient range which has resulted in a higher profit for most products. With the addition of the performance of Unit-II, the Company is well poised to generate better profitability. The Company is deriving its strength from diverse product capability, established client relationship, location advantage and an experienced management team.

Risk Concerns

Uncertainties in business offer opportunities and downside risks. Consequently, the Company recognizes the importance of a well structured system to identify and manage the different elements of risk. Pressure on margins, high raw material prices, availability of substitutes, indiscriminate imports, higher overheads, patent litigation are some factors which could impact adversely especially as we strive to tap into the regulated markets.

Human Resources and Industrial Relations

The Company has given emphasis to upgrading the skills of its technical and marketing personnel. This is in line with its policy of enhancing the individual's growth potential within the framework of corporate goals. The HR policy and practices are constantly reshaped to meet newer demands. Not only better hiring practices, but also improved nurturing practices are in place. Company imparts training towards continuous enhancement of technical and managerial skills. The Directors acknowledge and appreciate the contribution of all employees towards the performance of the Company. During the year under review the Company, maintained cordial relationship with all employees and has not laid off any employee in its entire history.

Internal Control Systems

The Company has reasonable system of internal controls in power, supervision, checks, policies and procedures, which are being tested on routine basis by the management. Moreover, the Company continuously upgrades these systems in line with the best accounting practices. The Audit Committee also reviews the adequacy of internal controls systems and the compliance thereof. Further, the annual financial statements of the Company are reviewed and recommended by the Audit Committee for the consideration and approval of the Board of directors. The Committee also reviews internal controls system, significant accounting policy, major accounting entries, related party transactions, etc.

Adequate Coverage of Risk

The Company's assets are adequately insured against the loss of fire and other risks which are considered necessary by the management from time to time.

Segment-wise Results

The Company operates in the single segment of Drugs and Chemicals which is the Primary Reportable Segment as per Accounting Standard (AS-17), however Secondary Segment reporting is given in Note 36 of the financial statements.

Subsidiary Company

The Company does not have any subsidiaries and is also not a subsidiary of any other company.

4. FIXED DEPOSITS

The Company has not accepted any fixed deposits from public during the year under review.

5. DIRECTORS

Mr. M.S. Chawla (DIN 00362058) retires by rotation and, being eligible, offers himself for re-appointment.

Tenure of Mr. P.R. Patel, Managing Director, Mr. M.S. Chawla, Whole Time Director and Mr. P.C. Shah, Whole Time Director is going to end on 28th February, 2015. Your management proposes to re-appoint them, as such, in ensuing Annual General Meeting for a further period of 3 consecutive years from 01st March 2015.

Mr. S. C. Lunawat, Mr. D. K. Baheti and Mr. K. D. Malani are Independent Directors on the Board of the Company and appointed pursuant to Companies Act, 2013.

A brief note on Directors retiring by rotation and eligible for re-appointment as well as Independent Directors being appointed is furnished in the Report on Corporate Governance.

6. PARTICULARS OF EMPLOYEES

Human resource is the most valuable asset of the Company. The Management has been proactive in equipping the employees to successfully deal with the challenges in the rapidly changing business environment. The Company does not have any employee whose particulars are required to be given under Sec. 217 (2A) of the Companies Act, 1956.

7. DIRECTOR'S RESPONSIBILITY STATEMENT

It is confirmed that the Directors have:

- i. followed applicable accounting standards in the preparation of the annual accounts
- ii. selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st Mar 2014 and of the loss of the Company for that period
- iii. taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- iv. prepared the annual accounts on a going concern basis

8. CORPORATE GOVERNANCE

As per Listing Agreement, the Company has complied with the requirements of Corporate Governance in all material aspects. The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of this report.

9. ENERGY CONSERVATION, TECH. ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The relevant information and data are annexed to this report.

10. COST AUDITORS

Pursuant to the provisions of section 233B of the Companies Act, 1956, Sudeep Saxena & Associates, Practicing Cost Accountants, have been appointed to conduct audit of cost records for the financial year ended 31st Mar 2014. The Cost Audit Reports would be submitted to the Central Government.

11. AUDITORS

C. H. Padliya & Co., Chartered Accountants, auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting and are eligible for reappointment.

12. AUDITORS REPORT

The Report of Auditors of the Company for the year under reference has 4 comments.

13. DIRECTORS COMMENTS ON AUDITORS QUALIFICATION(S)

In reference to point (ix)(a) of the Annexure to their report in reference to irregularity of payment of *Provident Fund, Employee State Insurance and Entry Tax*; due to delays in gathering accurate information in time, some Provident Fund and Employee State Insurance payments were delayed.

In reference to point (ix)(c) of the Annexure to their report in reference to irregular payment of *statutory dues*, as further clarified in the same report, the management has made appeals against the demand of statutory dues in question at various forums and the hearings for these appeals are pending.

In reference to point (xvii) of the Annexure to their report in reference to *short term funds used for long term*, there was a one time realignment of loans to reduce finance costs of the Company.

In reference to point (xxi) of the Annexure to their report in reference *fraud committed on the Company*, an account payee cheque issued by the Company was lost by a courier company and was cashed by an unknown person. A report has been filed and efforts are being made for the recovery of the amount and the arrest of the unknown person.

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

P. R. Patel

Chairman & Managing Director

Pigdamber, Rau, Indore, 08th August 2014

M. S. Chawla

Director

P. C. Shah

Director

ANNEXURE TO THE DIRECTORS' REPORT

Information under section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A. Conservation of Energy

Total energy consumption and energy consumption per unit of production as per Form A:

(The Company has multi-product, multi-facility production, hence it is not possible to determine product-wise energy consumption.)

FORM A

FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

Year Ended 31 st March	2014	2013
POWER CONSUMPTION		
i. Electricity		
a. Purchased Units	27,06,780	18,37,330
• Total Amount (₹ in lacs)	206.43	144.72
• Rate/Unit (in ₹)	7.63	7.88
b. Own Generation Units		
• Through Diesel Generator Units	31,902	22,045
• Total Amount (₹ in lacs)	7.44	4.18
• Cost Per Unit (in ₹)	23.32	18.98
ii. Coal	-	-
iii. Furnace Oil (MT)	56.21	133.86
iv. Others/ Internal Generation	-	-
CONSUMPTION OF ENERGY		
i. Electricity (Units Purchased & Own Generated)	27,38,682	18,59,375

B. Technology Absorption

There has been no specific scope for technology absorption; still the Company is updating the existing machines as much as possible for better productivity and to introduce latest techniques and trends.

C. Foreign Exchange earning and outgo

(₹ in lacs)	Year Ended 31 st March	2013	2013
Earning on Account of Export		1,545.66	1,524.09
Outgoings			
• For Raw Material		209.54	153.26
• For Capital Goods		94.93	47.45
• For Professional and Consultation fees		-	5.55
• For Bank Charges		3.36	2.18
• For Travel Expenses		2.08	1.65

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

P. R. Patel

Chairman & Managing Director

Pigdamber, Rau, Indore, 08th August 2014

M. S. Chawla

Director

P. C. Shah

Director

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges)

1. Corporate Governance Philosophy

Our corporate governance policies recognize the accountability of the Board and importance of its decisions to all constituents and to demonstrate to shareholders who are the ultimate beneficiaries, of our economic activities. The functions of the Board and the Executive Management are well defined and are distinct from one another. The Compliance Report on Corporate Governance herein signifies compliance of all mandatory requirements of Clause 49 of the Listing Agreement.

2. Board of Directors

The Board of Directors is comprised of Promoter Executive Chairman & Managing Director, two Promoter Executive Directors and three Independent Non-executive Directors who have wide and varied experience in different disciplines.

