



# *Alpa Laboratories Ltd.*

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

## POSTAL BALLOT NOTICE

Notice issued pursuant to Section 180(1)(a) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Dear Members,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 and the Companies Act, 2013 to the extent applicable read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended from time to time, ("**Rules**"), that Alpa Laboratories Limited ("**Company**"), proposes to sell and transfer its undertaking situated at 481, 470, 471 Sector III Industrial Area, Pithampur, District Dhar (M.P.) ("**Unit-II**").

Pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies Act, 1956, the approval of the Members is required by way of a Special Resolution, to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking. Further, pursuant to the provisions of Section 192A of the Companies Act, 1956 and the Rules, the consent / approval of the Members for the above purpose is required to be obtained by way of postal ballot.

Accordingly, the proposed Resolution and the Statement of material facts and reasons thereof are being sent to you along with a Postal Ballot Form for your consideration.

The Members are requested to read the instructions printed in the Postal Ballot Form carefully. The Members are requested to send the Form duly completed and signed, in the enclosed postage pre-paid Self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, 24<sup>th</sup> March 2014.

The board of directors of the Company ("**Board**") has appointed Mr. Shilpesh Dalal, Practising Company Secretary, Indore as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Board after completion of the scrutiny and the result thereof will be declared on or before Wednesday, 26<sup>th</sup> March 2014 at the Registered Office of the Company. Additionally, the result will be put up on the Company's website at [www.alpalabs.com](http://www.alpalabs.com) and published in the newspapers.

In the event, the proposed resolution is approved by requisite majority of members by means of Postal Ballot, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.

## PROPOSED SPECIAL RESOLUTION

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies Act, 1956 and Memorandum and Articles of Association of the Company and subject to other approvals, consents, permissions and

sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the Company, be and is, hereby accorded to the Board of Directors of the Company (the "Board", which expression shall include any committee thereof) to sell, transfer and dispose of the Company's Unit-II Undertaking situated 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" at such price / 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.

RESOLVED FURTHER THAT the Company do hereby give its consent and does not have any objection for any non compete fees received by the promoters towards giving of non compete undertaking to the buyer.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the effective date, finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is, hereby authorised to delegate all or any of the powers herein conferred, to any Director or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

By Order of the Board  
For Alpa Laboratories Limited

*Mahendra*

**M.S. Chawla, Director**

Pigdamber, Rau, Indore, 12<sup>th</sup> February, 2014

#### ANNEXURE TO NOTICE

Notes:

1. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013 read with Section 192A of the Companies Act, 1956 in respect of the above mentioned business is annexed.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the Postal Ballot Form is permitted.
3. Read the instructions / notes printed overleaf the Postal Ballot Form before exercising the vote.
4. Postal Ballot Form and the self-addressed postage pre-paid business reply envelope are enclosed.

*Mahendra*

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 read with the Companies Act, 1956 and the reasons for passing the resolutions forming part of the notice:

#### Strategic Rationale

The Board of Directors of the Company had at its meeting held on 28<sup>th</sup> May, 2012, with a view to monetize its Unit-II undertaking had approved to explore the the possibilities of some arrangement including but not limited to joint venture, asset sale, slump sale, merger, etc. with another entity.

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 creates substantial uncertainties for the long term interest of the Company and other stakeholders.

Accordingly, the Board has deliberated several options to enable the Company to address the above mentioned concerns, to reduce its indebtedness and to focus on other businesses including the steady business generated by Unit-I from domestic, semi-regulated and non-regulated markets.

In this context, the Board, in its meeting held on 12<sup>th</sup> February, 2014 approved the sale of the Unit-II undertaking along with its employees as well as assets and liabilities including the concerned licenses, permits, consents and approval whatsoever to the prospective buyer on a going concern basis and by way of a slump sale or any other mechanism in the interest of the Company at a consideration shall not less than Rs. 50 Crores (Rupees Fifty Crores).

Promoters of the Company have agreed to give non compete undertaking on the basis of receiving non compete fee, if required, from the prospective buyer(s).

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies Act, 1956, the sale, transfer or disposal of an undertaking of the Company requires the approval of the Members by a Special Resolution. Accordingly, as required by Section 192A of the Companies Act, 1956 read with the Companies Act, 2013, the approval of the Members is being sought through Postal Ballot for passing of the Special Resolution as set out in the above Notice.