The composition and category of the Board of Directors at the end of the year was as follows:

Category	Name of Director
Promoter Executive Chairman & MD:	Mr. Purushottam R. Patel
Promoter Executive Directors:	Mr. Mahendra Singh Chawla, Mr. Pravin C. Shah
Independent Non-Executive Directors:	Mr. Sharad Chand Lunawat, Mr. Devendra Baheti, Mr. Krishna Das Malani

The Company has no pecuniary relationship or transaction with any of the Independent Non-executive Directors.

A brief write up about the Directors coming up for re-appointment has been provided in the notice to the Shareholders.

The Board of Directors met five times during the period under review on 30/May/13, 14/Aug/13, 14/Nov/13, 12/Feb/14 and 05/Mar/14. Attendance of each Director at the meeting of the Board of Director held during the year and the last Annual General Meeting and also the number of Board of Directors or Committee meetings of which he is a member/ chairman is as under:

Name of Director	Attendance Particulars		No of Directorships in domestic public limited companies (including this Company)	No of Committee Memberships ¹ in domestic public limited companies (including this Company)
	Board Meetings	Last AGM		
Mr. Purushottam R. Patel	5	Yes	1	2
Mr. Mahendra Singh Chawla	5	Yes	1	1
Mr. Pravin C Shah	5	Yes	1	-
Mr. Sharad Chand Lunawat	3	Yes	1	2
Mr. Devendra Baheti	4	Yes	1	3
Mr. Krishna Das Malani	4	Yes	1	1

¹None of the directors is a member of more than ten committees or acting as Chairman of more than five committees across all companies in which he is a director.

Information required under clause 49 IV G of the listing agreement on Directors seeking appointment/ re-appointment

Mr. P. R. Patel, aged 80 years, is a promoter director of the Company and has more than 57 years of experience in the pharmaceutical Industry and is a co-founder of the Company. He provides strategic direction and vision to the Company. He does not hold any other directorship and holds 5,40,870 equity shares of the Company.

Mr. M. S. Chawla, aged 72 years, is a promoter director of the Company and has more than 48 years of experience in the pharmaceutical Industry and is a co-founder of the Company. He provide operational direction to the Company. He does not hold any other directorship and holds 13,66,600 equity shares of the Company.

Mr. P. C. Shah, aged 66 years, is a promoter director of the Company and has more than 40 years of experience in the pharmaceutical Industry and is a co-founder of the Company. He provides quality management expertise to the Company. He does not hold any other directorship and holds 11,00,580 equity shares of the Company.

Mr. S. C. Lunawat, aged 64 years, has rich experience in legal and taxation matters and industrial administration. He is not a director in any other public limited company and does not hold any equity shares of the Company.

Mr. D. K. Baheti, aged 59 years, has an experience of more than 39 years in various business associations and social organizations. He is not a director in any other public limited company and does not hold any equity shares of the Company.

Mr. K. D. Malani, aged 63 years, has a rich experience of over 43 years in Banking and Finance. He is not a director in any other public limited company and does not hold any equity shares of the Company.

Code of Conduct

The Code of Conduct for the Directors and Senior Management of the Company has been laid down by the Board and the same is posted on the website of the Company. The Chairman & Managing Director/ CEO has declared that the Board members and senior management personnel have affirmed compliance with the said code of conduct.

3. Audit Committee (see term of reference)

The Company has complied with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement relating to the composition and terms of reference of the Audit Committee. The committee consists of 2 Independent Non-Executive Directors (1 as Chairman) and 1 Executive Director.

The company is in process of appointment of Independent directors in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

The Terms of Reference of the Audit Committee are in accordance with paragraphs C and D of Clause 49(11) of the Listing Agreement and as specified by the Board of Directors of the Company. The responsibilities of the Committee include financial reporting, standards compliance and review of financial policies of the Company and also to recommend the appointment of Statutory Auditors and Internal Auditors and to fix their remuneration. The committee also reviews all the unaudited and audited financial results before the submission to the Board. Representative of the Statutory Auditors are invited to attend the meetings. The Company Secretary/ Compliance Officer acts as the Secretary of the Audit Committee. The Committee met four times during the year on 30/May/13, 14/Aug/13, 14/Nov/13 and 12/Feb/14. The members of the Committee and their attendance are given below:

Name of the Member	No. of meetings attended	Whether attended AGM
Mr. Devendra Baheti (Chairman)	4	Yes
Mr. Purushottam R. Patel	4	Yes
Mr. Sharad Chand Lunawat	4	Yes

4. Remuneration Committee

A Remuneration Committee was constituted on 31/Jan/12 as required by the Schedule XIII of the Companies Act, 1956 to consider and approve the remuneration package payable to the Executive Whole Time Directors, the Managing Director & top managers of the Company. The Committee comprised of 3 Independent Non-executive Directors (1 as the Chairman). The Non-executive Directors are remunerated by way of sitting fees only which is decided by the Board of Directors from time to time. The Committee met one time during the year on 30/May/13. The members of the Committee and their attendance are given below:

Name of the Member	No. of meetings attended	Whether attended AGM
Mr. Devendra Baheti (Chairman)	1	Yes
Mr. Sharad Chand Lunawat	1	Yes
Mr. Krishna Das Malani	1	Yes

Remuneration paid/ payable to Managing Director and Executive Directors for the Year 2013-14 (no loans have been advanced):

Director	(in ₹)	Remuneration	Sitting Fees	Total
Mr. Purushottam R. Patel		27,00,000	-	27,00,000
Mr. Mahendra Singh Chawla		27,00,000	-	27,00,000
Mr. Pravin C. Shah		25,20,000	-	25,20,000
Mr. Sharad Chand Lunawat		-	4,500	4,500
Mr. Devendra Baheti		-	6,000	6,000
Mr. Krishna Das Malani		-	6,000	6,000

5. Shareholders/ Investors Grievances Committee

The Shareholders/ Investors Grievances Committee comprised of 1 Independent Non-executive Director as the Chairman and 2 Executive Directors. The Committee apart from the ensuring timely share transfers also looks into any investors complaints. The Committee has designated the Compliance Officer as the officer in-charge of all investor complaints. The matters unresolved for more than 15 days are reported to the Committee. The Committee met four times during the year on 30/May/13, 14/Aug/13, 14/Nov/13 and 12/Feb/14. The members of the Committee and their attendance are given below:

Name of the Member	No. of meetings attended	Whether attended AGM
Mr. Devendra Baheti (Chairman)	4	Yes
Mr. Purushottam R. Patel	4	Yes
Mr. Mahendra Singh Chawla	4	Yes

6. General Body Meetings

The details of last three Annual General Meetings are as under:

Year	Venue	Day/Date	Time
23 rd	33/2 Pigdamber. A B Road, Rau, Indore	28/Sep/2011	11:45 AM
24 th	33/2 Pigdamber. A B Road, Rau, Indore	27/Sep/2012	11:45 AM

25th 33/2 Pigdamber, A B Road, Rau, Indore 06/Aug/2013 11:45 AM

During the Financial Year, the Company passed one Resolution by way of postal ballot vide notice dated 12th February 2014. The Resolution was declared passed by the Chairman on 04th April 2014.

7. Disclosure

As per the amended Clause 49, a statement in summary form of transaction with related parties are being periodically placed before the audit committee. There were no transactions of the Company of material significance with its promoters, directors, management or relatives during the year, which may have potential conflict with the interest of the Company at large. Further details of related party transactions are presented in Note 31 in Notes to the Accounts.

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. In absence of any non-compliance by the Company, there were neither any penalties imposed nor any strictures passed on the Company by the Stock Exchanges, SEBI or any other statutory authority.