A special resolution under Section 180(1) (a) of the Companies Act, 2013 read with the Companies Act, 1956 is therefore proposed for approval by the members.

Mr. P. R. Patel, Mr. M. S. Chawla, Mr. P. C. Shah, Mr. Jayesh Patel, Mr. Bakulesh Shah, Mr. Paresh Chawla and Mr. Shitul Shah being part of the promoters / relatives / directors / shareholders / key managerial personnel are interested in the resolution(s) to the extent of the non compete fees that may be received by them and to the extent of shares held by them in the Company. None of the other directors, key managerial personnel and the relatives of the aforesaid persons of the Company are interested in the said resolution.

The Board is of the opinion that the aforesaid Resolution is in the best long term interest of the Company and hence, commends the Resolution for your approval.

By Order of the Board  
For Alpha Laboratories Limited



**M.S. Chawla, Director**

Pigdamber, Rau, Indore, 12<sup>th</sup> February, 2014



# Alpa Laboratories Ltd.

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

## POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial Number:

1. Name and Registered address of sole / first named Member
2. Name(s) of Joint Member(s) (if any)
3. Registered Folio No. / DP ID No. / Client ID No.
4. Number of share(s) held

I / We hereby exercise my / our vote in respect of the Special Resolution(s) to be passed through postal ballot as detailed in the Notice of the Company dated 12<sup>th</sup> February 2014 by conveying my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Description of the Resolution(s)	Number of Shares*	I / We assent to the Resolution	I / We dissent to the Resolution
Special resolution pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies Act, 1956 and Memorandum and Articles of Association of the Company and subject to other approvals, consents, permissions and sanctions as may be required from the concerned statutory / regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the Company, be and is, hereby accorded to the Board of Directors of the Company (the "Board", which expression shall include any committee thereof) to sell, transfer and dispose of the Company's Unit-II Undertaking situated 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" at such price / 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.			

\*Member need not use all his votes or cast all his votes in the same way.

email ID (optional):

Phone No. (optional):

Place :

Date :

Signature of the Member(s)

**PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE FILLING THE FORM.  
PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERE WITH.**

(P.T.O.)

## INSTRUCTIONS FOR POSTAL BALLOT FORM

1. Pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 and the Postal Ballot Rules, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.
2. Member desiring to exercise his vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope which shall be properly sealed with adhesive or adhesive tape. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member will also be accepted.
3. Member may convey his / her / its assent / dissent in this Postal Ballot Form. The consent of the Members must be accorded by recoding the assent in the column 'I / We assent to the Resolution' and dissent in the column 'I / We dissent to the Resolution' by placing a tick mark (✓) in the appropriate column. Assent or dissent received in any other manner will not be considered valid.
4. Self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board.
5. Postal Ballot Form should be duly completed and signed by the Member(s). In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
6. Where the Postal Ballot Form is signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the Postal Ballot Form. Member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. Member need not use all his votes or cast all his votes in the same way.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5:30 PM on or before Monday, 24<sup>th</sup> March 2014. Any Postal Ballot Form received after this date will be treated as if the same has not been received. Members are requested to send the duly completed Postal Ballot Forms well before Monday, 24<sup>th</sup> March 2014 providing sufficient time for postal transit.
10. The postal ballot shall not be exercised by a Proxy.
11. Members may request duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer no later than the date specified at item no. 9 above.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope as all such envelopes will be received by Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. Voting rights shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on Friday, 14<sup>th</sup> February 2014.
14. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
15. Result of the voting on the resolution will be declared at the Registered Office of the Company on or before Wednesday, 26<sup>th</sup> March 2014. Additionally, the result will be communicated to the BSE and the NSE where the Equity Shares of the Company are listed and will be published in newspaper(s). The date of declaration of the result of the postal ballot will be taken to be date of passing of the Special Resolution.
16. Members are requested to fill in the Postal Ballot Form with indelible Ink and not by any erasable writing mode.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary at the registered address of the Company or Phone No.: +91-731-429-4567 or Fax No.: +91-731-429-4444 or email [cs@alpalabs.com](mailto:cs@alpalabs.com)

*Mahendra*