8. CEO and CFO Certification

The CEO and CFO of the Company have certified positively to the Board on the matters specified under Clause 49(V) of the Listing Agreement.

9. Means of Communications

- (1) Quarterly and year to end date unaudited results and yearly audited results are published in the newspapers having wide circulation as per Clause 41 of the Listing Agreement.
- (2) The Company's financial results and official news releases are displayed on the Company's website www.alpalabs.com

10. General Shareholders Information

- a. Registered Office:** 33/2 Pigdamber, A B Road, Rau, Indore (M.P.) 453446, INDIA
- b. Compliance Officer:** Ms. Monali Patel cs@alpalabs.com
- c. Annual General Meeting:** 30th September 2014 at the Registered Office of the Company at 11:45 A.M.
- d. Financial Year:** 01st April to 31st March
- e. Date of Book Closure:** 26th September 2014 to 30th September 2014 (Both days inclusive)
- f. Dividend Payment Date:** Not Applicable
- g. Listing on Stock Exchanges:** The Bombay Stock Exchange Limited and The National Stock Exchange of India Limited.
The Company has paid listing fees to both the stock exchange for the year 2013-14
BSE: 532878 NSE: ALPA ISIN: INE385I01010
- h. Stock Code:**
- i. Market Price Data:**

2013-14	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April	8.85	6.93	8.70	7.60
May	8.2	6.06	Not Available	Not Available
June	7.3	6.12	Not Available	Not Available
July	7.4	6.1	Not Available	Not Available
August	7.71	5.8	Not Available	Not Available
September	7.35	5.86	Not Available	Not Available
October	6.51	5.76	Not Available	Not Available
November	7.95	5.9	Not Available	Not Available
December	9.89	5.95	Not Available	Not Available
January	14.1	8.51	12.10	8.10
February	12.88	8.27	11.90	8.15
March	12.65	9.8	12.85	10.35

(Source: BSE & NSE Websites)

- j. Registrar & Transfer Agent:** Bigshare Services Private Limited Contact: Mr. N V K Mohan
E/2 Ansa Industrial Estate, Saki Vihar Road, Andheri (East) Mumbai 400072
Phone: +91-22-2847-0652 Fax: +91-22-2847-5207
Email: ipo@bigshareonline.com Website: www.bigshareonline.com

Shareholders are advised to contact the registrar quoting their Folio nos. in each correspondence.

k. Complaints Resolution: During the year under review, the Company received complaints from the shareholders as follows. To the best of knowledge of the Company, these complaints were solved to the satisfaction of the shareholders:

Nature of complaints	CURRENT YEAR		PREVIOUS YEAR	
	Received	Resolved	Received	Resolved
Non-receipt of share certificates	NIL	NIL	NIL	NIL
Non-credit of account	NIL	NIL	NIL	NIL
Other	9	9	9	12

TOTAL	9	9	9	12
l. Distribution of Shareholding at end of the year was as follows:				
No. of shares	No. of share holders	%	No. of shares held	%
1-5,000	9,525	79.48	17,93,031	8.52
5,001-10,000	1,332	11.11	10,77,416	5.12
10,001-20,000	631	5.27	9,56,595	4.55
20,001-30,000	148	1.23	3,80,318	1.81
30,001-40,000	79	0.66	2,84,433	1.35
40,001-50,000	76	0.63	3,60,001	1.71
50,001-100,000	94	0.78	6,79,066	3.23
Over 100,000	99	0.83	1,55,09,740	73.71
TOTAL	11,984	100.00	2,10,40,600	100.00

m. Categories of Shareholding at end of the year was as follows:

Category	No. of share holders	%	No. of shares held	%
Clearing Member	17	0.14	12,456	0.06
Corporate Bodies	166	1.39	5,98,406	2.84
NRI Promoters	2	0.02	49,900	0.24
NRIs	93	0.78	2,20,904	1.05
Promoters	24	0.20	1,14,39,470	54.37
Public	11,682	97.48	87,19,464	41.44
TOTAL	11,984	100.00	2,10,40,600	100.00

n. De-materialization of Shares and Liquidity:

At the end of the year, there were 97,68,145 equity shares that had been dematerialized, representing 46.43% of the paid up share capital of the Company. The shares of the Company are not frequently traded.

o. Outstanding Convertible Instruments:

At the end of the year, the Company had no outstanding convertible instruments.

p. Manufacturing Units:

Unit-I	Unit-II
33/2 Pigdamber, A. B. Road, Rau Indore (M.P.) 453446, India	481, 470, 471 Sector III, Pithampur Dist. Dhar (M.P.) 454775

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

P. R. Patel

Chairman & Managing Director
Pigdamber, Rau, Indore, 08th August 2014

M. S. Chawla

Director

P. C. Shah

Director

CERTIFICATE ON COMPLIANCE OF CLAUSE 49 OF THE LISTING AGREEMENT

To,

The Members and the Board of Directors of **Alpa Laboratories Limited**

I have examined the compliance by Alpa Laboratories Limited (the Company) of the requirements under Clause 49 of the Listing Agreement, entered into by the Company with the Stock Exchanges, for the year ended 31st March 2014. In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to procedures adopted, and implementation thereof, by the Company for ensuring compliance with the conditions of Corporate Governance under Clause 49. The examination is neither an audit nor an expression of opinion on the financial statements of the Company.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Shilpesh Dalal, Practicing Company Secretary

FCS No. 5316, Certificate of Practice No. 4235

Indore, 08th August 2014

INDEPENDENT AUDITOR'S REPORT

To The Members of Alpa Laboratories Limited,

Report on the Financial Statements

1. We have audited the accompanying financial statements of Alpa Laboratories Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall representation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
 - (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Act;
 - e. on the basis of written representations received from the directors, and taken on record by the Board of Directors, none of the directors is disqualified from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
 - f. since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Act, nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid,

no cess is due and payable by the Company.

For and on behalf of **C. H. PADLIYA & CO.**, Chartered Accountants, FRN 003151C

S. C. Padliya, Partner, Membership Number 071666

Indore, 15th May 2014

ANNEXURE REFERRED TO IN PARAGRAPH 7 OF OUR AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH 2014 OF ALPA LABORATORIES LIMITED

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) All the assets have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) In our opinion, and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
- (ii) (a) We have been informed that the inventory excluding inventory with third parties (which have been substantially confirmed) has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
(b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) On the basis of our examination of the records of inventory, in our opinion, the Company has maintained proper records of inventory and the discrepancies noticed on physical verification between the physical stocks and the book records were not material in relation to the operations of the Company.
- (iii) (a) The Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4(iii) (b), (c) and (d) of the Companies (Auditor's Report), 2003 are not applicable to the Company.
(b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4(iii) (f) and (g) of the Companies (Auditor's Report), 2003 are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurating with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods. Further, on the basis of our examinations and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us, the Company has not entered into transactions, which are required to be recorded in the register in pursuance of section 301 of the Companies Act, 1956. Therefore, the provisions of clause 4(v)(b) of the Companies (Auditor's Report), 2003 are not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- (vii) According to the information given to us, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
- (viii) We have broadly reviewed the books of accounts maintained by the Company pursuant to the order of the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of the products dealt with by the Company and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (ix) (a) According to the information and explanations given to us and according to the books and records as produced and

examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues as may be applicable to it from time to time **except Provident Fund, Employee State Insurance and Entry Tax.**

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears, as at the year end, for a period of more than six months from the date they became payable.

(c) **According to the information and explanations given to us and records of the Company, the dues of Sales Tax, Income Tax, Service Tax, which have not been deposited on account of any dispute are as follows:**

Sr. No.	Nature of Dues	Amount ₹ in lacs	Period to which the matter pertains	Forum where dispute pending
1	Value Added Tax	2.68	01/04/2002 to 31/03/2003	Second appeal filed before Madhya Pradesh Appeal Board, Bhopal.
2	Central Sales Tax	12.28	01/04/2002 to 31/03/2003	Second appeal filed before Madhya Pradesh Appeal Board, Bhopal.
3	Central Sales Tax	19.24	01/04/2005 to 31/03/2006	Second appeal has been decided by Madhya Pradesh Appeal Board, Bhopal. A reference has been filed against the order before the Madhya Pradesh Appeal Board.
4	Value Added Tax	14.25	01/04/2005 to 31/03/2006	Second appeal has been decided by Madhya Pradesh Appeal Board, Bhopal. A reference has been filed against the order before the Madhya Pradesh Appeal Board.
5	Income Tax	21	01/04/2007 to 31/03/2008	Litigation Pending in the High Court.

- (x) In our opinion, the accumulated losses of the Company are not more than fifty percent of its net worth. Further, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) According to the information and explanations provided by the management, Company has neither defaulted in repayment of dues to bank or financial institution nor has issued any debentures.
- (xii) According to the information and explanations provided by the management and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, and to the best of our information and explanations provided by the management, the Company is not a chit fund or nidhi mutual benefit society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report), 2003 are not applicable to the Company.
- (xiv) As per records of the Company and information and explanations provided to us by the management, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Companies (Auditor's Report), 2003 are not applicable to the Company.
- (xv) According to the records of the Company and the information and explanation provided by the management, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) **According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that funds amounting to ₹74.21 Lacs raised on short term basis have been used for long term investment by the Company.**
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained u/s 301 of the Companies Act, during the year.
- (xix) The Company has not issued any debentures. Accordingly the provisions of clause 4(xix) of the Companies (Auditor's Report), 2003 are not applicable to the Company.

(xx) The Company has not raised any money by public issues during the period covered by our report.

(xxi) *During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instances of fraud by the Company, noticed or reported during the year, nor we have been informed of such case by the management. Fraud on the Company involving theft of cheque issued amounting to ` 85,334 were noticed and reported during the year, against which no amount has been recovered by the Company during the year.*

For and on behalf of **C. H. PADLIYA & CO.**, Chartered Accountants, FRN 003151C

S. C. Padliya, Partner, Membership Number 071666
Indore, 15th May 2014

(₹ in lacs)

Balance Sheet as at 31 st March	Note	2014	2013
Equity and Liabilities			
<i>Shareholders' Funds</i>			
(a) Share Capital	1	2,104.06	2,104.06
(b) Reserves and Surplus	2	6,726.50	7,241.99
<i>Non-Current Liabilities</i>			
(a) Long Term Borrowings	3	420.07	620.10
(b) Deferred Tax Liabilities (Net)	32	140.02	137.88
(c) Other Long Term Liabilities	4	50.61	100.07
<i>Current Liabilities</i>			
(a) Short Term Borrowings	5	1,605.15	804.18
(b) Trade Payables	6	1,061.80	851.53
(c) Other Current Liabilities	7	489.27	540.47
(d) Short Term Provisions	8	73.50	56.23
Total Equity and Liabilities		12,670.97	12,456.50
Assets			
<i>Non-Current Assets</i>			
(a) Fixed Assets	9		
(i) Tangible Assets		7,311.42	7,998.61
(b) Long Term Loans and Advances	10	83.84	85.28
<i>Current Assets</i>			
(a) Inventories	11	1,300.44	1,330.18
(b) Trade Receivables	12	2,008.01	1,947.04
(c) Cash and Bank Balances	13	1,046.14	52.73
(d) Short Term Loans and Advances	14	843.09	987.82
(e) Other Current Assets	15	78.03	54.84
Total Assets		12,670.97	12,456.50
The notes form an integral part of these financial statements			

As Per Our Report of even Date

For C. H. PADLIYA & CO.

Chartered Accountants, FRN 003151C

S. C. Padliya

Partner, Membership Number 071666

For **ALPA LABORATORIES LIMITED****P.R. Patel**

Managing Director

M.S. Chawla

Director

Pigdamber, Rau, Indore, 15th May 2014

(₹ in lacs)

Profit & Loss Statement for year ended 31st March	Note	2014	2013
Income			
Revenue from Operations	16	5,670.83	5,610.95
Other Income	17	56.78	46.87
Total Income		5,727.61	5,657.83
Expenditure			
(a) Cost of Materials Consumed	18	3,298.42	3,619.29
(b) Manufacturing and Operating Cost	19	454.57	359.40
(c) Changes in Inventories of Finished Goods, Work in Process and Stock in Trade	20	(88.41)	53.22
(d) Employee Benefits Expense	21	796.75	600.65
(e) Finance Costs	22	212.23	194.46
(f) Depreciation and Amortization Expense	9	905.92	472.85
(g) Other Expenses	23	643.28	679.21
Total Expenses		6,222.74	5,979.08
Profit before tax		(495.13)	(321.26)
Add/(Less): Current Tax	24	(18.22)	-
Add/(Less): Deferred Tax (Net)		(2.14)	(115.54)
Profit/(Loss) for the period		(515.48)	(436.80)
Earnings per share of face value of ₹10 each			
Basic and Diluted (in ₹)		(2.45)	(2.08)
The notes form an integral part of these financial statements			

As Per Our Report of even Date
For C. H. PADLIYA & CO.
Chartered Accountants, FRN 003151C

S. C. Padliya
Partner, Membership Number 071666

For ALPA LABORATORIES LIMITED

P.R. Patel **M.S. Chawla**
Managing Director Director
Pigdamber, Rau, Indore, 15th May 2014

(₹ in lacs)

Cash Flow Statement for year ended 31st March	2014	2013
A. Cash Flow from Operating Activities		
Profit before tax	(495.13)	(321.26)
<i>Adjustments for:</i>		
Depreciation and Amortization Expense	905.92	472.85
Interest Expense	209.23	176.49
Bad Debts Written Off	57.58	92.18
Profit on Disposal of FA	-	(1.08)
Operating Profit Before Working Capital Changes	677.60	419.19
<i>Adjustments for:</i>		
Decrease/ (Increase) in Trade Receivable	(118.56)	102.20
Decrease/ (Increase) in Loans & Advances & Other Current Assets	108.98	38.97
Decrease/ (Increase) in Inventories	29.74	223.98
Increase/ (Decrease) in Current Liabilities & Provision	176.36	(556.84)
Increase/ (Decrease) in Long Term Liabilities	(47.32)	143.87
Cash Generated from Operations	826.79	371.38
Income Tax	(20.35)	(115.54)
Net Cash Generated by Operating Activities	806.44	255.83
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(218.73)	(388.55)
Sale of Fixed Assets	-	3.57
Net Cash Used in Investing Activities	(218.73)	(384.98)
C. Cash Flow from Financing Activities		
Proceeds from Borrowings	600.93	353.43
Interest Paid	(209.23)	(176.49)
Net Cash Generated by Financing Activities	391.70	176.94
D. Net Increase/(Decrease) In Cash and Cash Equivalents	979.41	47.79
E. Cash and Cash Equivalents as at the beginning of the year	52.73	4.94
F. Cash and Cash Equivalents as at the end of the year	1,032.13	52.73
G. Cash and Cash Equivalents as at the end of the year comprise of		
Cash & Bank Balances as per the Balance Sheet	1,046.15	52.73
(Less) Deposits Lodged towards Security Deposit & Margin	(14.00)	-
	1,032.15	52.73

Notes:

1. Figures in brackets indicate cash outgo.
2. The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 notified under the Companies (Accounting Standard) Rules, 2006.
3. The notes to accounts form an integral part of the Cash Flow Statement.

As Per Our Report of even Date

For C. H. PADLIYA & CO.

Chartered Accountants, FRN 003151C

For ALPA LABORATORIES LIMITED**S. C. Padliya**

Partner, Membership Number 071666

P.R. Patel

Managing Director

M.S. Chawla

Director

Pigdamber, Rau, Indore, 15th May 2014

Notes to the Financial Statements for year ended 31st March**(₹ in lacs)**

1. Share Capital	2014	2013
Authorized Capital	2,500.00	2,500.00
2,50,00,000 Equity Shares of ₹10 Each (Previous Year 2,50,00,000 Equity Share of ₹10/- Each)		
Issued Capital	2,156.00	2,156.00
2,15,60,000 Equity Shares of ₹10 Each (Previous year 2,15,60,000 Equity Shares of ₹10/- Each)		
Subscribed and Paid Up Capital	2,104.06	2,104.06
2,10,40,600 Equity Shares of ₹10 Each (Previous year 2,10,40,600 Equity Shares of ₹10/- each)		
Total Share Capital	2,104.06	2,104.06

• Terms and Rights attached to Equity Shares.

The Company has only one class of equity shares having a par value of ₹10 per share. Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

• Detail of Shareholders holding more than 5% of total subscribed shareholding

	2014		2013	
	Quantity	%	Quantity	%
Mahendra Singh Chawla	13,66,600	6.50%	13,66,600	6.50%
Pravin C. Shah	11,00,580	5.23%	11,00,580	5.23%

(₹ in lacs)

2. Reserves and Surplus	2014	2013
(a) Share Premium	5,496.05	5,496.05
(b) Surplus/(Deficit) in Statement of Profit and Loss		
Opening Balance	1,745.93	2,182.74
Add: Profit/(Loss) for the year	(515.48)	(436.80)
Closing Balance	1,230.45	1,745.93
Total Reserve and Surplus	6,726.50	7,241.99

(₹ in lacs)

3. Long Term Borrowings	2014	2013
Secured		
Term Loans from Banks	420.07	620.10
Total Long Term Borrowings	420.07	620.10

Details of terms of repayment for the long term borrowings and security provided in respect of the secured long term borrowings:**A) Terms of Repayment :**

1) Corporate Loan: Repayable in 36 monthly installments commencing from April 2012. Last instalment due in March 2015. Rate of interest 13.25% p.a. as at year end. (Previous year 13.75% p.a.)

2) Machinery Term Loan: Repayable in 60 monthly installments commencing from June 2013. Last installment due in May 2018. Rate of interest 13.25% p.a. as at year end. (Previous year 13.75% p.a.)

B) Security Provided :

Term loans are secured by mortgage of immovable properties including factory land, building structures and all Plant and Machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future & hypothecation of assets purchased from term loan. Further, the loans are personally guaranteed by the Directors.

(₹ in lacs)

4. Other Long Term Liabilities	2014	2013
Trade/ Security Deposits received	50.61	100.07
Total Other Long Term Liabilities	50.61	100.07

(₹ in lacs)

5. Short Term Borrowings	2,014	2,013
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Secured

Working Capital Loan from Bank	1,605.15	804.18
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Total Short Term Borrowings**1,605.15** **804.18****Security Provided:**

Working Capital Loan is secured by way of book debts and hypothecation of present and future stock of raw material, finished goods, stock in process consumables, stores & spares, packing material etc. Further, the Loan is personally guaranteed by the directors.

(₹ in lacs)

6. Trade Payables	2014	2013
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Micro, Small and Medium Enterprises	96.22	99.40
Others	965.58	752.12

Total Trade Payables**1,061.80** **851.53****Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006***

Particulars	2014	2013
(i) Principal amount due and remaining unpaid as at the end of the acctg. year	96.22	99.40
(ii) Interest due thereon remaining unpaid as at the end of the accounting year	-	-
(iii) Amount of int. paid along with payment made beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

*The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSME.

(₹ in lacs)

7. Other Current Liabilities	2014	2013
-------------------------------------	-------------	-------------

(a) Current maturities of long-term debt -Secured Loans from Banks	273.33	249.93
(b) Interest accrued but not due on borrowings	-	10.21
(c) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	17.37	24.63
(d) Payables on purchase of fixed assets	11.37	9.24
(e) Advances from customers	38.13	114.33
(f) Other payables *	149.08	132.12

Total Other Current Liabilities**489.27** **540.47**

* Includes security deposits of employees, salary and allowance payable to employees and other miscellaneous expenses.

(₹ in lacs)

8. Short Term Provisions	2014	2013
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(a) Provision for employee benefits	23.35	22.08
(b) Other provisions	50.15	34.15

Total Short Term Provisions**73.50** **56.23**

9. Fixed Assets

ASSET	GROSS BLOCK			As At 31 Mar 2014	DEPRECIATION			Up To 31 Mar 2014	NET BLOCK	
	As At 01 Apr 2013	Additions	Deletions		Up To 31 Mar 2013	For the Year 2013-14	Deductions		As At 31 Mar 2014	As At 31 Mar 2013
Land and Site Dev.	264.33	-	-	264.33	-	-	-	-	264.33	264.33
Building	5,637.98	-	-	5,637.98	584.41	505.36	-	1,089.77	4,548.21	5,053.57
Plant and machinery	2,744.97	101.60	-	2,846.57	972.71	253.95	-	1,226.66	1,619.91	1,772.26
Furniture and Fixtures	74.72	3.76	-	78.48	18.32	11.04	-	29.36	49.12	56.40
Computers	34.81	3.74	-	38.54	23.17	5.93	-	29.10	9.44	11.64
Vehicles	10.84	-	-	10.84	1.27	2.48	-	3.75	7.09	9.57
Utility	175.37	-	-	175.37	124.01	7.15	-	131.17	44.21	51.36
Electrical Installation	426.08	-	-	426.08	144.16	39.22	-	183.37	242.71	281.93
QC and Lab Equipment	603.62	107.66	-	711.28	110.06	79.79	-	189.85	521.43	493.56
Office Equipment	9.53	1.97	-	11.49	5.53	0.99	-	6.53	4.97	3.99
Total	9,982.25	218.72	-	10,200.98	1,983.64	905.92	-	2,889.56	7,311.42	7,998.61
Previous Year	2,432.79	7,553.03	3.57	9,982.25	1,511.88	472.85	1.08	1,983.64	7,998.61	6,825.61

(₹ in lacs)

10. Long Term Loans and Advances	2014	2013
Unsecured, Considered Good		
(a) Security Deposits	83.84	85.28
Total Long Term Loans and Advances	83.84	85.28

(₹ in lacs)

11. Inventories	2014	2013
(a) Raw materials	817.74	939.07
(b) Work-in-progress	66.41	54.86
(c) Finished goods (other than those acquired for trading)	377.75	300.87
(d) Analytical Materials	38.54	35.38
Total Inventories	1,300.44	1,330.18

Details of Raw Materials:	2014	2013
Drugs & Chemicals	339.97	277.09
Packing Materials	477.77	661.98
Total	817.74	939.07

Details of Work in Progress:	2014	2013
Injection	16.84	8.42
Tablets & Capsules	39.45	25.44
Ointment & Cream	0.34	1.92
Eye/Ear Drops	0.85	3.05
Dry Powder	8.93	16.04
Total	66.42	54.86

Details of Finished Goods:	2014	2013
Liquid Injection	121.42	180.18
Dry Powder Injection	53.25	16.40
Tablets	188.43	48.20
Capsules	2.08	39.12
Ointment	12.57	16.97
Total	377.76	300.87

Details of Analytical Materials	2014	2013
GC Columns	6.43	5.19
HPLC Columns	32.11	30.19
Total	38.54	35.38

(₹ in lacs)

12. Trade Receivables	2014	2013
<i>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</i>		
Unsecured, considered good	316.87	274.87
Doubtful	10.21	27.16
<i>Other Trade receivables</i>		
Unsecured, considered good	1,680.01	1,643.64
Doubtful	0.92	1.36
Total Trade Receivables	2,008.01	1,947.04

(₹ in lacs)

13. Cash and Bank Balances	2014	2013
(a) <i>Cash and Cash Equivalents</i>		
(i) Cash on Hand	0.57	7.74
(ii) Balances with Banks	1,031.58	3.34
(b) <i>Other Bank Balances</i>		
(i) In Deposit Accounts	14.00	41.64
Total Cash and Bank Balances	1,046.14	52.73

(₹ in lacs)

14. Short Term Loans and Advances	2014	2013
(Unsecured and Considered Good)		
(a) Security Deposits	3.56	5.16
(b) Loans and Advances to Employees	9.14	4.60
(c) Prepaid Expenses	8.97	6.65
(d) Balances with Government Authorities	347.77	391.10
(e) Advances to Suppliers	110.45	114.59
(f) Advance for Capital Goods	363.19	465.72
Total Short Term Loans and Advances	843.09	987.82

(₹ in lacs)

15. Other Current Assets	2014	2013
(a) Unamortized Expenses	2.66	2.32
(b) Interest Accrued on Deposits	14.31	9.76
(c) Duty Drawback Receivable	50.95	32.80
(d) Refund Receivable against Rebate Claim of Duty	10.11	-
(e) Other Receivable	-	9.97
Total Other Current Assets	78.03	54.84

(₹ in lacs)

16. Revenue from Operations	2014	2013
(a) Sale of Products	5,072.44	5,427.94
(b) Sale of Services	843.52	377.36
(c) Other Operating Revenues	200.94	180.06
	6,116.90	5,985.36
Less: Excise Duty/ Service Tax Recovered	446.07	374.41
Total Revenue from Operations	5,670.83	5,610.95

Details of Sale of Products (Excluding Excise Duty)

	2014	2013
Manufactured Goods		
Liquid Injection	2,017.77	2,150.46
Dry Powder Injection	1,375.71	1,486.89
Tablets	888.44	975.17
Capsules	130.21	177.30
Ointments	255.90	276.07
TOTAL	4,668.03	5,065.89

Details of Sale of Services (Excluding Service Tax)

	2014	2013
Services		
Analytical Charges	34.92	32.02
Conversion & Packing Charges	337.46	174.71
Formulation Development	429.48	158.28
TOTAL	801.86	365.00

Details of Other Operating Revenue

	2014	2013
Other Revenues		
Sale of Scrap	2.44	2.10
Duty Drawback and Other Export Incentives	194.21	173.88
Other Revenues	4.29	4.09
TOTAL	200.94	180.06

(₹ in lacs)

17. Other Income	2014	2013
(a) <i>Interest Income</i>		
(i) Interest from Banks	2.80	2.29
(ii) Interest from Others	3.05	1.94
(b) Net Gain on Foreign Currency Transactions and Translation	48.05	25.41
(c) Compensation Received on Cancellation of Agreement	1.38	15.00
(d) Other Non-Operating Income	1.50	2.24
Total Other Income	56.78	46.87

(₹ in lacs)

18. Cost of Materials Consumed	2014	2013
Opening stock	939.07	1,145.20
Add: Purchases	3,177.09	3,413.16
Less: Closing stock	(817.74)	(939.07)
Total Cost of Materials Consumed	3,298.42	3,619.29

Detail of Raw Materials Purchased	2014		2013	
	Value	%	Value	%
Imported	209.54	6.60%	153.25	4.49%
Indigenous	2,967.54	93.40%	3,259.92	95.51%
TOTAL	3,177.09	100.00%	3,413.17	100.00%

Detail of Raw Materials Consumed	2014	2013
Drugs & Chemicals	2,440.36	2,887.30
Packing Material	858.05	732.00
TOTAL	3,298.42	3,619.30

(₹ in lacs)

19. Manufacturing and Operating Cost	2014	2013
Stores and Spares	65.84	44.20
Power and Fuel	242.17	209.12
Repairs to Buildings	21.86	8.36
Repairs to Machinery	11.43	10.74
Analytical Expenses	44.83	40.34
Other Manufacturing and Operating expenses	68.44	46.64
Total Manufacturing and Operating Cost	454.57	359.40

Detail of Imported and Indigenous Stores and Spare Parts Consumed	2014		2013	
	Value	%	Value	%
Indigenous	65.84	100.00%	44.20	100.00%

(₹ in lacs)

20. Changes in Inventories of Fin. Goods, Work in Process	2014	2013
<u>Inventories at the end of the year:</u>		
Finished goods	377.74	300.87
Work-in-progress	66.41	54.86
	444.14	355.73
<u>Inventories at the beginning of the year:</u>		
Finished goods	300.87	346.36
Work-in-progress	54.86	62.60
	355.73	408.95
Total Changes in Inventories of Fin. Goods, Work in Process	88.41	(53.22)

(₹ in lacs)

21. Employee Benefits Expense	2014	2013
Salaries and Wages	775.89	579.59
Contribution to Provident and Other Funds	15.59	17.70
Staff Welfare Expenses	5.27	3.37
Total Employee Benefits Expense	796.75	600.65

The Company makes Provident Fund contributions under defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized ₹15.60 lacs (Previous Year ₹14.46 lacs) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(₹ in lacs)

22. Finance Costs	2014	2013
(a) Interest Expense on:		
(i) Borrowings	207.74	173.02
(ii) Others	1.50	3.48
(b) Other Borrowing Costs	2.99	17.97
Total Finance Costs	212.23	194.46

(₹ in lacs)

23. Other Expenses	2014	2013
Rent including Lease Rentals	16.75	8.24
Repairs and Maintenance (Others)	2.43	1.66
Insurance	3.81	3.03
Rates and Taxes	53.61	29.77
Communication	16.29	12.12
Traveling and Conveyance	124.97	93.59
Printing and Stationery	12.46	10.64
Freight and Forwarding	98.71	33.23
Commission on Sales	126.29	145.59
Business Promotion	27.83	13.15
Sales Discount	32.13	-
Donations and Contributions	0.64	0.41
Legal and Professional	30.09	34.41
Liquidated Damages, Testing and LSP Charges	5.61	58.03
Membership & Subscription	0.25	0.31
Payments to Auditors	2.77	3.03
Bad Trade and Other Receivables, Loans and Advances written off	57.58	92.18
Prior Period Items (net)	1.52	103.32
Miscellaneous Expenses	29.52	36.49

Total Other Expenses

643.28	679.21
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Payment to Auditors Comprise

	2014	2013
As Auditors – Statutory Audit	2.40	2.25
For Other Services	0.37	0.78
TOTAL	2.77	3.03

Prior Period Items (net) Represent

	2014	2013
Debits Relating to Earlier Years	2.81	104.95
Credits Relating to Earlier Years	(0.39)	(1.63)
TOTAL	2.42	103.32

(₹ in lacs)

24. Current Tax	2014	2013
Prior Period Tax	18.22	-
Total Current Tax	18.22	-

(₹ in lacs)

25. Value of Imports on C.I.F. Basis	2014	2013
Raw Materials and Stock-in-Trade	209.55	153.25
Capital Goods	94.93	47.45
Total Value of Imports on C.I.F. Basis	304.49	200.71

(₹ in lacs)

26. Expenditure in Foreign Currency	2014	2013
Professional and Consultation fees	-	5.55
Bank Charges	3.36	2.18
Traveling Expenses	2.08	2.08
Total Expenditure in Foreign Currency	5.44	9.81

(₹ in lacs)

27. Earnings in Foreign Currency	2014	2013
Export of Goods Calculated on FOB Basis	1,292.98	1,433.81
Export of Services	252.68	90.28
Total Earnings in Foreign Currency	1,545.66	1,524.09

(₹ in lacs)

28. Details of Leasing Arrangements	2014	2013
<i>As Lessee (operating lease)</i>		
The Company has entered into operating lease arrangements for certain facilities and office premises.		
A. Lease Payments recognized in the Statement of Profit and Loss	10.33	6.87

(₹ in lacs)

29. Government Grants	2014	2013
Government Grants Received by the Company during the Year towards - Duty Drawback (Recognized under Other Operating Revenues)	18.51	23.54
Total Government Grants	18.51	23.54

(₹ in lacs)

30. Borrowing Costs	2014	2013
Borrowing Costs Capitalized during the year	-	26.02
Total Borrowing Costs	-	26.02

(₹ in lacs)

31. Related Party Disclosures	2014	2013
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A. Relationships:

i. Key Management Personnel

a. P. R. Patel, CMD	b. M. S. Chawla, Director	c. P. C. Shah, Director
d. Jayesh Patel, CEO	e. Paresh Chawla, COO	f. B. C. Shah, VP

ii. Relatives of Key Management Personnel and their enterprises where transactions have taken place

a. Shitul Shah	b. Soni Chawla	c. Rima Shah
d. Nayana Patel	e. Rupal Shah	f. Vinit Shah

B. Transactions carried out with related parties referred to in A.i. & A.ii. above, in the ordinary course of business:

Remuneration for Key Management Personnel referred to in A.i. above	79.20	74.40
Salary for Key Management Personnel referred to in A.i. above	65.20	43.80
Traveling Expenses for Key Management Personnel referred to in A.i. above	-	7.38
Salary for Relatives of Key Management Personnel referred to in A.ii. above	17.60	8.04

(₹ in lacs)

32. Deferred Tax Liabilities	2014	2013
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The Company has recognized deferred tax arising on account of timing differences being the difference between the taxable income and accounting income, that originates in one period and is capable of reversal in one or more subsequent period in compliance with Accounting Standard (“AS-22”) – “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India.

The Major Components of deferred tax liabilities arising on account of timing differences are as follows:

Tax effect of items constituting deferred tax liability

- on difference between book balance and tax balance of fixed assets	140.02	137.88
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Total Deferred Tax Liabilities

140.02	137.88
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(₹ in lacs)

33. Contingent Liabilities & Commitments (to the extent not provided for)	2014	2013
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a. Bank Guarantees of ₹50.04 lacs (Previous Year – ₹77.91 lacs) have been given to various government departments for tenders for supply of medicines.

b. Bank Guarantee of ₹Nil (Previous Year – ₹17.85 lacs) has been given to Deputy Commissioner of Customs against import of capital goods under Export Promotion Capital Goods Scheme.

c. Bank Guarantee of ₹Nil (Previous Year – ₹3.70 lacs) has been given in favor of President of India through Commissioner of Customs Nhava Sheva, Raigarh for import of Raw Materials without payment of import duty under DEEC Scheme.

d. Bank Guarantee of ₹Nil (Previous Year – ₹0.83 lacs) has been given in favor of President of India through Deputy Commissioner of Central Excise for Bond for procurement of Raw Material (Methyl Prednisolone Buffered Sterile) Without Payment of Duty for production of Life Saving Drugs.

e. Notices have been received form Central Excise Department Range Pithampur for Late Filling of Returns for few months in F.Y. 2012-13 for which obligation may arise. Due to pendency of case amount of obligation can not be ascertained.

f. Disputed demands before relevant authorities :

	2014	2013
Value Added Tax	16.93	16.93
Central Sales Tax	31.52	31.52
Income Tax	21.00	21.00
Service Tax	-	37.85

34. Court Cases have been filed against Innovec Laboratories Private Limited for ₹28.95 lacs (Previous Year – ₹28.95 lacs) for recovery of outstanding amounts.

35. Segment Reporting

a. As the Company operates in the single segment of Drugs and Chemicals which is the Primary Reportable Segment as per Accounting Standard (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India, no separate disclosure pertaining to attributable Revenue, Profits, Assets, Liabilities and Capital Employed are given.

b. The secondary segment based on geographical segmentation is considered to be business Outside India and Within India.

Detail of geographical segments based on location of the customers	2014		2013	
	Value	%	Value	%
Outside India	1,564.17	27.58%	1,556.10	27.73%
Within India	4,106.66	72.42%	4,054.85	72.27%
Total	5,670.83	100.00%	5,610.96	100.00%

(₹ in lacs)

36. Capital Work in Progress

2014

2013

a. Capital Work in Progress include expenditure during construction period of new unit of the Company as under:

Opening Balance	-	5,904.69
Incurred during the year / Transferred from amount Pending for allocation	-	81.44
Amount of advance revert back during the year	-	47.93
Capitalized during the year	-	5,938.20
Closing balance	-	-

b. Capital WIP includes Advances for Capital Expenditure Nil (P.Y.- ₹115.48 lacs)

37. The Company has passed a special resolution on 04th April 2014 by way of Postal Ballot authorizing the Board to dispose off its Unit at 481, 470, 471 Sector III Industrial Area, Pithampur, District Dhar (M.P.) along with all the employees as well as the assets and liabilities of the said undertaking including the concerned licenses, permits, consents, approvals whatsoever, as a "going concern" and by way of a slump sale or any other mechanism in the interest of the Company at a consideration as may be decided by the Board of Directors and that such consideration not be less than Rs. 50 Crores (Rupees Fifty Crores Only) to such prospective buyers/ parties and along with non compete undertaking from the Company and the promoters of the Company to refrain from carrying on a similar business, and on such other terms and conditions as may be decided by the Board. The said unit was mainly financed out of the IPO proceeds of the Company received in the month of July, 2007.

38. Significant Accounting Policies and Practices adopted by the Company are disclosed in the Statement annexed to these Financial Statements as Annexure A.

39. Previous Year Figures

Comparative financial information is presented in accordance with the corresponding figure reporting framework as set out in Standards on Auditing 710 on "Comparatives". Previous Year figures have been regrouped or rearranged, as wherever appropriate to correspond to figures of the current year.

As Per Our Report of even Date

For C. H. PADLIYA & CO.

Chartered Accountants, FRN 003151C

For ALPA LABORATORIES LIMITED

S. C. Padliya

Partner, Membership Number 071666

P.R. Patel

Managing Director

M.S. Chawla

Director

Pigdamber, Rau, Indore, 15th May 2014

Annexure A (Annexed to and forming part of the Accounts for the year ended 31st March 2014)
SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

COMPANY BACKGROUND

Incorporated as Alpa Laboratories Private Limited on 18th March 1988 under the Companies Act, 1956 and converted to public limited company on 03rd September 1998 with the name of Alpa Laboratories Limited. The Company has been listed on the Bombay Stock Exchange and the National Stock Exchange since 06th August 2007.

1. Basis of Preparation of Financial Statements

The accompanying financial statements have been prepared under the historical cost convention on the accrual basis, in accordance with Indian Generally Accepted Accounting Principles and As per the provisions of the Companies Act, 1956, (the Act). Accounting policies have been consistently applied except where a newly – issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

These financial statements have been prepared assuming the Company will continue as a going concern. Accordingly, the financial statements do not include any adjustments regarding the recoverability of assets and classification of liabilities that might result should the Company be unable to continue as a going concern.

2. Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires that estimates and assumptions to be made that effect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Differences between the actual amount and estimates are recognized in the period in which the results are known / materialized.

3. Revenue Recognition

- The Company generally recognizes income on its accrual and sales at the time of dispatch of goods to the customers.
- Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of investment.
- Interest received is recognized using the time - proportion method, based on rates implicit in the transaction.
- The value of unutilized unconditional Customs Duty credit granted against exports under “Duty Entitlement Pass Book Scheme” are accounted in the year of export.

4. Expenditure

- Cost is generally accounted on accrual as it is incurred.
- Rent payable for premises taken on lease is charged to revenue.
- Petty consumables for repairs etc are charged to revenue at the time of receipt only.

5. Fixed Assets

- Fixed asset is stated at their historical cost (net of recoverable taxes wherever credit availed) of acquisition or construction, less accumulated depreciation. Cost includes all cost incurred to bring the asset to their working condition and location.
- Capital Work in Progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use at the Balance Sheet date.
- Fixed assets are eliminated from financial statements either on disposal or when retired from active use.

6. Depreciation

- Fixed asset is depreciated on a written down value basis at the rate specified in scheduled XIV of Companies Act 1956.
- Depreciation for assets purchased or sold during the period is charged to revenue pro-rata to the period of their use.
- Individual low cost asset (value of less than ₹5000) is entirely depreciated in the year of acquisition.

7. Inventories

Finished goods (including for trade), work in process and raw materials are stated at ‘Cost or Net Realizable Value, whichever is lower’. Cost of Inventories comprises cost of purchases and other costs incurred in bringing the inventories to their present location and condition. ‘First In First Out’ cost formula is used for determination of cost of inventories.

8. Investments

Long term investment are stated at cost of acquisition or book value; book value being arrived at after adjusting provisions for diminution in values of each investment individually, provided such diminution is not temporary.

9. Foreign Currency Transactions

- Initial Recognition
Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- Conversion
At the year-end, monetary assets in foreign currency are translated at the rates of exchange at the Balance Sheet date and resultant gain or loss is recognized in the Profit and Loss Account.

c. **Exchange Differences**

All exchange differences arising on settlement/conversion on foreign currency transactions are included in the Profit and Loss Account, except in cases where they relate to the acquisition of fixed assets, in which case they are adjusted in the cost of the corresponding asset.

10. Employee Benefit

- a. The Company's contribution to Life Insurance Corporation of India (LIC) for group gratuity policy is charged to the Profit and Loss account each year. The contribution for Group Gratuity Policy is based on values as actually determined and demanded by LIC at the year end.
- b. Liability on account of obligation under the employee's provident fund & employee state insurance, both defined contribution plans, is charged to Profit and Loss account on the basis of actual liability calculated as a percentage of salary.

11. Borrowing Cost

- a. Interest and other borrowing costs on specific borrowing attributable to qualifying assets are capitalized.
- b. Other interest and borrowing cost are charged to revenue.

12. Service Tax Input Credit

Service tax input credit is accounted for in the books in the period when the underlying service received is accounted and when there is no uncertainty in availing / utilizing the same.

13. Provisions & Contingent liabilities and assets

- a. Provisions are recognized only when the Company has present or legal or constructive obligations as a result of past events, for which it is probable that an outflow of economic benefit will be required to settle the transaction and a reliable estimate can be made for the amount of obligation.
- b. Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) Present obligations arising from the past events where it is probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of obligation cannot be made.
- c. Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

14. Taxation

- a. Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period the related revenue and expense arise. A provision is made for income tax annually based on the tax liability computed after considering tax allowances and exemptions.
- b. Income tax expense comprises current tax and deferred tax charged or credit. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.
- c. Deferred tax asset on account of timing differences are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.
- d. Minimum Alternative Tax (MAT) Paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future Income Tax liability, is considered as an asset when it is probable that future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

15. Events occurring after the date of Balance Sheet

Material events occurring after the date of the Balance Sheet are considered up to the date of approval of accounts by the Board of directors.

16. Prior Period Adjustments

As per the Accounting Standard – 5, issued by the ICAI, Prior Period Adjustments as a result of errors or omission in the preparation of Financial Statements of one or more prior periods are separately disclosed in the Profit and Loss Account.

17. Leases

Lease Agreements where the risk and reward incidental to ownership of assets substantially vest with the lessor, are recognized as operating leases. Lease rental under operating leases are recognizes in the Profit and Loss statement on a straight line basis.

As Per Our Report of even Date
For **C. H. PADLIYA & CO.**
Chartered Accountants, FRN 003151C

For **ALPA LABORATORIES LIMITED**

S. C. Padliya
Partner, Membership Number 071666

P. R. Patel
Managing Director

M. S. Chawla
Director
Pigdamber, Rau, Indore, 15th May 2014

ALPA LABORATORIES LIMITED CIN: L85195MP1988PLC004446
REGD. OFFICE: 33/2, Pigdamber, A.B. Road, Rau, Dist. INDORE (M.P.) 453446

PROXY FORM (FORM MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) _____ Email Id.: _____
Registered Address _____ Folio No./ Client Id.: _____
DP Id.: _____

I/ We being member(s) of _____ shares of the above named company hereby appoint:

Name _____ Email Id.: _____
Address _____ Signature: _____ or failing him;

Name _____ Email Id.: _____
Address _____ Signature: _____ or failing him;

Name _____ Email Id.: _____
Address _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 26th Annual General Meeting of the Company, to be held on 30th September 2014 at 11:45 AM and at any adjournment thereof in respect of resolutions as are indicated below:

1	Adoption of Audited Financial Statements, Directors' Report and Auditors' Report for the Year ended 31 st March 2014
2	Appointment of rotational director
3	Appointment of Auditor and Fixing their remuneration
4	Appointment of Mr. P. R. Patel as Managing Director of the Company
5	Appointment of Mr. M. S. Chawla as Whole Time Director
6	Appointment of Mr. P. C. Shah as Whole Time Director
7	Appointment of Mr. S. C. Lunawat as an Independent Director of the Company
8	Appointment of Mr. D. K. Baheti as an Independent Director of the Company
9	Appointment of Mr. K. D. Malani as an Independent Director of the Company
10	Approval for Borrowing under Section 180(1)(c) of the Companies Act, 2013
11	Appointment of Cost Auditors

Signed this _____ day of _____ 2014 Signature of Shareholder(s) _____
Note: This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Affix ₹ 1
revenue
stamp

ALPA LABORATORIES LIMITED CIN: L85195MP1988PLC004446
REGD. OFFICE: 33/2, Pigdamber, A.B. Road, Rau, Dist. INDORE (M.P.) 453446

ATTENDANCE SLIP

Folio No. _____ Number of Shares _____ DP Id _____ Client Id _____

I hereby record my presence at the 26th Annual General Meeting of the Company held on 30th September 2014, at 11:45 AM.

Name of the Shareholder (in BLOCK letters) _____

email Id. of the Shareholder (in BLOCK letters) _____

Signature of the shareholder(s) _____

Name of the proxy (in BLOCK letters) _____

Signature of the proxy _____

Notes: 1. Please hand over this slip at the entrance.
2. Attendance is permitted only in case shares are held on the date of the meeting.

**BOOK-POST
PRINTED MATTER**

ALPA LABORATORIES LIMITED

If undelivered, please return to: Alpa Laboratories Limited, 33/2 Pigdamber, A.B. Road, Rau, Indore (M.P.) 453446